

TCP Capital Corp.
Form 10-Q
May 10, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

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

For the Quarter Ended March 31, 2016

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

Commission File Number: 814-00899

TCP CAPITAL CORP.
(Exact Name of Registrant as Specified in Charter)

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

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

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

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, par value \$0.001 per share NASDAQ Global Select Market
(Title of each class) (Name of each exchange where registered)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days: Yes No

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

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

Large accelerated filer Accelerated filer

Edgar Filing: TCP Capital Corp. - Form 10-Q

Non-accelerated filer Smaller Reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The number of shares of the Registrant's common stock, \$0.001 par value, outstanding as of May 10, 2016 was 48,693,992.

TCP CAPITAL CORP.

FORM 10-Q FOR THE THREE MONTHS ENDED MARCH 31, 2016

TABLE OF CONTENTS

Part I. Financial Information

Item 1. Financial Statements

<u>Consolidated Statements of Assets and Liabilities as of March 31, 2016 (unaudited) and December 31, 2015</u>	2
<u>Consolidated Schedule of Investments as of March 31, 2016 (unaudited) and December 31, 2015</u>	3
<u>Consolidated Statements of Operations for the three months ended March 31, 2016 (unaudited) and March 31, 2015 (unaudited)</u>	13
<u>Consolidated Statements of Changes in Net Assets for the three months ended March 31, 2016 (unaudited) and year ended December 31, 2015</u>	14
<u>Consolidated Statements of Cash Flows for the three months ended March 31, 2016 (unaudited) and March 31, 2015 (unaudited)</u>	15
<u>Notes to Consolidated Financial Statements (unaudited)</u>	16
<u>Consolidated Schedule of Changes in Investments in Affiliates for the three months ended March 31, 2016 (unaudited) and year ended December 31, 2015</u>	41
<u>Consolidated Schedule of Restricted Securities of Unaffiliated Issuers as of March 31, 2016 (unaudited) and December 31, 2015</u>	43
<u>Consolidating Statements of Assets and Liabilities as of March 31, 2016 (unaudited) and December 31, 2015</u>	45
<u>Consolidating Statements of Operations for the three months ended March 31, 2016 (unaudited) and March 31, 2015 (unaudited)</u>	47

Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	49
--	----

Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	62
---	----

Item 4. <u>Controls and Procedures</u>	62
--	----

Part II. Other Information

Item 1. <u>Legal Proceedings</u>	63
----------------------------------	----

Item 1A. <u>Risk Factors</u>	63
------------------------------	----

Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	63
--	----

Item 3. <u>Defaults upon Senior Securities</u>	63
--	----

Item 4. <u>Mine Safety Disclosures</u>	63
--	----

Item 5. <u>Other Information</u>	63
----------------------------------	----

Item 6. <u>Exhibits</u>	63
-------------------------	----

Edgar Filing: TCP Capital Corp. - Form 10-Q

Table of Contents

TCP Capital Corp.

Consolidated Statements of Assets and Liabilities

	March 31, 2016 (unaudited)	December 31, 2015
Assets		
Investments, at fair value:		
Companies less than 5% owned (cost of \$1,157,582,658 and \$1,123,682,687, respectively)	\$1,131,433,680	\$1,099,208,475
Companies 5% to 25% owned (cost of \$71,578,769 and \$68,862,518, respectively)	70,467,574	69,008,931
Companies more than 25% owned (cost of \$50,326,748 and \$39,162,221 respectively)	25,243,374	14,702,319
Total investments (cost of \$1,279,488,175 and \$1,231,707,426, respectively)	1,227,144,628	1,182,919,725
Cash and cash equivalents	22,691,133	35,629,435
Accrued interest income:		
Companies less than 5% owned	10,803,929	8,842,528
Companies 5% to 25% owned	1,011,550	741,306
Companies more than 25% owned	480,715	29,230
Deferred debt issuance costs	4,991,822	5,390,241
Unrealized appreciation on swaps	2,634,515	3,229,442
Options (cost of \$331,077 and \$51,750, respectively)	232,362	-
Prepaid expenses and other assets	1,234,615	2,331,044
Total assets	1,271,225,269	1,239,112,951
Liabilities		
Debt, net of unamortized issuance costs	539,595,306	498,205,471
Payable for investments purchased	5,285,571	6,425,414
Incentive allocation payable	4,574,076	5,207,606
Interest payable	4,151,389	2,911,257
Payable to the Advisor	682,970	508,334
Accrued expenses and other liabilities	2,875,299	3,877,852
Total liabilities	557,164,611	517,135,934
Commitments and contingencies (Note 5)		
Non-controlling interest		
General Partner interest in Special Value Continuation Partners, LP	-	-
Net assets applicable to common shareholders	\$714,060,658	\$721,977,017
Composition of net assets applicable to common shareholders		
Common stock, \$0.001 par value; 200,000,000 shares authorized, 48,694,292 and 48,834,734 shares issued and outstanding as of March 31, 2016 and December 31, 2015, respectively	\$48,694	\$48,834
Paid-in capital in excess of par	876,525,050	878,383,356
Accumulated net investment income	23,027,133	22,261,793
Accumulated net realized losses	(136,678,194)	(132,483,593)
Accumulated net unrealized depreciation	(48,862,025)	(46,233,373)

