

ALLIED CAPITAL CORP  
Form 10-Q  
November 08, 2006

**FORM 10-Q**  
**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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

**For The Quarterly Period**  
**Ended September 30, 2006**

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

**Commission File Number:**  
**0-22832**

**ALLIED CAPITAL CORPORATION**  
*(Exact Name of Registrant as Specified in its Charter)*

**Maryland**  
*(State or Jurisdiction of*  
*Incorporation or Organization)*

**52-1081052**  
*(IRS Employer*  
*Identification No.)*

**1919 Pennsylvania Avenue, N.W.**  
**Washington, DC 20006**  
*(Address of Principal Executive Offices)*

**Registrant's telephone number, including area code: (202) 721-6100**

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

Indicate by check mark whether the registrant 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. Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer

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

On November 7, 2006, there were 145,743,123 shares outstanding of the Registrant's common stock, \$0.0001 par value.

**ALLIED CAPITAL CORPORATION  
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**PART I: FINANCIAL INFORMATION****Item 1. Financial Statements****ALLIED CAPITAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEET**

	September 30, 2006	December 31, 2005
<b>(in thousands, except per share amounts)</b>		
<b>ASSETS</b>		
Portfolio at value:		
Private finance		
Companies more than 25% owned (cost: 2006-\$1,464,190; 2005-\$1,489,782)	\$ 1,401,877	\$ 1,887,651
Companies 5% to 25% owned (cost: 2006-\$413,374; 2005-\$168,373)	417,455	158,806
Companies less than 5% owned (cost: 2006-\$2,217,811; 2005-\$1,448,268)	2,168,484	1,432,833
Total private finance (cost: 2006-\$4,095,375; 2005-\$3,106,423)	3,987,816	3,479,290
Commercial real estate finance (cost: 2006-\$125,454; 2005-\$131,695)	131,810	127,065
Total portfolio at value (cost: 2006-\$4,220,829; 2005-\$3,238,118)	4,119,626	3,606,355
U.S. Treasury bills (cost: 2006-\$125,000; 2005-\$100,000)	127,561	100,305
Investments in money market and other securities	116,855	121,967
Deposits of proceeds from sales of borrowed Treasury securities	17,733	17,666
Accrued interest and dividends receivable	61,012	60,366
Other assets	119,493	87,858
Cash	3,178	31,363
Total assets	\$ 4,565,458	\$ 4,025,880
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Liabilities:		
Notes payable and debentures (maturing within one year: 2006-\$150,000; 2005-\$175,000)	\$ 1,590,699	\$ 1,193,040
Revolving line of credit		91,750
Obligations to replenish borrowed Treasury securities	17,733	17,666
Accounts payable and other liabilities	133,145	102,878
Total liabilities	1,741,577	1,405,334
Commitments and contingencies		
Shareholders' equity:		
Common stock, \$0.0001 par value, 200,000 shares authorized; 145,722 and 136,697 shares issued and outstanding at September 30, 2006, and December 31, 2005, respectively	15	14
Additional paid-in capital	2,430,410	2,177,283

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Common stock held in deferred compensation trust	(26,030)	(19,460)
Notes receivable from sale of common stock	(2,863)	(3,868)
Net unrealized appreciation (depreciation)	(117,617)	354,325
Undistributed earnings	539,966	112,252
Total shareholders' equity	2,823,881	2,620,546
Total liabilities and shareholders' equity	\$ 4,565,458	\$ 4,025,880
Net asset value per common share	\$ 19.38	\$ 19.17

The accompanying notes are an integral part of these consolidated financial statements.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF OPERATIONS**

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
(in thousands, except per share amounts)	(unaudited)		(unaudited)	
<b>Interest and Related Portfolio Income:</b>				
Interest and dividends				
Companies more than 25% owned	\$ 23,812	\$ 31,137	\$ 77,377	\$ 89,587
Companies 5% to 25% owned	10,977	5,205	28,046	16,723
Companies less than 5% owned	63,879	40,011	177,559	126,318
Total interest and dividends	98,668	76,353	282,982	232,628
Fees and other income				
Companies more than 25% owned	6,486	9,019	24,222	21,777
Companies 5% to 25% owned	10	677	4,008	802
Companies less than 5% owned	8,219	8,808	23,638	20,776
Total fees and other income	14,715	18,504	51,868	43,355
Total interest and related portfolio income	113,383	94,857	334,850	275,983
<b>Expenses:</b>				
Interest	26,109	17,929	72,455	57,483
Employee	25,228	13,969	67,054	52,302
Employee stock options	3,649		11,852	
Administrative	8,153	14,936	29,348	58,563
Total operating expenses	63,139	46,834	180,709	168,348
Net investment income before income taxes	50,244	48,023	154,141	107,635
Income tax expense (benefit), including excise tax	1,586	1,889	13,988	7,482
Net investment income	48,658	46,134	140,153	100,153
<b>Net Realized and Unrealized Gains (Losses):</b>				
Net realized gains (losses)				
Companies more than 25% owned	394	64,677	528,793	47,192
Companies 5% to 25% owned	93	(6)	(324)	4,702
Companies less than 5% owned	9,429	6,043	14,522	236,601
Total net realized gains	9,916	70,714	542,991	288,495
Net change in unrealized appreciation or depreciation	19,312	(3,680)	(471,942)	156,026

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Total net gains (losses)	29,228	67,034	71,049	444,521
Net increase in net assets resulting from operations	\$ 77,886	\$ 113,168	\$ 211,202	\$ 544,674
Basic earnings per common share	\$ 0.54	\$ 0.84	\$ 1.50	\$ 4.06
Diluted earnings per common share	\$ 0.53	\$ 0.82	\$ 1.47	\$ 3.99
Weighted average common shares outstanding basic	144,163	135,322	141,002	134,110
Weighted average common shares outstanding diluted	147,112	138,058	144,030	136,669

The accompanying notes are an integral part of these consolidated financial statements.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS**

	<b>For the Nine Months Ended September 30,</b>	
	<b>2006</b>	<b>2005</b>
<b>(in thousands, except per share amounts)</b>	<b>(unaudited)</b>	
<b>Operations:</b>		
Net investment income	\$ 140,153	\$ 100,153
Net realized gains	542,991	288,495
Net change in unrealized appreciation or depreciation	(471,942)	156,026
Net increase in net assets resulting from operations	211,202	544,674
<b>Shareholder distributions:</b>		
Common stock dividends	(255,430)	(231,163)
Net decrease in net assets resulting from shareholder distributions	(255,430)	(231,163)
<b>Capital share transactions:</b>		
Sale of common stock	218,882	
Issuance of common stock for portfolio investments		7,200
Issuance of common stock in lieu of cash distributions	11,050	7,456
Issuance of common stock upon the exercise of stock options	11,108	57,805
Stock option expense	12,088	
Net decrease in notes receivable from sale of common stock	1,005	1,332
Purchase of common stock held in deferred compensation trust	(7,226)	(6,034)
Distribution of common stock held in deferred compensation trust	656	1,756
Other		4,182
Net increase in net assets resulting from capital share transactions	247,563	73,697
Total increase in net assets	203,335	387,208
Net assets at beginning of period	2,620,546	1,979,778
Net assets at end of period	\$ 2,823,881	\$ 2,366,986
Net asset value per common share	\$ 19.38	\$ 17.37
Common shares outstanding at end of period	145,722	136,289

The accompanying notes are an integral part of these consolidated financial statements.



**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**

	<b>For the Nine Months Ended September 30,</b>	
<b>(in thousands)</b>	<b>2006</b>	<b>2005</b>
	<b>(unaudited)</b>	
<b>Cash flows from operating activities:</b>		
Net increase in net assets resulting from operations	\$ 211,202	\$ 544,674
<b>Adjustments:</b>		
Portfolio investments	(1,700,751)	(1,320,611)
Principal collections related to investment repayments or sales	885,872	1,241,827
Change in accrued or reinvested interest and dividends	1,820	(1,905)
Amortization of discounts and fees	(3,644)	(3,339)
Redemption of (investments in) U.S. Treasury bills	(22,875)	
Redemption of (investments in) money market securities	7,581	(21,620)
Stock option expense	12,088	
Changes in other assets and liabilities	33,897	33,399
Depreciation and amortization	1,303	1,404
Realized gains from the receipt of notes and other securities as consideration from sale of investments, net of collections	(209,049)	(4,605)
Realized losses	7,063	50,661
Net change in unrealized (appreciation) or depreciation	471,942	(156,026)
 Net cash provided by (used in) operating activities	 (303,551)	 363,859
<b>Cash flows from financing activities:</b>		
Sale of common stock	218,882	
Sale of common stock upon the exercise of stock options	11,108	57,805
Collections of notes receivable from sale of common stock	1,005	1,332
Borrowings under notes payable and debentures	450,000	
Repayments on notes payable and debentures	(53,500)	(94,700)
Net borrowings under (repayments on) revolving line of credit	(91,750)	(112,000)
Purchase of common stock held in deferred compensation trust	(7,226)	(6,034)
Other financing activities	(4,674)	(4,594)
Common stock dividends and distributions paid	(248,479)	(226,367)
 Net cash provided by (used in) financing activities	 275,366	 (384,558)
 Net increase (decrease) in cash	 (28,185)	 (20,699)
Cash at beginning of period	31,363	57,160
 Cash at end of period	 \$ 3,178	 \$ 36,461

The accompanying notes are an integral part of these consolidated financial statements.



**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS**

September 30, 2006

**Private Finance**

**Portfolio Company**

(in thousands, except number of shares)

(unaudited)

**Investment<sup>(1)(2)</sup>**

**Principal**

**Cost**

**Value**

**Companies More Than 25% Owned**

Acme Paging, L.P. <sup>(4)</sup> (Telecommunications)	Senior Loan (6.0%, Due 12/07) <sup>(6)</sup>	\$ 3,750	\$ 3,750	\$
	Subordinated Debt (10.0%, Due 1/08) <sup>(6)</sup>	881	881	
	Common Stock (23,513 shares)		27	
Alaris Consulting, LLC (Business Services)	Senior Loan (16.5%, Due 12/07) <sup>(6)</sup>	27,055	27,002	
	Equity Interests		5,305	
	Guaranty (\$1,100)			
Avborne, Inc. <sup>(7)</sup> (Business Services)	Preferred Stock (12,500 shares)		658	897
	Common Stock (27,500 shares)			
Avborne Heavy Maintenance, Inc. <sup>(7)</sup> (Business Services)	Preferred Stock (1,568 shares)		2,401	
	Common Stock (2,750 shares)			
	Guaranty (\$2,401)			
Border Foods, Inc. (Consumer Products)	Preferred Stock (100,000 shares)		12,721	
	Common Stock (148,838 shares)		3,848	
Business Loan Express, LLC (Financial Services)	Class A Equity Interests(25.0%)	66,379	66,379	66,379
	Class B Equity Interests		119,436	114,562
	Class C Equity Interests		109,301	103,939
	Guaranty (\$188,109 See Note 3)			
	Standby Letters of Credit (\$29,500 See Note 3)			
Calder Capital Partners, LLC <sup>(5)</sup> (Financial Services)	Senior Loan (8.0%, Due 5/09) <sup>(6)</sup>	500	500	500
	Equity Interests		1,901	1,901
Callidus Capital Corporation (Financial Services)	Subordinated Debt (18.0%, Due 10/08)	5,513	5,513	5,513
	Common Stock (10 shares)		2,058	17,665
Coverall North America, Inc. (Business Services)	Unitranche Debt (12.0%, Due 7/11)	36,500	36,324	36,324
	Subordinated Debt (15.0%, Due 7/11)	6,000	5,971	5,971

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	Common Stock (884,880 shares)		16,649	17,379
CR Brands, Inc.	Subordinated Debt (16.6%, Due 2/13)	39,232	39,054	39,054
(Consumer Products)	Common Stock (37,200,551 shares)		33,321	32,574
Diversified Group Administrators, Inc.	Preferred Stock (1,000,000 shares)		700	742
(Business Services)	Preferred Stock (1,451,380 shares)		841	841
	Common Stock (1,451,380 shares)			50
Financial Pacific Company	Subordinated Debt (17.4%, Due 2/12 8/12)	71,232	70,995	70,995
(Financial Services)	Preferred Stock (10,964 shares)		10,276	15,183
	Common Stock (14,735 shares)		14,819	58,183
ForeSite Towers, LLC	Equity Interests		7,620	14,278
(Tower Leasing)				

- (1) Interest rates represent the weighted average annual stated interest rate on loans and debt securities, which are presented by nature of indebtedness for a single issuer. The maturity dates represent the earliest and the latest maturity dates.
- (2) Common stock, preferred stock, warrants, options, and equity interests are generally non-income producing and restricted.
- (3) Public company.
- (4) Non-U.S. company or principal place of business outside the U.S.
- (5) Non-registered investment company.
- (6) Loan or debt security is on non-accrual status and therefore is considered non-income producing.
- (7) Avborne, Inc. and Avborne Heavy Maintenance, Inc. are affiliated companies.

The accompanying notes are an integral part of these consolidated financial statements.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS (Continued)**

September 30, 2006

Private Finance Portfolio Company (in thousands, except number of shares)	Investment <sup>(1)(2)</sup>	Principal	Cost	Value
			(unaudited)	
Global Communications, LLC (Business Services)	Senior Loan (10.7%, Due 9/02 11/07) <sup>(6)</sup> Subordinated Debt (17.0%, Due 12/03 9/05) <sup>9)</sup> Preferred Equity Interest Options	\$ 15,957 11,339	\$ 15,957 11,336 14,067 1,639	\$ 15,957 9,138
Gordian Group, Inc. (Business Services)	Senior Loan (10.0%, Due 6/06 12/08) <sup>(6)</sup> Common Stock (1,000 shares)	11,792	11,807 6,762	
Healthy Pet Corp. (Consumer Services)	Senior Loan (10.0%, Due 8/10) Subordinated Debt (15.0%, Due 8/10) Common Stock (30,142 shares)	18,638 43,503	18,638 43,352 30,142	18,638 43,352 28,728
HMT, Inc. (Energy Services)	Preferred Stock (554,052 shares) Common Stock (300,000 shares) Warrants		2,637 3,000 1,155	2,637 8,664 3,336
Impact Innovations Group, LLC (Business Services)	Equity Interests in Affiliate			872
Insight Pharmaceuticals Corporation (Consumer Products)	Subordinated Debt (16.1%, Due 9/12) Preferred Stock (25,000 shares) Common Stock (620,000 shares)	59,663	59,455 25,000 6,325	59,455 28,350 208
Jakel, Inc. (Industrial Products)	Subordinated Debt (15.5%, Due 3/08) <sup>(6)</sup> Preferred Stock (6,460 shares) Common Stock (158,061 shares)	15,192	15,192 6,460 9,347	11,493
Legacy Partners Group, LLC (Financial Services)	Senior Loan (14.0%, Due 5/09) <sup>(6)</sup> Subordinated Debt (18.0%, Due 5/09) <sup>(6)</sup> Equity Interests	7,646 2,952	7,646 2,952 4,248	6,516
Litterer Beteiligungs-GmbH <sup>(4)</sup>	Subordinated Debt (8.0%, Due 3/07)	665	665	665

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(Business Services)	Equity Interest		1,809	1,739
Mercury Air Centers, Inc.	Subordinated Debt (16.0%, Due 4/09			
(Business Services)	11/12)	48,858	48,702	48,702
	Common Stock (57,970 shares)		35,053	153,025
	Standby Letters of Credit (\$1,581)			
MVL Group, Inc.	Senior Loan (12.0%, Due 10/07			
(Business Services)	7/09)	26,498	26,392	26,392
	Subordinated Debt (14.5%, Due 6/09)	34,571	34,166	34,166
	Common Stock (648,661 shares)		643	757
Penn Detroit Diesel Allison, LLC	Subordinated Debt (15.5%, Due 8/13)			
(Business Services)	Equity Interests	37,983	37,798	37,798
			21,128	21,128
Powell Plant Farms, Inc.	Senior Loan (15.0%, Due 12/06) <sup>(6)</sup>	34,290	25,442	25,195
(Consumer Products)	Subordinated Debt (20.0%, Due 6/03) <sup>(6)</sup>	19,291	19,223	
	Preferred Stock (1,483 shares)			
	Warrants			

- (1) Interest rates represent the weighted average annual stated interest rate on loans and debt securities, which are presented by nature of indebtedness for a single issuer. The maturity dates represent the earliest and the latest maturity dates.
- (2) Common stock, preferred stock, warrants, options, and equity interests are generally non-income producing and restricted.
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The accompanying notes are an integral part of these consolidated financial statements.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS (Continued)**

September 30, 2006

Private Finance Portfolio Company (in thousands, except number of shares)	Investment <sup>(1)(2)</sup>	Principal (	unaudited)	Value
Service Champ, Inc. (Business Services)	Subordinated Debt (15.5%, Due 4/12) Common Stock (63,888 shares)	\$ 27,557	\$ 27,438 13,662	\$ 27,438 13,388
Staffing Partners Holding Company, Inc. (Business Services)	Subordinated Debt (13.5%, Due 1/07) <sup>(6)</sup> Preferred Stock (439,600 shares) Common Stock (69,773 shares) Warrants Guaranty (\$1,300)	5,987	5,987 4,968 50 10	
Startec Global Communications Corporation (Telecommunications)	Senior Loan (10.0%, Due 5/07 5/09) Common Stock (19,180,000 shares)	19,569	19,569 37,256	19,569 11,535
Sweet Traditions, LLC (Consumer Products)	Senior Loan (9.0%, Due 8/11) Equity Interests Standby Letter of Credit (\$120)	40,000	35,940 450	35,940 450
Triview Investments, Inc. <sup>(8)</sup> (Broadcasting & Cable/Business Services/Consumer Products)	Senior Loan (9.6%, Due 6/07) Subordinated Debt (14.8%, Due 7/12 9/11) Subordinated Debt (16.8%, Due 7/08 7/12) <sup>(6)</sup> Common Stock (202 shares) Guaranty (\$800) Standby Letter of Credit (\$200)	14,325 40,288 19,600	14,308 40,086 19,520 98,557	14,308 40,086 19,520 29,802
Total companies more than 25% owned			\$ 1,464,190	\$ 1,401,877
<b>Companies 5% to 25% Owned</b>				
Advantage Sales & Marketing, Inc. (Business Services)	Subordinated Debt (12.0%, Due 3/14) Equity Interests	\$ 151,546	\$ 150,850 2,032	\$ 150,850 13,000
Air Medical Group Holdings LLC (Healthcare Services)	Senior Loan (9.1%, Due 3/11)	671 34,912	602 34,858	602 34,858

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	Subordinated Debt (14.0%, Due 11/12)			
	Equity Interests		3,470	4,900
Alpine ESP Holdings, Inc. (Business Services)	Preferred Stock (622 shares)		622	622
	Common Stock (13,513 shares)		14	14
Amerex Group, LLC (Consumer Products)	Subordinated Debt (12.0%, Due 1/13)	8,400	8,400	8,400
	Equity Interests		3,546	8,047
BB&T Capital Partners/Windsor Mezzanine Fund, LLC <sup>(5)</sup> (Private Equity Fund)	Equity Interests		5,873	5,867
Becker Underwood, Inc. (Industrial Products)	Subordinated Debt (14.5%, Due 8/12)	24,090	24,005	24,005
	Common Stock (5,073 shares)		5,813	3,200
BI Incorporated (Business Services)	Subordinated Debt (13.5%, Due 2/14)	30,154	30,015	30,015
	Common Stock (40,000 shares)		4,000	4,100

- (1) Interest rates represent the weighted average annual stated interest rate on loans and debt securities, which are presented by nature of indebtedness for a single issuer. The maturity dates represent the earliest and the latest maturity dates.
- (2) Common stock, preferred stock, warrants, options, and equity interests are generally non-income producing and restricted.
- (3) Public company.
- (4) Non-U.S. company or principal place of business outside the U.S.
- (5) Non-registered investment company.
- (6) Loan or debt security is on non-accrual status and therefore is considered non-income producing.
- (8) Triview Investments, Inc. holds investments in Longview Cable & Data, LLC (Broadcasting & Cable) with a cost of \$66.5 million and a value of \$6.3 million, Triax Holdings, LLC (Consumer Products) with a cost of \$98.9 million and a value of \$90.4 million, and Crescent Hotels & Resorts, LLC and affiliates (Business Services) with a cost of \$7.0 million and a value of \$7.0 million.

The accompanying notes are an integral part of these consolidated financial statements.



**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS (Continued)**

September 30, 2006

Private Finance Portfolio Company (in thousands, except number of shares)	Investment <sup>(1)(2)</sup>	Principal	Cost	Value
			(unaudited)	
CitiPostal, Inc. and Affiliates (Business Services)	Senior Loan (11.1%, Due 8/13 11/14) Equity Interests	\$ 20,790	\$ 20,685 4,447	\$ 20,685 4,447
Creative Group, Inc. (Business Services)	Subordinated Debt (12.0%, Due 9/13) Warrant	15,000	13,627 1,387	13,627 1,387
MedBridge Healthcare, LLC (Healthcare Services)	Senior Loan (6.0%, Due 8/09) <sup>(6)</sup> Subordinated Debt (10.0%, Due 8/14) <sup>(6)</sup> Convertible Subordinated Debt (2.0%, Due 8/14) <sup>(6)</sup> Equity Interests	7,164 5,184 2,970	7,164 5,184 984 1,306	7,164 443
Nexcel Synthetics, LLC (Consumer Products)	Subordinated Debt (14.5%, Due 6/09) Equity Interests	10,901	10,878 1,755	10,878 1,866
Pres Air Trol LLC (Industrial Products)	Unitranche Debt (12.0%, Due 4/10) <sup>(6)</sup> Equity Interests	5,770	5,452 1,361	2,215
Progressive International Corporation (Consumer Products)	Subordinated Debt (16.0%, Due 12/09) Preferred Stock (500 shares) Common Stock (197 shares) Warrants	7,514	7,494 500 13	7,494 1,002 1,200
Regency Healthcare Group, LLC (Healthcare Services)	Senior Loan (11.1%, Due 6/12) Unitranche Debt (11.1%, Due 6/12) Equity Interests	1,250 20,000	1,230 19,904 1,500	1,230 19,904 1,500
SGT India Private Limited <sup>(4)</sup> (Business Services)	Common Stock (109,524 shares)		3,944	3,944
Soteria Imaging Services, LLC		16,500	15,541	15,541

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(Healthcare Services)	Subordinated Debt (11.7%, Due 11/10) Equity Interests		2,163	2,445
Universal Environmental Services, LLC (Business Services)	Unitranche Debt (13.5%, Due 2/09) Equity Interests	10,989	10,960 1,795	10,960 1,043
Total companies 5% to 25% owned			\$ 413,374	\$ 417,455
<b>Companies Less Than 5% Owned</b>				
3SI Security Systems, Inc. (Consumer Products)	Subordinated Debt (14.5%, Due 8/13)	\$ 26,612	\$ 26,491	\$ 26,491
AgData, L.P. (Consumer Services)	Unitranche Debt (10.3%, Due 7/12)	10,800	10,739	10,739
Anthony, Inc. (Industrial Products)	Subordinated Debt (13.3%, Due 8/11 9/12)	14,780	14,728	14,728
Bantek West, Inc. (Business Services)	Subordinated Debt (11.6%, Due 1/11)	30,000	30,000	23,884
Benchmark Medical, Inc. (Healthcare Services)	Warrants		18	
BenefitMall, Inc. (Business Services)	Unitranche Debt (13.3%, Due 8/12) Common Stock (45,528,000 shares) <sup>(1)</sup> Warrants Standby Letters of Credit (\$9,981)	110,030	109,631 45,528	109,631 45,528
Broadcast Electronics, Inc. (Business Services)	Senior Loan (9.2%, Due 7/12)	4,975	4,941	4,941

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- (11) Common stock is non-voting. In addition to non-voting stock ownership, the Company has an option to acquire a majority of the voting securities of the portfolio company at fair market value.

The accompanying notes are an integral part of these consolidated financial statements.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS (Continued)**

September 30, 2006

Private Finance Portfolio Company (in thousands, except number of shares)	Investment <sup>(1)(2)</sup>	(unaudited)		
		Principal	Cost	Value
C&K Market, Inc. (Retail)	Subordinated Debt (14.0%, Due 12/08)	\$ 27,679	\$ 27,588	\$ 27,588
Callidus Debt Partners CDO Fund I, Ltd. <sup>(4)(9)</sup> (Senior Debt Fund)	Class C Notes (12.9%, Due 12/13)	18,800	18,957	18,957
	Class D Notes (17.0%, Due 12/13)	9,400	9,478	9,478
Callidus Debt Partners CLO Fund III, Ltd. <sup>(4)(9)</sup> (Senior Debt Fund)	Preferred Shares (23,600,000 shares)		23,594	23,594
Callidus Debt Partners CLO Fund IV, Ltd. <sup>(4)(9)</sup> (Senior Debt Fund)	Income Notes		13,334	13,334
Callidus MAPS CLO Fund I LLC <sup>(9)</sup> (Senior Debt Fund)	Class E Notes (10.9%, Due 12/17)	17,000	17,000	17,000
	Income Notes		50,737	50,737
Camden Partners Strategic Fund II, L.P. <sup>(5)</sup> (Private Equity Fund)	Limited Partnership Interest		2,141	3,102
Carlisle Wide Plank Floors, Inc. (Consumer Products)	Unitranche Debt (10.5%, Due 6/11)	14,000	13,895	13,895
	Preferred Stock (400,000 Shares)		400	400
Catterton Partners V, L.P. <sup>(5)</sup> (Private Equity Fund)	Limited Partnership Interest		3,034	3,171
Catterton Partners VI, L.P. <sup>(5)</sup> (Private Equity)	Limited Partnership Interest			
Centre Capital Investors IV, LP <sup>(5)</sup> (Private Equity Fund)	Limited Partnership Interest		1,752	1,701
Commercial Credit Group, Inc. (Financial Services)	Subordinated Debt (14.8%, Due 2/11)	5,000	4,957	4,957
	Preferred Stock (32,500 shares)		3,900	3,900
	Warrants			

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Community Education Centers, Inc. (Education Services)	Subordinated Debt (16.0%, Due 12/10)	33,898	33,801	33,801
Component Hardware Group, Inc. (Industrial Products)	Subordinated Debt (13.5%, Due 1/13)	18,100	18,013	18,013
Cook Inlet Alternative Risk, LLC (Business Services)	Unitranche Debt (10.5%, Due 4/12) Equity Interests	72,400	72,029 2,000	72,029 2,000
Cortec Group Fund IV, L.P. <sup>(5)</sup> (Private Equity)	Limited Partnership Interest		1,137	1,136
CSAV, Inc. (Business Services)	Subordinated Debt (11.9%, Due 6/13)	37,500	37,500	37,500
DCWV Acquisition Corporation (Consumer Products)	Senior Loan (8.8%, Due 7/12) Unitranche Debt (11.0%, Due 7/12)	1,274 16,788	1,259 16,690	1,259 16,690
Deluxe Entertainment Services Group, Inc. (Business Services)	Subordinated Debt (13.6%, Due 7/11)	30,000	30,000	30,000

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- (6) Loan or debt security is on non-accrual status and therefore is considered non-income producing.
- (9) The fund is managed by Callidus Capital, a portfolio company of Allied Capital.

The accompanying notes are an integral part of these consolidated financial statements.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS (Continued)**

September 30, 2006

Private Finance Portfolio Company (in thousands, except number of shares)	Investment <sup>(1)(2)</sup>	(unaudited)		
		Principal	Cost	Value
Distant Lands Trading Co. (Consumer Products)	Unitranche Debt (10.3%, Due 1/11) Common Stock (1,500 shares)	\$ 25,000	\$ 24,873 1,500	\$ 24,873 1,079
Drilltec Patents & Technologies Company, Inc. (Energy Services)	Subordinated Debt (18.0%, Due 8/06) Subordinated Debt (10.0%, Due 8/06) <sup>(6)</sup>	4,119 10,994	4,119 10,918	4,119 11,115
Driven Brands, Inc. d/b/a Meineke and Econo Lube (Consumer Services)	Senior Loan (8.9%, Due 6/11) Subordinated Debt (12.1%, Due 6/12 6/13) Common Stock (11,675,331 shares) <sup>(11)</sup> Warrants	37,070 83,000	36,909 82,667 29,455	36,909 82,667 23,977
Digital VideoStream, LLC (Business Services)	Unitranche Debt (11.0%, Due 2/12) Convertible Subordinated Debt (10.0%, Due 2/16)	19,578 3,639	19,467 3,623	19,467 3,623
Dynamic India Fund IV <sup>(4)(5)</sup> (Private Equity Fund)	Equity Interests		3,850	3,850
eCentury Capital Partners, L.P. <sup>(5)</sup> (Private Equity Fund)	Limited Partnership Interest		5,649	858
Elexis Beta GmbH <sup>(4)</sup> (Industrial Products)	Options		426	50
Event Rentals, Inc. (Consumer Services)	Senior Loan (10.8%, Due 11/11)	25,313	25,190	25,190
Farley s & Sathers Candy Company, Inc. (Consumer Products)	Subordinated Debt (11.6%, Due 3/11)	20,000	19,926	19,926
Frozen Specialties, Inc. (Consumer Products)	Warrants		435	320
Garden Ridge Corporation (Retail)	Subordinated Debt (7.0%, Due 5/12) <sup>(6)</sup>	22,500	22,500	13,630

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Geotrace Technologies, Inc. (Energy Services)	Subordinated Debt (10.0%, Due 6/09) Warrants	24,394	22,857 2,350	22,857 1,800
Ginsey Industries, Inc. (Consumer Products)	Subordinated Debt (12.5%, Due 3/07)	2,988	2,988	2,988
Grant Broadcasting Systems II (Broadcasting & Cable)	Subordinated Debt (5.0%, Due 6/11)	3,005	3,005	3,005
Grotech Partners, VI, L.P. <sup>(5)</sup> (Private Equity Fund)	Limited Partnership Interest		8,451	5,959
Guren Capital Partners, L.P. <sup>(5)</sup> (Private Equity)	Limited Partnership Interest		21	
Havco Wood Products LLC (Industrial Products)	Senior Loan (11.3%, Due 8/11) Unitranche Debt (11.1%, Due 8/11) Equity Interests	2,200 21,054	2,180 19,992 1,049	2,180 19,992 2,300
Haven Eldercare of New England, LLC <sup>(10)</sup> (Healthcare Services)	Subordinated Debt (12.0%, Due 8/09) <sup>(6)</sup>	3,162	3,162	3,162
Haven Healthcare Management, LLC <sup>(10)</sup> (Healthcare Services)	Subordinated Debt (18.0%, Due 4/07) <sup>(6)</sup>			

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- (10) Haven Eldercare of New England, LLC and Haven Healthcare Management, LLC are affiliated companies.
- (11) Common stock is non-voting. In addition to non-voting stock ownership, the Company has an option to acquire a majority of the voting securities of the portfolio company at fair market value.

