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Form APP WD  
August 24, 2011

**STEVEN B. BOEHM**

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August 24, 2011

**VIA EDGAR**

Dalia Blass, Branch Chief

United States Securities and Exchange Commission

100 F Street, NE

Washington, DC 20549

**Re:** Withdrawal of Exemptive Application for Main Street  
Capital Corp.  
File No. 812-13856

Dear Ms. Blass:

On behalf of Main Street Capital Corporation (the Applicant ), we hereby request the withdrawal of the exemptive application (File No. 812-13856) (the Application ) filed by the Applicant on December 30, 2010. The Application requested an order authorizing certain transactions that otherwise might have been prohibited by Section 12(d)(3) of the Investment Company Act of 1940, as amended. Applicant has chosen not to seek this exemptive relief at this time.

If you have any questions, please call me at (202) 383-0176, or call Sylvia N. Harris at 202-383-0799. Thank you for your attention to this matter.

Sincerely,

/s/ Steven B. Boehm

Steven B. Boehm

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SBB/snh

cc: Mr. Jason Beauvais, Main Street Capital Corporation

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