Edgar Filing: TCP Capital Corp. - Form 10-Q

Net assets applicable to common shareholders	\$ 714,060,658	\$ 721,977,017
Net assets per share	\$ 14.66	\$ 14.78

2

Table of Contents

TCP Capital Corp.

Consolidated Schedule of Investments (Unaudited)

March 31, 2016

Issuer	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value
<u>Debt</u>									
<u>Investments</u> ^(A)									
Accounting, Tax and Payroll Services EGS Holdings, Inc. (Expert Global Solutions)	Holdco PIK Notes	LIBOR (A)	3.00 %	10.00 %	13.00 %	10/3/2018	\$64,783	\$64,783	\$64,754
Expert Global Solutions, LLC	Second Lien Term Loan	LIBOR (Q)	1.50 %	11.00 %	12.50 %	10/3/2018	\$15,249,675	15,051,498	15,239,000
								15,116,281	15,303,754
Advertising, Public Relations Services Doubleplay III Limited (Exterior Media) (United Kingdom)	First Lien Facility A1 Term Loan	EURIBOR (Q)	1.25 %	5.75 %	7.00 %	3/18/2018	€12,249,157	16,015,147	13,659,550
InMobi, Inc. (Singapore)	First Lien Delayed Draw Tranche 1 Term Loan (1.25% Exit Fee)	LIBOR (M)	0.33 %	10.17 %	10.80 %	9/1/2018	\$15,000,000	14,606,937	14,658,000
InMobi, Inc. (Singapore)	First Lien Delayed Draw Tranche 1 Term Loan (1.25% Exit Fee)	LIBOR (M)	0.33 %	10.17 %	N/A	9/1/2018	\$-	-	-
InMobi, Inc. (Singapore)	First Lien Delayed Draw	LIBOR (M)	0.33 %	10.17 %	N/A	9/1/2018	\$-	-	-

Edgar Filing: TCP Capital Corp. - Form 10-Q

	Tranche 1 Term Loan (1.25% Exit Fee)								30,622,084	28,317,550
Air Transportation Aircraft Leased to Delta Air Lines, Inc.										
N913DL	Aircraft Secured Mortgage	Fixed	-	8.00	%	8.00	% 3/15/2017	\$90,314	90,314	91,195
N918DL	Aircraft Secured Mortgage	Fixed	-	8.00	%	8.00	% 8/15/2018	\$212,078	212,078	215,376
N954DL	Aircraft Secured Mortgage	Fixed	-	8.00	%	8.00	% 3/20/2019	\$312,265	312,265	317,288
N955DL	Aircraft Secured Mortgage	Fixed	-	8.00	%	8.00	% 6/20/2019	\$338,869	338,869	344,628
N956DL	Aircraft Secured Mortgage	Fixed	-	8.00	%	8.00	% 5/20/2019	\$334,628	334,628	340,255
N957DL	Aircraft Secured Mortgage	Fixed	-	8.00	%	8.00	% 6/20/2019	\$341,833	341,833	347,640
N959DL	Aircraft Secured Mortgage	Fixed	-	8.00	%	8.00	% 7/20/2019	\$348,975	348,975	354,960
N960DL	Aircraft Secured Mortgage	Fixed	-	8.00	%	8.00	% 10/20/2019	\$373,128	373,128	379,681
N961DL	Aircraft Secured Mortgage	Fixed	-	8.00	%	8.00	% 8/20/2019	\$362,070	362,070	368,332
N976DL	Aircraft Secured Mortgage	Fixed	-	8.00	%	8.00	% 2/15/2018	\$190,145	190,145	192,780
Aircraft Leased to United Airlines, Inc.										
N661UA	Aircraft Secured Mortgage	Fixed	-	12.00	%	12.00	% 5/4/2016	\$226,408	226,408	229,295
Cargojet Airways LTD. (Canada)	Aircraft Acquisition Loan A	LIBOR (M)	-	8.50	%	9.00	% 1/31/2023	\$13,994,102	13,739,602	13,908,738
Cargojet Airways LTD.	Aircraft Acquisition	LIBOR (M)	-	8.50	%	9.00	% 1/31/2023	\$14,317,957	14,040,160	14,223,458