The accompanying notes are an integral part of these consolidated financial statements.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS (Continued)**

September 30, 2006

Private Finance Portfolio Company (in thousands, except number of shares)	Investment <sup>(1)(2)</sup>	(unaudited)		
		Principal	Cost	Value
HealthASPex Services Inc. (Business Services)	Senior Loan (4.0%, Due 7/08)	\$ 500	\$ 500	\$ 309
The Hillman Companies, Inc. <sup>(3)</sup> (Consumer Products)	Subordinated Debt (10.0%, Due 9/11)	44,580	44,419	44,419
Homax Holdings, Inc. (Consumer Products)	Subordinated Debt (12.0%, Due 8/11)	14,000	13,147	13,147
	Preferred Stock (89 shares)		89	64
	Common Stock (28 shares)		6	6
	Warrants		1,106	1,054
Hot Stuff Foods, LLC (Consumer Products)	Senior Loan (8.8%, Due 2/11-2/12)	46,970	46,970	46,970
	Subordinated Debt (13.7%, Due 8/12 2/13)	60,374	60,107	60,107
	Subordinated Debt (16.0%, Due 2/13) <sup>(6)</sup>	13,341	13,287	6,577
	Common Stock (375,000 shares) <sup>(11)</sup> Warrants		37,500	
Integrity Interactive Corporation (Business Services)	Unitranche Debt (10.5%, Due 2/12)	30,000	29,804	29,804
International Fiber Corporation (Industrial Products)	Subordinated Debt (14.0%, Due 6/12)	21,874	21,799	21,799
	Preferred Stock (25,000 shares)		2,500	2,100
Jones Stephens Corporation (Consumer Products)	Senior Loan (9.1%, Due 9/12)	2,400	2,400	2,400
Kodiak Fund LP <sup>(5)</sup> (Private Equity Fund)	Equity Interests		4,875	4,875
Line-X, Inc. (Consumer Products)	Senior Loan (9.1%, Due 8/11)	2,600	2,580	2,580
	Unitranche Debt (10.0% Due 8/11)	49,600	49,387	49,387
	Standby Letter of Credit (\$1,500)			
MedAssets, Inc. (Business Services)	Preferred Stock (227,865 shares)		2,049	3,555
	Warrants			200
MHF Logistical Solutions, Inc.	Subordinated Debt (11.5%, Due 6/12)	33,600	33,441	33,441



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(Business Services)	Subordinated Debt (18.0%, Due 6/13) <sup>(6)</sup>	11,211	11,154	8,323
	Common Stock (20,934 shares) <sup>(11)</sup>		20,942	
	Warrants			
Mid-Atlantic Venture Fund IV, L.P. <sup>(5)</sup> (Private Equity Fund)	Limited Partnership Interest		6,600	2,845
Mogas Energy, LLC (Energy Services)	Subordinated Debt (9.5%, Due 3/12 4/12)	16,455	15,180	15,180
	Warrants		1,774	2,900
Network Hardware Resale, Inc. (Business Services)	Unitranche Debt (10.5%, Due 12/11)	37,607	37,820	37,820
	Convertible Subordinated Debt (9.8%, Due 12/15)	12,000	12,070	12,070
Norwesco, Inc. (Industrial Products)	Subordinated Debt (12.6%, Due 1/12 7/12)	82,377	82,047	82,047
	Common Stock (559,603 shares) <sup>(11)</sup>		38,313	64,889
	Warrants			
Novak Biddle Venture Partners III, L.P. <sup>(5)</sup> (Private Equity Fund)	Limited Partnership Interest		1,744	1,830

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**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS (Continued)**

September 30, 2006

Private Finance Portfolio Company (in thousands, except number of shares)	Investment <sup>(1)(2)</sup>	Principal	Cost	Value
Oahu Waste Services, Inc. (Business Services)	Stock Appreciation Rights		\$ 239	\$ 800
Odyssey Investment Partners Fund III, LP <sup>(5)</sup> (Private Equity Fund)	Limited Partnership Interest		1,882	1,669
Opinion Research Corporation <sup>(3)</sup> (Business Services)	Warrants		996	2,682
Palm Coast Data, LLC (Business Services)	Senior Loan (9.0%, Due 8/10)	\$ 15,288	15,224	15,224
	Subordinated Debt (15.5%, Due 8/12 8/15)	30,126	30,003	30,003
	Common Stock (21,743 shares) <sup>(11)</sup>		21,743	30,732
	Warrants			
Passport Health Communications, Inc. (Healthcare Services)	Subordinated Debt (14.0%, Due 4/12)	10,067	10,022	10,022
	Preferred Stock (651,381 shares)		2,000	2,000
Performant Financial Corporation (Business Services)	Common Stock (478,816 shares)		734	
Pro Mach, Inc. (Industrial Products)	Subordinated Debt (13.8%, Due 6/12)	14,444	14,372	14,372
	Equity Interests		1,500	2,200
Promo Works, LLC (Business Services)	Unitranche Debt (10.3%, Due 12/11) Guaranty (\$1,200)	31,000	30,716	30,716
Red Hawk Industries, LLC (Business Services)	Unitranche Debt (11.0%, Due 4/11)	56,483	56,242	56,242
S.B. Restaurant Company (Retail)	Unitranche Debt (10.3%, Due 4/11)	35,501	35,101	35,101
	Preferred Stock (54,125 shares)		135	135
	Warrants		619	1,200
	Standby Letters of Credit (\$2,611)			

SBBUT, LLC (Consumer Products)	Equity Interests			
Service Center Metals, LLC (Industrial Products)	Subordinated Debt (15.5%, Due 9/11) Equity Interests	5,000	4,975 313	4,975 313
Soff-Cut Holdings, Inc. (Industrial Products)	Preferred Stock (300 shares) Common Stock (2,000 shares)		300 200	300 148
SPP Mezzanine Fund, L.P. <sup>(5)</sup> (Private Equity Fund)	Limited Partnership Interest		2,551	2,775
Stag-Parkway, Inc. (Business Services)	Unitranche Debt (10.8%, Due 7/12)	63,000	62,698	62,698
STS Operating, Inc. (Industrial Products)	Subordinated Debt (15.0%, Due 1/13)	30,158	30,017	30,017

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**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS (Continued)**

September 30, 2006

Private Finance Portfolio Company (in thousands, except number of shares)	Investment <sup>(1)(2)</sup>	Principal	(unaudited)	
			Cost	Value
The Step2 Company, LLC (Consumer Products)	Senior Loan (9.0%, Due 4/12)	\$ 2,000	\$ 1,849	\$ 1,849
	Unitranche Debt (10.5%, Due 4/12)	68,149	67,838	67,838
	Equity Interests		2,000	2,000
Tradesmen International, Inc. (Business Services)	Subordinated Debt (12.0%, Due 12/09)	15,000	14,430	14,430
	Warrants		710	3,300
TransAmerican Auto Parts, LLC (Consumer Products)	Subordinated Debt (14.0%, Due 11/12)	12,882	12,826	12,826
	Equity Interests		1,190	993
TransTechnology Corporation <sup>(3)</sup> (Industrial Products)	Senior Loan (10.2%, Due 5/11)	10,000	10,000	10,000
Universal Air Filter Company (Industrial Products)	Unitranche Debt (11.0%, Due 11/11)	19,367	19,272	19,272
Universal Tax Systems, Inc. (Business Services)	Subordinated Debt (14.5%, Due 10/13)	19,432	19,368	19,368
Udata Venture Partners II, L.P. <sup>(5)</sup> (Private Equity Fund)	Limited Partnership Interest		5,077	4,779
Venturehouse-Cibernet Investors, LLC (Business Services)	Equity Interest		42	42
Venturehouse Group, LLC <sup>(5)</sup> (Private Equity Fund)	Equity Interest		598	399
VICORP Restaurants, Inc. <sup>(3)</sup> (Retail)	Warrants		33	
Walker Investment Fund II, LLLP <sup>(5)</sup>	Limited Partnership Interest		1,330	516

(Private Equity Fund)				
Wear Me Apparel Corporation	Subordinated Debt (15.0%, Due 12/10)	40,000	39,296	39,296
(Consumer Products)	Warrants		1,219	2,900
Wilton Industries, Inc.	Subordinated Debt (16.0%, Due 6/08)	2,400	2,400	2,400
(Consumer Products)				
Woodstream Corporation	Subordinated Debt (13.5%, Due 11/12 5/13)	52,934	52,804	52,804
(Consumer Products)	Common Stock (180 shares)		673	3,885
	Warrants			2,815
York Insurance Services Group, Inc.	Subordinated Debt (14.5%, Due 1/14)	44,067	43,855	43,855
(Business Services)	Common Stock (15,000 shares)		1,500	1,500
Other companies	Other debt investments <sup>(6)</sup>	467	467	315
	Other equity investments		8	
	Guaranty (\$118)			
Total companies less than 5% owned			\$ 2,217,811	\$ 2,168,484
Total private finance (143 portfolio companies)			\$ 4,095,375	\$ 3,987,816

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The accompanying notes are an integral part of these consolidated financial statements.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS (Continued)**

**Commercial Real Estate Finance**  
(in thousands, except number of loans)

			September 30, 2006	
			(unaudited)	
	Interest Rate Ranges	Number of Loans	Cost	Value
<b>Commercial Mortgage Loans</b>				
	Up to 6.99%	3	\$ 20,286	\$ 19,481
	7.00% 8.99%	25	48,965	48,991
	9.00% 10.99%	3	21,993	21,993
	15.00% and above	2	3,970	3,970
Total commercial mortgage loans <sup>(12)</sup>		33	\$ 95,214	\$ 94,435
<b>Real Estate Owned</b>			\$ 13,236	\$ 15,253
<b>Equity Interests<sup>(2)</sup></b> Companies more than 25% owned (Guarantees \$6,871)			\$ 17,004	\$ 22,122
Total commercial real estate finance			\$ 125,454	\$ 131,810
Total portfolio			\$ 4,220,829	\$ 4,119,626

	Yield	Cost	Value
<b>Liquidity Portfolio</b>			
U.S. Treasury bills (Due October 2006)	4.9%	\$ 100,004	\$ 102,163
U.S. Treasury bills (Due December 2006)	4.9%	24,996	25,398
SEI Daily Income Tr Prime Obligation Fund <sup>(13)</sup>	5.2%	34,003	34,003
Certificate of Deposit (Due December 2006) <sup>(13)</sup>	5.6%	40,000	40,000
Total liquidity portfolio		\$ 199,003	\$ 201,564
<b>Other Investments in Money Market Securities<sup>(13)</sup></b>			
Columbia Treasury Reserves Money Market Fund	5.2%	\$ 2,809	\$ 2,809
Columbia Money Market Reserves	5.2%	\$ 34,583	\$ 34,583
M & T Investment Group Commercial Paper	5.2%	\$ 5,025	\$ 5,029

AIM Premier Portfolio Money Market Fund	5.3%	\$	431	\$	431
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- (5) Non-registered investment company.
- (12) Commercial mortgage loans totaling \$20.4 million at value were on non-accrual status and therefore were considered non-income producing.
- (13) Included in investments in money market and other securities on the accompanying Consolidated Balance Sheet.

The accompanying notes are an integral part of these consolidated financial statements.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS**

December 31, 2005

**Private Finance**

**Portfolio Company**

(in thousands, except number of shares)

	Investment <sup>(1)(2)</sup>	Principal	Cost	Value
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**Companies More Than 25% Owned**

Acme Paging, L.P. <sup>(4)</sup> (Telecommunications)	Senior Loan (6.0%, Due 12/07) <sup>(6)</sup> Subordinated Debt (10.0%, Due 1/08) <sup>(6)</sup> Common Stock (23,513 shares)	\$ 3,750  881	\$ 3,750  881 27	\$   
Advantage Sales & Marketing, Inc.  (Business Services)	Subordinated Debt (10.5%, Due 9/09) Subordinated Debt (18.5%, Due 12/09) Common Stock (18,924,976 shares)	60,000  124,000	59,787  124,000 73,932	59,787  124,000 476,578
Alaris Consulting, LLC  (Business Services)	Senior Loan (15.8%, Due 12/05 12/07) <sup>(6)</sup> Equity Interests Guaranty (\$1,100)	27,055	27,050 5,305	
American Healthcare Services, Inc.  and Affiliates (Healthcare Services)	Senior Loan (0.7%, Due 12/04 12/05) <sup>(6)</sup>	4,999	4,600	4,097
Avborne, Inc. <sup>(7)</sup> (Business Services)	Preferred Stock (12,500 shares) Common Stock (27,500 shares)		658	892
Avborne Heavy Maintenance, Inc. <sup>(7)</sup> (Business Services)	Preferred Stock (1,568 shares) Common Stock (2,750 shares) Guaranty (\$2,401)		2,401	
Business Loan Express, LLC  (Financial Services)	Subordinated Debt (6.9%, Due 4/06) Class A Equity Interests Class B Equity Interests Class C Equity Interests Guaranty (\$135,437 See Note 3) Standby Letters of Credit (\$34,050 See Note 3)	10,000 60,693	10,000 60,693 119,436 109,301	10,000 60,693 146,910 139,521



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Callidus Capital Corporation (Financial Services)	Senior Loan (12.0%, Due 12/06)	600	600	600
	Subordinated Debt (18.0%, Due 10/08)	4,832	4,832	4,832
	Common Stock (10 shares)		2,049	7,968
Diversified Group Administrators, Inc. (Business Services)	Preferred Stock (1,000,000 shares)		700	728
	Preferred Stock (1,451,380 shares)		841	841
	Common Stock (1,451,380 shares)			502
Financial Pacific Company (Financial Services)	Subordinated Debt (17.4%, Due 2/12 8/12)	70,175	69,904	69,904
	Preferred Stock (10,964 shares)		10,276	13,116
	Common Stock (14,735 shares)		14,819	44,180
ForeSite Towers, LLC (Tower Leasing)	Equity Interests		7,620	9,750

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- (6) Loan or debt security is on non-accrual status and therefore is considered non-income producing.
- (7) Avborne, Inc. and Avborne Heavy Maintenance, Inc. are affiliated companies.

The accompanying notes are an integral part of these consolidated financial statements.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS (Continued)**

December 31, 2005

Private Finance Portfolio Company (in thousands, except number of shares)	Investment <sup>(1)(2)</sup>	Principal	Cost	Value
Global Communications, LLC (Business Services)	Senior Loan (10.7%, Due 9/02 11/07) <sup>(6)</sup>	\$ 15,957	\$ 15,957	\$ 15,957
	Subordinated Debt (17.0%, Due 12/03 9/05) <sup>(9)</sup>	11,201	11,198	11,198
	Preferred Equity Interest		14,067	4,303
	Options		1,639	
Gordian Group, Inc. (Business Services)	Senior Loan (10.0%, Due 6/06 12/08) <sup>(6)</sup>	11,392	11,421	4,161
	Common Stock (1,000 shares)		6,542	
Healthy Pet Corp. (Consumer Services)	Senior Loan (10.1%, Due 8/10)	4,086	4,086	4,086
	Subordinated Debt (15.0%, Due 8/10)	38,716	38,535	38,535
	Common Stock (25,766 shares)		25,766	25,766
HMT, Inc. (Energy Services)	Preferred Stock (554,052 shares)		2,637	2,637
	Common Stock (300,000 shares)		3,000	5,343
	Warrants		1,155	2,057
Impact Innovations Group, LLC (Business Services)	Equity Interests in Affiliate			742
Insight Pharmaceuticals Corporation (Consumer Products)	Subordinated Debt (16.1%, Due 9/12)	58,534	58,298	58,298
	Preferred Stock (25,000 shares)		25,000	26,791
	Common Stock (6,200 shares)		6,325	236
Jakel, Inc. (Industrial Products)	Subordinated Debt (15.5%, Due 3/08) <sup>(6)</sup>	13,742	13,742	
	Preferred Stock (6,460 shares)		6,460	
	Common Stock (158,061 shares)		9,347	
Legacy Partners Group, LLC (Financial Services)	Senior Loan (14.0%, Due 5/09) <sup>(6)</sup>	7,646	7,646	5,029
	Subordinated Debt (18.0%, Due 5/09) <sup>(6)</sup>	2,952	2,952	
	Equity Interests		4,229	
Litterer Beteiligungs-GmbH <sup>(4)</sup> (Business Services)	Subordinated Debt (8.0%, Due 3/07)	621	621	621
	Equity Interest		1,810	2,226

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Mercury Air Centers, Inc. (Business Services)	Senior Loan (10.0%, Due 4/09)	31,720	31,720	31,720
	Subordinated Debt (16.0%, Due 4/09)	46,703	46,519	46,519
	Common Stock (57,970 shares)		35,053	88,898
	Standby Letters of Credit (\$1,397)			
MVL Group, Inc. (Business Services)	Senior Loan (12.1%, Due 7/09)	27,519	27,218	27,218
	Subordinated Debt (14.4%, Due 7/09)	32,905	32,417	32,417
	Common Stock (648,661 shares)		643	3,211
Pennsylvania Avenue Investors, L.P. (5) (Private Equity Fund)	Equity Interests		2,576	1,864
Powell Plant Farms, Inc. (Consumer Products)	Senior Loan (15.0%, Due 12/05 - 12/06)	32,640	23,792	23,792
	Subordinated Debt (20.0%, Due 6/03) <sup>(6)</sup>	19,291	19,224	7,364
	Preferred Stock (1,483 shares)			
	Warrants			

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**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS (Continued)**

December 31, 2005

Private Finance Portfolio Company (in thousands, except number of shares)	Investment <sup>(1)(2)</sup>	Principal	Cost	Value
Redox Brands, Inc. (Consumer Products)	Preferred Stock (2,726,444 shares) Warrants		\$ 7,903 584	\$ 12,097 500
Service Champ, Inc. (Business Services)	Subordinated Debt (15.5%, Due 4/12) Common Stock (63,888 shares)	\$ 27,041	26,906 13,662	26,906 13,319
Staffing Partners Holding Company, Inc. (Business Services)	Subordinated Debt (13.5%, Due 1/07) <sup>(6)</sup> Preferred Stock (439,600 shares) Common Stock (69,773 shares) Warrants	6,343	6,343 4,968 50 10	6,343 1,812
Startec Global Communications Corporation (Telecommunications)	Senior Loan (10.0%, Due 5/07 5/09) Common Stock (19,180,000 shares)	25,226	25,226 37,255	21,685
STS Operating, Inc. (Industrial Products)	Subordinated Debt (15.3%, Due 3/12) Common Stock (3,000,000 shares) Options	6,593	6,593 3,522	6,593 64,963 560
Triview Investments, Inc. <sup>(8)</sup> (Broadcasting & Cable/ Consumer Products)	Senior Loan (8.6%, Due 12/06) Subordinated Debt (15.0%, Due 7/12) Subordinated Debt (16.8%, Due 7/08 7/12) <sup>(6)</sup> Common Stock (202 shares) Guaranty (\$800) Standby Letter of Credit (\$200)	7,449 31,000 19,600	7,449 30,845 19,520 93,889	7,449 30,845 19,520 29,171
Total companies more than 25% owned			\$ 1,489,782	\$ 1,887,651
<b>Companies 5% to 25% Owned</b>				
Air Evac Lifeteam	Subordinated Debt (13.8%, Due 7/10)	\$ 42,414	\$ 42,267	\$ 42,267

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(Healthcare Services)	Equity Interests		3,941	4,025
Aspen Pet Products, Inc.	Subordinated Debt (19.0%, Due 6/08)	20,051	19,959	19,959
(Consumer Products)	Preferred Stock (2,935 shares)		2,154	1,638
	Common Stock (1,400 shares)		140	17
	Warrants			
Becker Underwood, Inc.	Subordinated Debt (14.5%, Due 8/12)	23,639	23,543	23,543
(Industrial Products)	Common Stock (5,073 shares)		5,813	2,200
The Debt Exchange Inc. (Business Services)	Preferred Stock (921,875 shares)		1,250	3,219

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- (8) Triview Investments, Inc. (formerly GAC Investments, Inc.) holds investments in Longview Cable & Data, LLC (Broadcasting & Cable) with a cost of \$66.5 million and value of \$16.0 million and Triax Holdings, LLC (Consumer Products) with a cost of \$85.2 million and a value of \$71.0 million. The guaranty and standby letter of credit relate to Longview Cable & Data, LLC.

The accompanying notes are an integral part of these consolidated financial statements.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS (Continued)**

December 31, 2005

Private Finance Portfolio Company (in thousands, except number of shares)	Investment <sup>(1)(2)</sup>	Principal	Cost	Value
MedBridge Healthcare, LLC (Healthcare Services)	Senior Loan (4.0%, Due 8/09)	\$ 7,093	\$ 7,093	\$ 7,093
	Subordinated Debt (10.0%, Due 8/14) <sup>(6)</sup>	4,809	4,809	534
	Convertible Subordinated Debt (2.0%, Due 8/14) <sup>(6)</sup>	2,970	984	
	Equity Interests		800	
Nexcel Synthetics, LLC (Consumer Products)	Subordinated Debt (14.5%, Due 6/09)	10,617	10,588	10,588
	Equity Interests		1,708	1,367
Pres Air Trol LLC (Industrial Products)	Unitranche Debt (12.0%, Due 4/10)	6,138	5,820	5,820
	Equity Interests		1,356	318
Progressive International Corporation (Consumer Products)	Subordinated Debt (16.0%, Due 12/09)	7,401	7,376	7,376
	Preferred Stock (500 shares)		500	884
	Common Stock (197 shares)		13	13
	Warrants			
Soteria Imaging Services, LLC (Healthcare Services)	Subordinated Debt (11.8%, Due 11/10)	14,500	13,447	13,447
	Equity Interests		2,153	2,308
Universal Environmental Services, LLC (Business Services)	Unitranche Debt (15.5%, Due 2/09)	10,900	10,862	10,862
	Equity Interests		1,797	1,328
Total companies 5% to 25% owned			\$ 168,373	\$ 158,806
<b>Companies Less Than 5% Owned</b>				
Advanced Circuits, Inc. (Industrial Products)	Senior Loans (10.1%, Due 9/11 3/12)	\$ 18,732	\$ 18,642	\$ 18,642
	Common Stock (40,000 shares)		1,000	1,000
Anthony, Inc. (Industrial Products)	Subordinated Debt (12.9%, Due 9/11 9/12)	14,670	14,610	14,610

Benchmark Medical, Inc. (Healthcare Services)	Warrants		18	190
BI Incorporated (Business Services)	Subordinated Debt (14.0%, Due 2/12)	16,203	16,133	16,133
Border Foods, Inc. (Consumer Products)	Subordinated Debt (13.0%, Due 12/10) <sup>(6)</sup>	13,428	12,721	
	Preferred Stock (140,214 shares)		2,893	
	Common Stock (1,810 shares)		45	
	Warrants		910	

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The accompanying notes are an integral part of these consolidated financial statements.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS (Continued)**

December 31, 2005

Private Finance Portfolio Company (in thousands, except number of shares)	Investment <sup>(1)(2)</sup>	Principal	Cost	Value
C&K Market, Inc. (Retail)	Subordinated Debt (13.0%, Due 12/08)	\$ 14,694	\$ 14,638	\$ 14,638
Callidus Debt Partners CDO Fund I, Ltd. <sup>(4)(9)</sup> (Senior Debt Fund)	Class C Notes (12.9%, Due 12/13) Class D Notes (17.0%, Due 12/13)	18,800 9,400	18,973 9,487	18,973 9,487
Callidus Debt Partners CLO Fund III, Ltd. <sup>(4)(9)</sup> (Senior Debt Fund)	Preferred Shares (23,600,000 shares)		24,233	24,233
Callidus MAPS CLO Fund I LLC <sup>(9)</sup> (Senior Debt Fund)	Class E Notes (9.7%, Due 12/17) Income Notes	17,000	17,000 48,108	17,000 48,108
Camden Partners Strategic Fund II, L.P. <sup>(5)</sup> (Private Equity Fund)	Limited Partnership Interest		2,142	2,726
Catterton Partners V, L.P. <sup>(5)</sup> (Private Equity Fund)	Limited Partnership Interest		2,650	2,691
CBS Personnel Holdings, Inc. (Business Services)	Subordinated Debt (14.5%, Due 12/09)	20,617	20,541	20,541
Community Education Centers, Inc. (Education Services)	Subordinated Debt (16.0%, Due 12/10)	32,852	32,738	32,738
Component Hardware Group, Inc. (Industrial Products)	Preferred Stock (18,000 shares) Common Stock (2,000 shares)		2,605 200	2,783 700
Cooper Natural Resources, Inc. (Industrial Products)	Subordinated Debt (0%, Due 11/07) Preferred Stock (6,316 shares) Warrants	840	840 1,424 830	840 20
Coverall North America, Inc. (Business Services)	Subordinated Debt (14.6%, Due 2/11) Preferred Stock (6,500 shares)	27,309	27,261 6,500	27,261 6,866



Warrants

2,950

3,100

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- (9) The fund is managed by Callidus Capital, a portfolio company of Allied Capital.

The accompanying notes are an integral part of these consolidated financial statements.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS (Continued)**

December 31, 2005

Private Finance Portfolio Company (in thousands, except number of shares)	Investment <sup>(1)(2)</sup>	Principal	Cost	Value
Drilltec Patents & Technologies Company, Inc. (Energy Services)	Subordinated Debt (17.0%, Due 8/06) <sup>(6)</sup>	\$ 1,500	\$ 1,500	\$ 1,500
	Subordinated Debt (10.0%, Due 8/06) <sup>(6)</sup>	10,994	10,918	9,792
eCentury Capital Partners, L.P. <sup>(5)</sup> (Private Equity Fund)	Limited Partnership Interest		5,649	83
Elexis Beta GmbH <sup>(4)</sup> (Industrial Products)	Options		426	50
Event Rentals, Inc. (Consumer Services)	Senior Loans (9.9%, Due 11/11)	18,341	18,244	18,244
Frozen Specialties, Inc. (Consumer Products)	Warrants		435	470
Garden Ridge Corporation (Retail)	Subordinated Debt (7.0%, Due 5/12) <sup>(6)</sup>	22,500	22,500	22,500
Geotrace Technologies, Inc. (Energy Services)	Subordinated Debt (10.0%, Due 6/09)	25,618	23,875	23,875
	Warrants		2,350	2,500
Ginsey Industries, Inc. (Consumer Products)	Subordinated Debt (12.5%, Due 3/07)	3,680	3,680	3,680
Grant Broadcasting Systems II (Broadcasting & Cable)	Subordinated Debt (5.0%, Due 6/09)	2,756	2,756	2,756
Grotech Partners, VI, L.P. <sup>(5)</sup> (Private Equity Fund)	Limited Partnership Interest		6,914	4,161
Havco Wood Products LLC (Industrial Products)	Unitranche Debt (10.4%, Due 8/11)	33,000	31,794	31,794
	Equity Interests		1,048	1,048
Haven Eldercare of New England, LLC <sup>(10)</sup> (Healthcare Services)	Subordinated Debt (12.0%, Due 8/09) <sup>(6)</sup>	4,320	4,320	4,320

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Haven Healthcare Management, LLC <sup>(10)</sup> (Healthcare Services)	Subordinated Debt (18.0% Due 4/07) <sup>(6)</sup>	1,319	1,319	485
HealthASPex Services Inc. (Business Services)	Senior Loans (4.0%, Due 7/08)	500	500	500
The Hillman Companies, Inc. <sup>(3)</sup> (Consumer Products)	Subordinated Debt (13.5%, Due 9/11)	44,000	43,815	43,815
Homax Holdings, Inc. (Consumer Products)	Subordinated Debt (12.0%, Due 8/11)	14,000	13,039	13,039
	Preferred Stock (89 shares)		89	92
	Common Stock (28 shares)		6	6
	Warrants		1,106	1,492
Icon International, Inc. (Business Services)	Common Stock (25,707 shares)		76	16
International Fiber Corporation (Industrial Products)	Subordinated Debt (14.0%, Due 6/12)	21,546	21,460	21,460
	Preferred Stock (25,000 shares)		2,500	1,900
Line-X, Inc. (Consumer Products)	Senior Loan (8.1%, Due 8/11)	4,134	4,111	4,111
	Unitranche Debt (10.0% Due 8/11)	51,475	51,229	51,229
	Standby Letter of Credit (\$1,500)			

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- (10) Haven Eldercare of New England, LLC and Haven Healthcare Management, LLC are affiliated companies.

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**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS (Continued)**

December 31, 2005

Private Finance Portfolio Company (in thousands, except number of shares)	Investment <sup>(1)(2)</sup>	Principal	Cost	Value
MedAssets, Inc. (Business Services)	Preferred Stock (227,865 shares) Warrants		\$ 2,049 136	\$ 2,893 180
Meineke Car Care Centers, Inc. (Consumer Services)	Senior Loan (8.0%, Due 6/11) Subordinated Debt (11.9%, Due 6/12 6/13) Common Stock (10,696,308 shares) <sup>(11)</sup> Warrants	\$ 28,000 72,000	27,865 71,675 26,985	27,865 71,675 26,629
MHF Logistical Solutions, Inc. (Business Services)	Unitranche Debt (10.0%, Due 5/11) Preferred Stock (431 shares) Common Stock (1,438 shares)	22,281	22,177 431 144	22,177 455 211
Mid-Atlantic Venture Fund IV, L.P. <sup>(5)</sup> (Private Equity Fund)	Limited Partnership Interest		6,600	3,339
Mogas Energy, LLC (Energy Services)	Subordinated Debt (9.5%, Due 3/12 4/12) Warrants	16,855	15,472 1,774	15,472 3,550
Network Hardware Resale, Inc. (Business Services)	Unitranche Debt (10.5%, Due 12/11) Convertible Subordinated Debt (9.8%, Due 12/15)	38,500 12,000	38,743 12,076	38,743 12,076
N.E.W. Customer Service Companies, Inc. (Business Services)	Subordinated Debt (11.0%, Due 7/12)	40,000	40,016	40,016
Nobel Learning Communities, Inc. <sup>(3)</sup> (Education)	Preferred Stock (1,214,356 shares) Warrants		2,764 575	2,343 1,296
Norwesco, Inc. (Industrial Products)	Subordinated Debt (12.6%, Due 1/12 7/12) Common Stock (559,603 shares) <sup>(11)</sup> Warrants	82,061	81,683 38,313	81,683 38,313
	Limited Partnership Interest		1,669	1,809

Novak Biddle Venture Partners III, L.P. <sup>(5)</sup> (Private Equity Fund)					
Oahu Waste Services, Inc. (Business Services)	Stock Appreciation Rights		239		1,000
Opinion Research Corporation <sup>(3)</sup> (Business Services)	Warrants		996		45
Oriental Trading Company, Inc. (Consumer Products)	Common Stock (13,820 shares)				5,200
Palm Coast Data, LLC (Business Services)	Senior Loan (7.6%, Due 8/10)	16,100	16,024		16,024
	Subordinated Debt (15.5%, Due 8/12 8/15)	29,600	29,461		29,461
	Common Stock (21,743 shares) <sup>(11)</sup>		21,743		21,743
	Warrants				
Performant Financial Corporation (Business Services)	Common Stock (478,816 shares)		734		2,500
Pro Mach, Inc. (Industrial Products)	Subordinated Debt (13.8%, Due 6/12)	19,275	19,193		19,193
	Equity Interests		1,500		1,200

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- (11) Common stock is non-voting. In addition to non-voting stock ownership, the Company has an option to acquire a majority of the voting securities of the portfolio company at fair market value.

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**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS (Continued)**

December 31, 2005

Private Finance Portfolio Company (in thousands, except number of shares)	Investment <sup>(1)(2)</sup>	Principal	Cost	Value
Promo Works, LLC (Business Services)	Senior Loan (8.5%, Due 12/11) Unitranche Debt (10.3%, Due 12/11) Guaranty (\$1,650)	\$ 900 31,000	\$ 851 30,728	\$ 851 30,728
RadioVisa Corporation (Broadcasting & Cable)	Unitranche Debt (15.5%, Due 12/08)	27,093	26,993	26,993
Red Hawk Industries, LLC (Business Services)	Unitranche Debt (11.0%, Due 4/11)	56,343	56,063	56,063
S.B. Restaurant Company (Retail)	Subordinated Debt (14.6%, Due 11/08 12/09) Preferred Stock (54,125 shares) Warrants	29,085	28,615 135 619	28,615 135 700
SBBUT, LLC (Consumer Products)	Equity Interests			
Soff-Cut Holdings, Inc. (Industrial Products)	Preferred Stock (300 shares) Common Stock (2,000 shares)		300 200	300 37
SPP Mezzanine Fund, L.P. <sup>(5)</sup> (Private Equity Fund)	Limited Partnership Interest		3,007	2,969
Tradesmen International, Inc. (Business Services)	Subordinated Debt (12.0%, Due 12/09) Warrants	15,000	14,323 710	14,323 1,700
TransAmerican Auto Parts, LLC (Consumer Products)	Subordinated Debt (14.0%, Due 11/12) Equity Interests	10,000	9,951 889	9,951 889
United Site Services, Inc. (Business Services)	Subordinated Debt (12.4%, Due 8/11) Common Stock (160,588 shares)	49,712	49,503 1,000	49,503 1,200
Universal Air Filter Company (Industrial Products)	Senior Loans (7.9%, Due 11/11) Unitranche Debt (11.0%, Due 11/11)	400 19,867	390 19,768	390 19,768
Universal Tax Systems, Inc.		19,068	18,995	18,995

	Subordinated Debt (14.5%, Due 7/11)		
(Business Services)			
Udata Venture Partners II, L.P. <sup>(5)</sup> (Private Equity Fund)	Limited Partnership Interest	4,977	4,686
Venturehouse-Cibernet Investors, LLC (Business Services)	Equity Interest	42	42
Venturehouse Group, LLC <sup>(5)</sup> (Private Equity Fund)	Equity Interest	598	397
VICORP Restaurants, Inc. <sup>(3)</sup> (Retail)	Warrants	33	691
Walker Investment Fund II, LLLP <sup>(5)</sup> (Private Equity Fund)	Limited Partnership Interest	1,330	676

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**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS (Continued)**

December 31, 2005

Private Finance Portfolio Company (in thousands, except number of shares)	Investment <sup>(1)(2)</sup>	Principal	Cost	Value
Wear Me Apparel Corporation (Consumer Products)	Subordinated Debt (15.0%, Due 12/10) Warrants	\$ 40,000	\$ 38,992 1,219	\$ 38,992 2,000
Wilshire Restaurant Group, Inc. (Retail)	Subordinated Debt (20.0%, Due 6/07) <sup>(6)</sup> Warrants	22,471	21,930 735	21,930 538
Wilton Industries, Inc. (Consumer Products)	Subordinated Debt (19.3%, Due 6/08)	4,800	4,800	4,800
Woodstream Corporation (Consumer Products)	Subordinated Debt (13.2%, Due 11/12 5/13) Common Stock (180 shares) Warrants	52,397	52,251 673	52,251 3,336 2,365
Other companies	Other debt investments Other debt investments <sup>(6)</sup> Other equity investments Guaranty (\$135)	382 470	382 470 8	382 348
Total companies less than 5% owned			\$ 1,448,268	\$ 1,432,833
Total private finance (118 portfolio companies)			\$ 3,106,423	\$ 3,479,290

- (1) Interest rates represent the weighted average annual stated interest rate on loans and debt securities, which are presented by nature of indebtedness for a single issuer. The maturity dates represent the earliest and the latest maturity dates.
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**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INVESTMENTS (Continued)**

**Commercial Real Estate Finance**  
(in thousands, except number of loans)

			<b>December 31, 2005</b>	
	<b>Interest Rate Ranges</b>	<b>Number of Loans</b>	<b>Cost</b>	<b>Value</b>
<b>Commercial Mortgage Loans</b>				
	Up to 6.99%	5	\$ 23,121	\$ 21,844
	7.00% 8.99%	24	48,156	48,156
	9.00% 10.99%	5	25,999	25,967
	11.00% 12.99%	1	338	338
	13.00% 14.99%	1	2,294	2,294
	15.00% and above	2	3,970	3,970
Total commercial mortgage loans <sup>(12)</sup>		38	\$ 103,878	\$ 102,569
<b>Real Estate Owned</b>			<b>\$ 14,240</b>	<b>\$ 13,932</b>
<b>Equity Interests<sup>(2)</sup></b> Companies more than 25% owned (Guarantees \$7,054)			\$ 13,577	\$ 10,564
Total commercial real estate finance			\$ 131,695	\$ 127,065
Total portfolio			\$ 3,238,118	\$ 3,606,355

	<b>Yield</b>	<b>Cost</b>	<b>Value</b>
<b>Liquidity Portfolio</b>			
U.S. Treasury bills (Due June 2006)	4.25%	\$ 100,000	\$ 100,305
SEI Daily Income Tr Prime Obligation Fund <sup>(13)</sup>	4.11%	100,000	100,000
Total liquidity portfolio		\$ 200,000	\$ 200,305
<b>Other Investments in Money Market Securities<sup>(13)</sup></b>			
PNC Bank Corporate Money Market Deposit Account	4.15%	\$ 21,967	\$ 21,967

(1) Interest rates represent the weighted average annual stated interest rate on loans and debt securities, which are presented by nature of indebtedness for

a single issuer. The maturity dates represent the earliest and the latest maturity dates.

- (2) Common stock, preferred stock, warrants, options, and equity interests are generally non-income producing and restricted.
- (3) Public company.
- (4) Non-U.S. company or principal place of business outside the U.S.
- (5) Non-registered investment company.
- (12) Commercial mortgage loans totaling \$20.8 million at value were on non-accrual status and therefore were considered non-income producing.
- (13) Included in investments in money market securities on the accompanying Consolidated Balance Sheet.

The accompanying notes are an integral part of these consolidated financial statements.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Information at and for the three and nine months ended**  
**September 30, 2006 and 2005 is unaudited)**

**Note 1. Organization**

Allied Capital Corporation, a Maryland corporation, is a closed-end management investment company that has elected to be regulated as a business development company ( BDC ) under the Investment Company Act of 1940 ( 1940 Act ). Allied Capital Corporation ( ACC ) has a subsidiary, Allied Investments L.P. ( Allied Investments ), which was licensed under the Small Business Investment Act of 1958 as a Small Business Investment Company ( SBIC ). As of September 30, 2006, Allied Investments surrendered its SBIC license and on October 1, 2006, Allied Investments was merged into ACC. In addition, ACC has a real estate investment trust subsidiary, Allied Capital REIT, Inc. ( Allied REIT ), and several subsidiaries that are single member limited liability companies established primarily to hold real estate properties. ACC also has a subsidiary, A.C. Corporation ( AC Corp ), that generally provides diligence and structuring services as well as transaction, management, consulting and other services to the Company and its portfolio companies. AC Corp has a wholly-owned subsidiary, AC Finance LLC ( AC Finance ), that generally originates, underwrites and arranges senior loans.