Edgar Filing: TCP Capital Corp. - Form 10-Q

(Canada)	Loan A1										
Mesa Air Group, Inc.	Acquisition Delayed Draw Loan	LIBOR (M)	-	7.25 %	N/A	6/17/2019	\$-	-		359,738	
Mesa Air Group, Inc.	Acquisition Loan	LIBOR (M)	-	7.25 %	7.75 %	7/15/2022	\$15,522,081	15,266,476	15,933,416		
								46,176,951	47,606,780		
Apparel Manufacturing											
Broder Bros., Co.	First Lien Term Loan A (First Out)	LIBOR (Q)	1.25 %	5.75 %	7.00 %	6/3/2021	\$9,880,000	9,694,096	9,682,400		
Broder Bros., Co.	First Lien Term Loan B (Last Out)	LIBOR (Q)	1.25 %	12.25 %	13.50 %	6/3/2021	\$9,920,000	9,737,390	9,721,600		
JH Apparel Holdings, LLC	First Lien FILO Term Loan	LIBOR (M)	1.00 %	9.60 %	10.60 %	4/8/2019	\$3,431,102	3,410,355	3,430,416		
								22,841,841	22,834,416		
Business Support Services											
Enerwise Global Technologies, Inc.	Sr Secured Revolving Loan	LIBOR (Q)	0.23 %	8.52 %	8.75 %	11/30/2017	\$-	(60,846)	(9,375)		
Enerwise Global Technologies, Inc.	Sr Secured Term Loan (1.0% Exit Fee)	LIBOR (Q)	0.23 %	9.27 %	9.90 %	11/30/2019	\$17,062,500	16,851,192	17,041,172		
STG-Fairway Acquisitions, Inc. (First Advantage)	Second Lien Term Loan	LIBOR (Q)	1.00 %	9.25 %	10.25 %	6/30/2023	\$31,000,000	30,557,032	30,631,100		
								47,347,378	47,662,897		
Chemicals											
Anuvia Plant Nutrients Holdings, LLC	Sr Secured Term Loan (8.0 % Exit Fee)	LIBOR (M)	0.23 %	10.27 %	11.96 %	2/1/2018	\$11,131,431	11,479,236	11,533,832		
BioAmber, Inc.	Sr Secured Term Loan (8.0% Exit Fee)	LIBOR (M)	0.23 %	9.27 %	9.96 %	12/1/2017	\$9,195,542	9,502,449	9,803,827		
Green Biologics, Inc.	Sr Secured Delayed Draw Term Loan (10.0% Exit Fee)	Prime Rate	-	7.75 %	11.25 %	5/1/2018	\$15,000,000	15,064,708	15,388,500		
								36,046,393	36,726,159		

Edgar Filing: TCP Capital Corp. - Form 10-Q

Communications Equipment Manufacturing Globecomm Systems, Inc.	First Lien Term Loan	LIBOR (Q)	1.25 %	7.63 %	10.13 %	12/11/2018	\$ 14,591,960	14,446,040	14,030,899
Computer Equipment Manufacturing Silicon Graphics International Corp.	First Lien Term Loan	LIBOR (Q)	1.00 %	9.00 %	10.00 %	7/27/2018	\$ 17,133,845	16,902,683	17,262,349
Computer Systems Design and Related Services									
Dealersocket, Inc.	Senior Secured 1st Lien Term Loan	LIBOR (M)	1.00 %	10.00 %	11.00 %	2/10/2021	\$ 17,500,000	16,818,334	17,272,500
MSC Software Corporation	Second Lien Term Loan	LIBOR (M)	1.00 %	7.50 %	8.50 %	5/29/2021	\$ 6,993,035	6,942,215	6,014,011
OnX Enterprise Solutions, Ltd. (Canada)	First Lien Term Loan B	LIBOR (Q)	-	8.00 %	8.62 %	9/3/2018	\$ 2,331,800	2,331,800	2,313,729
OnX Enterprise Solutions, Ltd. (Canada)	First Lien Term Loan	LIBOR (Q)	-	7.00 %	7.62 %	9/3/2018	\$ 10,400,000	10,325,072	10,319,400
OnX USA, LLC	First Lien Term Loan B	LIBOR (Q)	-	8.00 %	8.62 %	9/3/2018	\$ 4,663,600	4,663,600	4,627,457
OnX USA, LLC	First Lien Term Loan	LIBOR (Q)	-	7.00 %	7.62 %	9/3/2018	\$ 5,200,000	5,166,205	5,159,700
Vistronix, LLC	First Lien Revolver	LIBOR (Q)	0.50 %	8.50 %	9.00 %	12/4/2018	\$ 570,996	567,311	570,996
Vistronix, LLC	First Lien Term Loan	LIBOR (M)	0.50 %	8.50 %	9.00 %	12/4/2018	\$ 6,123,145	6,078,080	5,971,597
Waterfall International, Inc.	First Lien Delayed Draw Term Loan	LIBOR (Q)	-	11.67 %	12.30 %	9/1/2018	\$ 4,800,000	4,746,857	4,775,040
								57,639,474	57,024,430
Data Processing and Hosting Services									
Asset International, Inc.	Delayed Draw Term Loan	LIBOR (M)	1.00 %	7.00 %	8.00 %	7/31/2020	\$ 3,430,383	3,397,572	3,285,964
Asset International, Inc.	Revolver Loan	LIBOR (M)	1.00 %	7.00 %	8.00 %	7/31/2020	\$ 807,920	800,627	807,920
			1.00 %	7.00 %	8.00 %	7/31/2020	\$ 8,088,844	7,965,280	7,755,988

Edgar Filing: TCP Capital Corp. - Form 10-Q

Asset International, Inc.	First Lien Term Loan	LIBOR (M)									
Rightside Group, Ltd. United TLD Holdco, Ltd.(Rightside)(City Islands)	Second Lien Term Loan	LIBOR (Q)	0.50 %	8.75 %	9.44 %	8/6/2019	\$4,687,500	3,981,596	4,701,094		
	Second Lien Term Loan	LIBOR (Q)	0.50 %	8.75 %	9.44 %	8/6/2019	\$9,375,000	7,963,193	9,402,188		
								24,108,268	25,953,154		

3

Table of Contents

TCP Capital Corp.

Consolidated Schedule of Investments (Unaudited) (Continued)

March 31, 2016

Issuer	Instrument	Total Coupon								Fair Value
		Ref	Floor	Spread		Maturity		Principal	Cost	
<u>Debt Investments</u>										
<u>(continued)</u>										
Electric Power Generation, Transmission and Distribution										
Holocene Renewable Energy Fund 3, LLC (Conergy)	First Lien Term Loan	Fixed	-	9% Cash + 1% PIK		10.00%	9/10/2017	\$7,480,101	\$7,425,016	\$7,405,300
CGY UK Portfolio I Borrower LLC, (Conergy)	Senior Secured 1st Lien Term Loan	LIBOR (Q)	-	9.00	%	9.63	%3/3/2018	\$3,951,020	3,836,273	3,911,510
									11,261,289	11,316,81
Electrical Equipment Manufacturing										
API Technologies Corp.	First Lien Term Loan	LIBOR (Q)	1.50%	8.50	%	10.00%	2/6/2018	\$6,165,986	6,134,699	6,209,456
API Technologies Corp.	First Lien Term Loan	LIBOR (Q)	1.50%	8.50	%	10.00%	2/6/2018	\$3,991,338	3,929,828	4,019,477
									10,064,527	10,228,93
Electronic Component Manufacturing										
Redaptive, Inc.	First Lien Delayed Draw Term Loan	LIBOR (Q)	-	10.72%	N/A	7/1/2018	\$-	(109,040)	-	
Soraa, Inc.	Tranche A Term Loan (3.0% Exit Fee)	LIBOR (M)	0.44%	9.33	%	9.96	%3/1/2018	\$22,500,000	21,639,076	22,066,87
Soraa, Inc.	Tranche B Term Loan	LIBOR (M)	0.44%	9.33	%	9.96	%9/1/2017	\$1,687,500	1,586,960	1,677,459
									23,116,996	23,744,33
Equipment Leasing 36th Street Capital Partners Holdings,	Senior Note	Fixed	-	12.00%	12.00%	11/1/2020	\$9,951,348	9,951,348	9,951,348	