ACC and its subsidiaries, collectively, are referred to as the Company. The Company consolidates the results of its subsidiaries for financial reporting purposes.

Pursuant to Article 6 of Regulation S-X, the financial results of the Company's portfolio investments are not consolidated in the Company's financial statements. Portfolio investments are held for purposes of deriving investment income and future capital gains.

The investment objective of the Company is to achieve current income and capital gains. In order to achieve this objective, the Company has primarily invested in companies in a variety of industries.

**Note 2. Summary of Significant Accounting Policies**

***Basis of Presentation***

The consolidated financial statements include the accounts of the Company. All intercompany accounts and transactions have been eliminated in consolidation. Certain reclassifications have been made to the 2005 balances to conform with the 2006 financial statement presentation.

The accompanying unaudited consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles ( GAAP ) for interim financial information. Accordingly, they do not include all of the information and footnotes required by GAAP for complete consolidated financial statements. In the opinion of management, the unaudited consolidated financial results of the Company included herein contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position of the Company as of September 30, 2006, the results of operations for the three and nine months ended September 30, 2006 and 2005, and changes in net assets and cash flows for the nine months ended September 30, 2006 and 2005. The results of operations for the three and nine months ended September 30, 2006, are not necessarily indicative of the operating results to be expected for the full year.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 2. Summary of Significant Accounting Policies, continued**

The private finance portfolio and the interest and related portfolio income and net realized gains (losses) on the private finance portfolio are presented in three categories: companies more than 25% owned, which represent portfolio companies where the Company directly or indirectly owns more than 25% of the outstanding voting securities of such portfolio company and, therefore, are deemed controlled by the Company under the 1940 Act; companies owned 5% to 25%, which represent portfolio companies where the Company directly or indirectly owns 5% to 25% of the outstanding voting securities of such portfolio company or where the Company holds one or more seats on the portfolio company's board of directors and, therefore, are deemed to be an affiliated person under the 1940 Act; and companies less than 5% owned which represent portfolio companies where the Company directly or indirectly owns less than 5% of the outstanding voting securities of such portfolio company and where the Company has no other affiliations with such portfolio company. The interest and related portfolio income and net realized gains (losses) from the commercial real estate finance portfolio and other sources are included in the companies less than 5% owned category on the consolidated statement of operations.

In the ordinary course of business, the Company enters into transactions with portfolio companies that may be considered related party transactions.

***Valuation Of Portfolio Investments***

The Company, as a BDC, has invested in illiquid securities including debt and equity securities of companies and CDO and CLO bonds and preferred shares/income notes. The Company's investments may be subject to certain restrictions on resale and generally have no established trading market. The Company values substantially all of its investments at fair value as determined in good faith by the Board of Directors in accordance with the Company's valuation policy. The Company determines fair value to be the amount for which an investment could be exchanged in an orderly disposition over a reasonable period of time between willing parties other than in a forced or liquidation sale. The Company's valuation policy considers the fact that no ready market exists for substantially all of the securities in which it invests. The Company's valuation policy is intended to provide a consistent basis for determining the fair value of the portfolio. The Company will record unrealized depreciation on investments when it believes that an investment has become impaired, including where collection of a loan or realization of an equity security is doubtful, or when the enterprise value of the portfolio company does not currently support the cost of the Company's debt or equity investments. Enterprise value means the entire value of the company to a potential buyer, including the sum of the values of debt and equity securities used to capitalize the enterprise at a point in time. The Company will record unrealized appreciation if it believes that the underlying portfolio company has appreciated in value and/or the Company's equity security has also appreciated in value. The value of investments in publicly traded securities is determined using quoted market prices discounted for restrictions on resale, if any.

***Loans and Debt Securities***

For loans and debt securities, fair value generally approximates cost unless the borrower's enterprise value, overall financial condition or other factors lead to a determination of fair value at a different amount. The value of loan and debt securities may be greater than the Company's cost basis

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 2. Summary of Significant Accounting Policies, continued**

if the amount that would be repaid on the loan or debt security upon the sale of the portfolio company is greater than the Company's cost basis.

When the Company receives nominal cost warrants or free equity securities ( nominal cost equity ), the Company allocates its cost basis in its investment between its debt securities and its nominal cost equity at the time of origination. At that time, the original issue discount basis of the nominal cost equity is recorded by increasing the cost basis in the equity and decreasing the cost basis in the related debt securities.

Interest income is recorded on an accrual basis to the extent that such amounts are expected to be collected. For loans and debt securities with contractual payment-in-kind interest, which represents contractual interest accrued and added to the loan balance that generally becomes due at maturity, the Company will not accrue payment-in-kind interest if the portfolio company valuation indicates that the payment-in-kind interest is not collectible. In general, interest is not accrued on loans and debt securities if the Company has doubt about interest collection or where the enterprise value of the portfolio company may not support further accrual. Loans that are classified as Grade 4 or 5 assets under the Company's internal grading system do not accrue interest. In addition, interest may not accrue on loans or debt securities to portfolio companies that are more than 50% owned by the Company depending on such company's capital requirements. Loan origination fees, original issue discount, and market discount are capitalized and then amortized into interest income using a method that approximates the effective interest method. Upon the prepayment of a loan or debt security, any unamortized loan origination fees are recorded as interest income and any unamortized original issue discount or market discount is recorded as a realized gain. Prepayment premiums are recorded on loans and debt securities when received.

The weighted average yield on loans and debt securities is computed as the (a) annual stated interest on accruing loans and debt securities plus the annual amortization of loan origination fees, original issue discount, and market discount on accruing loans and debt securities less the annual amortization of loan origination costs, divided by (b) total loans and debt securities at value. The weighted average yield is computed as of the balance sheet date.

***Equity Securities***

The Company's equity securities in portfolio companies for which there is no liquid public market are valued at fair value based on the enterprise value of the portfolio company, which is determined using various factors, including cash flow from operations of the portfolio company and other pertinent factors, such as recent offers to purchase a portfolio company, recent transactions involving the purchase or sale of the portfolio company's equity securities, liquidation events, or other events. The determined equity values are generally discounted to account for restrictions on resale or minority ownership positions.

The value of the Company's equity securities in public companies for which market quotations are readily available is based on the closing public market price on the balance sheet date. Securities that carry certain restrictions on sale are typically valued at a discount from the public market value of the security.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 2. Summary of Significant Accounting Policies, continued**

Dividend income on preferred equity securities is recorded as dividend income on an accrual basis to the extent that such amounts are expected to be collected and to the extent that the Company has the option to receive the dividend in cash. Dividend income on common equity securities is recorded on the record date for private companies or on the ex-dividend date for publicly traded companies.

***Collateralized Debt Obligations ( CDO ) and Collateralized Loan Obligations ( CLO )***

CDO and CLO bonds and preferred shares/ income notes ( CDO/ CLO Assets ) are carried at fair value, which is based on a discounted cash flow model that utilizes prepayment and loss assumptions based on historical experience and projected performance, economic factors, the characteristics of the underlying cash flow, and comparable yields for similar bonds and preferred shares/income notes, when available. The Company recognizes unrealized appreciation or depreciation on its CDO/ CLO Assets as comparable yields in the market change and/or based on changes in estimated cash flows resulting from changes in prepayment or loss assumptions in the underlying collateral pool. The Company determines the fair value of its CDO/ CLO Assets on an individual security-by-security basis.

The Company recognizes income from the amortization of original issue discount using the effective interest method using the anticipated yield over the projected life of the investment. Yields are revised when there are changes in actual and estimated prepayment speeds or actual and estimated credit losses. Changes in estimated yield are recognized as an adjustment to the estimated yield over the remaining life of the CDO/ CLO Assets from the date the estimated yield was changed.

***Net Realized Gains or Losses and Net Change in Unrealized Appreciation or Depreciation***

Realized gains or losses are measured by the difference between the net proceeds from the repayment or sale and the cost basis of the investment without regard to unrealized appreciation or depreciation previously recognized, and include investments charged off during the year, net of recoveries. Net change in unrealized appreciation or depreciation primarily 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. Net change in unrealized appreciation or depreciation also reflects the change in the value of U.S. Treasury bills and deposits of proceeds from sales of borrowed Treasury securities, and depreciation on accrued interest and dividends receivable and other assets where collection is doubtful.

***Fee Income***

Fee income includes fees for loan prepayment premiums, guarantees, commitments, and services rendered by the Company to portfolio companies and other third parties such as diligence, structuring, transaction services, management and consulting services, and other services. Loan prepayment premiums are recognized at the time of prepayment. Guaranty and commitment fees are generally recognized as income over the related period of the guaranty or commitment, respectively. Diligence, structuring, and transaction services fees are generally recognized as income when services

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 2. Summary of Significant Accounting Policies, continued**

are rendered or when the related transactions are completed. Management, consulting and other services fees are generally recognized as income as the services are rendered.

**Guarantees**

Guarantees meeting the characteristics described in FASB Interpretation No. 45, *Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others* (the Interpretation) and issued or modified after December 31, 2002, are recognized at fair value at inception. However, certain guarantees are excluded from the initial recognition provisions of the Interpretation. See Note 5.

**Financing Costs**

Debt financing costs are based on actual costs incurred in obtaining debt financing and are deferred and amortized as part of interest expense over the term of the related debt instrument using a method that approximates the effective interest method. Costs associated with the issuance of common stock, such as underwriting, accounting and legal fees, and printing costs are recorded as a reduction to the proceeds from the sale of common stock.

**Dividends to Shareholders**

Dividends to shareholders are recorded on the record date.

**Stock Compensation Plans**

The Company has a stock-based employee compensation plan. See Note 9. Effective January 1, 2006, the Company adopted the provisions of Statement No. 123 (Revised 2004), *Share-Based Payment* (the Statement). With respect to options granted prior to January 1, 2006, the Company has used the modified prospective method for adoption of the Statement. Under this method, the unamortized cost of previously awarded options that were unvested as of January 1, 2006, is recognized over the remaining service period in the statement of operations beginning in 2006. With respect to options granted on or after January 1, 2006, compensation cost is recognized over the related service period in the statement of operations. The effect of this adoption for the three and nine months ended September 30, 2006, was as follows:

	<b>For the Three Months Ended September 30,</b>	<b>For the Nine Months Ended September 30,</b>
	<b>2006</b>	<b>2006</b>
<b>(\$ in millions, except per share amounts)</b>		
<b>Employee Stock Option Expense:</b>		
Previously awarded, unvested options as of January 1, 2006	\$ 3.2	\$ 9.9
Options granted on or after January 1, 2006	0.4	2.0
 Total employee stock option expense	 \$ 3.6	 \$ 11.9
 Per basic share	 \$ 0.03	 \$ 0.08
Per diluted share	\$ 0.02	\$ 0.08



**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 2. Summary of Significant Accounting Policies, continued**

In addition to the employee stock option expense, for the three and nine months ended September 30, 2006, administrative expense included zero and \$0.2 million, respectively, of expense related to options granted to directors during the period. Options granted to non-officer directors vest on the grant date and therefore, the full expense is recorded on the grant date.

Prior to January 1, 2006, the Company accounted for this plan under the recognition and measurement principles of APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and related interpretations. Prior to January 1, 2006, no stock-based compensation cost was reflected in net increase in net assets resulting from operations, as all options granted under this plan had an exercise price equal to the market value of the underlying common stock on the date of grant. The following table illustrates the effect on net increase in net assets resulting from operations and earnings per share if the Company had applied the fair value recognition provisions of FASB Statement No. 123, *Accounting for Stock-Based Compensation*, to stock-based compensation for the three and nine months ended September 30, 2005.

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2005</b>		<b>2005</b>	
<b>(\$ in millions, except per share amounts)</b>				
Net increase in net assets resulting from operations as reported	\$	113.2	\$	544.7
Less total stock-based compensation expense determined under fair value based method for all awards, net of related tax effects		(2.6)		(9.5)
Pro forma net increase in net assets resulting from operations available to common shareholders	\$	110.6	\$	535.2
Basic earnings per common share:				
As reported	\$	0.84	\$	4.06
Pro forma	\$	0.82	\$	3.99
Diluted earnings per common share:				
As reported	\$	0.82	\$	3.99
Pro forma	\$	0.80	\$	3.92

The stock option expense for 2006 and the pro forma expense for 2005 shown in the tables above were based on the underlying value of the options granted by the Company. The fair value of each option grant was estimated on the date of grant using the Black-Scholes option pricing model and expensed over the vesting period. The following weighted average assumptions were used to calculate the fair value of options granted during the three and nine months ended September 30, 2006 and 2005:

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2006</b>	<b>2005</b>	<b>2006</b>	<b>2005</b>
Expected term (in years)	5.0	5.0	5.0	5.0

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Risk-free interest rate	4.7%	4.1%	4.8%	4.1%
Expected volatility	26.8%	35.0%	29.1%	35.1%
Dividend yield	9.0%	9.0%	9.0%	9.0%
Weighted average fair value per option	\$ 3.12	\$ 3.96	\$ 3.47	\$ 3.94

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 2. Summary of Significant Accounting Policies, continued**

The expected term of the options granted represents the period of time that such options are expected to be outstanding. To determine the expected term of the options, the Company used historical data to estimate option exercise time frames, including considering employee terminations. The risk free rate was based on the U.S. Treasury bond yield curve at the date of grant. Expected volatilities were determined based on the historical volatility of the Company's common stock over a historical time period consistent with the expected term. The dividend yield was determined based on the Company's historical dividend yield over a historical time period consistent with the expected term.

To determine the stock options expense, the calculated fair value of the options granted is applied to the options granted, net of assumed future option forfeitures. The Company estimates that the employee-related stock option expense under the Statement that will be recorded in the Company's statement of operations will be approximately \$16.2 million, \$10.5 million, and \$3.4 million for the years ended December 31, 2006, 2007, and 2008, respectively, which includes approximately \$2.7 million, \$1.7 million, and \$0.9 million, respectively, related to options granted in the nine months ended September 30, 2006. This estimate may change if the Company's assumptions related to future option forfeitures change. This estimate does not include any expense related to future stock option grants as the fair value of those stock options will be determined at the time of grant. The aggregate total stock option expense remaining as of September 30, 2006, is expected to be recognized over an estimated weighted-average period of 1.23 years.

***Federal and State Income Taxes and Excise Tax***

The Company intends to comply with the requirements of the Internal Revenue Code ( Code ) that are applicable to regulated investment companies ( RIC ) and real estate investment trusts ( REIT ). ACC and any subsidiaries that qualify as a RIC or a REIT intend to distribute or retain through a deemed distribution all of their annual taxable income to shareholders; therefore, the Company has made no provision for income taxes for these entities. Income taxes for AC Corp are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases as well as operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

If the Company does not distribute at least 98% of its annual taxable income in the year earned, the Company will generally be required to pay an excise tax equal to 4% of the amount by which 98% of the Company's annual taxable income exceeds the distributions from such taxable income for the year. To the extent that the Company determines that its estimated current year annual taxable income will be in excess of estimated current year dividend distributions from such taxable income, the Company accrues excise taxes, if any, on estimated excess taxable income as taxable income is earned using an annual effective excise tax rate. The annual effective excise tax rate is determined by dividing the estimated annual excise tax by the estimated annual taxable income.

***Per Share Information***

Basic earnings per common share is calculated using the weighted average number of common shares outstanding for the period presented. Diluted earnings per common share reflects the potential

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 2. Summary of Significant Accounting Policies, continued**

dilution that could occur if options to issue common stock were exercised into common stock. Earnings per share is computed after subtracting dividends on preferred shares, if any.

***Use of Estimates in the Preparation of Financial Statements***

The preparation of financial statements in conformity with U.S. generally accepted accounting principles 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 and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates.

The consolidated financial statements include portfolio investments at value of \$4.1 billion and \$3.6 billion at September 30, 2006, and December 31, 2005, respectively. At both September 30, 2006, and December 31, 2005, 90% of the Company's total assets represented portfolio investments whose fair values have been determined by the Board of Directors in good faith in the absence of readily available market values. Because of the inherent uncertainty of valuation, the Board of Directors' determined values may differ significantly from the values that would have been used had a ready market existed for the investments, and the differences could be material.

***Recent Accounting Pronouncements***

In June 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, which clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB Statement No. 109, *Accounting for Income Taxes*. This interpretation is effective for fiscal years beginning after December 15, 2006. The Company does not expect the adoption of this interpretation to have a significant effect on the Company's consolidated financial position or its results of operations.

In September 2006, the FASB issued Statement No. 157, *Fair Value Measurements*. This statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company does not expect the adoption of this statement to have a significant effect on the Company's consolidated financial position or its results of operations.

In September 2006, the SEC released SEC Staff Accounting Bulletin (SAB) No. 108, *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements*, which addresses how uncorrected errors in previous years should be considered when quantifying errors in current year financial statements and requires registrants to consider the effect of all carry over and reversing effects of prior year misstatements when quantifying errors in current year financial statements. The SAB allows registrants to record the effects of adopting the guidance as a cumulative effect adjustment which must be reported as of the beginning of the first fiscal year ending after November 15, 2006. The Company does not expect the SAB to have a significant effect on the Company's consolidated financial position or its results of operations.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 3. Portfolio***Private Finance*

At September 30, 2006, and December 31, 2005, the private finance portfolio consisted of the following:

	2006			2005		
	Cost	Value	Yield <sup>(1)</sup>	Cost	Value	Yield <sup>(1)</sup>
<b>(\$ in thousands)</b>						
<b>Loans and debt securities:</b>						
Senior loans	\$ 386,721	\$ 342,441	8.7%	\$ 284,680	\$ 239,838	9.5%
Unitranche debt <sup>(2)</sup>	748,993	745,756	11.2%	294,201	294,201	11.4%
Subordinated debt	1,882,017	1,817,022	13.7%	1,610,228	1,560,851	13.8%
<b>Total loans and debt securities<sup>(3)</sup></b>	<b>3,017,731</b>	<b>2,905,219</b>	<b>12.5%</b>	<b>2,189,109</b>	<b>2,094,890</b>	<b>13.0%</b>
Equity securities	1,077,644	1,082,597		917,314	1,384,400	
<b>Total</b>	<b>\$ 4,095,375</b>	<b>\$ 3,987,816</b>		<b>\$ 3,106,423</b>	<b>\$ 3,479,290</b>	

(1) The weighted average yield on loans and debt securities is computed as the (a) annual stated interest on accruing loans and debt securities plus the annual amortization of loan origination fees, original issue discount, and market discount on accruing loans and debt securities less the annual amortization of loan origination costs, divided by (b) total loans and debt securities at value. At September 30, 2006, and December 31, 2005, the cost and value of subordinated debt include the Class A equity interests in BLX and the guaranteed dividend yield on these equity interests is included in interest income. The weighted average yield is computed as of the balance sheet date.

(2) Unitranche debt is a single debt investment that is a blend of senior and subordinated debt terms.

(3) The total principal balance outstanding on loans and debt securities was \$3,051.3 million and \$2,216.3 million at September 30, 2006, and December 31, 2005, respectively. The difference between principal and cost is represented by unamortized loan origination fees and costs, original issue discounts, and market discounts totaling \$33.6 million and \$27.2 million at September 30, 2006, and December 31, 2005, respectively.

The Company's private finance investment activity principally involves providing financing through privately negotiated long-term debt and equity investments. The Company's private finance debt and equity investments are generally issued by private companies and are generally illiquid and may be subject to certain restrictions on resale.

The Company's private finance debt investments are generally structured as loans and debt securities that carry a relatively high fixed rate of interest, which may be combined with equity features, such as conversion privileges, or warrants or options to purchase a portion of the portfolio company's equity at a pre-determined strike price, which is generally a nominal price for warrants or options in a private company. The annual stated interest rate is only one factor in pricing the investment relative to the Company's rights and priority in the portfolio company's capital structure, and will vary depending on many factors, including if the Company has received nominal cost equity or other components of investment return, such as loan origination fees or market discount. The stated interest rate may include some component of contractual payment-in-kind interest, which represents contractual interest accrued and added to the loan balance that generally becomes due at maturity.

At both September 30, 2006, and December 31, 2005, 87% of the private finance loans and debt securities had a fixed rate of interest and 13% had a floating rate of interest. Senior loans generally carry a floating rate of interest, usually set as a spread over LIBOR. Senior loans generally have

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 3. Portfolio, continued**

contractual maturities of three to six years and interest is generally paid to the Company monthly or quarterly. Loans other than senior loans generally carry a fixed rate of interest with contractual maturities of five to ten years. Loan and debt securities generally have interest-only payments in the early years and payments of both principal and interest in the later years, although maturities and principal amortization schedules may vary. Interest is generally paid to the Company quarterly.

Equity securities consist primarily of securities issued by private companies and may be subject to certain restrictions on their resale and are generally illiquid. The Company may make equity investments for minority stakes in portfolio companies in conjunction with its debt investments. The Company may also invest in the equity (preferred and/or voting or non-voting common) of a portfolio company where the Company's equity ownership may represent a significant portion of the equity, but may or may not represent a controlling interest. If the Company invests in non-voting equity in a buyout investment, the Company generally has the option to acquire a controlling stake in the voting securities of the portfolio company at fair market value. The Company may incur costs associated with making buyout investments that will be included in the cost basis of the Company's equity investment. These include costs such as legal, accounting and other professional fees associated with diligence, referral and investment banking fees, and other costs. Equity securities generally do not produce a current return, but are held with the potential for investment appreciation and ultimate gain on sale.

The Company's largest investment at value at September 30, 2006, was in Business Loan Express, LLC ( BLX ). The Company's largest investments at value at December 31, 2005, were in Advantage Sales & Marketing, Inc. ( Advantage ) and BLX. On March 29, 2006, the Company sold its majority equity interest in Advantage.

**Business Loan Express, LLC.** The Company's investment in BLX totaled \$295.1 million at cost and \$284.9 million at value at September 30, 2006, and \$299.4 million at cost and \$357.1 million at value at December 31, 2005. BLX is a small business lender that participates in the U.S. Small Business Administration's 7(a) Guaranteed Loan Program. At September 30, 2006, and December 31, 2005, the Company owned 94.9% of the voting Class C equity interests. BLX has an equity appreciation rights plan for management which will dilute the value available to the Class C equity interest holders. BLX is headquartered in New York, NY.

Total interest and related portfolio income earned from the Company's investment in BLX for the three and nine months ended September 30, 2006 and 2005, was as follows:

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2006</b>	<b>2005</b>	<b>2006</b>	<b>2005</b>
<b>(\$ in millions)</b>				
Interest income on subordinated debt and Class A equity interests	\$ 4.1	\$ 3.6	\$ 11.9	\$ 10.5
Dividend income on Class B equity interests		4.0		9.0
Fees and other income	2.0	2.3	6.3	7.0
 Total interest and related portfolio income	 \$ 6.1	 \$ 9.9	 \$ 18.2	 \$ 26.5

Interest income from BLX for the three and nine months ended September 30, 2006, included interest income of \$2.0 million and \$5.7 million, respectively, which was paid in kind. Interest income

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 3. Portfolio, continued**

from BLX for the three and nine months ended September 30, 2005, included interest income of \$1.7 million and \$5.1 million, respectively, which was paid in kind. The interest paid in kind was paid to the Company through the issuance of additional Class A equity interests.

Net change in unrealized appreciation or depreciation included a net decrease on the Company's investment in BLX of \$34.3 million and \$67.9 million for the three and nine months ended September 30, 2006, respectively. Net change in unrealized appreciation or depreciation for the three and nine months ended September 30, 2005, included a net increase in unrealized appreciation of \$14.6 million and \$15.9 million, respectively, on the Company's investment in BLX.

At December 31, 2005, the Company had a commitment to BLX of \$30.0 million in the form of a subordinated revolving credit facility to provide working capital to BLX. There was \$10.0 million outstanding under this facility at December 31, 2005. Outstanding borrowings under this facility were repaid in full and this facility matured on April 30, 2006.

As a limited liability company, BLX's taxable income flows through directly to its members. BLX's annual taxable income generally differs from its book income for the fiscal year due to temporary and permanent differences in the recognition of income and expenses. The Company holds all of BLX's Class A and Class B interests, and 94.9% of the Class C interests. BLX's taxable income is first allocated to the Class A interests to the extent that dividends are paid in cash or in kind on such interests, with the remainder being allocated to the Class B and Class C interests. BLX may declare dividends on its Class B interests. If declared, BLX would determine the amount of such dividend considering its estimated annual taxable income allocable to such interests.

At the time of the corporate reorganization of BLX, Inc. from a C corporation to a limited liability company in 2003, for tax purposes BLX had a built-in gain representing the aggregate fair market value of its assets in excess of the tax basis of its assets. As a RIC, the Company will be subject to special built-in gain rules on the assets of BLX. Under these rules, taxes will be payable by the Company at the time and to the extent that the built-in gains on BLX's assets at the date of reorganization are recognized in a taxable disposition of such assets in the 10-year period following the date of the reorganization. At such time, the built-in gains realized upon the disposition of these assets will be included in the Company's taxable income, net of the corporate level taxes paid by the Company on the built-in gains. At the date of BLX's reorganization, the Company estimated that its future tax liability resulting from the built-in gains may total up to a maximum of \$40 million. However, if these assets are disposed of after the 10-year period, there will be no corporate level taxes on these built-in gains. While the Company has no obligation to pay the built-in gains tax until these assets or its interests in BLX are disposed of in the future, it may be necessary to record a liability for these taxes in the future should the Company intend to sell the assets of or its interests in BLX within the 10-year period. At September 30, 2006, and December 31, 2005, the Company considered the increase in fair value of its investment in BLX due to BLX's tax attributes as an LLC and has also considered the reduction in fair value of its investment due to these estimated built-in gain taxes in determining the fair value of its investment in BLX.



**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 3. Portfolio, continued**

At December 31, 2005, BLX had a three-year \$275.0 million revolving credit facility provided by third party lenders that was scheduled to mature in January 2007. As the controlling equity owner in BLX, the Company had provided an unconditional guaranty to the revolving credit facility lenders in an amount equal to 50% of the total obligations (consisting of principal, letters of credit issued under the facility, accrued interest, and other fees) of BLX under the revolving credit facility. The total obligation guaranteed by the Company at December 31, 2005, was \$135.4 million.

On March 17, 2006, BLX closed on a new three-year \$500.0 million revolving credit facility that matures in March 2009, which replaced the existing facility. The revolving credit facility may be expanded through new or additional commitments up to \$600.0 million at BLX's option. This new facility provides for a sub-facility for the issuance of letters of credit for up to an amount equal to 25% of the committed facility. The Company has provided an unconditional guaranty to these BLX credit facility lenders in an amount equal to 50% of the total obligations (consisting of principal, letters of credit issued under the facility, accrued interest, and other fees) on this facility. The amount guaranteed by the Company at September 30, 2006, was \$188.1 million. This guaranty can be called by the lenders only in the event of a default under the BLX credit facility, which includes certain defaults under the Company's revolving credit facility. BLX has determined it was in compliance with the terms of this facility at September 30, 2006.

At September 30, 2006, the Company had also provided four standby letters of credit totaling \$29.5 million in connection with four term securitization transactions completed by BLX. In consideration for providing the revolving credit facility guaranty and the standby letters of credit, BLX paid the Company fees of \$1.5 million and \$1.6 million for the three months ended September 30, 2006 and 2005, respectively, and \$4.6 million and \$4.7 million for the nine months ended September 30, 2006 and 2005, respectively.

**Advantage Sales and Marketing, Inc.** In June 2004, the Company completed the purchase of a majority voting ownership in Advantage, which was subject to dilution by a management option pool. Advantage is a sales and marketing agency providing outsourced sales, merchandising, and marketing services to the consumer packaged goods industry. Advantage has offices across the United States and is headquartered in Irvine, CA.

At December 31, 2005, the Company's investment in Advantage totaled \$257.7 million at cost and \$660.4 million at value, which included unrealized appreciation of \$402.7 million.

On March 29, 2006, the Company sold its majority equity interest in Advantage. The Company was repaid its \$184 million in subordinated debt outstanding and realized a gain at closing on its equity investment sold of \$433.1 million, subject to post-closing adjustments. As consideration for the common stock sold in the transaction, the Company received a \$150 million subordinated note, with the balance of the consideration paid in cash. Approximately \$34 million of the Company's cash proceeds from the sale of the common stock were placed in escrow at closing, subject to certain holdback provisions. In the second and third quarters of 2006, the Company realized additional gains resulting from post-closing adjustments totaling \$1.3 million. In addition, there is potential for the Company to receive additional consideration through an earn-out payment that would be based on Advantage's 2006 audited results. The Company's realized gain of \$434.4 million as of September 30, 2006, subject to post-closing adjustments, excludes any earn-out amounts. In connection with the

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 3. Portfolio, continued**

transaction, the Company retained an equity investment in the business valued at \$15 million at closing as a minority shareholder.

The Company's investment in Advantage at September 30, 2006, which was composed of subordinated debt and a minority equity interest, totaled \$152.9 million at cost and \$163.9 million at value. This investment was included in companies 5% to 25% owned in the consolidated financial statements as the Company continues to hold a seat on Advantage's board of directors.

Total interest and related portfolio income earned from the Company's investment in Advantage while the Company held a majority equity interest for the nine months ended September 30, 2006 and 2005, was \$14.1 million and \$28.2 million, respectively.

Net change in unrealized appreciation or depreciation for the nine months ended September 30, 2006, included the reversal of \$389.7 million of previously recorded unrealized appreciation associated with the realization of a gain on the sale of the Company's majority equity interest in Advantage and for the three and nine months ended September 30, 2005, included an increase in unrealized appreciation of \$33.6 million and \$153.5 million, respectively, related to the Company's majority equity interest investment in Advantage.

**Collateralized Loan Obligations ( CLOs ) and Collateralized Debt Obligations ( CDOs )** At September 30, 2006, and December 31, 2005, the Company owned bonds and preferred shares/income notes in collateralized loan obligations (CLOs) and a collateralized debt obligation (CDO) as follows:

	2006		2005	
	Cost	Value	Cost	Value
<b>(\$ in millions)</b>				
Callidus Debt Partners CDO Fund I, Ltd.	\$ 28.4	\$ 28.4	\$ 28.5	\$ 28.5
Callidus Debt Partners CLO Fund III, Ltd.	23.6	23.6	24.2	24.2
Callidus Debt Partners CLO Fund IV, Ltd.	13.3	13.3		
Callidus MAPS CLO Fund I LLC	67.7	67.7	65.1	65.1
<b>Total</b>	<b>\$ 133.0</b>	<b>\$ 133.0</b>	<b>\$ 117.8</b>	<b>\$ 117.8</b>

These CLO and CDO investments are managed by Callidus Capital, a portfolio company controlled by the Company.

The bonds, preferred shares and income notes of the CLOs and CDO in which the Company has invested are junior in priority for payment of interest and principal to the more senior notes issued by the CLOs and CDO. Cash flow from the underlying collateral assets in the CLOs and CDO is generally allocated first to the senior bonds in order of priority, then any remaining cash flow is generally distributed to the preferred shareholders and income note holders. To the extent there are defaults and unrecoverable losses on the underlying collateral assets that result in reduced cash flows, the preferred shares/income notes would bear this loss first and then the subordinated bonds would bear any loss after the preferred shares/income notes.

At both September 30, 2006, and December 31, 2005, the face value of the CLO and CDO bonds held by the Company were subordinate to approximately 82% to 85% of the face value of the securities issued in these CLOs and CDO. At both September 30, 2006, and December 31, 2005, the

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 3. Portfolio, continued**

face value of the CLO preferred shares/income notes held by the Company were subordinate to approximately 86% to 91% of the face value of the securities issued in these CLOs.

At September 30, 2006, and December 31, 2005, the underlying collateral assets of these CLO and CDO investments, consisting primarily of senior debt, were issued by 431 issuers and 336 issuers, respectively, and had balances as follows:

(\$ in millions)	2006	2005
Bonds	\$ 240.5	\$ 230.7
Syndicated Loans	1,354.9	704.0
Cash <sup>(1)</sup>	77.8	238.4
 Total underlying collateral assets	 \$ 1,673.2	 \$ 1,173.1

<sup>(1)</sup> Includes undrawn liability amounts.

At September 30, 2006, and December 31, 2005, there were no delinquencies in the underlying collateral assets of the CLO and CDO issuances owned by the Company.

The initial yields on the CLO and CDO bonds, preferred shares and income notes are based on the estimated future cash flows from the underlying collateral assets expected to be paid to these CLO and CDO classes. As each CLO and CDO bond, preferred share or income note ages, the estimated future cash flows are updated based on the estimated performance of the underlying collateral assets, and the respective yield is adjusted as necessary. As future cash flows are subject to uncertainties and contingencies that are difficult to predict and are subject to future events that may alter current assumptions, no assurance can be given that the anticipated yields to maturity will be achieved.

**Loans and Debt Securities on Non-Accrual Status.** At September 30, 2006, and December 31, 2005, private finance loans and debt securities at value not accruing interest were as follows:

(\$ in thousands)	2006	2005
Loans and debt securities in workout status (classified as Grade 4 or 5)		
Companies more than 25% owned	\$ 52,342	\$ 15,622
Companies 5% to 25% owned	2,658	
Companies less than 5% owned	24,835	11,417
Loans and debt securities not in workout status		
Companies more than 25% owned	35,977	58,047
Companies 5% to 25% owned	7,164	534
Companies less than 5% owned	18,286	49,458
 Total	 \$ 141,262	 \$ 135,078

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 3. Portfolio, continued**

*Industry and Geographic Compositions.* The industry and geographic compositions of the private finance portfolio at value at September 30, 2006, and December 31, 2005, were as follows:

	2006	2005
<b>Industry</b>		
Business services	38%	42%
Consumer products	22	14
Financial services	12	14
Industrial products	9	10
Consumer services	7	6
Healthcare services	2	2
Retail	2	3
Energy services	2	2
Other <sup>(1)</sup>	6	7
<b>Total</b>	<b>100%</b>	<b>100%</b>

<sup>(1)</sup> Includes investments in senior debt CDO and CLO funds, which represented 3% of the private finance portfolio at value at both September 30, 2006, and December 31, 2005. These funds invest in senior debt representing a variety of industries.

	2006	2005
<b>Geographic Region<sup>(1)</sup></b>		
Mid-Atlantic	31%	29%
Midwest	30	21
West	18	34
Southeast	17	12
Northeast	4	4
<b>Total</b>	<b>100%</b>	<b>100%</b>

<sup>(1)</sup> The geographic region for the private finance portfolio depicts the location of the headquarters for the Company's portfolio companies. The portfolio companies may have a number of other locations in other geographic regions.