Edgar Filing: TCP Capital Corp. - Form 10-Q

LLC										
Essex Ocean, LLC (Solexel)	Sr Secured Term Loan	Fixed	-	8.00 %	8.00 %	8/15/2018	\$2,401,475	2,401,475	2,416,724	
								12,352,823	12,368,07	
Financial Investment Activities										
Institutional Shareholder Services, Inc.	Second Lien Term Loan	LIBOR (Q)	1.00 %	7.50 %	8.50 %	4/30/2022	\$4,471,492	4,440,346	4,113,773	
iPayment, Inc.	First Lien Term Loan B2	LIBOR (Q)	1.50 %	5.25 %	6.75 %	5/8/2017	\$5,795,079	5,551,283	5,537,951	
Magnolia Finance V plc (Cayman Islands)	Asset-Backed Credit Linked Notes	Fixed	-	13.13 %	13.13 %	8/2/2021	\$15,000,000	15,000,000	14,712,00	
								24,991,629	24,363,72	
Gaming										
AP Gaming I, LLC	First Lien Revolver	LIBOR (M)	-	8.25 %	8.42 %	12/20/2018	\$-	(1,810,948)	(1,562,500	
Grocery Stores										
Bashas, Inc.	First Lien FILO Term Loan	LIBOR (M)	1.50 %	8.80 %	10.30 %	10/8/2019	\$9,961,649	9,923,539	10,002,49	
Hospitals										
Evidera, Inc.	First Lien Term Loan	LIBOR (Q)	1.00 %	9.00 %	10.00 %	7/1/2018	\$3,759,668	3,740,870	3,813,243	
KPC Healthcare, Inc.	First Lien Term Loan	Prime Rate	-	8.25 %	11.75 %	8/28/2020	\$17,112,571	16,761,359	16,902,08	
RegionalCare Hospital Partners, Inc.	Second Lien Term Loan	LIBOR (M)	1.00 %	10.25 %	11.25 %	10/23/2019	\$19,589,099	19,378,416	19,784,99	
								39,880,645	40,500,31	
Insurance Carriers										
Acrisure, LLC	Second Lien Notes	LIBOR (Q)	1.00 %	9.00 %	10.00 %	11/19/2022	\$28,999,999	28,602,684	28,930,39	
Acrisure, LLC	Second Lien Incremental Notes	LIBOR (Q)	1.00 %	9.00 %	10.00 %	11/19/2022	\$-	-	-	
JSS Holdings, Inc.	First Lien Term Loan	LIBOR (Q)	1.00 %	6.50 %	7.50 %	8/31/2021	\$3,900,000	3,828,505	3,705,000	
US Apple Holdco, LLC(Ventiv Technology)	First Lien Term Loan	LIBOR (Q)	0.50 %	11.50 %	12.19 %	8/29/2019	\$20,000,000	19,409,136	19,945,00	
								51,840,325	52,580,39	
Insurance Related Activities										
Confie Seguros Holding II Co.	Second Lien Term Loan	LIBOR (M)	1.25 %	9.00 %	10.25 %	5/8/2019	\$11,061,809	10,955,152	10,149,21	

Edgar Filing: TCP Capital Corp. - Form 10-Q

Lessors of
Nonfinancial
Licenses

ABG Intermediate Holdings 2, LLC	Second Lien Term Loan	LIBOR (Q)	1.00 %	8.50 %	9.50 %	5/27/2022	\$ 15,990,714	15,857,265	15,311,10
----------------------------------	-----------------------	-----------	--------	--------	--------	-----------	---------------	------------	-----------

ABG Intermediate Holdings 2, LLC	Second Lien Incremental Term Loan	LIBOR (Q)	1.00 %	8.50 %	9.50 %	5/27/2022	\$ 3,474,715	3,441,943	3,327,039
----------------------------------	-----------------------------------	-----------	--------	--------	--------	-----------	--------------	-----------	-----------

								19,299,208	18,638,14
--	--	--	--	--	--	--	--	------------	-----------

Management, Scientific, and
Technical Consulting Services

Dodge Data & Analytics, LLC	First Lien Term Loan	LIBOR (Q)	1.00 %	8.75 %	9.75 %	10/31/2019	\$ 24,519,068	24,022,010	23,761,42
-----------------------------	----------------------	-----------	--------	--------	--------	------------	---------------	------------	-----------

Medical Equipment and Supplies
Manufacturing

Bioventus, LLC	Second Lien Term Loan	LIBOR (Q)	1.00 %	10.00 %	11.00 %	4/10/2020	\$ 11,000,000	10,827,494	10,835,00
----------------	-----------------------	-----------	--------	---------	---------	-----------	---------------	------------	-----------

Motion Picture and
Video Industries

CORE Entertainment, Inc.	First Lien Term Loan	Fixed	-	11.00 %	11.00 %	6/21/2017	\$ 9,462,231	9,497,311	4,388,110
--------------------------	----------------------	-------	---	---------	---------	-----------	--------------	-----------	-----------

CORE Entertainment, Inc.	Second Lien Term Loan	Fixed	-	15.50 %	15.50 %	6/21/2018	\$ 7,569,785	7,700,187	283,488
--------------------------	-----------------------	-------	---	---------	---------	-----------	--------------	-----------	---------

								17,197,498	4,671,598
--	--	--	--	--	--	--	--	------------	-----------

Nondepository Credit
Intermediation

Caribbean Financial Group (Cayman Islands)	Sr Secured Notes	Fixed	-	11.50 %	11.50 %	11/15/2019	\$ 28,678,000	28,544,430	28,713,84
--	------------------	-------	---	---------	---------	------------	---------------	------------	-----------

Daymark Financial Acceptance, LLC	First Lien Delayed Draw Term Loan	LIBOR (Q)	-	9.50 %	9.93 %	1/12/2020	\$ 7,500,000	7,251,261	7,279,850
-----------------------------------	-----------------------------------	-----------	---	--------	--------	-----------	--------------	-----------	-----------

Greystone Select Holdings, LLC	First Lien Term Loan	LIBOR (Q)	1.00 %	8.00 %	9.00 %	3/26/2021	\$ 16,224,469	16,051,432	15,762,07
--------------------------------	----------------------	-----------	--------	--------	--------	-----------	---------------	------------	-----------

Trade Finance Funding I, Ltd. (Cayman Islands)	Secured Class B Notes	Fixed	-	10.75 %	10.75 %	11/13/2018	\$ 15,084,000	15,084,000	14,857,74
--	-----------------------	-------	---	---------	---------	------------	---------------	------------	-----------

								66,931,123	66,613,51
--	--	--	--	--	--	--	--	------------	-----------

Oil and Gas
Extraction

MD America Energy, LLC	Second Lien Term Loan	LIBOR (Q)	1.00 %	8.50 %	9.50 %	8/4/2019	\$ 8,095,238	7,796,529	6,213,095
------------------------	-----------------------	-----------	--------	--------	--------	----------	--------------	-----------	-----------

Other Chemical Products and
Mineral Manufacturing

Nanosys, Inc.	Senior Secured 1st Lien	LIBOR (Q)	-	9.81 %	10.50 %	4/1/2019	\$ 7,000,000	6,265,874	6,260,461
---------------	-------------------------	-----------	---	--------	---------	----------	--------------	-----------	-----------

Edgar Filing: TCP Capital Corp. - Form 10-Q

Delayed
Draw Term
Loan
(3.0% Exit
Fee)

Other Information
Services

Simmons Research, LLC	First Lien Term Loan Sr Secured	LIBOR (Q)	0.50 %	10.50 %	11.13 %	12/11/2020	\$ 5,064,824	4,968,032	4,963,528
SoundCloud Ltd. (United Kingdom)	Term Loan (2.0% Exit Fees)	LIBOR (Q)	0.28 %	10.72 %	11.00 %	10/1/2018	\$ 31,550,000	31,417,165	31,521,60
TCH-2 Holdings, LLC (TravelClick)	Second Lien Term Loan	LIBOR (M)	1.00 %	7.75 %	8.75 %	11/6/2021	\$ 19,988,392	19,744,021	17,789,66
								56,129,218	54,274,80
Other Manufacturing									
AGY Holding Corp.	Sr Secured Term Loan	Fixed	-	12.00 %	12.00 %	9/15/2016	\$ 4,869,577	4,869,577	4,869,577
AGY Holding Corp.	Second Lien Notes	Fixed	-	11.00 %	11.00 %	11/15/2016	\$ 9,268,000	7,586,317	9,268,000
Boomerang Tube, LLC	Subordinated Notes	LIBOR (M)	-	17.50 %	17.50 %	2/1/2021	\$ 1,030,741	1,030,741	316,437
								13,486,635	14,454,01
Other Telecommunications									
Securus Technologies, Inc.	Second Lien Term Loan	LIBOR (Q)	1.25 %	7.75 %	9.00 %	4/30/2021	\$ 14,000,000	13,860,000	11,812,50

Table of Contents

TCP Capital Corp.