**Commercial Real Estate Finance**

At September 30, 2006, and December 31, 2005, the commercial real estate finance portfolio consisted of the following:

2006

2005

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	Cost	Value	Yield <sup>(1)</sup>	Cost	Value	Yield <sup>(1)</sup>
<b>(\$ in thousands)</b>						
Commercial mortgage loans	\$ 95,214	\$ 94,435	7.7%	\$ 103,878	\$ 102,569	7.6%
Real estate owned	13,236	15,253		14,240	13,932	
Equity interests	17,004	22,122		13,577	10,564	
Total	\$ 125,454	\$ 131,810		\$ 131,695	\$ 127,065	

<sup>(1)</sup> The weighted average yield on the commercial mortgage loans is computed as the (a) annual stated interest on accruing loans plus the annual amortization of loan origination fees, original issue discount, and market discount on accruing loans less the annual amortization of origination costs, divided by (b) total interest-bearing investments at value. The weighted average yield is computed as of the balance sheet date.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 3. Portfolio, continued**

*Commercial Mortgage Loans and Equity Interests.* The commercial mortgage loan portfolio contains loans that were originated by the Company or were purchased from third-party sellers. At both September 30, 2006, and December 31, 2005, approximately 97% and 3% of the Company's commercial mortgage loan portfolio was composed of fixed and adjustable interest rate loans, respectively. At September 30, 2006, and December 31, 2005, loans with a value of \$20.4 million and \$20.8 million, respectively, were not accruing interest. Loans greater than 120 days delinquent generally do not accrue interest.

Equity interests consist primarily of equity securities issued by privately owned companies that invest in single real estate properties. These equity interests may be subject to certain restrictions on their resale and are generally illiquid. Equity interests generally do not produce a current return, but are generally held in anticipation of investment appreciation and ultimate realized gain on sale.

The property types and the geographic composition securing the commercial real estate finance portfolio at value at September 30, 2006, and December 31, 2005, were as follows:

	2006	2005
<b>Property Type</b>		
Hospitality	36%	37%
Housing	28	30
Office	18	11
Retail	15	16
Other	3	6
<b>Total</b>	<b>100%</b>	<b>100%</b>
<b>Geographic Region</b>		
Mid-Atlantic	32%	31%
Southeast	31	25
West	16	18
Midwest	15	21
Northeast	6	5
<b>Total</b>	<b>100%</b>	<b>100%</b>

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 4. Debt**

At September 30, 2006, and December 31, 2005, the Company had the following debt:

	2006			2005		
	Facility Amount	Amount Drawn	Annual Interest Cost <sup>(1)</sup>	Facility Amount	Amount Drawn	Annual Interest Cost <sup>(1)</sup>
<b>(\$ in thousands)</b>						
Notes payable and debentures:						
Privately issued unsecured notes payable	\$ 1,190,699	\$ 1,190,699	6.2%	\$ 1,164,540	\$ 1,164,540	6.2%
Publicly issued unsecured notes payable	400,000	400,000	6.8%			
SBA debentures				28,500	28,500	7.5%
Total notes payable and debentures	1,590,699	1,590,699	6.4%	1,193,040	1,193,040	6.3%
Revolving line of credit	922,500		<sup>(2)</sup>	772,500	91,750	5.6% <sup>(2)</sup>
Total debt	\$ 2,513,199	\$ 1,590,699	6.6% <sup>(3)</sup>	\$ 1,965,540	\$ 1,284,790	6.5% <sup>(3)</sup>

<sup>(1)</sup> The weighted average annual interest cost is computed as the (a) annual stated interest on the debt plus the annual amortization of commitment fees, other facility fees and amortization of debt financing costs that are recognized into interest expense over the contractual life of the respective borrowings, divided by (b) debt outstanding on the balance sheet date.

<sup>(2)</sup> There were no amounts drawn on the revolving line of credit at September 30, 2006. The annual interest cost for total debt includes the annual costs of commitment fees, other facility fees and amortization of debt financing costs on the revolving line of credit regardless of the amount drawn on the balance sheet date. The annual cost of commitment fees, other facility fees and amortization of debt financing costs was \$3.9 million and \$3.3 million at September 30, 2006, and December 31, 2005, respectively.

<sup>(3)</sup> The annual interest cost for total debt includes the annual cost of commitment fees, other facility fees and amortization of debt financing costs on the revolving line of credit regardless of the amount outstanding on the facility as of the balance sheet date.

**Notes Payable and Debentures**

**Privately Issued Unsecured Notes Payable.** The Company has privately issued unsecured long-term notes to institutional investors. The notes have five- or seven-year maturities and have fixed rates of interest. The notes generally require payment of interest only semi-annually, and all principal is due upon maturity. At September 30, 2006, the notes had maturities from October 2006 to May 2013. The notes may be prepaid in whole or in part, together with an interest premium, as stipulated in the note agreements.

On October 16, 2006, the Company repaid \$150.0 million of unsecured long-term debt that matured. This debt had a fixed interest rate of 7.2%.

On May 1, 2006, the Company issued \$50.0 million of seven-year, unsecured notes with a fixed interest rate of 6.75%. This debt matures in May 2013. The proceeds from the issuance of the notes were used in part to repay \$25 million of 7.49% unsecured long-term notes that matured on May 1, 2006.

***Publicly Issued Unsecured Notes Payable.*** On July 25, 2006, the Company completed a public issuance of \$400.0 million of five-year, unsecured notes with a fixed interest rate of 6.625%. This debt matures on July 15, 2011. The notes require payment of interest only semi-annually, and all principal is due upon maturity. The Company has the option to redeem these notes in whole or in part, together with a redemption premium, as stipulated in the notes.



**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 4. Debt, continued**

**SBA Debentures.** At December 31, 2005, the Company had debentures payable to the SBA with original terms of ten years and at fixed interest rates ranging from 5.9% to 6.4%. The debentures required semi-annual interest-only payments with all principal due upon maturity. The SBA debentures were subject to prepayment penalties if paid prior to the fifth anniversary date of the notes. During the first and third quarters of 2006, the Company repaid \$12.0 million and \$16.5 million, respectively, of the SBA debentures. During the first and third quarters of 2005, the Company repaid \$31.0 million and \$18.0 million, respectively, of the SBA debentures. At September 30, 2006, the Company had no debentures payable to the SBA.

**Scheduled Maturities.** Scheduled future maturities of notes payable and debentures at September 30, 2006, were as follows:

Year	Amount Maturing
	(\$ in thousands)
2006	\$ 150,000 <sup>(1)</sup>
2007	
2008	153,000
2009	268,199
2010	408,000
Thereafter	611,500
<b>Total</b>	<b>\$ 1,590,699</b>

<sup>(1)</sup> The company repaid this debt in October 2006.

**Revolving Line of Credit**

At December 31, 2005, the Company had an unsecured revolving line of credit with a committed amount of \$772.5 million that expires on September 30, 2008. In May 2006, the Company expanded the committed amount to \$922.5 million. The revolving line of credit is now fully committed. At the Company's option, borrowings under the revolving line of credit generally bear interest at a rate equal to (i) LIBOR (for the period the Company selects) plus 1.05% or (ii) the higher of the Federal Funds rate plus 0.50% or the Bank of America, N.A. prime rate. The revolving line of credit requires the payment of an annual commitment fee equal to 0.20% of the committed amount (whether used or unused). The revolving line of credit generally requires payments of interest at the end of each LIBOR interest period, but no less frequently than quarterly, on LIBOR based loans and monthly payments of interest on other loans. All principal is due upon maturity.

The annual cost of commitment fees, other facility fees and amortization of debt financing costs was \$3.9 million and \$3.3 million at September 30, 2006, and December 31, 2005, respectively.

The revolving credit facility provides for a sub-facility for the issuance of letters of credit for up to an amount equal to 16.66% of the committed facility or \$153.7 million. The letter of credit fee is 1.05% per annum on letters of credit issued, which is payable quarterly.

The average debt outstanding on the revolving line of credit was \$137.3 million and \$42.7 million for the nine months ended September 30, 2006 and 2005, respectively. The maximum amount borrowed under this facility and the weighted average stated interest rate for the nine months ended



**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 4. Debt, continued**

September 30, 2006 and 2005, were \$540.3 million and 6.3%, respectively, and \$263.3 million and 4.4%, respectively. As of September 30, 2006, the amount available under the revolving line of credit was \$877.0 million, net of amounts committed for standby letters of credit of \$45.5 million issued under the credit facility.

***Covenant Compliance***

The Company has various financial and operating covenants required by the privately issued unsecured notes payable and the revolving line of credit outstanding at September 30, 2006. These covenants require the Company to maintain certain financial ratios, including debt to equity and interest coverage, and a minimum net worth. These credit facilities provide for customary events of default, including, but not limited to, payment defaults, breach of representations or covenants, cross-defaults, bankruptcy events, failure to pay judgments, attachment of our assets, change of control and the issuance of an order of dissolution. Certain of these events of default are subject to notice and cure periods or materiality thresholds. The Company's credit facilities limit its ability to declare dividends if the Company defaults under certain provisions. As of September 30, 2006, and December 31, 2005, the Company was in compliance with these covenants.

The Company has certain financial and operating covenants that are required by the publicly issued unsecured notes payable, including that the Company will maintain a minimum ratio of 200% of total assets to total borrowings, as required by the Investment Company Act of 1940, as amended, while these notes are outstanding. As of September 30, 2006, the Company was in compliance with these covenants.

**Note 5. Guarantees and Commitments**

In the ordinary course of business, the Company has issued guarantees and has extended standby letters of credit through financial intermediaries on behalf of certain portfolio companies. All standby letters of credit have been issued through Bank of America, N.A. As of September 30, 2006, and December 31, 2005, the Company had issued guarantees of debt, rental obligations, and lease obligations aggregating \$201.9 million and \$148.6 million, respectively, and had extended standby letters of credit aggregating \$45.5 million and \$37.1 million, respectively. Under these arrangements, the Company would be required to make payments to third-party beneficiaries if the portfolio companies were to default on their related payment obligations. The maximum amount of potential future payments was \$247.4 million and \$185.7 million at September 30, 2006, and December 31, 2005, respectively. At September 30, 2006, and December 31, 2005, \$2.6 million and \$2.5 million, respectively, had been recorded as a liability for the Company's guarantees and no amounts had been recorded as a liability for the Company's standby letters of credit.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 5. Guarantees, continued**

As of September 30, 2006, the guarantees and standby letters of credit expire as follows:

(in millions)	Total	2006	2007	2008	2009	2010	After 2010
Guarantees	\$ 201.9	\$ 2.1	\$ 0.7	\$ 3.0	\$ 190.6	\$	\$ 5.5
Standby letters of credit <sup>(1)</sup>	45.5	0.1	3.9	41.5			
<b>Total</b>	<b>\$ 247.4</b>	<b>\$ 2.2</b>	<b>\$ 4.6</b>	<b>\$ 44.5</b>	<b>\$ 190.6</b>	<b>\$</b>	<b>\$ 5.5</b>

<sup>(1)</sup> Standby letters of credit are issued under the Company's revolving line of credit that expires in September 2008. Therefore, unless a standby letter of credit is set to expire at an earlier date, it is assumed that the standby letters of credit will expire contemporaneously with the expiration of the Company's line of credit in September 2008.

In the ordinary course of business, the Company enters into agreements with service providers and other parties that may contain provisions for the Company to indemnify such parties under certain circumstances.

At September 30, 2006, the Company had outstanding commitments to fund investments totaling \$408.6 million, including \$399.5 million related to private finance investments and \$9.1 million related to commercial real estate finance investments. In addition, during the fourth quarter of 2004 and the first quarter of 2005, the Company sold certain commercial mortgage loans that the Company may be required to repurchase under certain circumstances. These recourse provisions expire by April 2007. The aggregate outstanding principal balance of these sold loans was \$11.1 million at September 30, 2006.

**Note 6. Shareholders Equity**

Sales of common stock for the nine months ended September 30, 2006 and 2005, were as follows:

(in thousands)	2006	2005 <sup>(1)</sup>
Number of common shares	8,175	
Gross proceeds	\$ 229,804	\$
Less costs, including underwriting fees	(10,922)	
Net proceeds	\$ 218,882	\$

<sup>(1)</sup> The Company did not sell any common stock during the nine months ended September 30, 2005.

The Company issued 0.3 million shares of common stock with a value of \$7.2 million as consideration for an additional investment in Mercury Air Centers, Inc. during the nine months ended September 30, 2005.

The Company issued 0.5 million and 2.6 million shares of common stock upon the exercise of stock options during the nine months ended September 30, 2006 and 2005, respectively.

The Company has a dividend reinvestment plan, whereby the Company may buy shares of its common stock in the open market or issue new shares in order to satisfy dividend reinvestment requests. If the Company issues new shares, the issue price is equal to the average of the closing sale



**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 6. Shareholders' Equity, continued**

prices reported for the Company's common stock for the five consecutive trading days immediately prior to the dividend payment date. For the nine months ended September 30, 2006 and 2005, the Company issued new shares in order to satisfy dividend reinvestment requests.

Dividend reinvestment plan activity for the nine months ended September 30, 2006 and 2005, was as follows:

	<b>For the Nine Months Ended September 30,</b>	
	<b>2006</b>	<b>2005</b>
<b>(in thousands, except per share amounts)</b>		
Shares issued	369	268
Average price per share	\$ 29.95	\$ 27.82

**Note 7. Earnings Per Common Share**

Earnings per common share for the three and nine months ended September 30, 2006 and 2005, were as follows:

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2006</b>	<b>2005</b>	<b>2006</b>	<b>2005</b>
<b>(in thousands, except per share amounts)</b>				
Net increase in net assets resulting from operations available to common shareholders	\$ 77,886	\$ 113,168	\$ 211,202	\$ 544,674
Weighted average common shares outstanding - basic	144,163	135,322	141,002	134,110
Dilutive options outstanding	2,949	2,736	3,028	2,559
Weighted average common shares outstanding - diluted	147,112	138,058	144,030	136,669
Basic earnings per common share	\$ 0.54	\$ 0.84	\$ 1.50	\$ 4.06
Diluted earnings per common share	\$ 0.53	\$ 0.82	\$ 1.47	\$ 3.99

**Note 8. Employee Compensation Plans**

The Company has a deferred compensation plan. Amounts deferred by participants under the deferred compensation plan are funded to a trust, which is administered by trustees. The accounts of the deferred compensation trust are consolidated with the Company's accounts. The assets of the trust are classified as other assets and the liability to the plan participants is included in other liabilities in the accompanying financial statements. The deferred compensation plan accounts at September 30, 2006, and December 31, 2005, totaled \$17.7 million and \$16.6 million, respectively.

The Company has an Individual Performance Award (IPA) plan, which was established as a long-term incentive compensation program for certain officers. In conjunction with the program, the

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 8. Employee Compensation Plans, continued**

Board of Directors has approved a non-qualified deferred compensation plan ( DCP II ), which is administered through a trust by a third-party trustee. The administrator of the DCP II is the Compensation Committee of the Company s Board of Directors ( DCP II Administrator ).

The IPA is generally determined annually at the beginning of each year but may be adjusted throughout the year. The IPA is deposited in the trust in four equal installments, generally on a quarterly basis, in the form of cash. The Compensation Committee of the Board of Directors designed the DCP II to require the trustee to use the cash to purchase shares of the Company s common stock in the open market. During both the nine months ended September 30, 2006 and 2005, 0.2 million shares were purchased in the DCP II.

All amounts deposited and then credited to a participant s account in the trust, based on the amount of the IPA received by such participant, are credited solely for purposes of accounting and computation and remain assets of the Company and subject to the claims of the Company s general creditors. Amounts credited to participants under the DCP II are immediately vested and generally non-forfeitable once deposited by the Company into the trust. A participant s account shall generally become distributable only after his or her termination of employment, or in the event of a change of control of the Company. Upon the participant s termination of employment, one-third of the participant s account will be immediately distributed in accordance with the plan, one-half of the then current remaining balance will be distributed on the first anniversary of his or her employment termination date and the remainder of the account balance will be distributed on the second anniversary of the employment termination date. Distributions are subject to the participant s adherence to certain non-solicitation requirements. All DCP II accounts will be distributed in a single lump sum in the event of a change of control of the Company. To the extent that a participant has an employment agreement, such participant s DCP II account will be fully distributed in the event that such participant s employment is terminated for good reason as defined under that participant s employment agreement. Sixty days following a distributable event, the Company and each participant may, at the discretion of the Company and subject to the Company s trading window during that time, redirect the participant s account to other investment options.

During any period of time in which a participant has an account in the DCP II, any dividends declared and paid on shares of the Company s common stock allocated to the participant s account shall be reinvested by the trustee as soon as practicable in shares of the Company s common stock.

The IPA amounts are contributed into the DCP II trust and invested in the Company s common stock. The accounts of the DCP II are consolidated with the Company s accounts. The common stock is classified as common stock held in deferred compensation trust in the accompanying financial statements and the deferred compensation obligation, which represents the amount owed to the employees, is included in other liabilities. Changes in the value of the Company s common stock held in the deferred compensation trust are not recognized. However, the liability is marked to market with a corresponding charge or credit to employee compensation expense. At September 30, 2006, and December 31, 2005, common stock held in DCP II was \$26.0 million and \$19.5 million, respectively, and the IPA liability was \$29.2 million and \$22.3 million, respectively. At September 30, 2006, and December 31, 2005, the DCP II held 0.9 million and 0.7 million shares, respectively, of the Company s common stock.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 8. Employee Compensation Plans, continued**

The IPA expenses for the three and nine months ended September 30, 2006 and 2005, were as follows:

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2006</b>	<b>2005</b>	<b>2006</b>	<b>2005</b>
<b>(\$ in millions)</b>				
IPA contributions	\$ 2.1	\$ 1.7	\$ 6.0	\$ 5.5
IPA mark to market expense (benefit)	1.2	(0.4)	0.6	1.5
<b>Total IPA expense</b>	<b>\$ 3.3</b>	<b>\$ 1.3</b>	<b>\$ 6.6</b>	<b>\$ 7.0</b>

The Company also has an individual performance bonus ( IPB ) plan which is distributed in cash to award recipients in equal bi-weekly installments as long as the recipient remains employed by the Company. If a recipient terminated employment during the year, any remaining cash payments under the IPB would be forfeited. For the three months ended September 30, 2006 and 2005, the IPB expense was \$2.3 million and \$1.8 million, respectively. For the nine months ended September 30, 2006 and 2005, the IPB expense was \$5.9 million and \$5.4 million, respectively. The IPA and IPB expenses are included in employee expenses.

**Note 9. Stock Option Plan**

The purpose of the stock option plan ( Option Plan ) is to provide officers and non-officer directors of the Company with additional incentives. Options are exercisable at a price equal to the fair market value of the shares on the day the option is granted. Each option states the period or periods of time within which the option may be exercised by the optionee, which may not exceed ten years from the date the option is granted. The options granted generally vest ratably over a three-to five-year period. Options granted to non-officer directors vest on the grant date.

All rights to exercise options terminate 60 days after an optionee ceases to be (i) a non-officer director, (ii) both an officer and a director, if such optionee serves in both capacities, or (iii) an officer (if such officer is not also a director) of the Company for any cause other than death or total and permanent disability. In the event of a change of control of the Company, all outstanding options will become fully vested and exercisable as of the change of control.

There are 32.2 million shares authorized under the Option Plan. At September 30, 2006, and December 31, 2005, the number of shares available to be granted under the Option Plan was 1.5 million and 3.0 million, respectively.



**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 9. Stock Option Plan, continued**

Information with respect to options granted, exercised and forfeited under the Option Plan for the nine months ended September 30, 2006, was as follows:

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Contractual Remaining Term (Years)	Aggregate Intrinsic Value at September 30, 2006 <sup>(1)</sup>
<b>(in thousands, except per share amounts)</b>				
Options outstanding at January 1, 2006	22,259	\$24.52		
Granted	1,805	\$29.88		
Exercised	(481)	\$23.07		
Forfeited	(304)	\$27.67		
Outstanding at September 30, 2006	23,279	\$24.92	6.53	\$ 123,217
Exercisable at September 30, 2006	16,752	\$23.70	5.85	\$ 109,114
Exercisable and expected to be exercisable at September 30, 2006 <sup>(2)</sup>	22,686	\$24.84	6.48	\$ 121,958

<sup>(1)</sup> Represents the difference between the market value of the options at September 30, 2006, and the cost for the option holders to exercise the options.

<sup>(2)</sup> The amount of options expected to be exercisable at September 30, 2006, is calculated based on an estimate of expected forfeitures.

The fair value of the shares vested during the nine months ended September 30, 2006 and 2005, was \$16.1 million and \$16.2 million, respectively. The total intrinsic value of options exercised during the nine months ended September 30, 2006 and 2005, was \$3.4 million and \$17.1 million, respectively.

**Note 10. Dividends and Distributions and Taxes**

The Company's Board of Directors declared and the Company paid a dividend of \$0.59, \$0.60 and \$0.61 per common share for the first, second, and third quarters of 2006, respectively. The Company's Board of Directors declared and the Company paid a dividend of \$0.57 per common share for each of the first and second quarters of 2005 and \$0.58 per common share for the third quarter of 2005. These dividends totaled \$255.4 million and \$231.2 million for the nine months ended September 30, 2006 and 2005, respectively. The Company declared an extra cash dividend of \$0.03 per share during 2005 and this was paid to shareholders on January 27, 2006.

The Company's Board of Directors also declared a dividend of \$0.62 per common share for the fourth quarter of 2006.

The Company will generally be required to pay a nondeductible excise tax equal to 4% of the amount by which 98% of the Company's annual taxable income exceeds the distributions for the year. The Company currently estimates that its annual taxable income for 2006 will be in excess of its dividend distributions from such taxable income in 2006, and that such estimated excess taxable income will be carried over for distribution in 2007. The Company

accrues an excise tax on the estimated excess taxable income earned for the respective periods. For the three and nine months ended September 30, 2006, the Company accrued an excise tax of \$2.5 million and \$14.1 million,

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**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 10. Dividends and Distributions and Taxes, continued**

respectively. The Company accrued an excise tax of \$1.3 million and \$5.3 million for the three and nine months ended September 30, 2005, respectively.

**Note 11. Supplemental Disclosure of Cash Flow Information**

For the nine months ended September 30, 2006 and 2005, the Company paid \$50.1 million and \$44.2 million, respectively, for interest.

Principal collections related to investment repayments or sales included the collection of discounts previously amortized into interest income and added to the cost basis of a loan or debt security totaling \$0.2 million and \$7.6 million for the nine months ended September 30, 2006 and 2005, respectively.

Non-cash operating activities for the nine months ended September 30, 2006, included the following:

a note received as consideration from the sale of the Company's equity investment in Advantage of \$150.0 million;

a note received as consideration from the sale of the Company's equity investment in STS Operating, Inc. of \$30.0 million;

the exchange of existing debt securities and accrued interest of S.B. Restaurant Company with a cost basis of \$29.2 million for new debt securities;

the exchange of existing debt securities, preferred stock and common stock of Border Foods, Inc. with a cost basis of \$16.6 million for new preferred and common equity securities; and

the exchange of existing preferred stock and common stock of Redox Brands, Inc. with a cost basis of \$10.2 million for common stock in CR Brands, Inc.

Non-cash operating activities for the nine months ended September 30, 2005, included the following:

the exchange of existing subordinated debt securities and accrued interest of BLX with a cost basis of \$44.8 million for additional Class B equity interests;

the exchange of debt securities and accrued interest of Coverall North America, Inc. with a cost basis of \$24.2 million for new debt securities and warrants with a total cost basis of \$26.8 million;

the exchange of debt securities of Garden Ridge Corporation with a cost basis of \$25.0 million for a new loan with a cost basis of \$22.5 million; and

the contribution to capital of existing debt securities of GAC Investments, Inc. (GAC) with a cost basis of \$11.0 million, resulting in a decrease in the Company's debt cost basis and an increase in the Company's common stock cost basis in GAC. During the third quarter of 2005, GAC changed its name to Triview Investments, Inc.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 11. Supplemental Disclosure of Cash Flow Information, continued**

For the nine months ended September 30, 2006 and 2005, the Company's non-cash financing activities included \$11.1 million and \$7.5 million, respectively, related to the issuance of common stock in lieu of cash distributions. In addition, the non-cash financing activities for the nine months ended September 30, 2005, also included the issuance of \$7.2 million of the Company's common stock as consideration for an additional investment in Mercury Air Centers, Inc.

**Note 12. Hedging Activities**

The Company has invested in commercial mortgage loans that were purchased at prices that were based in part on comparable Treasury rates. The Company has entered into transactions with one or more financial institutions to hedge against movement in Treasury rates on certain of these commercial mortgage loans. These transactions, referred to as short sales, involve the Company receiving the proceeds from the short sales of borrowed Treasury securities, with the obligation to replenish the borrowed Treasury securities at a later date based on the then current market price. Borrowed Treasury securities and the related obligations to replenish the borrowed Treasury securities at value, including accrued interest payable on the obligations, as of September 30, 2006, and December 31, 2005, consisted of the following:

(\$ in thousands)	2006	2005
Description of Issue		
5-year Treasury securities, due April 2010	\$ 17,733	\$ 17,666

As of September 30, 2006, and December 31, 2005, the total obligations to replenish borrowed Treasury securities had decreased since the related original sale dates due to changes in the yield on the borrowed Treasury securities, resulting in unrealized appreciation on the obligations of \$0.5 million and \$0.4 million, respectively.

At both September 30, 2006, and December 31, 2005, the net proceeds related to the sales of the borrowed Treasury securities were \$17.9 million and under the terms of the transactions, the Company had received cash payments of \$0.2 million for the difference between the net proceeds related to the sales of the borrowed Treasury securities and the obligations to replenish the securities.

The Company has deposited the proceeds related to the sales of the borrowed Treasury securities and the additional cash collateral, if any, with Wachovia Capital Markets, LLC under repurchase agreements. The repurchase agreements are collateralized by U.S. Treasury securities and are settled weekly. As of September 30, 2006, the repurchase agreements were due on October 4, 2006, and had an interest rate of 4.9%. The interest rate on the repurchase agreements as of December 31, 2005, was 3.3%.

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 13. Financial Highlights**

	At and for the Nine Months Ended September 30,		At and for the Year Ended December 31,
	2006 <sup>(1)</sup>	2005	2005
<b>Per Common Share Data</b>			
Net asset value, beginning of period	\$ 19.17	\$ 14.87	\$ 14.87
Net investment income <sup>(2)</sup>	0.97	0.73	1.00
Net realized gains <sup>(2)(3)</sup>	3.77	2.11	1.99
Net investment income plus net realized gains <sup>(2)</sup>	4.74	2.84	2.99
Net change in unrealized appreciation or depreciation <sup>(2)(3)</sup>	(3.27)	1.15	3.37
Net increase in net assets resulting from operations <sup>(2)</sup>	1.47	3.99	6.36
Net decrease in net assets from shareholder distributions	(1.80)	(1.72)	(2.33)
Net increase in net assets from capital share transactions <sup>(2)</sup>	0.54	0.23	0.27
Net asset value, end of period	\$ 19.38	\$ 17.37	\$ 19.17
Market value, end of period	\$ 30.21	\$ 28.63	\$ 29.37
Total return <sup>(4)</sup>	9.2%	17.9%	23.5%
<b>Ratios and Supplemental Data</b>			
(\$ and shares in thousands, except per share amounts)			
Ending net assets	\$ 2,823,881	\$ 2,366,986	\$ 2,620,546
Common shares outstanding at end of period	145,722	136,289	136,697
Diluted weighted average common shares outstanding	144,030	136,669	137,274
Employee, employee stock option and administrative expenses/average net assets	3.99%	5.14%	6.58%
Total operating expenses/average net assets	6.65%	7.77%	9.99%
Net investment income/average net assets	5.16%	4.63%	6.08%
Net increase in net assets resulting from operations/ average net assets	7.78%	25.15%	38.68%
Portfolio turnover rate	23.61%	40.89%	47.72%
Average debt outstanding	\$ 1,433,452	\$ 1,058,420	\$ 1,087,118
Average debt per share <sup>(2)</sup>	\$ 9.95	\$ 7.74	\$ 7.92

(1) The results for the nine months ended September 30, 2006, are not necessarily indicative of the operating results to be expected for the full year.

- (2) Based on diluted weighted average number of common shares outstanding for the period.
- (3) Net realized gains and net change in unrealized appreciation or depreciation can fluctuate significantly from period to period. As a result, quarterly comparisons may not be meaningful.
- (4) Total return assumes the reinvestment of all dividends paid for the periods presented.

**Note 14. Litigation**

On June 23, 2004, the Company was notified by the SEC that the SEC is conducting an informal investigation of the Company. On December 22, 2004, the Company received letters from the U.S. Attorney for the District of Columbia requesting the preservation and production of information regarding the Company and Business Loan Express, LLC in connection with a criminal investigation. Based on the information available to the Company at this time, the inquiries appear to

**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 14. Litigation, continued**

primarily pertain to matters related to portfolio valuation and the Company's portfolio company, Business Loan Express, LLC. To date, the Company has produced materials in response to requests from both the SEC and the U.S. Attorney's office, and a director and certain current and former employees have provided testimony and have been interviewed by the staff of the SEC and, in some cases, the U.S. Attorney's Office. The Company is voluntarily cooperating with these investigations.

In addition, the Company is party to certain lawsuits in the normal course of business.

While the outcome of these legal proceedings cannot at this time be predicted with certainty, the Company does not expect that the outcome of these proceedings will have a material effect upon the Company's financial condition or results of operations.

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders

Allied Capital Corporation:

We have reviewed the accompanying consolidated balance sheet of Allied Capital Corporation and subsidiaries, including the consolidated statement of investments, as of September 30, 2006, the related consolidated statements of operations for the three- and nine-month periods ended September 30, 2006 and 2005, and the consolidated statement of changes in net assets and cash flows and the financial highlights (included in Note 13) for the nine-month periods ended September 30, 2006 and 2005. These consolidated financial statements and financial highlights are the responsibility of the Company's management.

We conducted our reviews in accordance with standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the consolidated financial statements and financial highlights referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Allied Capital Corporation and subsidiaries, including the consolidated statement of investments, as of December 31, 2005, and the related consolidated statements of operations, changes in net assets and cash flows (not presented herein), and the financial highlights, for the year then ended; and in our report dated March 9, 2006, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet including the consolidated statement of investments as of December 31, 2005, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

Washington, D.C.

November 7, 2006



**ALLIED CAPITAL CORPORATION AND SUBSIDIARIES**  
**SCHEDULE OF INVESTMENTS IN AND ADVANCES TO AFFILIATES**

<b>PRIVATE FINANCE</b>		<b>Amount of Interest or Dividends</b>		<b>December 31, 2005</b>	<b>Gross</b>	<b>Gross</b>	<b>September 30, 2006</b>
<b>Portfolio Company</b>	<b>Investment(1)</b>	<b>Credited</b>	<b>to</b>	<b>Value</b>	<b>Additions(3)</b>	<b>Reductions(4)</b>	<b>Value</b>
<b>(in thousands)</b>		<b>Income(6)</b>	<b>Other(2)</b>				
<b>Companies More Than 25% Owned</b>							
Acme Paging, L.P. (Telecommunications)	Senior Loan(5) Subordinated Debt(5) Common Stock			\$	\$	\$	\$
Advantage Sales & Marketing, Inc.(7) (Business Services)	Subordinated Debt Subordinated Debt Common Stock	\$ 1,712		59,787	213	(60,000)	
		5,555		124,000	374	(124,374)	
				476,578		(476,578)	
Alaris Consulting, LLC (Business Services)	Senior Loan(5) Equity Interests		(48)		48	(48)	
American Healthcare Services, Inc. and Affiliates (Healthcare Services)	Senior Loan(5)		\$ 1	4,097	502	(4,599)	
Avborne, Inc. (Business Services)	Preferred Stock Common Stock			892	5		897
Avborne Heavy Maintenance, Inc. (Business Services)	Preferred Stock Common Stock						
Border Foods, Inc. (Consumer Products)	Preferred Stock Common Stock						
Business Loan Express, LLC (Financial Services)	Subordinated Debt Class A Equity Interests	38		10,000	15,000	(25,000)	
		11,890		60,693	5,686		66,379

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	Class B Equity Interests		146,910		(32,348)	114,562
	Class C Equity Interests		139,521		(35,582)	103,939
Calder Capital Partners, LLC (Financial Services)	Senior Loan(5) Equity Interests			500		500
				1,901		1,901
Callidus Capital Corporation (Financial Services)	Senior Loan	441	600	8,705	(9,305)	
	Subordinated Debt	713	4,832	681		5,513
	Common Stock		7,968	9,697		17,665
Coverall North America, Inc. (Business Services)	Unitranche Debt Subordinated Debt	797		36,324		36,324
	Common Stock Warrants	164		5,971	(110)	5,971
				17,489		17,379
CR Brands, Inc. (Consumer Products)	Senior Loan Subordinated Debt	1,109		37,219	(37,219)	
	Common Stock	4,013		39,054		39,054
				33,321	(747)	32,574
Diversified Group Administrators, Inc. (Business Services)	Preferred Stock	33	728	14		742
	Preferred Stock		841			841
	Common Stock	68	502		(452)	50
Financial Pacific Company (Financial Services)	Subordinated Debt	9,287	69,904	1,091		70,995
	Preferred Stock		13,116	2,067		15,183
	Common Stock		44,180	14,003		58,183
ForeSite Towers, LLC (Tower Leasing)	Equity Interests	244	9,750	4,528		14,278
Global Communications, LLC (Business Services)	Senior Loan(5) Subordinated Debt(5)		15,957			15,957
	Preferred Equity Interest		11,198	138	(2,198)	9,138
	Options		4,303		(4,303)	
Gordian Group, Inc. (Business Services)	Senior Loan(5) Common Stock	(13)	4,161	396	(4,557)	
				220	(220)	
Healthy Pet Corp.	Senior Loan	1,203	4,086	15,752	(1,200)	18,638

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(Consumer Services)	Subordinated					
	Debt	4,899	38,535	5,003	(186)	43,352
	Common Stock		25,766	4,500	(1,538)	28,728

See related footnotes at the end of this schedule.