Consolidated Schedule of Investments (Unaudited) (Continued)

March 31, 2016

Issuer	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value
<u>Debt Investments</u>									
<u>(continued)</u>									
Other Publishing MediMedia USA, Inc.	First Lien Revolver	LIBOR (M)	-	6.75 %	7.19 %	5/20/2018	\$2,092,500	\$1,581,943	\$1,814,043
MediMedia USA, Inc.	First Lien Term Loan	LIBOR (Q)	1.25 %	6.75 %	8.00 %	11/20/2018	\$5,681,239	5,590,849 7,172,792	5,553,412 7,367,455
Pharmaceuticals Lantheus Medical Imaging, Inc.	First Lien Term Loan	LIBOR (Q)	1.00 %	6.00 %	7.00 %	6/30/2022	\$5,955,000	5,867,304	5,210,625
Plastics Manufacturing Iracore International, Inc.	Sr Secured Notes	Fixed	-	9.50 %	9.50 %	6/1/2018	\$13,600,000	13,600,000	8,636,000
Radio and Television Broadcasting									
Fuse, LLC	Sr Secured Notes	Fixed	-	10.38 %	10.38 %	7/1/2019	\$7,312,000	7,312,000	5,672,890
NEP/NCP Holdco, Inc.	Second Lien Term Loan	LIBOR (M)	1.25 %	8.75 %	10.00 %	7/22/2020	\$13,837,830	13,597,041 20,909,041	12,834,587 18,507,477
Restaurants									
RM OpCo, LLC (Real Mex)	Convertible Second Lien Term Loan Tranche B-1	Fixed	-	8.50 %	8.50 %	3/30/2018	\$1,821,621	1,821,621	1,821,621
RM OpCo, LLC (Real Mex)	First Lien Term Loan Tranche A	Fixed	-	7.00 %	7.00 %	3/30/2018	\$4,851,479	4,568,092	4,851,479
RM OpCo, LLC (Real Mex)	Second Lien Term Loan Tranche B	Fixed	-	8.50 %	8.50 %	3/30/2018	\$9,076,512	9,076,512	4,173,380
RM OpCo, LLC (Real Mex)	Second Lien	Fixed	-	8.50 %	8.50 %	3/30/2018	\$2,858,503	2,843,081	2,858,503

Edgar Filing: TCP Capital Corp. - Form 10-Q

RM OpCo, LLC (Real Mex)	Term Loan Tranche B-1 Sr Convertible Second Lien Term Loan B	Fixed	-	8.50 %	8.50 %	3/30/2018	\$2,235,586	2,235,586	2,235,586
Retail								20,544,892	15,940,569
Connexity, Inc.	First Lien Term Loan	LIBOR (Q)	1.00 %	10.00 %	11.00 %	2/13/2020	\$6,274,125	6,274,125	5,987,397
Kenneth Cole Productions, Inc.	First Lien FILO Term Loan	LIBOR (M)	1.00 %	8.50 %	9.50 %	9/25/2020	\$12,961,897	12,836,513	13,091,510
Satellite Telecommunications Avanti Communications Group, PLC (United Kingdom)	Sr Secured Notes	Fixed	-	10.00 %	10.00 %	10/1/2019	\$9,393,000	9,393,000	6,860,807
Scientific Research and Development Services									
BPA Laboratories, Inc.	Senior Secured Notes	Fixed	-	12.25 %	12.25 %	4/1/2017	\$38,932,000	39,001,750	39,126,660
Software Publishing Acronis International GmbH (Switzerland) ArcServe (USA), LLC	First Lien Term Loan Second Lien Term Loan	LIBOR (Q) LIBOR (Q)	1.00 % 0.50 %	9.50 % 8.50 %	10.50 % 9.13 %	6/9/2017 1/31/2020	\$29,102,364 \$30,000,000	29,017,558 29,553,221	28,459,202 27,810,000
Autoalert, LLC	First Lien Term Loan	LIBOR (Q)	0.25 %	Cash + 4% PIK 0.4%	9.44 %	3/31/2019	\$34,914,412	34,452,971	34,807,923
BlackLine Systems, Inc.	First Lien Term Loan	LIBOR (Q)	1.50 %	Cash + 7.6% PIK 0.4%	9.50 %	9/25/2018	\$14,865,144	14,204,371	15,013,790
BlackLine Systems, Inc.	Senior Secured 1st Lien Incremental Term Loan	LIBOR (Q)	1.50 %	Cash + 7.6% PIK 0.4%	9.50 %	9/25/2018	\$3,746,911	3,672,813	3,784,381
BlackLine Systems, Inc.	Senior Secured Revolver	LIBOR (Q)	0.50 %	6.00 %	6.50 %	9/25/2018	\$—	-	-
			-	9.50 %	10.13 %	12/3/2020	\$5,986,525	5,816,826	5,806,930