PRIVATE FINANCE		Amount of Interest or Dividends		December 31, 2005	Gross Additions(3)	Gross Reductions(4)	September 30, 2006
		Credited to Investment(1)	Other(2)				
Portfolio Company	(in thousands)	Investment(1)	to Other(2)	Value	Additions(3)	Reductions(4)	Value
HMT, Inc. (Energy Services)	Preferred Stock			\$ 2,637	\$	\$	\$ 2,637
	Common Stock			5,343	3,321		8,664
	Warrants			2,057	1,279		3,336
Impact Innovations Group, LLC (Business Services)	Equity Interests in Affiliate			742	130		872
Insight Pharmaceuticals Corporation (Consumer Products)	Subordinated Debt	\$ 7,248		58,298	1,157		59,455
	Preferred Stock			26,791	1,559		28,350
	Common Stock			236		(28)	208
Jakel, Inc. (Industrial Products)	Subordinated Debt(5)				11,493		11,493
	Preferred Stock						
	Common Stock						
Legacy Partners Group, LLC (Financial Services)	Senior Loan (5)			5,029	1,487		6,516
	Subordinated Debt(5)						
	Equity Interests				18	(18)	
Litterer Beteiligungs-GmbH (Business Services)	Subordinated Debt	32		621	44		665
	Equity Interest			2,226		(487)	1,739
Mercury Air Centers, Inc. (Business Services)	Senior Loan	1,231		31,720	4,000	(35,720)	
	Subordinated Debt	6,041		46,519	5,183	(3,000)	48,702

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	Common Stock		88,898	64,127		153,025
MVL Group, Inc. (Business Services)	Senior Loan	2,688	27,218	147	(973)	26,392
	Subordinated Debt	3,735	32,417	1,749		34,166
	Common Stock		3,211		(2,454)	757
Penn Detroit Diesel Allison, LLC (Business Services)	Subordinated Debt	986		37,798		37,798
	Equity Interests			21,128		21,128
Pennsylvania Avenue Investors, L.P. (Private Equity Fund)	Equity Interests		1,864	1,193	(3,057)	
Powell Plant Farms, Inc. (Consumer Products)	Senior Loan	2,394	23,792	9,875	(8,472)	25,195
	Subordinated Debt(5)		7,364		(7,364)	
	Preferred Stock					
	Warrants					
Redox Brands, Inc. (Consumer Products)	Preferred Stock	363	12,097	1,708	(13,805)	
	Warrants		500	84	(584)	
Service Champ, Inc. (Business Services)	Subordinated Debt	3,235	26,906	532		27,438
	Common Stock		13,319	69		13,388
Staffing Partners Holding Company, Inc. (Business Services)	Subordinated Debt(5)	\$ 355	6,343		(6,343)	
	Preferred Stock		1,812		(1,812)	
	Common Stock					
	Warrants					
Startec Global Communications Corporation (Telecommunications)	Senior Loan	1,717	21,685	3,540	(5,656)	19,569
	Common Stock			11,535		11,535
STS Operating, Inc.		328	6,593	123	(6,716)	

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(Industrial Products)	Subordinated Debt					
	Common Stock		64,963		(64,963)	
	Options		560		(560)	
Sweet Traditions, LLC (Consumer Products)	Senior Loan	641		35,940		35,940
	Equity Interests			450		450
Triview Investments, Inc. (Broadcasting & Cable/ Consumer Products)	Senior Loan	945	7,449	6,859		14,308
	Subordinated Debt	3,688	30,845	9,241		40,086
	Subordinated Debt(5)		19,520			19,520
	Common Stock		29,171	10,319	(9,688)	29,802
<b>Total companies more than 25% owned</b>		<b>\$ 77,377</b>	<b>\$ 1,887,651</b>			<b>\$ 1,401,877</b>

See related footnotes at the end of this schedule.

PRIVATE FINANCE Portfolio Company (in thousands)	Investment(1)	Amount of Interest or Dividends		December 31, 2005 Value	Gross Additions(3)	Gross Reductions(4)	September 30, 2006 Value
		Credited to Income(6)	Other(2)				
<b>Companies 5% to 25% Owned</b>							
Advantage Sales & Marketing, Inc.(7) (Business Services)	Subordinated Debt Equity Interests	\$ 9,379		\$	\$ 150,850 15,000	\$ (2,000)	\$ 150,850 13,000
Air Medical Group Holdings LLC (Healthcare Services)	Senior Loan Subordinated Debt Equity Interests	2,016 2,145 1,694			6,400 42,267 2,343	(5,798) (42,627) (1,468)	602 34,858 4,900
Alpine ESP Holdings, Inc. (Business Services)	Preferred Stock Common Stock				622 14		622 14
Amerex Group, LLC (Consumer Products)	Subordinated Debt Equity Interests	412			8,400 8,084		8,400 8,047
Aspen Pet Products, Inc. (Consumer Products)	Subordinated Debt Preferred Stock Common Stock Warrants	1,130 29		19,959 1,638 17	399 516 123	(20,358) (2,154) (140)	
BB&T Capital Partners/Windsor	Equity Interests				5,867		5,867

Mezzanine Fund, LLC (Private Equity Fund)						
Becker Underwood, Inc. (Industrial Products)	Subordinated Debt Common Stock	2,643	23,543	462		24,005
			2,200	1,000		3,200
BI Incorporated (Business Services)	Senior Loan Subordinated Debt Common Stock	125		15,000	(15,000)	
		2,435		30,015		30,015
				4,100		4,100
CitiPostal, Inc. and Affiliates (Business Services)	Senior Loan Common Stock	491		20,685		20,685
				4,447		4,447
Creative Group, Inc. (Business Services)	Subordinated Debt Common Stock	104		13,627		13,627
				1,387		1,387
The Debt Exchange Inc. (Business Services)	Preferred Stock		3,219		(3,219)	
MedBridge Healthcare, LLC (Healthcare Services)	Senior Loan(5) Subordinated Debt(5) Convertible Subordinated Debt(5) Equity Interests		7,093	71		7,164
			534	380	(471)	443
				501	(501)	
Nexcel Synthetics, LLC (Consumer Products)	Subordinated Debt Equity Interests	1,195	10,588	290		10,878
			1,367	499		1,866
Pres Air Trol LLC (Industrial Products)	Unitranche Debt(5) Equity Interests	\$ 261	5,820	10	(3,615)	2,215
			318	5	(323)	



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Progressive International Corporation	Subordinated Debt	912	7,376	118	7,494
(Consumer Products)	Preferred Stock		884	118	1,002
	Common Stock		13	1,187	1,200
	Warrants				
Regency Healthcare Group, LLC (Healthcare Services)	Senior Loan Unitranche Debt	36		1,230	1,230
	Equity Interests	579		19,904	19,904
				1,500	1,500
SGT India Private Limited (Business Services)	Common Stock			3,944	3,944
Soteria Imaging Services, LLC (Healthcare Services)	Subordinated Debt	1,480	13,447	2,094	15,541
	Equity Interests		2,308	137	2,445
Universal Environmental Services, LLC (Business Services)	Unitranche Debt	1,241	10,862	98	10,960
	Equity Interests		1,328	13	(298)
					1,043
<b>Total companies 5% to 25% owned</b>		<b>\$ 28,046</b>	<b>\$ 158,806</b>		<b>\$ 417,455</b>

This schedule should be read in conjunction with the Company's consolidated financial statements, including the consolidated statement of investments and Note 3 to the consolidated financial statements. Note 3 includes additional information regarding activities in the private finance portfolio.

- (1) Common stock, preferred stock, warrants, options, and equity interests are generally non-income producing and restricted. The principal amount for loans and debt securities and the number of shares of common stock and preferred stock is shown in the consolidated statement of investments as of September 30, 2006.
- (2) Other includes interest, dividend, or other income which was applied to the principal of the investment and therefore reduced the total investment. These reductions are also included in the Gross Reductions for the investment, as applicable.
- (3) Gross additions include increases in the cost basis of investments resulting from new portfolio investments, paid-in-kind interest or dividends, the amortization of discounts and closing fees, the exchange of one or more existing securities for one or more new securities and the movement of an existing portfolio company into this category from a different category. Gross additions also include net increases in unrealized appreciation or net decreases in unrealized depreciation.
- (4) Gross reductions include decreases in the cost basis of investments resulting from principal collections related to investment repayments or sales, the exchange of one or more existing securities for one or more new securities and the movement of an existing portfolio company out of this category into a different category. Gross reductions also include net increases in unrealized depreciation or net decreases in unrealized appreciation.
- (5) Loan or debt security is on non-accrual status at September 30, 2006, and is therefore considered non-income producing. Loans or debt securities on non-accrual status at the end of the period may or may not have been on non-accrual status for the full period.
- (6) Represents the total amount of interest or dividends credited to income for the portion of the year an investment was included in the companies more than 25% owned or companies 5% to 25% owned categories, respectively.
- (7) Included in the companies more than 25% owned category while the Company held a majority equity interest. On March 29, 2006, the Company sold its majority equity interest in Advantage. The Company's investment in Advantage after the sale transaction is included in the companies 5% to 25% owned category. See Note 3 to the consolidated financial statements for further information.

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

*The following analysis of the financial condition and results of operations of the Company should be read in conjunction with the Company's Consolidated Financial Statements and the Notes thereto included herein and in the Company's annual report on Form 10-K for the year ended December 31, 2005. In addition, this quarterly report on Form 10-Q contains certain forward-looking statements. These statements include the plans and objectives of management for future operations and financial objectives and can be identified by the use of forward-looking terminology such as may, will, expect, intend, anticipate, estimate, or continue or the negative thereof or variations thereon or comparable terminology. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions. Certain factors that could cause actual results and conditions to differ materially from those projected in these forward-looking statements are set forth below in the Risk Factors section. Other factors that could cause actual results to differ materially include:*

*changes in the economy and general economic conditions;*

*risks associated with possible disruption in our operations due to terrorism;*

*future changes in laws or regulations and conditions in our operating areas; and*

*other risks and uncertainties as may be detailed from time to time in our public announcements and SEC filings.*

*Financial or other information presented for private finance portfolio companies has been obtained from the portfolio companies, and the financial information presented may represent unaudited, projected or pro forma financial information, and therefore may not be indicative of actual results. In addition, the private equity industry uses financial measures such as EBITDA or EBITDAM (Earnings Before Interest, Taxes, Depreciation, Amortization and, in some instances, Management fees) in order to assess a portfolio company's financial performance and to value a portfolio company. EBITDA and EBITDAM are not intended to represent cash flow from operations as defined by U.S. generally accepted accounting principles and such information should not be considered as an alternative to net income, cash flow from operations or any other measure of performance prescribed by U.S. generally accepted accounting principles.*

**OVERVIEW**

As a business development company, we are in the private equity business. Specifically, we provide long-term debt and equity investment capital to companies in a variety of industries. Our lending and investment activity has generally been focused on private finance and commercial real estate finance, which included primarily the investment in non-investment grade commercial mortgage-backed securities, which we refer to as CMBS, and collateralized debt obligation bonds and preferred shares, which we refer to as CDOs.

On May 3, 2005, we completed the sale of our portfolio of CMBS and real estate related CDO investments. Upon the completion of this transaction, our lending and investment activity has been focused primarily on private finance investments. Our private finance activity principally involves providing financing to middle market U.S. companies through privately negotiated long-term debt and equity investment capital. Our financing is generally used to fund growth, acquisitions, buyouts, recapitalizations, note purchases, bridge financings, and other types of financings. We generally invest in private companies though, from time to time, we may invest in companies that are public but lack access to additional public capital. Our investment objective is to achieve current income and capital gains.

Our portfolio composition at September 30, 2006 and 2005, and at December 31, 2005, was as follows:

	September 30,		December 31,
	2006	2005	2005
Private finance	97%	96%	96%
Commercial real estate finance	3%	4%	4%

Our earnings depend primarily on the level of interest and dividend income, fee and other income, and net realized and unrealized gains or losses on our investment portfolio after deducting interest expense on borrowed capital, operating expenses and income taxes including excise tax. Interest income results from the stated interest rate earned on a loan or debt security and the amortization of loan origination fees and discounts. The level of interest income is directly related to the balance of the interest-bearing investment portfolio outstanding during the period multiplied by the weighted average yield. Our ability to generate interest income is dependent on economic, regulatory, and competitive factors that influence new investment activity, interest rates on the types of loans we make, the level of repayments in the portfolio, the amount of loans and debt securities for which interest is not accruing and our ability to secure debt and equity capital for our investment activities.

Because we are a regulated investment company for tax purposes, we intend to distribute substantially all of our annual taxable income as dividends to our shareholders. See **Other Matters** below.

#### **PORTFOLIO AND INVESTMENT ACTIVITY**

The total portfolio at value, investment activity, and the yield on interest-bearing investments at and for the three and nine months ended September 30, 2006 and 2005, and at and for the year ended December 31, 2005, were as follows:

	At and for the Three Months Ended September 30,		At and for the Nine Months Ended September 30,		At and for the Year Ended December 31,
	2006	2005	2006	2005	2005
<b>(\$ in millions)</b>					
Portfolio at value	\$ 4,119.6	\$ 3,223.8	\$ 4,119.6	\$ 3,223.8	\$ 3,606.4
Investments funded <sup>(1)</sup>	\$ 629.5	\$ 673.4	\$ 1,880.8	\$ 1,328.2	\$ 1,675.8
Change in accrued or reinvested interest and dividends <sup>(2)</sup>	\$ 7.2	\$ 5.5	\$ (1.8)	\$ 1.9	\$ 6.6
Principal collections related to investment repayments or sales	\$ 116.3	\$ 151.0	\$ 885.9	\$ 1,241.8	\$ 1,503.4
Yield on interest-bearing investments <sup>(3)</sup>	12.3%	12.6%	12.3%	12.6%	12.8%

<sup>(1)</sup> Investments funded for the nine months ended September 30, 2006, included a \$150 million subordinated debt investment in Advantage Sales & Marketing, Inc. received in conjunction with the sale of Advantage and a \$30 million subordinated debt investment in STS Operating, Inc. received in conjunction with the sale of STS. See discussion below. Investments funded also include investments acquired through the issuance of our common stock as consideration totaling zero and \$7.2 million for the nine months ended September 30, 2006 and 2005, respectively, and \$7.2 million for the year ended December 31, 2005.

- (2) Includes changes in accrued or reinvested interest of \$1.3 million and \$3.0 million for the three and nine months ended September 30, 2006, respectively, related to our investments in money market securities.
- (3) The weighted average yield on interest-bearing investments is computed as the (a) annual stated interest on accruing loans and debt securities plus the annual amortization of loan origination fees, original issue discount, and market discount on accruing loans and debt securities less the annual amortization of loan origination costs, divided by (b) total interest-bearing investments at value. The weighted average yield is computed as of the balance sheet date.

**Private Finance**

The private finance portfolio at value, investment activity, and the yield on loans and debt securities at and for the three and nine months ended September 30, 2006 and 2005, and at and for the year ended December 31, 2005, were as follows:

	At and for the Three Months Ended September 30,				At and for the Nine Months Ended September 30,				At and for the Year Ended December 31,	
	2006		2005		2006		2005		2005	
	Value	Yield <sup>(2)</sup>	Value	Yield <sup>(2)</sup>	Value	Yield <sup>(2)</sup>	Value	Yield <sup>(2)</sup>	Value	Yield <sup>(2)</sup>
(\$ in millions)										
Portfolio at value:										
Loans and debt securities:										
Senior loans	\$ 342.4	8.7%	\$ 255.9	8.6%	\$ 342.4	8.7%	\$ 255.9	8.6%	\$ 239.8	9.5%
Unitranche debt	745.8	11.2%	197.2	11.8%	745.8	11.2%	197.2	11.8%	294.2	11.4%
Subordinated debt	1,817.0	13.7%	1,586.5	13.8%	1,817.0	13.7%	1,586.5	13.8%	1,560.9	13.8%
Total loans and debt securities	\$ 2,905.2	12.5%	\$ 2,039.6	13.0%	\$ 2,905.2	12.5%	\$ 2,039.6	13.0%	\$ 2,094.9	13.0%
Equity securities	1,082.6		1,041.4		1,082.6		1,041.4		1,384.4	
Total portfolio	\$ 3,987.8		\$ 3,081.0		\$ 3,987.8		\$ 3,081.0		\$ 3,479.3	
Investments funded <sup>(1)</sup>	\$ 629.2		\$ 665.7		\$ 1,866.6		\$ 1,131.9		\$ 1,462.3	
Change in accrued or reinvested interest and dividends	\$ 5.8		\$ 5.9		\$ (5.4)		\$ 20.4		\$ 24.6	
Principal collections related to investment repayments or sales	\$ 115.6		\$ 146.5		\$ 868.0		\$ 476.5		\$ 703.9	

(1)

Investments funded for the nine months ended September 30, 2006, included a \$150 million subordinated debt investment in Advantage Sales & Marketing, Inc. received in conjunction with the sale of Advantage and a \$30 million subordinated debt investment in STS Operating, Inc. received in conjunction with the sale of STS. See discussion below.

- (2) The weighted average yield on loans and debt securities is computed as the (a) annual stated interest on accruing loans and debt securities plus the annual amortization of loan origination fees, original issue discount, and market discount on accruing loans and debt securities less the annual amortization of loan origination costs, divided by (b) total loans and debt securities at value. The weighted average yield is computed as of the balance sheet date.

Our investment activity is focused on making long-term investments in the debt and equity of primarily private middle market companies. Debt investments may include senior loans, unitranche debt (a single debt investment that is a blend of senior and subordinated debt), or subordinated debt (with or without equity features). The junior debt that we invest in that is lower in repayment priority than senior debt is also known as mezzanine debt. Equity investments may include a minority equity stake in connection with a debt investment or a substantial equity stake in connection with a buyout transaction. In a buyout transaction, we generally invest in senior and/or subordinated debt and equity (preferred and/or voting or non-voting common) where our equity ownership represents a significant portion of the equity, but may or may not represent a controlling interest.

In addition, we may fund most or all of the debt and equity capital upon the closing of certain buyout transactions, which may include investments in lower-yielding senior debt. Subsequent to the closing, the portfolio company may refinance all or a portion of the lower-yielding senior debt, which would reduce our investment. Repayments include repayments of senior debt funded by us that was subsequently refinanced or repaid by the portfolio companies.

We intend to take a balanced approach to private equity investing that emphasizes a complementary mix of debt investments and buyout investments. The combination of these two types of investments provides current interest and related portfolio income and the potential for future capital gains. To address the current market, our strategy is to focus on buyout and recapitalization transactions where we can manage risk through the structure and terms of our debt and equity investments and where we can potentially realize more attractive total returns from both current interest and fee income and future capital gains. We are also focusing our debt investing on smaller middle market companies where we can provide both senior and subordinated debt or unitranche debt, where our combined current yield may be lower than traditional subordinated debt only. We believe that providing both senior and subordinated debt or unitranche debt provides us with greater protection in the capital structures of our portfolio companies.

**Investments Funded.** Investments funded and the weighted average yield on investments funded for the nine months ended September 30, 2006 and 2005, and for the year ended December 31, 2005, consisted of the following:

**For the Nine Months Ended September 30, 2006**

	Debt Investments		Buyout Investments		Total	
	Amount	Weighted Average Yield <sup>(1)</sup>	Amount	Weighted Average Yield <sup>(1)</sup>	Amount	Weighted Average Yield <sup>(1)</sup>
<b>(\$ in millions)</b>						
Loans and debt securities:						
Senior loans <sup>(4)</sup>	\$ 202.4	9.4%	\$ 167.3	8.8%	\$ 369.7	9.1%
Unitranche debt <sup>(2)</sup>	348.7	10.6%	146.5	12.9%	495.2	11.3%
Subordinated debt <sup>(3)</sup>	508.0	13.1%	250.8	13.9%	758.8	13.3%
Total loans and debt securities	1,059.1	11.5%	564.6	12.1%	1,623.7	11.8%
Equity	62.9		180.0		242.9	
Total	\$ 1,122.0		\$ 744.6		\$ 1,866.6	

**For the Nine Months Ended September 30, 2005**

	Debt Investments		Buyout Investments		Total	
	Amount	Weighted Average Yield <sup>(1)</sup>	Amount	Weighted Average Yield <sup>(1)</sup>	Amount	Weighted Average Yield <sup>(1)</sup>
<b>(\$ in millions)</b>						
Loans and debt securities:						
Senior loans	\$ 50.7	10.6%	\$ 186.8	6.0%	\$ 237.5	7.0%
Unitranche debt <sup>(2)</sup>	154.9	10.5%			154.9	10.5%
Subordinated debt	239.0	12.6%	313.9	12.6%	552.9	12.6%
Total loans and debt securities	444.6	11.7%	500.7	10.2%	945.3	10.9%
Equity	23.9		162.7		186.6	
Total	\$ 468.5		\$ 663.4		\$ 1,131.9	

(1)



The weighted average yield on loans and debt securities is computed as the (a) annual stated interest on accruing loans and debt securities, divided by (b) total loans and debt securities funded.

- (2) Unitranche debt is a single debt investment that is a blend of senior and subordinated debt terms. The yield on a unitranche investment reflects the blended yield of senior and subordinated debt combined.
- (3) Debt investments for the nine months ended September 30, 2006, included a \$150 million, 12.0% subordinated debt investment in Advantage Sales & Marketing, Inc. received in conjunction with the sale of Advantage and a \$30 million, 15.0% subordinated debt investment in STS Operating, Inc. received in conjunction with the sale of STS. See discussion below.
- (4) Senior loans funded for the nine months ended September 30, 2006, included \$192.2 million that was repaid during the nine months ended September 30, 2006.

## For the Year Ended December 31, 2005

	Debt Investments		Buyout Investments		Total	
	Amount	Weighted Average Yield <sup>(1)</sup>	Amount	Weighted Average Yield <sup>(1)</sup>	Amount	Weighted Average Yield <sup>(1)</sup>
(\$ in millions)						
Loans and debt securities:						
Senior loans <sup>(3)</sup>	\$ 76.8	10.0%	\$ 250.2	6.4%	\$ 327.0	7.2%
Unitranche debt <sup>(2)</sup>	259.5	10.5%			259.5	10.5%
Subordinated debt	296.9	12.3%	330.9	12.5%	627.8	12.4%
Total loans and debt securities	633.2	11.3%	581.1	9.9%	1,214.3	10.6%
Equity	82.5		165.5		248.0	
Total	\$ 715.7		\$ 746.6		\$ 1,462.3	

(1) The weighted average yield on loans and debt securities is computed as the (a) annual stated interest on accruing loans and debt securities, divided by (b) total loans and debt securities funded.

(2) Unitranche debt is a single debt investment that is a blend of senior and subordinated debt terms. The yield on a unitranche investment reflects the blended yield of senior and subordinated debt combined.

(3) Buyout senior loans funded included \$174.9 million that was repaid during 2005 and \$14.1 million that was repaid during the nine months ended September 30, 2006.

We generally fund new investments using cash. In addition, we may acquire securities in exchange for our common equity. Also, we may acquire new securities through the reinvestment of previously accrued interest and dividends in debt or equity securities, or the current reinvestment of interest and dividend income through the receipt of a debt or equity security (payment-in-kind income). From time to time we may opt to reinvest accrued interest receivable in a new debt or equity security in lieu of receiving such interest in cash.

The level of investment activity for investments funded and principal repayments for private finance investments can vary substantially from period to period depending on the number and size of investments that we make or that we exit and many other factors, including the amount of debt and equity capital available to middle market companies, the level of merger and acquisition activity for such companies, the general economic environment, and the competitive environment for the types of investments we make. We believe that merger and acquisition activity in the middle market is strong, which has resulted in an increase in private finance investment opportunities, as well as increased repayments. We continue to have an active pipeline of new investments under consideration. We believe that merger and acquisition activity for middle market companies will remain strong for the remainder of 2006 and into 2007.

Through our wholly owned subsidiary, AC Finance LLC (AC Finance), we generally originate, underwrite and arrange senior loans. Senior loans originated and underwritten by AC Finance may or may not be funded by us at closing. When these senior loans are closed, we may fund all or a portion of the underwritten commitment pending sale of the loan to other investors, which may include loan sales to Callidus Capital Corporation (Callidus) or funds

managed by Callidus, a portfolio company controlled by us. After completion of the sale process, we may or may not retain a position in these senior loans. AC Finance generally earns a fee on the senior loans originated and underwritten whether or not we fund the underwritten commitment.

**Yield.** The weighted average yield on private finance loans and debt securities was 12.5% at September 30, 2006, as compared to 13.0% at both September 30, 2005 and December 31, 2005. The weighted average yield on the private finance loans and debt securities may fluctuate from period to period, depending on the yield on new loans and debt securities funded, the yield on loans and debt securities repaid, the amount of loans and debt securities for which interest is not accruing (see Portfolio Asset Quality Loans and Debt Securities on Non-Accrual Status below) and the amount of lower-yielding senior or unitranche debt in the portfolio at the end of the period. The yield on the private finance portfolio has declined partly due to our strategy to pursue investments where our position in the portfolio company capital structure is more senior, such as senior debt and unitranche investments. These investments typically have lower yields than subordinated debt investments.

**Outstanding Investment Commitments.** At September 30, 2006, we had outstanding private finance investment commitments as follows:

	<b>Companies More Than 25% Owned<sup>(1)</sup></b>	<b>Companies 5% to 25% Owned</b>	<b>Companies Less Than 5% Owned</b>	<b>Total</b>
<b>(\$ in millions)</b>				
Senior loans	\$ 19.6	\$ 12.6	\$ 93.3	\$ 125.5 <sup>(2)</sup>
Unitranche debt			85.8	85.8
Subordinated debt	36.6	3.1	6.8	46.5
Total loans and debt securities	56.2	15.7	185.9	257.8
Equity securities	86.7	11.7	43.3	141.7 <sup>(3)</sup>
Total	\$ 142.9	\$ 27.4	\$ 229.2	\$ 399.5

- (1) Includes various commitments to Callidus Capital Corporation (Callidus), which owns 80% (subject to dilution) of Callidus Capital Management, LLC, an asset management company that structures and manages collateralized debt obligations (CDOs), collateralized loan obligations (CLOs), and other related investments as follows:

	<b>Committed Amount</b>	<b>Amount Drawn</b>	<b>Amount Available to be Drawn</b>
<b>(\$ in millions)</b>			
Subordinated debt to support warehouse facilities & warehousing activities <sup>(*)</sup>	\$ 36.0	\$	\$ 36.0
Revolving line of credit for working capital	4.0		4.0
Purchase of preferred equity in future CLO transactions	77.0		77.0
Total	\$ 117.0	\$	\$ 117.0

- (\*) Callidus has a secured warehouse credit facility with a third party for up to \$240 million. The facility is used primarily to finance the acquisition of loans pending securitization through a CDO or CLO. In conjunction with this warehouse credit facility, we have agreed to designate our \$36 million subordinated debt commitment for Callidus to draw upon to provide first loss capital as needed to support the warehouse facility.

- (2) Includes \$114.3 million in the form of revolving senior debt facilities to 22 companies.

- (3) Includes \$55.0 million to 16 private equity and venture capital funds, including \$5.9 million in co-investment commitments to Pine Creek Equity Partners, LLC.

In addition to these outstanding investment commitments at September 30, 2006, we may be required to fund additional amounts under earn-out arrangements primarily related to buyout transactions in the future if those

companies meet agreed-upon performance targets. We also had commitments to private finance portfolio companies in the form of standby letters of credit and guarantees totaling \$240.5 million. See Financial Condition, Liquidity and Capital Resources.

Our largest investment at value at September 30, 2006, was in Business Loan Express, LLC (BLX) and our largest investments at value at December 31, 2005, were in Advantage Sales & Marketing, Inc. (Advantage) and BLX.

**Business Loan Express, LLC.** At September 30, 2006, our investment in BLX totaled \$295.1 million at cost and \$284.9 million at value, or 6.2% of our total assets, which included unrealized depreciation of \$10.2 million. We acquired BLX in 2000.

Total interest and related portfolio income earned from the Company's investment in BLX for the nine months ended September 30, 2006 and 2005, was as follows:

	2006	2005
<b>(\$ in millions)</b>		
Interest income	\$ 11.9	\$ 10.5
Dividend income		9.0
Fees and other income	6.3	7.0
 Total interest and related portfolio income	 \$ 18.2	 \$ 26.5

Interest income from BLX for the nine months ended September 30, 2006 and 2005, included interest income of \$5.7 million and \$5.1 million, respectively, which was paid in kind. The interest paid in kind was paid to us through the issuance of additional Class A equity interests. Accrued interest and dividends receivable at September 30, 2006, included accrued interest due from BLX totaling \$1.2 million, of which \$0.7 million was paid in cash in October 2006.

Net change in unrealized appreciation or depreciation included a net decrease on our investment in BLX of \$67.9 million for the nine months ended September 30, 2006, and a net increase on our investment in BLX of \$15.9 million for the nine months ended September 30, 2005. See Results of Operations for a discussion of the net change in unrealized appreciation or depreciation related to this investment.

BLX is a national, non-bank lender that participates in the SBA's 7(a) Guaranteed Loan Program and is licensed by the SBA as a Small Business Lending Company (SBLC). BLX is a preferred lender, as designated by the SBA, and originates, sells, and services small business loans. In addition, BLX originates conventional small business loans and small investment real estate loans. BLX has offices across the United States and is headquartered in New York, New York. Changes in the laws or regulations that govern SBLCs or the SBA 7(a) Guaranteed Loan Program or changes in government funding for this program could have a material adverse impact on BLX and, as a result, could negatively affect our financial results.

As a limited liability company, BLX's taxable income flows through directly to its members. BLX's annual taxable income generally differs from its book income for the fiscal year due to temporary and permanent differences in the recognition of income and expenses. We hold all of BLX's Class A and Class B interests, and 94.9% of the Class C interests. BLX's taxable income is first allocated to the Class A interests to the extent that dividends are paid in cash or in kind on such interests, with the remainder being allocated to the Class B and C interests. BLX may declare dividends on its Class B interests. If declared, BLX would determine the amount of such dividend considering its estimated annual taxable income allocable to such interests.

At December 31, 2005, BLX had a three-year \$275.0 million revolving credit facility provided by third party lenders that was scheduled to mature in January 2007. As the controlling equity owner in BLX, we had provided an unconditional guaranty to the revolving credit facility lenders in an amount equal to 50% of the total obligations (consisting of principal, letters of credit issued under the facility, accrued interest, and other fees) of BLX under the revolving credit facility. At December 31, 2005, the principal amount of loans outstanding on the revolving credit facility was \$228.2 million and letters of credit issued under the facility were \$41.7 million. The total obligation guaranteed by us at December 31, 2005, was \$135.4 million.

On March 17, 2006, BLX closed on a new three-year \$500.0 million revolving credit facility that matures in March 2009, which replaced the existing facility. The revolving credit facility may be expanded through new or additional commitments up to \$600.0 million at BLX's option. This new facility provides for a sub-facility for the issuance of letters of credit for up to an amount equal to 25% of the committed facility. We have provided an unconditional guaranty to these revolving credit facility lenders in an amount equal to 50% of the total obligations (consisting of principal, letters of credit issued under the facility, accrued interest, and other fees) of BLX under this facility. At September 30, 2006, the principal amount outstanding on the revolving credit facility was \$319.9 million and letters of credit issued under the facility were \$55.9 million. The total obligation guaranteed by us at September 30, 2006, was \$188.1 million. This guaranty can be called by the lenders only in the event of a default under the BLX credit facility, which includes certain defaults under our revolving credit facility. BLX has determined it was in compliance with the terms of this facility at September 30, 2006.

At September 30, 2006, we had also provided four standby letters of credit totaling \$29.5 million in connection with four term securitization transactions completed by BLX. In consideration for providing the revolving credit facility guaranty and the standby letters of credit, BLX paid us fees of \$4.6 million and \$4.7 million for the nine months ended September 30, 2006 and 2005, respectively, which were included in fees and other income above.

**Advantage Sales & Marketing, Inc.** At December 31, 2005, our investment in Advantage totaled \$257.7 million at cost and \$660.4 million at value, or 16.4% of our total assets, which included unrealized appreciation of \$402.7 million. We completed the purchase of a majority ownership in Advantage in June 2004.

On March 29, 2006, we sold our majority equity interest in Advantage. We were repaid our \$184 million in subordinated debt outstanding and realized a gain at closing on our equity investment sold of \$433.1 million, subject to post-closing adjustments. As consideration for the common stock sold in the transaction, we received a \$150 million subordinated note, with the balance of the consideration paid in cash. Approximately \$34 million of our cash proceeds from the sale of the common stock were placed in escrow at closing, subject to certain holdback provisions. In the second and third quarters of 2006, we realized additional gains resulting from post-closing adjustments totaling \$1.3 million. In addition, there is potential for us to receive additional consideration through an earn-out payment that would be based on Advantage's 2006 audited results. Our realized gain of \$434.4 million as of September 30, 2006, subject to post-closing adjustments, excludes any earn-out amounts. For tax purposes, the receipt of the \$150 million subordinated note as part of our consideration for the common stock sold will allow us, through installment treatment, to defer the recognition of taxable income for a portion of our realized gain until the note is collected. In connection with the transaction, we retained an equity investment in the business valued at \$15 million at closing as a minority shareholder.

Total interest and related portfolio income earned from our investment in Advantage while we held a majority equity interest was \$14.1 million, which included a prepayment premium of \$5.0 million, for the nine months ended September 30, 2006, and \$28.2 million for the nine months ended September 30, 2005. In addition, we earned structuring fees of \$2.3 million on our new \$150 million subordinated debt investment in Advantage upon the closing of the sale transaction.

Our investment in Advantage at September 30, 2006, which was composed of subordinated debt and a minority equity interest, totaled \$152.9 million at cost and \$163.9 million at value, which included unrealized appreciation of \$11.0 million. Subsequent to the completion of the sale transaction, our interest income from our subordinated debt investment in Advantage for the three and nine months ended September 30, 2006, was \$4.6 million and \$9.4 million, respectively.

Advantage is a sales and marketing agency providing outsourced sales, merchandising, and marketing services to the consumer packaged goods industry. Advantage has offices across the United States and is headquartered in Irvine, CA.

**Commercial Real Estate Finance**

The commercial real estate finance portfolio at value, investment activity, and the yield on interest-bearing investments at and for the three and nine months ended September 30, 2006 and 2005, and at and for the year ended December 31, 2005, were as follows:

	At and for the Three Months Ended September 30,				At and for the Nine Months Ended September 30,				At and for the Year Ended December 31, 2005	
	2006		2005		2006		2005		Value	Yield <sup>(1)</sup>
	Value	Yield <sup>(1)</sup>	Value	Yield <sup>(1)</sup>	Value	Yield <sup>(1)</sup>	Value	Yield <sup>(1)</sup>	Value	Yield <sup>(1)</sup>
<b>(\$ in millions)</b>										
Portfolio at value:										
Commercial mortgage loans	\$ 94.4	7.7%	\$ 121.2	6.6%	\$ 94.4	7.7%	\$ 121.2	6.6%	\$ 102.6	7.6%
Real estate owned	15.3		15.1		15.3		15.1		13.9	
Equity interests	22.1		6.5		22.1		6.5		10.6	
<b>Total portfolio</b>	<b>\$ 131.8</b>		<b>\$ 142.8</b>		<b>\$ 131.8</b>		<b>\$ 142.8</b>		<b>\$ 127.1</b>	
Investments funded	\$ 0.3		\$ 7.7		\$ 14.2		\$ 196.3		\$ 213.5	
Change in accrued or reinvested interest	\$ 0.1		\$ (0.4)		\$ 0.6		\$ (18.5)		\$ (18.0)	
Principal collections related to investment repayments or sales <sup>(2)</sup>	\$ 0.7		\$ 4.5		\$ 17.9		\$ 765.3		\$ 799.5	

(1) The weighted average yield on the commercial mortgage loans is computed as the (a) annual stated interest on accruing loans plus the annual amortization of loan origination fees, original issue discount, and market discount on accruing loans less the annual amortization of origination costs, divided by (b) total interest-bearing investments at value. The weighted average yield is computed as of the balance sheet date.

(2) Principal collections related to investment repayments or sales for the year ended December 31, 2005, included \$718.1 million related to the sale of our CMBS and CDO portfolio in May 2005.

Our commercial real estate investments funded for the nine months ended September 30, 2006 and 2005, and for the year ended December 31, 2005, were as follows:

	Face Amount	Discount	Amount Funded
<b>(\$ in millions)</b>			
<b>For the Nine Months Ended September 30, 2006</b>			



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Commercial mortgage loans	\$ 7.7	\$	\$ 7.7
Equity interests	6.5		6.5
Total	\$ 14.2	\$	\$ 14.2

***For the Nine Months Ended September 30, 2005***

CMBS bonds (4 new issuances) <sup>(1)</sup>	\$ 211.5	\$ (90.5)	\$ 121.0
Commercial mortgage loans	73.5	(0.9)	72.6
Equity interests	2.7		2.7
Total	\$ 287.7	\$ (91.4)	\$ 196.3

***For the Year Ended December 31, 2005***

CMBS bonds (4 new issuances) <sup>(1)</sup>	\$ 211.5	\$ (90.5)	\$ 121.0
Commercial mortgage loans	88.5	(0.8)	87.7
Equity interests	4.8		4.8
Total	\$ 304.8	\$ (91.3)	\$ 213.5

(1) The CMBS bonds invested in during 2005 were sold on May 3, 2005.

At September 30, 2006, we had outstanding funding commitments related to commercial mortgage loans and equity interests of \$9.1 million and commitments in the form of standby letters of credit and guarantees related to equity interests of \$6.9 million.

***Sale of CMBS Bonds and Collateralized Debt Obligation Bonds and Preferred Shares.*** On May 3, 2005, we completed the sale of our portfolio of commercial mortgage-backed securities (CMBS) and real estate related collateralized debt obligation (CDO) bonds and preferred shares to affiliates of Caisse de dépôt et

placement du Québec (the Caisse) for cash proceeds of \$976.0 million and a net realized gain of \$227.7 million, after transaction and other costs of \$7.8 million. Transaction costs included investment banking fees, legal and other professional fees, and other transaction costs. The CMBS and CDO assets sold had a cost basis at closing of \$739.8 million, including accrued interest of \$21.7 million. Upon the closing of the sale, we settled all the hedge positions relating to these assets, which resulted in a net realized loss of \$0.7 million, which was included in the net realized gain on the sale.

Simultaneous with the sale of our CMBS and CDO portfolio, we entered into a platform assets purchase agreement with CWCapital Investments LLC, an affiliate of the Caisse (CWCapital), pursuant to which we agreed to sell certain commercial real estate related assets, including servicer advances, intellectual property, software and other platform assets, subject to certain adjustments. Under this agreement, we have agreed not to invest in CMBS and real estate-related CDOs and refrain from certain other real estate-related investing or servicing activities for a period of three years, or through May 2008, subject to certain limitations and excluding our existing portfolio and related activities.

The real estate securities purchase agreement, under which we sold the CMBS and CDO portfolio, and the platform asset purchase agreement contain customary representations and warranties, and require us to indemnify the affiliates of the Caisse that are parties to the agreements for certain liabilities arising under the agreements, subject to certain limitations and conditions.

### **Hedging Activities**

We have invested in commercial mortgage loans, which were purchased at prices that were based in part on comparable Treasury rates. We have entered into transactions with one or more financial institutions to hedge against movement in Treasury rates on certain of these commercial mortgage loans. These transactions, referred to as short sales, involve receiving the proceeds from the short sales of borrowed Treasury securities, with the obligation to replenish the borrowed Treasury securities at a later date based on the then current market price, whatever that price may be. Risks in these contracts arise from movements in the value of the borrowed Treasury securities due to changes in interest rates and from the possible inability of counterparties to meet the terms of their contracts. If the value of the borrowed Treasury securities increases, we will incur losses on these transactions. These losses are limited to the increase in value of the borrowed Treasury securities; conversely, the value of the hedged commercial mortgage loans would likely increase. If the value of the borrowed Treasury securities decreases, we will incur gains on these transactions which are limited to the decline in value of the borrowed Treasury securities; conversely, the value of the hedged commercial mortgage loans would likely decrease. We do not anticipate nonperformance by any counterparty in connection with these transactions.

The total obligations to replenish borrowed Treasury securities, including accrued interest payable on the obligations, were \$17.7 million at both September 30, 2006, and December 31, 2005. The net proceeds related to the sales of the borrowed Treasury securities plus or minus the additional cash collateral provided or received under the terms of the transactions were \$17.7 million at both September 30, 2006, and December 31, 2005. The amount of the hedge will vary from period to period depending upon the amount of commercial mortgage loans that we own and have hedged as of the balance sheet date.

### **PORTFOLIO ASSET QUALITY**

**Portfolio by Grade.** We employ a grading system for our entire portfolio. Grade 1 is used for those investments from which a capital gain is expected. Grade 2 is used for investments performing in accordance with plan. Grade 3 is used for investments that require closer monitoring; however, no loss of investment return or principal is expected. Grade 4 is used for investments that are in workout and for which some loss of current investment return is expected, but no loss of principal is expected. Grade 5 is used for investments that are in workout and for which some loss of principal is expected.

At September 30, 2006, and December 31, 2005, our portfolio was graded as follows:

Grade	2006		2005	
	Portfolio at Value	Percentage of Total Portfolio	Portfolio at Value	Percentage of Total Portfolio
(\$ in millions)				
1	\$ 1,082.1	26.3%	\$ 1,643.0	45.6%
2	2,767.1	67.2	1,730.8	48.0
3	153.4	3.7	149.1	4.1
4	57.9	1.4	26.5	0.7
5	59.1	1.4	57.0	1.6
	\$ 4,119.6	100.0%	\$ 3,606.4	100.0%

The amount of the portfolio in each grading category may vary substantially from period to period resulting primarily from changes in the composition of the portfolio as a result of new investment, repayment, and exit activity, changes in the grade of investments to reflect our expectation of performance, and changes in investment values.

Total Grade 4 and 5 portfolio assets were \$117.0 million and \$83.5 million, respectively, or were 2.8% and 2.3%, respectively, of the total portfolio at value at September 30, 2006, and December 31, 2005. Grade 4 and 5 assets include loans, debt securities, and equity securities. We expect that a number of investments will be in the Grades 4 or 5 categories from time to time. Part of the private equity business is working with troubled portfolio companies to improve their businesses and protect our investment. The number and amount of investments included in Grade 4 and 5 may fluctuate from period to period. We continue to follow our historical practice of working with portfolio companies in order to recover the maximum amount of our investment.

**Loans and Debt Securities on Non-Accrual Status.** At September 30, 2006, and December 31, 2005, loans and debt securities at value not accruing interest for the total investment portfolio were as follows:

	2006	2005
(\$ in millions)		
Loans and debt securities in workout status (classified as Grade 4 or 5) <sup>(1)</sup>		
Private finance		
Companies more than 25% owned	\$ 52.3	\$ 15.6
Companies 5% to 25% owned	2.7	
Companies less than 5% owned	24.8	11.4
Commercial real estate finance	6.7	12.9
Loans and debt securities not in workout status		
Private finance		
Companies more than 25% owned	36.0	58.0
Companies 5% to 25% owned	7.2	0.5
Companies less than 5% owned	18.3	49.5
Commercial real estate finance	13.7	7.9
Total	\$ 161.7	\$ 155.8
Percentage of total portfolio	3.9%	4.3%

- (1) Workout loans and debt securities exclude equity securities that are included in the total Grade 4 and 5 assets above.

**Loans and Debt Securities Over 90 Days Delinquent.** Loans and debt securities greater than 90 days delinquent at value at September 30, 2006, and December 31, 2005, were as follows:

	2006	2005
(\$ in millions)		
Private finance	\$ 41.2	\$ 74.6
Commercial mortgage loans	3.7	6.1
<b>Total</b>	<b>\$ 44.9</b>	<b>\$ 80.7</b>
Percentage of total portfolio	1.1%	2.2%

In general, interest is not accrued on loans and debt securities if we have doubt about interest collection or where the enterprise value of the portfolio company may not support further accrual. In addition, interest may not accrue on loans to portfolio companies that are more than 50% owned by us depending on such company's capital requirements. To the extent interest payments are received on a loan that is not accruing interest, we may use such payments to reduce our cost basis in the investment in lieu of recognizing interest income.

As a result of these and other factors, the amount of the portfolio that is greater than 90 days delinquent or on non-accrual status may vary from period to period. Loans and debt securities on non-accrual status and over 90 days delinquent should not be added together as they are two separate measures of portfolio asset quality. Loans and debt securities that are in both categories (i.e., on non-accrual status and over 90 days delinquent) totaled \$44.9 million and \$60.7 million at September 30, 2006, and December 31, 2005, respectively.

#### **PORTFOLIO RETURNS**

Since our merger on December 31, 1997, through September 30, 2006, our combined aggregate cash flow Internal Rate of Return (IRR) has been approximately 22% for private finance and CMBS/CDO investments exited during this period. The IRR is calculated using the aggregate portfolio cash flow for all investments exited over this period. For investments exited during this period, we invested capital totaling \$3.8 billion. The weighted average holding period of these investments was 35 months. Investments are considered to be exited when the original investment objective has been achieved through the receipt of cash and/or non-cash consideration upon the repayment of our debt investment or sale of an equity investment, or through the determination that no further consideration was collectible and, thus, a loss may have been realized. The aggregate cash flow IRR for private finance investments was approximately 21% and for CMBS/CDO investments was approximately 24% for the same period. The weighted average holding period of the private finance and CMBS/CDO investments was 48 months and 22 months, respectively, for the same period. These IRR results represent historical results. Historical results are not necessarily indicative of future results.

#### **OTHER ASSETS AND OTHER LIABILITIES**

Other assets is composed primarily of fixed assets, assets held in deferred compensation trusts, deferred financing and offering costs, and accounts receivable, which includes amounts received in connection with the sale of portfolio companies, including amounts held in escrow, and other receivables from portfolio companies. At September 30, 2006, and December 31, 2005, other assets totaled \$119.5 million and \$87.9 million, respectively. The increase since year end was primarily the result of amounts received in connection with the sales of Advantage and STS Operating, Inc., that are being held in escrow. See Results of Operations below.

Accounts payable and other liabilities is primarily composed of the liabilities related to the deferred compensation trust and accrued interest, bonus and taxes, including excise tax. At September 30, 2006, and December 31, 2005, accounts payable and other liabilities totaled \$133.1 million and \$102.9 million, respectively. The increase since year end was primarily the result of an increase in accrued interest payable by \$22.2 million. Accrued interest fluctuates from period to period depending on the amount of debt outstanding and the contractual payment dates of the interest on such debt. Interest on our debt is primarily due on a semi-annual basis, which results in fluctuations of the

quarter-end liability.

**RESULTS OF OPERATIONS****Comparison of Three and Nine Months Ended September 30, 2006 and 2005**

The following table summarizes the Company's operating results for the three and nine months ended September 30, 2006 and 2005.

(\$ in thousands, except per share amounts)	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
	2006	2005	Change	Percentage Change	2006	2005	Change	Percentage Change
	(unaudited)				(unaudited)			
<b>Interest and Related Portfolio Income</b>								
Interest and dividends	\$ 98,668	\$ 76,353	\$ 22,315	29%	\$ 282,982	\$ 232,628	\$ 50,354	22%
Fees and other income	14,715	18,504	(3,789)	(20)%	51,868	43,355	8,513	20%
Total interest and related portfolio income	113,383	94,857	18,526	20%	334,850	275,983	58,867	21%
<b>Expenses</b>								
Interest	26,109	17,929	8,180	46%	72,455	57,483	14,972	26%
Employee	25,228	13,969	11,259	81%	67,054	52,302	14,752	28%
Employee stock options	3,649		3,649	100%	11,852		11,852	100%
Administrative	8,153	14,936	(6,783)	(45)%	29,348	58,563	(29,215)	(50)%
Total operating expenses	63,139	46,834	16,305	35%	180,709	168,348	12,361	7%
<b>Net investment income before income taxes</b>								
Income tax expense (benefit), including excise tax	50,244	48,023	2,221	5%	154,141	107,635	46,506	43%
Net investment income	1,586	1,889	(303)	(16)%	13,988	7,482	6,506	87%
Net investment income	48,658	46,134	2,524	5%	140,153	100,153	40,000	40%
<b>Net Realized and Unrealized Gains</b>								

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**(Losses)**

Net realized gains	9,916	70,714	(60,798)	*	542,991	288,495	254,496	*
Net change in unrealized appreciation or depreciation	19,312	(3,680)	22,992	*	(471,942)	156,026	(627,968)	*
Total net gains	29,228	67,034	(37,806)	*	71,049	444,521	(373,472)	*
Net income	\$ 77,886	\$ 113,168	\$ (35,282)	(31)%	\$ 211,202	\$ 544,674	\$ (333,472)	(61)%
Diluted earnings per common share	\$ 0.53	\$ 0.82	\$ (0.29)	(35)%	\$ 1.47	\$ 3.99	\$ (2.52)	(63)%
Weighted average common shares outstanding diluted	147,112	138,058	9,054	7%	144,030	136,669	7,361	5%

\* Net realized gains (losses) and net change in unrealized appreciation or depreciation can fluctuate significantly from period to period. As a result, comparisons may not be meaningful.



**Total Interest and Related Portfolio Income.** Total interest and related portfolio income includes interest and dividend income, loan prepayment premiums, and fees and other income.

**Interest and Dividends.** Interest and dividend income for the three and nine months ended September 30, 2006 and 2005, was composed of the following:

(\$ in millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
<b>Interest</b>				
Private finance loans and debt securities	\$ 90.9	\$ 67.4	\$ 262.1	\$ 177.2
CMBS and CDO portfolio				29.4
Commercial mortgage loans	1.7	1.7	6.5	5.2
Cash and cash equivalents, U.S. Treasury bills and other	5.0	2.0	10.9	6.1
Total interest	97.6	71.1	279.5	217.9
<b>Dividends</b>	1.1	5.3	3.5	14.7
Total interest and dividends	\$ 98.7	\$ 76.4	\$ 283.0	\$ 232.6

Our interest income from our private finance loans and debt securities has increased period over period as a result of the growth in this portfolio as shown below.

There was no interest income from the CMBS and real estate-related CDO portfolio in 2006 as we sold this portfolio on May 3, 2005. The CMBS and CDO portfolio sold had a cost basis of \$718.1 million and a weighted average yield on the cost basis of the portfolio of approximately 13.8%. We generally reinvested the principal proceeds from the CMBS and CDO portfolio into our private finance portfolio.

The level of portfolio-related interest income, which includes interest paid in cash and in kind, is directly related to the balance of the interest-bearing investment portfolio outstanding during the period multiplied by the weighted average yield. The interest-bearing investments in the portfolio at value and the yield on the interest-bearing investments in the portfolio at September 30, 2006 and 2005, were as follows:

(\$ in millions)	2006		2005	
	Value	Yield <sup>(1)</sup>	Value	Yield <sup>(1)</sup>
Private finance loans and debt securities	\$ 2,905.2	12.5%	\$ 2,039.6	13.0%
Commercial mortgage loans	94.4	7.7%	121.2	6.6%
Total	\$ 2,999.6	12.3%	\$ 2,160.8	12.6%

<sup>(1)</sup> The weighted average yield on loans and debt securities is computed as the (a) annual stated interest on accruing loans and debt securities plus the annual amortization of loan origination fees, original issue discount, and market discount on accruing loans and debt securities less the annual amortization of loan origination costs, divided by

(b) total loans and debt securities at value. The weighted average yield is computed as of the balance sheet date.

The private finance portfolio yield at September 30, 2006, of 12.5% as compared to the private finance portfolio yield of 13.0% at September 30, 2005, reflects the mix of debt investments in the private finance portfolio. The weighted average yield varies from period to period based on the current stated interest on interest-bearing investments and the amount of loans and debt securities for which interest is not accruing. See the discussion of the private finance portfolio yield above under the caption Portfolio and Investment Activity Private Finance.

Dividend income results from the dividend yield on preferred equity interests, if any, or the declaration of dividends by a portfolio company on preferred or common equity interests. Dividend income will vary from period to period depending upon the timing and amount of dividends that are declared or paid by a portfolio

company on preferred or common equity interests. Dividend income for the three and nine months ended September 30, 2006, did not include any dividends from BLX. Dividend income for the three and nine months ended September 30, 2005, included \$4.0 million and \$9.0 million, respectively, of dividends from BLX on the Class B equity interests held by us, which were paid in cash. See the discussion of BLX above under the caption Portfolio and Investment Activity Private Finance.

*Fees and Other Income.* Fees and other income primarily include fees related to financial structuring, diligence, transaction services, management and consulting services to portfolio companies, commitments, guarantees, and other services and loan prepayment premiums. As a business development company, we are required to make significant managerial assistance available to the companies in our investment portfolio. Managerial assistance includes, but is not limited to, management and consulting services related to corporate finance, marketing, human resources, personnel and board member recruiting, business operations, corporate governance, risk management and other general business matters.

Fees and other income for the three and nine months ended September 30, 2006 and 2005, included fees and other income relating to the following:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
	(\$ in millions)			
Structuring and diligence	\$ 9.3	\$ 10.2	\$ 28.4	\$ 19.1
Management, consulting and other services provided to portfolio companies	2.6	4.0	9.1	10.8
Commitment, guaranty, transaction and other fees from portfolio companies	2.1	1.7	6.7	6.5
Loan prepayment premiums	0.7	2.1	7.7	4.6
Other income		0.5		2.4
Total fees and other income	\$ 14.7	\$ 18.5	\$ 51.9	\$ 43.4

Fees and other income are generally related to specific transactions or services and therefore may vary substantially from period to period depending on the level of investment activity and types of services provided. Loan origination fees that represent yield enhancement on a loan are capitalized and amortized into interest income over the life of the loan.

Structuring and diligence fees for the nine months ended September 30, 2006 and 2005, included structuring fees from both companies more than 25% owned and 5% to 25% owned totaling \$10.1 million and \$6.8 million, respectively. Structuring and diligence fees from companies 5% to 25% owned for the nine months ended September 30, 2006, included a structuring fee from Advantage Sales and Marketing totaling \$2.3 million. Structuring and diligence fees may vary substantially from period to period based on the level of new investment originations and the market rates for these types of fees. Private finance investments funded were \$1.9 billion for the nine months ended September 30, 2006, as compared to \$1.1 billion for the nine months ended September 30, 2005.

Management fees for the nine months ended September 30, 2006, included \$1.8 million in management fees from Advantage prior to its sale on March 29, 2006. See Portfolio and Investment Activity above for further discussion. Management fees for the three and nine months ended September 30, 2005, included \$1.8 million and \$4.9 million, respectively, in management fees from Advantage.

Fees and other income related to the CMBS and CDO portfolio for the nine months ended September 30, 2005, were \$4.1 million. As noted above, we sold our CMBS and CDO portfolio on May 3, 2005.



Loan prepayment premiums for the nine months ended September 30, 2006, included \$5.0 million related to the repayment of our subordinated debt in connection with the sale of our majority equity interest in Advantage on March 29, 2006. See Portfolio and Investment Activity above for further discussion. While the scheduled maturities of private finance and commercial real estate loans generally range from five to ten years, it is not unusual for our borrowers to refinance or pay off their debts to us ahead of schedule. Therefore, we generally structure our loans to require a prepayment premium for the first three to five years of the loan. Accordingly, the amount of prepayment premiums will vary depending on the level of repayments and the age of the loans at the time of repayment.

*BLX and Advantage.* BLX was our largest investment at value at September 30, 2006, and represented 6.2% of our total assets. Advantage and BLX were our largest investments at September 30, 2005, and together represented 22.9% of our total assets.

Total interest and related portfolio income from these investments for the three and nine months ended September 30, 2006 and 2005, was as follows:

(\$ in millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
BLX	\$ 6.1	\$ 9.9	\$ 18.2	\$ 26.5
Advantage <sup>(1)</sup>	\$	\$ 9.6	\$ 14.1	\$ 28.2

<sup>(1)</sup> Includes income from the period we held a majority equity interest only. See Portfolio and Investment Activity above for further discussion.

See Portfolio and Investment Activity above for further detail on BLX and Advantage.

*Operating Expenses.* Operating expenses include interest, employee, employee stock options, and administrative expenses.

*Interest Expense.* The fluctuations in interest expense during the three and nine months ended September 30, 2006 and 2005, were primarily attributable to changes in the level of our borrowings under various notes payable and debentures and our revolving line of credit. Our borrowing activity and weighted average cost of debt, including fees and debt financing costs, at and for the three and nine months ended September 30, 2006 and 2005, were as follows:

(\$ in millions)	At and for the Three Months Ended September 30,		At and for the Nine Months Ended September 30,	
	2006	2005	2006	2005
Total outstanding debt	\$ 1,590.7	\$ 968.3	\$ 1,590.7	\$ 968.3
Average outstanding debt	\$ 1,507.5	\$ 980.8	\$ 1,433.5	\$ 1,058.4
Weighted average cost <sup>(1)</sup>	6.6%	6.8%	6.6%	6.8%

<sup>(1)</sup> The weighted average annual interest cost is computed as the (a) annual stated interest rate on the debt plus the annual amortization of commitment fees, other facility fees and debt financing costs that are recognized into interest expense over the contractual life of the respective borrowings, divided by (b) debt outstanding on the balance sheet date.

In addition, interest expense included interest paid to the Internal Revenue Service related to installment sale gains totaling \$0.3 million and \$0.2 million for the three months ended September 30, 2006 and 2005, respectively, and \$0.7 million and \$0.4 million for the nine months ended September 30, 2006 and 2005, respectively. See Financial Condition, Liquidity and Capital Resources below.

Interest expense also included interest on our obligations to replenish borrowed Treasury securities related to our hedging activities of \$0.2 million for both the three months ended September 30, 2006 and 2005, and \$0.5 million and \$1.3 million for the nine months ended September 30, 2006 and 2005, respectively.

*Employee Expense.* Employee expenses for the three and nine months ended September 30, 2006 and 2005, were as follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
<b>(\$ in millions)</b>				
Salaries and employee benefits	\$ 19.6	\$ 11.0	\$ 54.6	\$ 34.5
Transition compensation, net		(0.1)		5.4
Individual performance award (IPA)	2.1	1.7	6.0	5.5
IPA mark to market expense (benefit)	1.2	(0.4)	0.6	1.5
Individual performance bonus (IPB)	2.3	1.8	5.9	5.4
 Total employee expense	 \$ 25.2	 \$ 14.0	 \$ 67.1	 \$ 52.3
 Number of employees at end of period	 168	 127	 168	 127

The change in salaries and employee benefits reflects the effect of an increase in the number of employees, compensation increases and the change in mix of employees given their area of responsibility and relevant experience level. Salaries and employee benefits include an accrual for employee bonuses, which are generally paid annually after the completion of the fiscal year. The quarterly accrual is based upon an estimate of annual bonuses and is subject to change. The amount of the current year bonuses will be finalized by the Compensation Committee and the Board of Directors at the end of the year. Salaries and employee benefits include accrued bonuses of \$10.7 million and \$3.6 million for the three months ended September 30, 2006 and 2005, respectively, and \$27.6 million and \$10.8 million for the nine months ended September 30, 2006 and 2005, respectively.

At September 30, 2006, and December 31, 2005, the total accrued bonus was \$27.6 million and \$26.9 million, respectively, and was included in Accounts Payable and Other Liabilities on the accompanying Balance Sheet.

Transition compensation costs were \$6.5 million for the nine months ended September 30, 2005, including \$3.4 million of costs under retention agreements and \$3.1 million of transition services bonuses awarded to certain employees in the commercial real estate group as a result of the sale of the CMBS and CDO portfolio. Transition compensation expenses were reduced by \$1.1 million for salary reimbursements from CWC Capital under the transition services agreement, resulting in net expense related to the sale of the CMBS and CDO portfolio of \$5.4 million. See the caption [Portfolio and Investment Activity Commercial Real Estate Finance](#) for additional information.

The Individual Performance Award (IPA) is a long-term incentive compensation program for certain officers. The IPA, which is generally determined annually at the beginning of each year, is deposited into a deferred compensation trust generally in four equal installments, on a quarterly basis, in the form of cash. The accounts of the trust are consolidated with our accounts. We are required to mark to market the liability of the trust and this adjustment is recorded to the IPA compensation expense. Because the IPA is deferred compensation, the cost of this award is not a current expense for purposes of computing our taxable income. The expense is deferred for tax purposes until distributions are made from the trust.

As a result of changes in regulation by the Jobs Creation Act of 2004 associated with deferred compensation arrangements, as well as an increase in the competitive market for recruiting talent in the private equity industry, the Compensation Committee and the Board of Directors determined that for 2005 and 2006 a portion of the IPA should be replaced with an individual performance bonus (IPB). The IPB is distributed in





cash to award recipients in equal bi-weekly installments (beginning in February of each respective year) as long as the recipient remains employed by us.

The Compensation Committee and the Board of Directors have determined the IPA and the IPB for 2006. We currently estimate the IPA and IPB to be approximately \$8.1 million each; however, the Compensation Committee may adjust the IPA or IPB as needed, or make new awards as new officers are hired. If a recipient terminates employment during the year, any further cash contribution for the IPA or remaining cash payments under the IPB would be forfeited.

In connection with our 2006 Annual Meeting of Stockholders, the stockholders approved the issuance of up to 2.5 million shares of our common stock in exchange for the cancellation of vested in-the-money stock options granted to certain officers and directors under our Amended Stock Option Plan. Under the initiative, which has been reviewed and approved by our Board of Directors, all optionees who hold vested stock options with exercise prices below the market value of the stock (or in-the-money options), would be offered the opportunity to receive an Option Cancellation Payment (OCP) equal to the in-the-money value of the stock options cancelled, which would be paid one-half in cash and one-half in shares of our common stock, in exchange for their voluntary cancellation of their vested stock options. As part of this initiative, the Board of Directors has adopted a target ownership structure that establishes minimum ownership levels for our senior officers and continues to further align the interests of our officers with those of our stockholders.

Unlike the accounting treatment typically associated with a stock option exercise, the OCP would be recorded as an expense for financial reporting purposes, and the expense may be significant. Based on the 13 million vested options outstanding and the market price of \$30.50 of our stock on March 10, 2006, the date used for disclosure in our 2006 proxy, the expense related to the OCP would be approximately \$106 million if all option holders choose to cancel all vested in-the-money options in exchange for the OCP. As of September 30, 2006, there were 17 million vested options outstanding, which were all in-the-money. Using the market price of \$30.21 of our stock on September 30, 2006, the expense related to the OCP would be approximately \$109 million if all option holders chose to cancel all vested in-the-money options in exchange for the OCP. For income tax purposes, our tax expense resulting from the OCP would be similar to the tax expense that would result from an exercise of stock options in the market. Any tax deduction for us resulting from the OCP or an exercise of stock options in the market would be limited by Section 162(m) of the Code for persons subject to Section 162(m).

*Stock Options Expense.* In December 2004, the FASB issued Statement No. 123 (Revised 2004), *Share-Based Payment* (the Statement), which requires companies to recognize the grant-date fair value of stock options and other equity-based compensation issued to employees in the income statement. The Statement was effective January 1, 2006, and it applies to our stock option plan. Our employee stock options are typically granted with ratable vesting provisions, and we amortize the compensation cost over the related service period. With respect to options granted prior to January 1, 2006, we have used the modified prospective method for adoption of the Statement. Under this method, the unamortized cost of previously awarded options that were unvested as of January 1, 2006, is recognized over the remaining service period in the statement of operations beginning in 2006. With respect to options granted on or after January 1, 2006, compensation cost is recognized in the statement of operations over the service period. The effect of this adoption for the three and nine months ended September 30, 2006, was as follows:

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>
	<b>2006</b>		<b>2006</b>
<b>(\$ in millions)</b>			
<b>Employee Stock Option Expense:</b>			
Previously awarded, unvested options as of January 1, 2006	\$ 3.2	\$	9.9
Options granted on or after January 1, 2006	0.4		2.0

Total employee stock option expense	\$	3.6	\$	11.9
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In addition to the employee stock option expense, for the three and nine months ended September 30, 2006, administrative expense included zero and \$0.2 million of expense related to options granted to directors during the period. Options granted to non-officer directors vest on the grant date and therefore, the full expense is recorded on the grant date.

We estimate that the employee-related stock option expense under the Statement that will be recorded in our statement of operations will be approximately \$16.2 million, \$10.5 million, and \$3.4 million for the years ended December 31, 2006, 2007, and 2008, respectively, which includes approximately \$2.7 million, \$1.7 million, and \$0.9 million, respectively, related to options granted in the nine months ended September 30, 2006. This estimate may change if our assumptions related to future option forfeitures change. This estimate does not include any expense related to future stock option grants as the fair value of those stock options will be determined at the time of grant.

*Administrative Expense.* Administrative expenses include legal and accounting fees, valuation assistance fees, insurance premiums, the cost of leases for our headquarters in Washington, DC, and our regional offices, portfolio origination and development expenses, travel costs, stock record expenses, directors' fees and stock options expense, and various other expenses. Administrative expenses for the three and nine months ended September 30, 2006 and 2005, were as follows:

	For the Three Months Ending September 30,		For the Nine Months Ending September 30,	
	2006	2005	2006	2005
<b>(\$ in millions)</b>				
Administrative expenses	\$ 7.6	\$ 8.0	\$ 25.3	\$ 25.9
Investigation related costs	0.6	6.9	4.0	32.7
<b>Total administrative expenses</b>	<b>\$ 8.2</b>	<b>\$ 14.9</b>	<b>\$ 29.3</b>	<b>\$ 58.6</b>

Investigation related costs include costs associated with requests for information in connection with two government investigations. These expenses remain difficult to predict. See *Legal Proceedings* under Item 1 of Part II.

*Income Tax Expense (Benefit), Including Excise Tax.* Income tax expense (benefit) for the three and nine months ended September 30, 2006 and 2005, was as follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
<b>(\$ in millions)</b>				
Income tax expense (benefit), net	\$ (0.6)	\$ 0.6	\$ 0.2	\$ 2.2
Excise tax expense <sup>(1)</sup>	2.2	1.3	13.8	5.3
<b>Income tax expense (benefit), including excise tax</b>	<b>\$ 1.6</b>	<b>\$ 1.9</b>	<b>\$ 14.0</b>	<b>\$ 7.5</b>

<sup>(1)</sup> Includes an accrual for the 2006 estimated excise tax of \$2.5 million and \$14.1 million for the three and nine months ended September 30, 2006, respectively, net of the reversal of over accrued excise taxes related to 2005 of

\$0.3 million for both the three and nine months ended September 30, 2006.

Our wholly owned subsidiary, A.C. Corporation, is a corporation subject to federal and state income taxes and records a benefit or expense for income taxes as appropriate based on its operating results in a given period. In addition, our estimated annual taxable income for 2006 currently exceeds our estimated dividend distributions to shareholders from such taxable income in 2006, and such estimated excess taxable income will be distributed in 2007. Therefore, we will be required to pay a 4% excise tax on the excess of 98% of our taxable income over the amount of actual distributions from such taxable income. Accordingly, we have accrued an estimated excise tax of \$2.5 million and \$14.1 million for the three and nine months ended September 30, 2006, respectively,

based upon our estimated excess taxable income earned for the 2006 period. See Financial Condition, Liquidity and Capital Resources. While excise tax expense is presented in the Consolidated Statement of Operations as a reduction to net investment income, excise tax relates to both net investment income and net realized gains. At September 30, 2006, and December 31, 2005, excise tax payable was \$14.1 million and \$6.2 million, respectively, which was included in accounts payable and other liabilities on the accompanying Balance Sheet.

**Realized Gains and Losses.** Net realized gains primarily result from the sale of equity securities associated with certain private finance investments, the sale of CMBS bonds and CDO bonds and preferred shares, and the realization of unamortized discount resulting from the sale and early repayment of private finance loans and commercial mortgage loans, offset by losses on investments. Net realized gains for the three and nine months ended September 30, 2006 and 2005, were as follows:

(\$ in millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
Realized gains	\$ 12.6	\$ 79.8	\$ 550.1	\$ 339.2
Realized losses	(2.7)	(9.1)	(7.1)	(50.7)
Net realized gains	\$ 9.9	\$ 70.7	\$ 543.0	\$ 288.5

When we exit an investment and realize a gain or loss, we make an accounting entry to reverse any unrealized appreciation or depreciation, respectively, we had previously recorded to reflect the appreciated or depreciated value of the investment. For the three and nine months ended September 30, 2006 and 2005, we reversed previously recorded unrealized appreciation or depreciation when gains or losses were realized as follows:

(\$ in millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
Reversal of previously recorded unrealized appreciation associated with realized gains	\$ (10.2)	\$ (80.5)	\$ (499.4)	\$ (107.0)
Reversal of previously recorded unrealized depreciation associated with realized losses	2.2	7.4	5.4	49.3
Total reversal	\$ (8.0)	\$ (73.1)	\$ (494.0)	\$ (57.7)

Realized gains for the three months ended September 30, 2006 and 2005, were as follows:  
(\$ in millions)

2006	
Portfolio Company	Amount

<b>Private Finance:</b>	
Oriental Trading Company, Inc.	\$ 8.9
Component Hardware Group, Inc.	2.8
Advantage Sales & Marketing, Inc.	0.7
Other	0.2
Total private finance	12.6
Total gross realized gains	\$ 12.6

## 2005

Portfolio Company	Amount
<b>Private Finance:</b>	
Housecall Medical Resources, Inc.	\$ 52.0
Fairchild Industrial Products Company	16.2
Apogen Technologies, Inc.	9.0
Other	0.8
Total private finance	78.0
<b>Commercial Real Estate:</b>	
Other	1.8
Total commercial real estate	1.8
Total gross realized gains	\$ 79.8

Realized losses for the three months ended September 30, 2006 and 2005, were as follows:  
(\$ in millions)

## 2006

Portfolio Company	Amount
<b>Private Finance:</b>	
Cooper Natural Resources, Inc.	\$ 2.2
Other	0.5
Total private finance	2.7
Total gross realized losses	\$ 2.7

## 2005

Portfolio Company	Amount
<b>Private Finance:</b>	
HealthASPex, Inc.	\$ 3.5
MortgageRamp, Inc.	3.5
Other	2.1
Total private finance	9.1
Total gross realized losses	\$ 9.1

Realized gains for the nine months ended September 30, 2006 and 2005, were as follows:  
(\$ in millions)

## 2006

Portfolio Company	Amount
<b>Private Finance:</b>	
Advantage Sales & Marketing, Inc.	\$ 434.4
STS Operating, Inc.	94.8
Oriental Trading Company, Inc.	8.9
United Site Services, Inc.	3.3
Component Hardware Group, Inc.	2.8
Nobel Learning Communities, Inc.	1.5
MHF Logistical Solutions, Inc.	1.2
The Debt Exchange, Inc.	1.1
Other	1.5

Total private finance	549.5
<b>Commercial Real Estate:</b>	
Other	0.6
Total commercial real estate	0.6
Total gross realized gains	\$ 550.1

## 2005

Portfolio Company	Amount
<b>Private Finance:</b>	
Housecall Medical Resources, Inc.	\$ 52.0
Fairchild Industrial Products Company	16.2
Apogen Technologies, Inc.	9.0
Polaris Pool Systems, Inc.	7.4
MasterPlan, Inc.	3.7
U.S. Security Holdings, Inc.	3.3
Ginsey Industries, Inc.	2.8
E-Talk Corporation	1.6
Professional Paint, Inc.	1.0
Oriental Trading Company, Inc.	1.0
Other	4.2
Total private finance	102.2
<b>Commercial Real Estate:</b>	
CMBS/CDO assets, net <sup>(1)</sup>	227.7
Other	9.3
Total commercial real estate	237.0
Total gross realized gains	\$ 339.2

<sup>(1)</sup> Net of net realized losses from related hedges of \$0.7 million for the nine months ended September 30, 2005.