Edgar Filing: TCP Capital Corp. - Form 10-Q

Bluehornet Networks, Inc.	First Lien Term Loan Jr	LIBOR (Q)									
Edmentum, Inc.	Revolving Facility	Fixed	-	5.00 %	5.00 %	6/9/2020	\$1,179,005	1,179,005	1,179,008		
Edmentum Ultimate Holdings, LLC	Sr PIK Notes	Fixed	-	8.50 %	8.50 %	6/9/2020	\$2,668,539	2,668,539	2,668,539		
Edmentum Ultimate Holdings, LLC	Jr PIK Notes	Fixed	-	10.00 %	10.00 %	6/9/2020	\$12,089,634	11,502,196	11,630,223		
Fidelis Acquisitionco, LLC	First Lien Term Loan	LIBOR (Q)	1.00 %	8.00 %	9.00 %	11/4/2019	\$42,136,100	41,435,793	41,872,743		
Fidelis Acquisitionco, LLC	Sr Secured Revolver	LIBOR (Q)	1.00 %	8.00 %	9.00 %	11/4/2019	\$3,182,143	3,182,143	3,162,254		
Soasta, Inc.	Senior Secured 1st Lien Term Loan (4.0% Exit Fees)	LIBOR (M)	-	9.56 %	10.25 %	4/1/2019	\$17,880,435	17,531,265	17,546,073		
Utilidata, Inc.	First Lien Delayed Draw Term Loan (1.0% Exit Fee)	LIBOR (M)	0.62 %	9.88 %	10.50 %	1/1/2019	\$3,200,000	2,935,491	2,960,000		
Virgin Pulse Inc.	First Lien Term Loan	LIBOR (Q)	-	8.00 %	8.69 %	5/21/2020	\$7,500,000	7,405,248	7,500,000		
Specialty Hospitals								204,557,440	204,201,033		
Pacific Coast Holdings Investment, LLC	Senior Secured 1st Lien Delayed Draw Term Loan	LIBOR (M)	2.00 %	9.70 %	11.70 %	10/23/2019	\$10,828,233	10,682,146	10,778,963		
Textile Furnishings Mills											
Lexmark Carpet Mills, Inc.	First Lien Term Loan	LIBOR (Q)	1.00 %	10.00 %	11.00 %	12/19/2019	\$23,740,530	23,740,530	23,538,730		
Lexmark Carpet Mills, Inc.	First Lien Term Loan B	LIBOR (Q)	1.00 %	10.00 %	11.00 %	12/19/2019	\$8,143,554	7,966,820	8,074,333		
Utility System Construction								31,707,350	31,613,063		
Kawa Solar Holdings Limited	Revolving Credit Facility	Fixed	-	8.20 %	8.20 %	7/2/2017	\$25,000,000	25,000,000	25,000,000		

Edgar Filing: TCP Capital Corp. - Form 10-Q

Wired
Telecommunications
Carriers

Alpheus Communications, LLC	First Lien Delayed Draw FILO Term Loan	LIBOR (Q)	1.00 %	7.42 %	8.42 %	5/31/2018	\$ 1,057,865	1,040,826	1,053,025
Alpheus Communications, LLC	First Lien FILO Term Loan	LIBOR (Q)	1.00 %	7.42 %	8.42 %	5/31/2018	\$ 7,887,269	7,808,859	7,857,297
Integra Telecom Holdings, Inc.	Second Lien Term Loan	LIBOR (Q)	1.25 %	8.50 %	9.75 %	2/22/2020	\$ 13,231,193	13,049,863	12,644,123
Oxford County Telephone and Telegraph Company	First Lien Term Loan	LIBOR (Q)	1.00 %	7.13 %	8.13 %	8/31/2020	\$ 3,985,000	3,931,343	3,888,364