**STS Operating, Inc.** In the second quarter of 2006, we completed the sale of STS Operating, Inc. (STS). We were repaid our \$6.8 million in subordinated debt outstanding and we realized a gain on the sale of our common stock in STS of \$94.8 million, subject to post-closing adjustments. The cost basis of our equity was \$3.5 million. As part of the consideration for the sale of our equity investment, we received a \$30 million subordinated note. Approximately \$11.2 million of our proceeds are subject to certain holdback provisions and post-closing adjustments. For tax purposes, the receipt of the \$30 million subordinated note as part of our consideration for the common stock sold will allow us, through installment treatment, to defer the recognition of taxable income for a portion of our realized gain until the note is collected.





Realized losses for the nine months ended September 30, 2006 and 2005, were as follows:  
(\$ in millions)

## 2006

Portfolio Company	Amount
<b>Private Finance:</b>	
Cooper Natural Resources, Inc.	\$ 2.2
Aspen Pet Products, Inc.	1.6
Nobel Learning Communities, Inc.	1.4
Other	1.0
Total private finance	6.2
<b>Commercial Real Estate:</b>	
Other	0.9
Total commercial real estate	0.9
Total gross realized losses	\$ 7.1

## 2005

Portfolio Company	Amount
<b>Private Finance:</b>	
Norstan Apparel Shops, Inc.	\$ 18.5
E-Talk Corporation	9.0
Garden Ridge Corporation	7.1
MortgageRamp, Inc.	3.5
HealthASPex, Inc.	3.5
Other	3.5
Total private finance	45.1
<b>Commercial Real Estate:</b>	
Other	5.6
Total commercial real estate	5.6
Total gross realized losses	\$ 50.7

**Change in Unrealized Appreciation or Depreciation.** We determine the value of each investment in our portfolio on a quarterly basis, and changes in value result in unrealized appreciation or depreciation being recognized in our statement of operations. Value, as defined in Section 2(a)(41) of the Investment Company Act of 1940, is (i) the

market price for those securities for which a market quotation is readily available and (ii) for all other securities and assets, fair value is as determined in good faith by the Board of Directors. Since there is typically no readily available market value for the investments in our portfolio, we value substantially all of our portfolio investments at fair value as determined in good faith by the Board of Directors pursuant to our valuation policy and a consistently applied valuation process. At September 30, 2006, portfolio investments recorded at fair value were approximately 90% of our total assets. Because of the inherent uncertainty of determining the fair value of investments that do not have a readily available market value, the fair value of our investments determined in good faith by the Board of Directors may differ significantly from the values that would have been used had a ready market existed for the investments, and the differences could be material.

There is no single standard for determining fair value in good faith. As a result, determining fair value requires that judgment be applied to the specific facts and circumstances of each portfolio investment while employing a consistently applied valuation process for the types of investments we make. Unlike banks, we are not permitted to provide a general reserve for anticipated loan losses. Instead, we are required to specifically value each individual investment on a quarterly basis. We will record unrealized depreciation on investments when we believe that an investment has become impaired, including where collection of a loan or realization of an equity security is doubtful, or when the enterprise value of the portfolio company does not currently support the cost of our debt or equity investment. Enterprise value means the entire value of the company to a potential buyer, including the sum of the values of debt and equity securities used to capitalize the enterprise at a point in time. We will record unrealized appreciation if we believe that the underlying portfolio company has appreciated in value and/or our equity security has also appreciated in value. Changes in fair value are recorded in the statement of operations as net change in unrealized appreciation or depreciation.

As a business development company, we have invested in illiquid securities including debt and equity securities of companies. The structure of each debt and equity security is specifically negotiated to enable us to protect our investment and maximize our returns. We include many terms governing interest rate, repayment terms, prepayment penalties, financial covenants, operating covenants, ownership parameters, dilution parameters, liquidation preferences, voting rights, and put or call rights. Our investments may be subject to certain restrictions on resale and generally have no established trading market. Because of the type of investments that we make and the nature of our business, our valuation process requires an analysis of various factors. Our fair

value methodology includes the examination of, among other things, the underlying investment performance, financial condition, and market changing events that impact valuation.

*Valuation Methodology Private Finance.* Our process for determining the fair value of a private finance investment begins with determining the enterprise value of the portfolio company. The fair value of our investment is based on the enterprise value at which the portfolio company could be sold in an orderly disposition over a reasonable period of time between willing parties other than in a forced or liquidation sale. The liquidity event whereby we exit a private finance investment is generally the sale, the recapitalization or, in some cases, the initial public offering of the portfolio company.

There is no one methodology to determine enterprise value and, in fact, for any one portfolio company, enterprise value is best expressed as a range of fair values. We derive a single estimate of enterprise value. To determine the enterprise value of a portfolio company, we analyze its historical and projected financial results. We generally require portfolio companies to provide annual audited and quarterly unaudited financial statements, as well as annual projections for the upcoming fiscal year. Typically in the private equity business, companies are bought and sold based on multiples of EBITDA, cash flow, net income, revenues or, in limited instances, book value. The private equity industry uses financial measures such as EBITDA or EBITDAM (Earnings Before Interest, Taxes, Depreciation, Amortization and, in some instances, Management fees) in order to assess a portfolio company's financial performance and to value a portfolio company. EBITDA and EBITDAM are not intended to represent cash flow from operations as defined by U.S. generally accepted accounting principles and such information should not be considered as an alternative to net income, cash flow from operations, or any other measure of performance prescribed by U.S. generally accepted accounting principles. When using EBITDA to determine enterprise value, we may adjust EBITDA for non-recurring items. Such adjustments are intended to normalize EBITDA to reflect the portfolio company's earnings power. Adjustments to EBITDA may include compensation to previous owners, acquisition, recapitalization, or restructuring related items or one-time non-recurring income or expense items.

In determining a multiple to use for valuation purposes, we generally look to private merger and acquisition statistics, discounted public trading multiples or industry practices. In estimating a reasonable multiple, we consider not only the fact that our portfolio company may be a private company relative to a peer group of public comparables, but we also consider the size and scope of our portfolio company and its specific strengths and weaknesses. In some cases, the best valuation methodology may be a discounted cash flow analysis based on future projections. If a portfolio company is distressed, a liquidation analysis may provide the best indication of enterprise value.

If there is adequate enterprise value to support the repayment of our debt, the fair value of our loan or debt security normally corresponds to cost unless the borrower's condition or other factors lead to a determination of fair value at a different amount. The fair value of equity interests in portfolio companies is determined based on various factors, including the enterprise value remaining for equity holders after the repayment of the portfolio company's debt and other preference capital, and other pertinent factors such as recent offers to purchase a portfolio company, recent transactions involving the purchase or sale of the portfolio company's equity securities, liquidation events or other events. The determined equity values are generally discounted when we have a minority position, restrictions on resale, specific concerns about the receptivity of the capital markets to a specific company at a certain time, or other factors.

As a participant in the private equity business, we invest primarily in private middle market companies for which there is generally no publicly available information. Because of the private nature of these businesses, there is a need to maintain the confidentiality of the financial and other information that we have for the private companies in our portfolio. We believe that maintaining this confidence is important, as disclosure of such information could disadvantage our portfolio companies and could put us at a disadvantage in attracting new investments. Therefore, we do not intend to disclose financial or other information about our portfolio

companies, unless required, because we believe doing so may put them at an economic or competitive disadvantage, regardless of our level of ownership or control.

We will continue to work with third-party consultants to obtain assistance in determining fair value for a portion of the private finance portfolio each quarter. We work with these consultants to obtain assistance as additional support in the preparation of our internal valuation analysis. In addition, we may receive third-party assessments of a particular private finance portfolio company's value in the ordinary course of business, most often in the context of a prospective sale transaction or in the context of a bankruptcy process. The valuation analysis prepared by management using these third-party valuation resources, when applicable, is submitted to our Board of Directors for its determination of fair value of the portfolio in good faith.

For 2006 and 2005, we received third-party valuation assistance from Duff & Phelps, LLC and Houlihan Lokey Howard and Zukin for our private finance portfolio as follows:

	2006			2005		
	Q1	Q2	Q3	Q1	Q2	Q3
Number of private finance portfolio companies reviewed	78	78	105	36	72	89
Percentage of private finance portfolio reviewed at value	87.0%	89.6%	86.5% <sup>(1)</sup>	74.5%	83.0%	89.3%

<sup>(1)</sup> Of the remaining 13.5% of the private finance portfolio at value at September 30, 2006, 10.9% represented deals closed during the quarter ended September 30, 2006.

Professional fees for third-party valuation assistance were \$1.4 million for the year ended December 31, 2005, and are estimated to be approximately \$1.5 million for 2006.

*Valuation Methodology CDO and CLO Bonds and Preferred Shares/Income Notes ( CDO/CLO Assets ).* CDO/CLO Assets are carried at fair value, which is based on a discounted cash flow model that utilizes prepayment and loss assumptions based on historical experience and projected performance, economic factors, the characteristics of the underlying cash flow and comparable yields for similar bonds and preferred shares/income notes, when available. We recognize unrealized appreciation or depreciation on our CDO/CLO Assets as comparable yields in the market change and/ or based on changes in estimated cash flows resulting from changes in prepayment or loss assumptions in the underlying collateral pool. As each bond ages, the expected amount of losses and the expected timing of recognition of such losses in the underlying collateral pool is updated and the revised cash flows are used in determining the fair value of the bonds. We determine the fair value of our CDO/CLO Assets on an individual security-by-security basis. If we were to sell a group of these CDO/CLO Assets in a pool in one or more transactions, the total value received for that pool may be different than the sum of the fair values of the individual bonds or preferred shares/income notes.

*Net Change in Unrealized Appreciation or Depreciation.* Net change in unrealized appreciation or depreciation for the three and nine months ended September 30, 2006 and 2005, consisted of the following:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006 <sup>(1)</sup>	2005 <sup>(1)</sup>	2006 <sup>(1)</sup>	2005 <sup>(1)</sup>
(\$ in millions)				
Net unrealized appreciation or depreciation	\$ 27.3	\$ 69.4	\$ 22.1	\$ 213.7

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Reversal of previously recorded unrealized appreciation associated with realized gains	(10.2)	(80.5)	(499.4)	(107.0)
Reversal of previously recorded unrealized depreciation associated with realized losses	2.2	7.4	5.4	49.3
Net change in unrealized appreciation or depreciation	\$ 19.3	\$ (3.7)	\$ (471.9)	\$ 156.0

(1) The net change in unrealized appreciation or depreciation can fluctuate significantly from period to period. As a result, quarterly comparisons may not be meaningful.

At September 30, 2006, our largest investment was in BLX. Our investment in BLX totaled \$295.1 million at cost and \$284.9 at value at September 30, 2006, and \$299.4 million at cost and \$357.1 million at value at December 31, 2005.

The following is a summary of the methodology that we used to determine the fair value of this investment.

**Business Loan Express, LLC.** To determine the value of our investment in BLX at September 30, 2006, we continued to perform four separate valuation analyses to determine a range of values: (1) analysis of comparable public company trading multiples, (2) analysis of BLX's value assuming an initial public offering, (3) analysis of merger and acquisition transactions for financial services companies, and (4) a discounted dividend analysis. In addition, for the quarter ended September 30, 2006, we performed a fifth analysis whereby the value of BLX was determined by adding BLX's net asset value (adjusted for certain discounts) to the value of BLX's business operations, which was determined by using a discounted cash flow model. We received valuation assistance from Duff & Phelps for our investment in BLX at September 30, 2006, and December 31, 2005.

With respect to the analysis of comparable public company trading multiples and the analysis of BLX's value assuming an initial public offering, we compute a median trailing and forward price earnings multiple to apply to BLX's pro-forma net income adjusted for certain capital structure changes that we believe would likely occur should the company be sold. Each quarter we evaluate which public commercial finance companies should be included in the comparable group. The comparable group at September 30, 2006, was made up of CIT Group, Inc., Financial Federal Corporation, GATX Corporation, and Marlin Business Services Corporation, which is consistent with the comparable group at June 30, 2006, and December 31, 2005.

Our investment in BLX at September 30, 2006, was valued at \$284.9 million. This fair value was within the range of values determined by the five valuation analyses. Unrealized depreciation on our investment was \$10.2 million at September 30, 2006. Net change in unrealized appreciation or depreciation included a net decrease on our investment in BLX of \$34.3 million and \$67.9 million for the three and nine months ended September 30, 2006, respectively. The decrease resulted from a reduction in enterprise value at September 30, 2006, of approximately 7% as compared to the enterprise value at December 31, 2005.

Furthermore, in determining the fair value of our investment in BLX at September 30, 2006, we considered the following items. First, the bank lending environment for small business loans remains very competitive and, as a result, BLX continues to experience significant loan prepayments in its securitized portfolio. This has also had an effect on BLX's ability to grow its new loan origination volume. Second, the Office of the Inspector General of the SBA and the Department of Justice have been conducting investigations into the lending activities of BLX and its Detroit office. These investigations are ongoing.

**Per Share Amounts.** All per share amounts included in the Management's Discussion and Analysis of Financial Condition and Results of Operations section have been computed using the weighted average common shares used to compute diluted earnings per share, which were 147.1 million and 138.1 million for the three months ended September 30, 2006 and 2005, respectively, and were 144.0 million and 136.7 million for the nine months ended September 30, 2006 and 2005, respectively.

#### **OTHER MATTERS**

**Regulated Investment Company Status.** We have elected to be taxed as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986. As long as we qualify as a regulated investment company, we are not taxed on our investment company taxable income or realized net capital gains, to the extent that such taxable income or gains are distributed, or deemed to be distributed, to shareholders on a timely basis.

Taxable income generally differs from net income for financial reporting purposes due to temporary and permanent differences in the recognition of income and expenses, and generally excludes net unrealized

appreciation or depreciation, as gains or losses are not included in taxable income until they are realized. In addition, gains realized for financial reporting purposes may differ from gains included in taxable income as a result of our election to recognize gains using installment sale treatment, which results in the deferment of gains for tax purposes until notes or other amounts, including amounts held in escrow, received as consideration from the sale of investments are collected in cash.

Dividends declared and paid by us in a year generally differ from taxable income for that year as such dividends may include the distribution of current year taxable income, the distribution of prior year taxable income carried over into and distributed in the current year, or returns of capital. We are generally required to distribute 98% of our taxable income during the year the income is earned to avoid paying an excise tax. If this requirement is not met, the Internal Revenue Code imposes a nondeductible excise tax equal to 4% of the amount by which 98% of the current year's taxable income exceeds the distribution for the year. The taxable income on which an excise tax is paid is generally carried over and distributed to shareholders in the next tax year. Depending on the level of taxable income earned in a tax year, we may choose to carry over taxable income in excess of current year distributions from such taxable income into the next tax year and pay a 4% excise tax on such income, as required. See Financial Condition, Liquidity and Capital Resources below.

In order to maintain our status as a regulated investment company and obtain regulated investment company tax benefits, we must, in general, (1) continue to qualify as a business development company; (2) derive at least 90% of our gross income from dividends, interest, gains from the sale of securities and other specified types of income; (3) meet asset diversification requirements as defined in the Internal Revenue Code; and (4) timely distribute to shareholders at least 90% of our annual investment company taxable income as defined in the Internal Revenue Code. We intend to take all steps necessary to continue to qualify as a regulated investment company. However, there can be no assurance that we will continue to qualify for such treatment in future years.

## **FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES**

### **Dividends and Distributions**

Dividends to common shareholders for the nine months ended September 30, 2006 and 2005, were \$255.4 million and \$231.2 million, respectively, or \$1.80 per common share for the nine months ended September 30, 2006 and \$1.72 per common share for the nine months ended September 30, 2005. An extra cash dividend of \$0.03 per common share was declared during 2005 and was paid to shareholders on January 27, 2006.

The Board of Directors has declared a dividend of \$0.62 per common share for the fourth quarter of 2006.

Dividends are generally determined based upon an estimate of annual taxable income and the amount of taxable income carried over from the prior year for distribution in the current year. Taxable income includes our taxable interest, dividend and fee income, as well as taxable net capital gains. As discussed above, taxable income generally differs from net income for financial reporting purposes due to temporary and permanent differences in the recognition of income and expenses, and generally excludes net unrealized appreciation or depreciation, as gains or losses are not included in taxable income until they are realized. Taxable income includes non-cash income, such as changes in accrued and reinvested interest and dividends and the amortization of discounts and fees. Cash collections of income resulting from contractual payment-in-kind interest or the amortization of discounts and fees generally occur upon the repayment of the loans or debt securities that include such items. Non-cash taxable income is reduced by non-cash expenses, such as realized losses and depreciation and amortization expense.

Our Board of Directors reviews the dividend rate quarterly, and may adjust the quarterly dividend throughout the year. Dividends are declared based upon our estimate of annual taxable income available for distribution to shareholders and the amount of taxable income carried over from the prior year for distribution in



the current year. Our goal is to declare what we believe to be sustainable increases in our regular quarterly dividends. To the extent that we earn annual taxable income in excess of dividends paid from such taxable income for the year, we may carry over the excess taxable income into the next year and such excess taxable income will be available for distribution in the next year as permitted under the Internal Revenue Code of 1986. Excess taxable income carried over and paid out in the next year is generally subject to a 4% excise tax. See *Other Matters* *Regulated Investment Company Status* above. We believe that carrying over excess taxable income into future periods may provide increased visibility with respect to taxable earnings available to pay the regular quarterly dividend. The taxable income carried over from 2005 for distribution to shareholders in 2006 was \$156.5 million.

We currently expect that our estimated annual taxable income for 2006 will be in excess of our estimated dividend distributions to shareholders in 2006 from such taxable income, and, therefore, we expect to carry over excess taxable income for distribution to shareholders in 2007. We expect that we will generally be required to pay a 4% excise tax on the excess of 98% of our taxable income for 2006 over the amount of actual distributions from such taxable income in 2006. Accordingly, for the nine months ended September 30, 2006, we have accrued an excise tax of \$14.1 million. Excise taxes are accrued based upon estimated excess taxable income as estimated taxable income is earned, therefore, the excise tax accrued to date in 2006 may be adjusted as appropriate in the remainder of 2006 to reflect changes in our estimate of the carry over amount and additional excise tax may be accrued during the remainder of 2006 as additional excess taxable income is earned, if any. Our ability to earn the estimated annual taxable income for 2006 depends on many factors, including our ability to make new investments at attractive yields, the level of repayments in the portfolio, the realization of gains or losses from portfolio exits, and the level of operating expenses incurred. See *Management's Discussion and Analysis of Financial Condition and Results of Operations* and *Risk Factors*.

In addition to excess taxable income available to be carried over from the current tax year for distribution in the following tax year, we currently estimate that we have cumulative deferred taxable income related to installment sale gains of \$39.6 million as of December 31, 2005, and approximately \$170 million for the nine months ended September 30, 2006, for a total of approximately \$210 million as of September 30, 2006. These gains have been recognized for financial reporting purposes in the respective years they were realized, but will be deferred for tax purposes until the notes or other amounts received from the sale of the related investments are collected in cash. The installment sale gains for 2006 are estimates and will not be finally determined until we file our 2006 tax return in September 2007. See *Other Matters* *Regulated Investment Company Status* above. To the extent that installment sale gains are deferred for recognition in taxable income, we pay interest to the Internal Revenue Service. Installment-related interest expense for the nine months ended September 30, 2006 and 2005, was \$0.7 million and \$0.4 million, respectively. This interest is included in interest expense in our Consolidated Statement of Operations.

Because we are a regulated investment company, we distribute our taxable income and, therefore, from time to time we will raise new debt or equity capital in order to fund our investments and operations.

### Liquidity and Capital Resources

At September 30, 2006, and December 31, 2005, our liquidity portfolio (see below), cash and investments in money market and other securities, total assets, total debt outstanding, total shareholders' equity, debt to equity ratio and asset coverage for senior indebtedness were as follows:

(\$ in millions)	2006	2005
Liquidity portfolio (including money market and other securities: 2006-\$74.0; 2005-\$100.0)	\$ 201.6	\$ 200.3
Cash and investments in money market and other securities (including money market and other securities: 2006-\$42.9; 2005-\$22.0)	\$ 46.0	\$ 53.3
<b>Total assets</b>	<b>\$ 4,565.5</b>	<b>\$ 4,025.9</b>
<b>Total debt outstanding</b>	<b>\$ 1,590.7</b>	<b>\$ 1,284.8</b>
<b>Total shareholders' equity</b>	<b>\$ 2,823.9</b>	<b>\$ 2,620.5</b>
Debt to equity ratio <sup>(1)</sup>	0.56	0.49
Asset coverage ratio <sup>(2)</sup>	278%	309%

<sup>(1)</sup> The debt to equity ratio adjusted for the liquidity portfolio is 0.49 and 0.41 at September 30, 2006, and December 31, 2005, which is calculated as (a) total debt less the value of the liquidity portfolio divided by (b) total shareholders' equity.

<sup>(2)</sup> As a business development company, we are generally required to maintain a minimum ratio of 200% of total assets to total borrowings.

We have a liquidity portfolio that is composed of U.S. Treasury bills, money market securities and a certificate of deposit. At September 30, 2006, and December 31, 2005, the value and yield of the securities in the liquidity portfolio were as follows:

(\$ in millions)	2006		2005	
	Value	Yield	Value	Yield
U.S. Treasury bills <sup>(1)</sup>	\$ 127.6	4.9%	\$ 100.3	4.3%
Money market securities	34.0	5.2%	100.0	4.1%
Certificate of Deposit <sup>(1)</sup>	40.0	5.6%		
<b>Total</b>	<b>\$ 201.6</b>	<b>5.1%</b>	<b>\$ 200.3</b>	<b>4.2%</b>

<sup>(1)</sup> The Treasury bills and certificate of deposit mature in 2006.

The liquidity portfolio was established to provide a pool of liquid assets within our balance sheet. Our investment portfolio is primarily composed of private, illiquid assets for which there is no readily available market. Our portfolio's liquidity was reduced when we sold our portfolio of CMBS assets in May 2005, particularly BB rated bonds, which were generally more liquid than assets in our private finance portfolio. We assess the amount held in and the composition of the liquidity portfolio throughout the year.

We invest otherwise uninvested cash in U.S. government- or agency-issued or guaranteed securities that are backed by the full faith and credit of the United States, or in high quality, short-term securities. We place our cash

with financial institutions and, at times, cash held in checking accounts in financial institutions may be in excess of the Federal Deposit Insurance Corporation insured limit.

During the nine months ended September 30, 2006, we sold new equity of \$218.9 million in public offerings. We did not sell new equity in a public offering during the nine months ended September 30, 2005, or for the year ended December 31, 2005. In addition, shareholders' equity increased by \$23.2 million, \$66.6 million and \$77.5 million through the exercise of stock options, the collection of notes receivable from the sale of common stock, and the issuance of shares through our dividend reinvestment plan for the nine months ended September 30, 2006 and 2005, and the year ended December 31, 2005, respectively.

We employ an asset-liability management approach that focuses on matching the estimated maturities of our investment portfolio to the estimated maturities of our borrowings. We use our revolving line of credit facility as a means to bridge to long-term financing in the form of debt or equity capital, which may or may not

result in temporary differences in the matching of estimated maturities. Availability on the revolving line of credit, net of amounts committed for standby letters of credit issued under the line of credit facility, was \$877.0 million on September 30, 2006. We evaluate our interest rate exposure on an ongoing basis. Generally, we seek to fund our primarily fixed-rate investment portfolio with fixed-rate debt or equity capital. To the extent deemed necessary, we may hedge variable and short-term interest rate exposure through interest rate swaps or other techniques.

We currently target a debt to equity ratio ranging between 0.50:1.00 to 0.70:1.00 because we believe that it is prudent to operate with a larger equity capital base and less leverage.

At September 30, 2006, we had outstanding debt as follows:

(\$ in millions)	Facility Amount	Amount Outstanding	Annual Interest Cost <sup>(1)</sup>
Notes payable and debentures:			
Privately issued unsecured notes payable	\$ 1,190.7	\$ 1,190.7	6.2%
Publicly issued unsecured notes payable	400.0	400.0	6.8%
SBA debentures <sup>(2)</sup>			
Total notes payable and debentures	1,590.7	1,590.7	6.4%
Revolving line of credit	922.5		<sup>(3)</sup>
Total debt	\$ 2,513.2	\$ 1,590.7	6.6% <sup>(4)</sup>

(1) The weighted average annual interest cost is computed as the (a) annual stated interest on the debt plus the annual amortization of commitment fees, other facility fees and the amortization of debt financing costs that are recognized into interest expense over the contractual life of the respective borrowings, divided by (b) debt outstanding on the balance sheet date.

(2) The SBA debentures were repaid in full during the third quarter of 2006.

(3) There were no amounts drawn on the revolving line of credit at September 30, 2006. The annual interest cost for total debt includes the annual costs of commitment fees, other facility fees and the amortization of debt financing costs on the revolving line of credit regardless of the amount drawn on the balance sheet date. The annual cost of commitment fees, other facility fees and amortization of debt financing costs was \$3.9 million at September 30, 2006.

(4) The annual interest cost for total debt includes the annual cost of commitment fees, other facility fees and the amortization of debt financing costs on the revolving line of credit regardless of the amount outstanding on the facility as of the balance sheet date.

**Privately Issued Unsecured Notes Payable.** We have privately issued unsecured long-term notes to institutional investors, primarily insurance companies. The notes have five- or seven-year maturities, with maturity dates beginning in 2006 and have fixed rates of interest. The notes generally require payment of interest only semi-annually, and all principal is due upon maturity. The notes may be prepaid in whole or in part, together with an interest premium, as stipulated in the note agreements.

On October 16, 2006, we repaid \$150.0 million of unsecured long-term debt that matured. This debt had a fixed interest rate of 7.2%. We used cash generated from operations and borrowings on our revolving line of credit to repay

this debt.

On May 1, 2006, we issued \$50.0 million of unsecured long-term debt with a fixed interest rate of 6.75%. This debt matures in May 2013. The proceeds of this issuance were used to repay \$25 million of 7.49% unsecured long-term debt that matured on May 1, 2006, and the remainder was used to fund new portfolio investments and for general corporate purposes.

***Publicly Issued Unsecured Notes Payable.*** On July 25, 2006, we completed a public issuance of \$400.0 million of five-year, unsecured notes with a fixed interest rate of 6.625%. This debt matures on July 15, 2011. The notes require payment of interest only semi-annually, and all principal is due upon maturity. We have the option to redeem these notes in whole or in part, together with a redemption premium, as stipulated in the notes.

**Small Business Administration Debentures.** Through our small business investment company subsidiary, we had debentures payable to the Small Business Administration (SBA) with contractual maturities of ten years. The notes required payment of interest only semi-annually, and all principal was due upon maturity. For the nine months ended September 30, 2006 and 2005, we repaid \$28.5 million and \$49.0 million, respectively, of this outstanding debt. At September 30, 2006, we had no outstanding borrowings from the SBA. As of September 30, 2006, Allied Investments L.P., our Small Business Investment Company (SBIC) subsidiary, surrendered its SBIC license and on October 1, 2006, Allied Investments L.P. was merged into its parent, Allied Capital Corporation.

**Revolving Line of Credit.** At December 31, 2005, we had an unsecured revolving line of credit with a committed amount of \$772.5 million that expires on September 30, 2008. In May 2006, we expanded the committed amount to \$922.5 million. The revolving line of credit is now fully committed. The revolving line of credit generally bears interest at a rate equal to (i) LIBOR (for the period we select) plus 1.05% or (ii) the higher of the Federal Funds rate plus 0.50% or the Bank of America N.A. prime rate. The revolving line of credit requires the payment of an annual commitment fee equal to 0.20% of the committed amount. The revolving line of credit generally requires payments of interest at the end of each LIBOR interest period, but no less frequently than quarterly, on LIBOR based loans and monthly payments of interest on other loans. All principal is due upon maturity.

At September 30, 2006, there were no outstanding borrowings on our unsecured revolving line of credit. The amount available under the line at September 30, 2006, was \$877.0 million, net of amounts committed for standby letters of credit of \$45.5 million. Net repayments under the revolving line of credit for the nine months ended September 30, 2006, were \$91.8 million.

We have various financial and operating covenants required by the revolving line of credit and the privately issued unsecured notes payable outstanding at September 30, 2006. These covenants require us to maintain certain financial ratios, including debt to equity and interest coverage, and a minimum net worth. These credit facilities provide for customary events of default, including, but not limited to, payment defaults, breach of representations or covenants, cross-defaults, bankruptcy events, failure to pay judgments, attachment of our assets, change of control and the issuance of an order of dissolution. Certain of these events of default are subject to notice and cure periods or materiality thresholds. Our credit facilities also limit our ability to declare dividends if we default under certain provisions. As of September 30, 2006, we were in compliance with these covenants.

We have certain financial and operating covenants that are required by the publicly issued unsecured notes payable, including that we will maintain a minimum ratio of 200% of total assets to total borrowings, as required by the Investment Company Act of 1940, as amended, while these notes are outstanding. At September 30, 2006, we were in compliance with these covenants.

The following table shows our significant contractual obligations for the repayment of debt and payment of other contractual obligations as of September 30, 2006.

(\$ in millions)	Payments Due By Year						
	Total	2006	2007	2008	2009	2010	After 2010
Notes payable and debentures:							
Unsecured notes payable <sup>(2)</sup>	\$ 1,590.7	\$ 150.0	\$	\$ 153.0	\$ 268.2	\$ 408.0	\$ 611.5
Revolving line of credit <sup>(1)</sup>							
Operating leases	25.6	1.1	4.4	4.5	4.6	4.4	6.6
Total contractual obligations	\$ 1,616.3	\$ 151.1	\$ 4.4	\$ 157.5	\$ 272.8	\$ 412.4	\$ 618.1

<sup>(1)</sup> At September 30, 2006, \$877.0 million remained unused and available, net of amounts committed for standby letters of credit of \$45.5 million issued under the credit facility.

<sup>(2)</sup> The unsecured notes payable of \$150.0 million maturing in 2006 were repaid on October 16, 2006.

#### Off-Balance Sheet Arrangements

The following table shows our contractual commitments that may have the effect of creating, increasing, or accelerating our liabilities as of September 30, 2006.

(\$ in millions)	Amount of Commitment Expiration Per Year						
	Total	2006	2007	2008	2009	2010	After 2010
Guarantees	\$ 201.9	\$ 2.1	\$ 0.7	\$ 3.0	\$ 190.6	\$	\$ 5.5
Standby letters of credit <sup>(1)</sup>	45.5	0.1	3.9	41.5			
Total commitments	\$ 247.4	\$ 2.2	\$ 4.6	\$ 44.5	\$ 190.6	\$	\$ 5.5

<sup>(1)</sup> Standby letters of credit are issued under our revolving line of credit that expires in September 2008. Therefore, unless a standby letter of credit is set to expire at an earlier date, we have assumed that the standby letters of credit will expire contemporaneously with the expiration of our line of credit in September 2008.

In addition, we had outstanding commitments to fund investments totaling \$408.6 million at September 30, 2006. See Portfolio and Investment Activity Outstanding Commitments above. We intend to fund these commitments and prospective investment opportunities with existing cash, through cash flow from operations before new investments, through borrowings under our line of credit or other long-term debt agreements, or through the sale or issuance of new equity capital.

#### CRITICAL ACCOUNTING POLICIES

The consolidated financial statements are based on the selection and application of critical accounting policies, which require management to make significant estimates and assumptions. Critical accounting policies are those that are both important to the presentation of our financial condition and results of operations and require management's

most difficult, complex, or subjective judgments. Our critical accounting policies are those applicable to the valuation of investments and certain revenue recognition matters as discussed below.

***Valuation of Portfolio Investments.*** As a business development company, we invest in illiquid securities including debt and equity securities of companies and CDO and CLO bonds and preferred shares/ income notes. Our investments may be subject to certain restrictions on resale and generally have no established trading market. We value substantially all of our investments at fair value as determined in good faith by the Board of Directors in accordance with our valuation policy. We determine fair value to be the amount for which an investment could be exchanged in an orderly disposition over a reasonable period of time between willing parties other than in a forced or liquidation sale. Our valuation policy considers the fact that no ready market exists for substantially all of the securities in which we invest. Our valuation policy is intended to provide a consistent



basis for determining the fair value of the portfolio. We will record unrealized depreciation on investments when we believe that an investment has become impaired, including where collection of a loan or realization of an equity security is doubtful, or when the enterprise value of the portfolio company does not currently support the cost of our debt or equity investments. Enterprise value means the entire value of the company to a potential buyer, including the sum of the values of debt and equity securities used to capitalize the enterprise at a point in time. We will record unrealized appreciation if we believe that the underlying portfolio company has appreciated in value and/or our equity security has also appreciated in value. The value of investments in publicly traded securities is determined using quoted market prices discounted for restrictions on resale, if any.

See Results of Operations Change in Unrealized Appreciation or Depreciation above.

**Loans and Debt Securities.** For loans and debt securities, fair value generally approximates cost unless the borrower's enterprise value, overall financial condition or other factors lead to a determination of fair value at a different amount. The value of loan and debt securities may be greater than our cost basis if the amount that would be repaid on the loan or debt security upon the sale of the portfolio company is greater than our cost basis.

When we receive nominal cost warrants or free equity securities (nominal cost equity), we allocate our cost basis in our investment between debt securities and nominal cost equity at the time of origination. At that time, the original issue discount basis of the nominal cost equity is recorded by increasing the cost basis in the equity and decreasing the cost basis in the related debt securities.

Interest income is recorded on an accrual basis to the extent that such amounts are expected to be collected. For loans and debt securities with contractual payment-in-kind interest, which represents contractual interest accrued and added to the loan balance that generally becomes due at maturity, we will not accrue payment-in-kind interest if the portfolio company valuation indicates that the payment-in-kind interest is not collectible. In general, interest is not accrued on loans and debt securities if we have doubt about interest collection or where the enterprise value of the portfolio company may not support further accrual. Loans that are classified as Grade 4 or 5 assets under our internal grading system do not accrue interest. In addition, interest may not accrue on loans or debt securities to portfolio companies that are more than 50% owned by us depending on such company's capital requirements. Loan origination fees, original issue discount, and market discount are capitalized and then amortized into interest income using a method that approximates the effective interest method. Upon the prepayment of a loan or debt security, any unamortized loan origination fees are recorded as interest income and any unamortized original issue discount or market discount is recorded as a realized gain. Prepayment premiums are recorded on loans and debt securities when received.

**Equity Securities.** Our equity securities in portfolio companies for which there is no liquid public market are valued at fair value based on the enterprise value of the portfolio company, which is determined using various factors, including cash flow from operations of the portfolio company and other pertinent factors, such as recent offers to purchase a portfolio company, recent transactions involving the purchase or sale of the portfolio company's equity securities, liquidation events, or other events. The determined equity values are generally discounted to account for restrictions on resale or minority ownership positions.

The value of our equity securities in public companies for which market quotations are readily available is based on the closing public market price on the balance sheet date. Securities that carry certain restrictions on sale are typically valued at a discount from the public market value of the security.

Dividend income on preferred equity securities is recorded as dividend income on an accrual basis to the extent that such amounts are expected to be collected and to the extent that we have the option to receive the dividend in cash. Dividend income on common equity securities is recorded on the record date for private companies or on the ex-dividend date for publicly traded companies.

**Collateralized Debt Obligations ( CDO ) and Collateralized Loan Obligations ( CLO ).** CDO and CLO bonds and preferred shares/ income notes ( CDO/CLO Assets ) are carried at fair value, which is based on a discounted cash flow model that utilizes prepayment and loss assumptions based on historical experience and projected performance, economic factors, the characteristics of the underlying cash flow, and comparable yields for similar bonds and preferred shares/income notes, when available. We recognize unrealized appreciation or depreciation on our CDO/CLO Assets as comparable yields in the market change and/or based on changes in estimated cash flows resulting from changes in prepayment or loss assumptions in the underlying collateral pool. We determine the fair value of our CDO/CLO Assets on an individual security-by-security basis.

We recognize income from the amortization of original issue discount using the effective interest method using the anticipated yield over the projected life of the investment. Yields are revised when there are changes in actual and estimated prepayment speeds or actual and estimated credit losses. Changes in estimated yield are recognized as an adjustment to the estimated yield over the remaining life of the CDO/ CLO Assets from the date the estimated yield was changed.

**Net Realized Gains or Losses and Net Change in Unrealized Appreciation or Depreciation.** Realized gains or losses are measured by the difference between the net proceeds from the repayment or sale and the cost basis of the investment without regard to unrealized appreciation or depreciation previously recognized, and include investments charged off during the year, net of recoveries. Net change in unrealized appreciation or depreciation primarily 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. Net change in unrealized appreciation or depreciation also reflects the change in the value of U.S. Treasury bills and deposits of proceeds from sales of borrowed Treasury securities, and depreciation on accrued interest and dividends receivable and other assets where collection is doubtful.

**Fee Income.** Fee income includes fees for loan prepayment premiums, guarantees, commitments, and services rendered by us to portfolio companies and other third parties such as diligence, structuring, transaction services, management and consulting services, and other services. Loan prepayment premiums are recognized at the time of prepayment. Guaranty and commitment fees are generally recognized as income over the related period of the guaranty or commitment, respectively. Diligence, structuring, and transaction services fees are generally recognized as income when services are rendered or when the related transactions are completed. Management, consulting and other services fees are generally recognized as income as the services are rendered.

#### **Federal and State Income Taxes and Excise Tax**

We intend to comply with the requirements of the Internal Revenue Code ( Code ) that are applicable to regulated investment companies ( RIC ) and real estate investment trusts ( REIT ). We and any of our subsidiaries that qualify as a RIC or a REIT intend to distribute or retain through a deemed distribution all of our annual taxable income to shareholders; therefore, we have made no provision for income taxes for these entities. Income taxes for AC Corp are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases as well as operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

If we do not distribute at least 98% of our annual taxable income in the year earned, we will generally be required to pay an excise tax equal to 4% of the amount by which 98% of our annual taxable income exceeds the distributions from such taxable income for the year. To the extent that we determine that our estimated current year annual taxable income will be in excess of estimated current year dividend distributions from such taxable income, we accrue excise taxes, if any, on estimated excess taxable income as taxable income is earned

using an annual effective excise tax rate. The annual effective excise tax rate is determined by dividing the estimated annual excise tax by the estimated annual taxable income.

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

There has been no material change in quantitative or qualitative disclosures about market risk since December 31, 2005.

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

(a) As of the end of the period covered by this quarterly report on Form 10-Q, the Company's chief executive officer and chief financial officer conducted an evaluation of the Company's disclosure controls and procedures (as defined in Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934). Based upon this evaluation, the Company's chief executive officer and chief financial officer concluded that the Company's disclosure controls and procedures are effective to allow timely decisions regarding required disclosure of any material information relating to the Company that is required to be disclosed by the Company in the reports it files or submits under the Securities Exchange Act of 1934.

(b) There have been no changes in the Company's internal control over financial reporting that occurred during the quarter ended September 30, 2006, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II. OTHER INFORMATION**

**Item 1. *Legal Proceedings***

On June 23, 2004, we were notified by the SEC that they are conducting an informal investigation of us. On December 22, 2004, we received letters from the U.S. Attorney for the District of Columbia requesting the preservation and production of information regarding us and Business Loan Express, LLC in connection with a criminal investigation. Based on the information available to us at this time, the inquiries appear to primarily pertain to matters related to portfolio valuation and our portfolio company, Business Loan Express, LLC. To date, we have produced materials in response to requests from both the SEC and the U.S. Attorney's office, and a director and certain current and former employees have provided testimony and have been interviewed by the staff of the SEC and, in some cases, the U.S. Attorney's Office. We are voluntarily cooperating with these investigations.

In addition to the above matters, we are party to certain lawsuits in the normal course of business.

While the outcome of these legal proceedings and other matters cannot at this time be predicted with certainty, we do not expect that the outcome of these matters will have a material effect upon our financial condition or results of operations.

**Item 1A. Risk Factors**

*Investing in Allied Capital involves a number of significant risks relating to our business and investment objective. As a result, there can be no assurance that we will achieve our investment objective.*

**Our portfolio of investments is illiquid.** We generally acquire our investments directly from the issuer in privately negotiated transactions. The majority of the investments in our portfolio are subject to certain restrictions on resale or otherwise have no established trading market. We typically exit our investments when the portfolio company has a liquidity event such as a sale, recapitalization, or initial public offering of the company. The illiquidity of our investments may adversely affect our ability to dispose of debt and equity securities at times when we may need to or when it may be otherwise advantageous for us to liquidate such investments. In addition, if we were forced to immediately liquidate some or all of the investments in the portfolio, the proceeds of such liquidation could be significantly less than the current value of such investments.

**Investing in private companies involves a high degree of risk.** Our portfolio primarily consists of long-term loans to and investments in middle market private companies. Investments in private businesses involve a high degree of business and financial risk, which can result in substantial losses for us in those investments and accordingly should be considered speculative. There is generally no publicly available information about the companies in which we invest, and we rely significantly on the diligence of our employees and agents to obtain information in connection with our investment decisions. If we are unable to identify all material information about these companies, among other factors, we may fail to receive the expected return on our investment or lose some or all of the money invested in these companies. In addition, these businesses may have shorter operating histories, narrower product lines, smaller market shares and less experienced management than their competition and may be more vulnerable to customer preferences, market conditions, loss of key personnel, or economic downturns, which may adversely affect the return on, or the recovery of, our investment in such businesses. As an investor, we are subject to the risk that a portfolio company may make a business decision that does not serve our interest, which could decrease the value of our investment. Deterioration in a portfolio company's financial condition and prospects may be accompanied by deterioration in any collateral for the loan.

**Substantially all of our portfolio investments are recorded at fair value as determined in good faith by our Board of Directors and, as a result, there is uncertainty regarding the value of our portfolio investments.** At September 30, 2006, portfolio investments recorded at fair value were 90% of our total assets. Pursuant to the requirements of the 1940 Act, we value substantially all of our investments at fair value as determined in good faith by our Board of Directors on a quarterly basis. Since there is typically no readily available market value for the investments in our portfolio, our Board of Directors determines in good faith the fair value of these investments pursuant to a valuation policy and a consistently applied valuation process.

There is no single standard for determining fair value in good faith. As a result, determining fair value requires that judgment be applied to the specific facts and circumstances of each portfolio investment while employing a consistently applied valuation process for the types of investments we make. Unlike banks, we are not permitted to provide a general reserve for anticipated loan losses; we are instead required by the 1940 Act to specifically value each individual investment on a quarterly basis and record

unrealized depreciation for an investment that we believe has become impaired, including where collection of a loan or realization of an equity security is doubtful, or when the enterprise value of the portfolio company does not currently support the cost of our debt or equity investment. Enterprise value means the entire value of the company to a potential buyer, including the sum of the values of debt and equity securities used to capitalize the enterprise at a point in time. We will record unrealized appreciation if we believe that the underlying portfolio company has appreciated in value and/or our equity security has appreciated in value. Without a readily available market value and because of the inherent uncertainty of valuation, the fair value of our investments determined in good faith by the Board of Directors may differ significantly from the values that would have been used had a ready market existed for the investments, and the differences could be material. Our net asset value could be affected if our determination of the fair value of our investments is materially different than the value that we ultimately realize.

We adjust quarterly the valuation of our portfolio to reflect the Board of Directors' determination of the fair value of each investment in our portfolio. Any changes in fair value are recorded in our statement of operations as net change in unrealized appreciation or depreciation.

**Economic recessions or downturns could impair our portfolio companies and harm our operating results.**

Many of the companies in which we have made or will make investments may be susceptible to economic slowdowns or recessions. An economic slowdown may affect the ability of a company to repay our loans or engage in a liquidity event such as a sale, recapitalization, or initial public offering. Our nonperforming assets are likely to increase and the value of our portfolio is likely to decrease during these periods. Adverse economic conditions also may decrease the value of any collateral securing some of our loans. These conditions could lead to financial losses in our portfolio and a decrease in our revenues, net income, and assets.

Our business of making private equity investments and positioning them for liquidity events also may be affected by current and future market conditions. The absence of an active senior lending environment or a slowdown in middle market merger and acquisition activity may slow the amount of private equity investment activity generally. As a result, the pace of our investment activity may slow. In addition, significant changes in the capital markets could have an effect on the valuations of private companies and on the potential for liquidity events involving such companies. This could affect the timing of exit events in our portfolio and could negatively affect the amount of gains or losses upon exit.

**Our borrowers may default on their payments, which may have a negative effect on our financial performance.** We primarily make long-term unsecured, subordinated loans and invest in equity securities, which may involve a higher degree of repayment risk. We primarily invest in companies that may have limited financial resources, may be highly leveraged and may be unable to obtain financing from traditional sources. Numerous factors may affect a borrower's ability to repay its loan, including the failure to meet its business plan, a downturn in its industry, or negative economic conditions. A portfolio company's failure to satisfy financial or operating covenants imposed by us or other lenders could lead to defaults and, potentially, termination of its loans or foreclosure on its secured assets, which could trigger cross defaults under other agreements and jeopardize our portfolio company's ability to meet its obligations under the loans or debt securities that we hold. In addition, our portfolio companies may have, or may be permitted to incur, other debt that ranks senior to or equally with our securities. This means that payments on such senior-ranking securities may have to be made before we receive any payments on

our loans or debt securities. Deterioration in a borrower's financial condition and prospects may be accompanied by deterioration in any related collateral and may have a negative effect on our financial results.

**Our private finance investments may not produce current returns or capital gains.** Our private finance investments are typically structured as unsecured debt securities with a relatively high fixed rate of interest and with equity features such as conversion rights, warrants, or options, or as buyouts of companies where we invest in debt and equity securities. As a result, our private finance investments are generally structured to generate interest income from the time they are made and may also produce a realized gain from an accompanying equity feature. We cannot be sure that our portfolio will generate a current return or capital gains.

**Our financial results could be negatively affected if a significant portfolio investment fails to perform as expected.** Our total investment in companies may be significant individually or in the aggregate. As a result, if a significant investment in one or more companies fails to perform as expected, our financial results could be more negatively affected and the magnitude of the loss could be more significant than if we had made smaller investments in more companies. At September 30, 2006, our largest investment at value was in Business Loan Express, LLC (BLX), which represented 6.2% of our total assets and 5.4% of our total interest and related portfolio income for the nine months ended September 30, 2006. BLX is a lender under the Small Business Administration (SBA) 7(a) Guaranteed Loan Program and, as a result, is subject to certain risks associated with changes in government funding, ongoing audits, inspections and investigations, and changes in SBA regulations.

**We borrow money, which magnifies the potential for gain or loss on amounts invested and may increase the risk of investing in us.** Borrowings, also known as leverage, magnify the potential for gain or loss on amounts invested and, therefore, increase the risks associated with investing in our securities. We borrow from and issue senior debt securities to banks, insurance companies, and other lenders or investors. Holders of these senior securities have fixed dollar claims on our consolidated assets that are superior to the claims of our common shareholders. If the value of our consolidated assets increases, then leveraging would cause the net asset value attributable to our common stock to increase more sharply than it would have had we not leveraged. Conversely, if the value of our consolidated assets decreases, leveraging would cause net asset value to decline more sharply than it otherwise would have had we not leveraged. Similarly, any increase in our consolidated income in excess of consolidated interest payable on the borrowed funds would cause our net income to increase more than it would without the leverage, while any decrease in our consolidated income would cause net income to decline more sharply than it would have had we not borrowed. Such a decline could negatively affect our ability to make common stock dividend payments. Leverage is generally considered a speculative investment technique. We and, indirectly, our stockholders will bear the cost associated with our leverage activity. Our revolving line of credit, notes payable and debentures contain financial and operating covenants that could restrict our business activities, including our ability to declare dividends if we default under certain provisions.

At September 30, 2006, we had \$1.6 billion of outstanding indebtedness bearing a weighted average annual interest cost of 6.6%. If our portfolio of investments fails to produce adequate returns, we may be unable to make interest or principal payments on our indebtedness when they are due. In order for us to cover annual interest payments on

indebtedness, we must achieve annual returns on our assets of at least 2.3% as of September 30, 2006.

**We may not borrow money unless we maintain asset coverage for indebtedness of at least 200%, which may affect returns to shareholders.** We must maintain asset coverage for total borrowings of at least 200%. Our ability to achieve our investment objective may depend in part on our continued ability to maintain a leveraged capital structure by borrowing from banks, insurance companies or other lenders or investors on favorable terms. There can be no assurance that we will be able to maintain such leverage. If asset coverage declines to less than 200%, we may be required to sell a portion of our investments when it is disadvantageous to do so. As of September 30, 2006, our asset coverage for senior indebtedness was 278%.

**Changes in interest rates may affect our cost of capital and net investment income.** Because we borrow money to make investments, our net investment income is dependent upon the difference between the rate at which we borrow funds and the rate at which we invest these funds. As a result, there can be no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income. In periods of rising interest rates, our cost of funds would increase, which would reduce our net investment income. We use a combination of long-term and short-term borrowings and equity capital to finance our investing activities. We utilize our revolving line of credit as a means to bridge to long-term financing. Our long-term fixed-rate investments are financed primarily with long-term fixed-rate debt and equity. We may use interest rate risk management techniques in an effort to limit our exposure to interest rate fluctuations. Such techniques may include various interest rate hedging activities to the extent permitted by the 1940 Act. We have analyzed the potential impact of changes in interest rates on interest income net of interest expense.

Assuming that the balance sheet as of September 30, 2006, were to remain constant and no actions were taken to alter the existing interest rate sensitivity, a hypothetical immediate 1% change in interest rates would have affected net income by approximately 1% over a one year horizon. Although management believes that this measure is indicative of our sensitivity to interest rate changes, it does not adjust for potential changes in credit quality, size and composition of the assets on the balance sheet and other business developments that could affect net increase in net assets resulting from operations, or net income. Accordingly, no assurances can be given that actual results would not differ materially from the potential outcome simulated by this estimate.

**We will continue to need additional capital to grow because we must distribute our income.** We will continue to need capital to fund growth in our investments. Historically, we have borrowed from financial institutions and have issued equity securities to grow our portfolio. A reduction in the availability of new debt or equity capital could limit our ability to grow. We must distribute at least 90% of our taxable ordinary income, which excludes realized net long-term capital gains, to our shareholders to maintain our eligibility for the tax benefits available to regulated investment companies. As a result, such earnings will not be available to fund investment originations. In addition, as a business development company, we are generally required to maintain a ratio of at least 200% of total assets to total borrowings, which may restrict our ability to borrow in certain circumstances. We expect to continue to borrow from financial institutions or other investors and issue additional debt and equity securities. If we fail to obtain funds from such sources or from other sources to fund our investments, it could limit our ability to grow, which could have a material adverse effect on the value of our common stock.



**Loss of regulated investment company tax treatment would substantially reduce net assets and income available for debt service and dividends.** We have operated so as to qualify as a regulated investment company under Subchapter M of the Code. If we meet source of income, asset diversification, and distribution requirements, we will not be subject to corporate-level income taxation on income we timely distribute to our stockholders as dividends. We would cease to qualify for such tax treatment if we were unable to comply with these requirements. In addition, we may have difficulty meeting the requirement to make distributions to our shareholders because in certain cases we may recognize income before or without receiving cash representing such income. If we fail to qualify as a regulated investment company, we will have to pay corporate-level taxes on all of our income whether or not we distribute it, which would substantially reduce the amount of income available for debt service and distributions to our stockholders. Even if we qualify as a regulated investment company, we generally will be subject to a corporate-level income tax on the income we do not distribute. If we do not distribute at least 98% of our annual taxable income in the year earned, we generally will be required to pay an excise tax on amounts carried over and distributed to shareholders in the next year equal to 4% of the amount by which 98% of our annual taxable income exceeds the distributions from such income for the current year.

**There is a risk that our common stockholders may not receive dividends or distributions.** We intend to make distributions on a quarterly basis to our stockholders. We may not be able to achieve operating results that will allow us to make distributions at a specific level or to increase the amount of these distributions from time to time. In addition, due to the asset coverage test applicable to us as a business development company, we may be limited in our ability to make distributions. Also, certain of our credit facilities limit our ability to declare dividends if we default under certain provisions. If we do not distribute a certain percentage of our income annually, we will suffer adverse tax consequences, including possible loss of the tax benefits available to us as a regulated investment company. 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 contractual payment-in-kind 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 discount. The increases in loan balances as a result of contractual payment-in-kind arrangements are included in income in advance of receiving cash payment and are separately included in the change in accrued or reinvested interest and dividends in our consolidated statement of cash flows. 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 regulated investment company.

**We operate in a competitive market for investment opportunities.** We compete for investments with a large number of private equity funds and mezzanine funds, other business development companies, investment banks, other equity and non-equity based investment funds, and other sources of financing, including specialty finance companies and traditional financial services companies such as commercial banks. Some of our competitors may have greater resources than we do. Increased competition would make it more difficult for us to purchase or originate investments at attractive prices. As a result of this competition, sometimes we may be precluded from making otherwise attractive investments.

**Our business depends on our key personnel.** We depend on the continued services of our executive officers and other key management personnel. If we were to lose any of these officers or other management personnel, such a loss could result in inefficiencies in our operations and lost business opportunities, which could have a negative effect on our business.

**Changes in the law or regulations that govern us could have a material impact on us or our operations.** We are regulated by the SEC. In addition, changes in the laws or regulations that govern business development companies, regulated investment companies, and real estate investment trusts may significantly affect our business. Any change in the law or regulations that govern our business could have a material impact on us or our operations. Laws and regulations may be changed from time to time, and the interpretations of the relevant laws and regulations also are subject to change, which may have a material effect on our operations.

**Results may fluctuate and may not be indicative of future performance.** Our operating results may fluctuate and, therefore, you should not rely on current or historical period results to be indicative of our performance in future reporting periods. Factors that could cause operating results to fluctuate include, but are not limited to, variations in the investment origination volume and fee income earned, variation in timing of prepayments, variations in and the timing of the recognition of net realized gains or losses and changes in unrealized appreciation or depreciation, the level of our expenses, the degree to which we encounter competition in our markets, and general economic conditions.

**Our common stock price may be volatile.** The trading price of our common stock may fluctuate substantially. The price of the common stock may be higher or lower than the price paid by stockholders, depending on many factors, some of which are beyond our control and may not be directly related to our operating performance. These factors include, but are not limited to, the following:

price and volume fluctuations in the overall stock market from time to time;

significant volatility in the market price and trading volume of securities of business development companies or other financial services companies;

volatility resulting from trading in derivative securities related to our common stock including puts, calls, long-term equity anticipation securities, or LEAPs, or short trading positions;

changes in laws or regulatory policies or tax guidelines with respect to business development companies or regulated investment companies;

actual or anticipated changes in our earnings or fluctuations in our operating results or changes in the expectations of securities analysts;

general economic conditions and trends;

loss of a major funding source; or

departures of key personnel.

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

During the three months ended September 30, 2006, we issued a total of 125,988 shares of common stock under our dividend reinvestment plan pursuant to an exemption from the registration requirements of the Securities Act of 1933. The aggregate offering price for the shares of common stock sold under the dividend reinvestment plan was approximately \$3.9 million.

**Issuer Purchases of Equity Securities**

The following table provides information for the quarter ended September 30, 2006, regarding shares of our common stock that were purchased under The 2005 Allied Capital Corporation Non-Qualified Deferred Compensation Plan I (2005 DCP I) and The 2005 Allied Capital Corporation Non-Qualified Deferred Compensation Plan II (2005 DCP II), which are administered by third-party trustees. The administrator of the 2005 DCP I and the 2005 DCP II is the Compensation Committee of our Board of Directors.

	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid Per Share</b>
<b>2005 DCP I<sup>(1)</sup></b>		
7/1/2006 to 7/31/2006	84	\$ 28.99
8/1/2006 to 8/31/2006		\$
9/1/2006 to 9/30/2006		\$
<b>2005 DCP II<sup>(2)</sup></b>		
7/1/2006 to 7/31/2006	16,454	\$ 28.99
8/1/2006 to 8/31/2006		\$
9/1/2006 to 9/30/2006	68,075	\$ 30.82
<b>Total</b>	<b>84,613</b>	<b>\$ 30.46</b>

(1) The 2005 DCP I is an unfunded plan, as defined by the Internal Revenue Code of 1986, that provides for the deferral of compensation by our directors, employees, and consultants. In addition, we may make contributions to 2005 DCP I on compensation deemed ineligible for a 401(k) contribution. Our directors, employees, or consultants are eligible to participate in the plan at such time and for such period as designated by the Board of Directors. The 2005 DCP I is administered through a trust by a third-party trustee, and we fund this plan through cash contributions. Directors may choose to defer director's fees through the 2005 DCP I, and may choose to invest such deferred income in shares of our common stock. To the extent a director elects to invest in our common stock, the trustee of the 2005 DCP I will be required to use such deferred director's fees to purchase shares of our common stock in the market.

(2) We have established a long-term incentive compensation program whereby we will generally determine an individual performance award for certain officers annually at the beginning of each year. The Compensation Committee may adjust the individual performance awards as needed, or make new awards as new officers are hired. In conjunction with the program, we instituted the 2005 DCP II, which is an unfunded plan as defined by the Internal Revenue Code of 1986 that is administered through a trust by a third-party trustee. The individual performance awards are deposited in the trust in four equal installments, generally on a quarterly basis in the form of cash and the 2005 DCP II requires the trustee to use the cash exclusively to purchase shares of our common stock in the market. In addition, cash dividends received on the Allied Capital shares held in the trust are used by the trustee to purchase shares of our common stock in the open market.

**Item 3. *Defaults Upon Senior Securities***

Not applicable.

**Item 4. Submission of Matters to a Vote of Security Holders**

None.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

(a) List of Exhibits

Exhibit Number	Description
3.1	Restated Articles of Incorporation. <i>(Incorporated by reference to Exhibit a.1 filed with Allied Capital's Post-Effective Amendment No. 2 to registration statement on Form N-2 (File No. 333-67336) filed on March 22, 2002).</i>
3.2	Amended and Restated Bylaws. <i>(Incorporated by reference to Exhibit 3.1. filed with Allied Capital's Form 8-K on January 24, 2006).</i>
4.1	Specimen Certificate of Allied Capital's Common Stock, par value \$0.0001 per share. <i>(Incorporated by reference to Exhibit d. filed with Allied Capital's registration statement on Form N-2 (File No. 333-51899) filed on May 6, 1998).</i>
4.3	Form of Note under the Indenture relating to the issuance of debt securities. <i>(Contained in Exhibit 4.4). (Incorporated by reference to Exhibit d.1 filed with Allied Capital's Form N-2/A (File No. 333-133755) filed on June 21, 2006).</i>
4.4	Indenture by and between Allied Capital Corporation and The Bank of New York, dated June 16, 2006. <i>(Incorporated by reference to Exhibit d.2 filed with Allied Capital's Form N-2/A (File No. 333-133755) filed on June 21, 2006).</i>
4.5	Statement of Eligibility of Trustee on Form T-1. <i>(Incorporated by reference to Exhibit d.3 filed with Allied Capital's Form N-2 (File No. 333-133755) filed on May 3, 2006).</i>
4.6	Form of First Supplemental Indenture by and between Allied Capital Corporation and the Bank of New York, dated as of July 25, 2006. <i>(Incorporated by reference to Exhibit d.4 filed with Allied Capital's Form N-2/A (File No. 333-133755) filed on July 25, 2006).</i>
4.7	Form of 6.625% Note due 2011. <i>(Incorporated by reference to Exhibit d.4 filed with Allied Capital's Form N-2/A (File No. 333-133755) filed on July 25, 2006).</i>
10.1	Dividend Reinvestment Plan, as amended. <i>(Incorporated by reference to Exhibit e. filed with Allied Capital's registration statement on Form N-2 (File No. 333-87862) filed on May 8, 2002).</i>
10.2	Credit Agreement, dated September 30, 2005. <i>(Incorporated by reference to Exhibit 10.1 filed with Allied Capital's Form 8-K on October 3, 2005).</i>
10.2(a)	First Amendment to Credit Agreement, dated November 4, 2005. <i>(Incorporated by reference to Exhibit 10.2(a) filed with Allied Capital's Form 10-Q for the period ended September 30, 2005).</i>
10.2(b)	Second Amendment to Credit Agreement, dated May 11, 2006. <i>(Incorporated by reference to Exhibit 10.1 filed with Allied Capital's Form 8-K filed on May 12, 2006).</i>

Exhibit Number	Description
10.2(c)	Third Amendment to Credit Agreement, dated May 19, 2006. <i>(Incorporated by reference to Exhibit 10.1 filed with Allied Capital's Form 8-K filed on May 23, 2006).</i>
10.3	Note Agreement, dated October 13, 2005. <i>(Incorporated by reference to Exhibit 10.1 filed with Allied Capital's Form 8-K on October 14, 2005).</i>
10.4	Note Agreement, dated May 1, 2006. <i>(Incorporated by reference to Exhibit 10.1 filed with Allied Capital's Form 8-K on May 1, 2006).</i>
10.13	Note Agreement, dated as of October 15, 2001. <i>(Incorporated by reference to Exhibit f.10 filed with Allied Capital's Post-Effective Amendment No. 1 to registration statement on Form N-2 (File No. 333-67336) filed on November 14, 2001).</i>
10.15	Control Investor Guaranty Agreement, dated as of March 17, 2006, between Allied Capital and CitiBank, N.A. and Business Loan Express, LLC. <i>(Incorporated by reference to Exhibit 10.1 filed with Allied Capital's Post-Effective Amendment No. 3 to registration statement on Form 8-K filed on March 23, 2006).</i>
10.17	The 2005 Allied Capital Corporation Non-Qualified Deferred Compensation Plan II. <i>(Incorporated by reference to Exhibit 10.2 filed with Allied Capital's Form 8-K filed on December 21, 2005).</i>
10.17(a)	Amendment to The 2005 Allied Capital Corporation Non-Qualified Deferred Compensation Plan II, dated January 20, 2006. <i>(Incorporated by reference to Exhibit 10.17(a) filed with Allied Capital's Form 10-K for the year ended December 31, 2005).</i>
10.18	The 2005 Allied Capital Corporation Non-Qualified Deferred Compensation Plan. <i>(Incorporated by reference to Exhibit 10.1 filed with Allied Capital's Form 8-K filed on December 21, 2005).</i>
10.18(a)	Amendment to The 2005 Allied Capital Corporation Non-Qualified Deferred Compensation Plan, dated January 20, 2006. <i>(Incorporated by reference to Exhibit 10.18(a) filed with Allied Capital's Form 10-K for the year ended December 31, 2005).</i>
10.19	Amended Stock Option Plan. <i>(Incorporated by reference to Exhibit B of Allied Capital's definitive proxy statement for Allied Capital's 2004 Annual Meeting of Stockholders filed on March 30, 2004).</i>
10.20(a)	Allied Capital Corporation 401(k) Plan, dated September 1, 1999. <i>(Incorporated by reference to Exhibit 4.4 filed with Allied Capital's registration statement on Form S-8 (File No. 333-88681) filed on October 8, 1999).</i>
10.20(b)	Amendment to Allied Capital Corporation 401(k) Plan, dated April 15, 2004. <i>(Incorporated by reference to Exhibit 10.20(b) filed with Allied Capital's Form 10-Q for the period ended June 30, 2004).</i>
10.20(c)	Amendment to Allied Capital Corporation 401(k) plan, dated November 1, 2005. <i>(Incorporated by reference to Exhibit 10.20(c) filed with Allied Capital's Form 10-Q for the quarter ended September 30, 2005).</i>
10.20(d)	Amendment to Allied Capital Corporation 401(k) plan, dated April 21, 2006. <i>(Incorporated by reference to Exhibit i.4(c) filed with Allied Capital's Form N-2 (File No. 333-133755) filed on May 3, 2006).</i>
10.21	Employment Agreement, dated January 1, 2004, between Allied Capital and William L. Walton. <i>(Incorporated by reference to Exhibit 10.21 filed with Allied Capital's Form 10-K for the year ended December 31, 2003).</i>



Exhibit Number	Description
10.22	Employment Agreement, dated January 1, 2004, between Allied Capital and Joan M. Sweeney. <i>(Incorporated by reference to Exhibit 10.22 filed with Allied Capital's Form 10-K for the year ended December 31, 2003).</i>
10.23	Rescission of Retention Agreement, dated October 27, 2005, between Allied Capital and John M. Scheurer. <i>(Incorporated by reference to Exhibit 10.1 filed with Allied Capital's current report on Form 8-K filed on November 1, 2005).</i>
10.25	Form of Custody Agreement with Riggs Bank N.A., which was assumed by PNC Bank through merger. <i>(Incorporated by reference to Exhibit j.1 filed with Allied Capital's registration statement on Form N-2 (File No. 333-51899) filed on May 6, 1998).</i>
10.26	Custodian Agreement with Chevy Chase Trust. <i>(Incorporated by reference to Exhibit 10.26 filed with Allied Capital's Form 10-K for the year ended December 31, 2005).</i>
10.27	Custodian Agreement with Bank of America. <i>(Incorporated by reference to Exhibit 10.27 filed with Allied Capital's Form 10-K for the year ended December 31, 2005).</i>
10.28	Code of Ethics. <i>(Incorporated by reference to Exhibit 10.28 filed with Allied Capital's Form 10-K for the year ended December 31, 2005).</i>
10.29	Custodian Agreement with Union Bank of California. <i>(Incorporated by reference to Exhibit 10.29 filed with Allied Capital's Form 10-Q for the quarter ended June 30, 2006).</i>
10.30	Custodian Agreement with M&T Bank. <i>(Incorporated by reference to Exhibit 10.30 filed with Allied Capital's Form 10-Q for the quarter ended June 30, 2006).</i>
10.31	Note Agreement, dated as of May 14, 2003. <i>(Incorporated by reference to Exhibit 10.31 filed with Allied Capital's Form 10-Q for the quarter ended March 31, 2003).</i>
10.36	Amendment, dated as of April 30, 2003, to Note Agreement, dated as of October 15, 2001. <i>(Incorporated by reference to Exhibit 10.36 filed with Allied Capital's Form 10-Q for the period ended March 31, 2003).</i>
10.37	Form of Indemnification Agreement between Allied Capital and its directors and certain officers. <i>(Incorporated by reference to Exhibit 10.37 filed with Allied Capital's Form 10-K for the year ended December 31, 2003).</i>
10.38	Note Agreement, dated as of March 25, 2004. <i>(Incorporated by reference to Exhibit 10.38 filed with Allied Capital's Form 10-Q for the period ended March 31, 2004.)</i>
10.39	Note Agreement, dated as of November 15, 2004. <i>(Incorporated by reference to Exhibit 99.1 filed with Allied Capital's current report on Form 8-K filed on November 18, 2004.)</i>
10.40	Real Estate Securities Purchase Agreement. <i>(Incorporated by reference to Exhibit 2.1 filed with Allied Capital's Form 8-K filed on May 4, 2005.)</i>
10.41	Platform Assets Purchase Agreement. <i>(Incorporated by reference to Exhibit 2.2 filed with Allied Capital's Form 8-K filed on May 4, 2005.)</i>
10.42	Transition Services Agreement. <i>(Incorporated by reference to Exhibit 10.1 filed with Allied Capital's Form 8-K filed on May 4, 2005.)</i>
11	Statement regarding computation of per share earnings is included in Note 7 to Allied Capital's Notes to the Consolidated Financial Statements.
15.*	Letter regarding Unaudited Interim Financial Information



**Exhibit  
Number**

**Description**

- |       |   |
|-------|---|
| 31.1* | Certification of Chief Executive Officer Pursuant to Rule 13a-14 of the Securities Exchange Act of 1934.                    |
| 31.2* | Certification of Chief Financial Officer Pursuant Rule 13a-14 of the Securities Exchange Act of 1934.                       |
| 32.1* | Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350. |
| 32.2* | Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350. |

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunder duly authorized.

ALLIED CAPITAL CORPORATION  
(Registrant)

Dated: November 8, 2006

/s/ William L. Walton

William L. Walton  
Chairman and Chief Executive Officer

/s/ Penni F. Roll

Penni F. Roll  
Chief Financial Officer

**EXHIBIT INDEX**

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\* Filed herewith.