

TCP Capital Corp.  
Form 10-Q/A  
August 14, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 10-Q**

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

**For the Quarter Ended June 30, 2012**

**..      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.)

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**2951 28<sup>th</sup> Street, Suite 1000**

90405

**Santa Monica, California**

(Address of Principal Executive Offices) (Zip Code)

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

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

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

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  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 August 8, 2012 was 21,475,635

\*This re-filing of our Form 10-Q is solely to amend the filing number of our original filing on August 9, 2012.

**TCP CAPITAL CORP.**

**FORM 10-Q FOR THE QUARTER ENDED JUNE 30, 2012**

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TCP Capital Corp.

## Consolidated Statements of Assets and Liabilities

	June 30, 2012 (unaudited)	December 31, 2011
Assets		
Investments, at fair value:		
Unaffiliated issuers (cost of \$435,413,680 and \$380,905,101, respectively)	\$ 335,442,072	\$ 287,312,979
Controlled companies (cost of \$26,711,048 and \$26,711,048 respectively)	1,305,748	740,761
Other affiliates (cost of \$90,194,742 and \$92,886,265, respectively)	115,570,517	90,906,796
Total investments (cost of \$552,319,470 and \$473,791,366, respectively)	452,318,337	378,960,536
Cash and cash equivalents	11,208,200	10,831,678
Accrued interest income:		
Unaffiliated issuers	5,176,675	5,505,427
Affiliates	1,110,806	783,375
Receivable for investments sold	213,554	4,297,270
Deferred debt issuance costs	917,972	1,137,513
Unrealized appreciation on swaps	437,912	172,424
Prepaid expenses and other assets	570,129	1,765,280
Total assets	\$471,953,585	\$ 403,453,503
Liabilities		
Credit facility payable	17,000,000	29,000,000
Payable for investments purchased	2,176,789	267,911
Payable to the Investment Manager	2,031,096	226,100
Management and advisory fees payable	-	565,599
Interest payable	34,528	75,668
Accrued expenses and other liabilities	558,382	980,933
Total liabilities	21,800,795	31,116,211
Preferred equity facility		
Series A preferred limited partner interests in Special Value Continuation Partners, LP; \$20,000/interest liquidation preference; 6,700 interests authorized, issued and outstanding	134,000,000	134,000,000
Accumulated dividends on Series A preferred equity facility	533,052	466,418
Total preferred limited partner interests	134,533,052	134,466,418
Net assets applicable to common shareholders	\$315,619,738	\$ 237,870,874
Composition of net assets applicable to common shareholders		
Common stock, \$0.001 par value; unlimited shares authorized, 418,955.777 shares		

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issued and outstanding as of December 31, 2011	\$-	\$ 419
Common stock, \$0.001 par value; 200,000,000 shares authorized, 21,475,635 shares		
issued and outstanding as of June 30, 2012	21,476	-
Paid-in capital in excess of par	445,713,655	364,742,957
Accumulated net investment income	17,657,409	13,515,239
Accumulated net realized losses	(47,796,757 )	(45,411,498 )
Accumulated net unrealized depreciation	(99,976,045 )	(94,976,243 )
Net assets applicable to common shareholders	\$315,619,738	\$ 237,870,874
Net assets per share	\$14.70	N/A

*See accompanying notes.*

TCP Capital Corp.

Consolidated Statement of Investments (Unaudited)

June 30, 2012

Showing Percentage of Total Cash and Investments of the Company

Investment	Principal Amount	Fair Value	Percent of Cash and Investments	
Debt Investments (82.23%)				
<b>Bank Debt (61.47%) (1)</b>				
Accounting, Tax Preparation, Bookkeeping, and Payroll Services (4.29%)				
Expert Global Solutions, LLC, Senior Secured 1st Lien Term Loan B, LIBOR + 6.75%, 1.25% LIBOR Floor, due 4/2/18	\$4,937,625	\$4,919,109	1.06	%
Expert Global Solutions, LLC, Senior Secured 2nd Lien Term Loan, LIBOR + 9.5%, 1.5% LIBOR Floor, due 10/2/18	\$15,000,000	14,985,000	3.23	%
Total Accounting, Tax Preparation, Bookkeeping, and Payroll Services		19,904,109		
Business Support Services (4.17%)				
STG-Fairway Acquisitions, Inc., Senior Secured 2nd Lien Term Loan, 12.5%, due 12/29/15	\$19,287,932	19,345,796	4.17	%
Computer Equipment Manufacturing (2.09%)				
ELO Touch Solutions, Inc., Senior Secured 2nd Lien Term Loan, LIBOR + 10.5%, 1.5% LIBOR Floor, due 12/4/18	\$10,000,000	9,700,000	2.09	%
Commercial and Industrial Machinery and Equipment Rental and Leasing (3.78%)				
Sky Funding AMR Lease Portfolio, Senior Subordinated 1st Lien Term Loan, 10%, due 9/6/16 - (Ireland)	\$17,000,000	17,544,000	3.78	%
Communications Equipment Manufacturing (2.07%)				

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Mitel US Holdings, Inc., 2nd Lien Term Loan, LIBOR + 7%, due 8/16/15	\$9,951,762	9,578,571	2.07	%
Data Processing, Hosting, and Related Services (1.61%)				
The Telx Group, Inc., Senior Secured 1st Lien Term Loan, LIBOR + 6.5%, 1.25% LIBOR Floor, due 9/22/17	\$7,443,771	7,462,381	1.61	%
Electronic Shopping and Mail-Order Houses (2.76%)				
Shoptzilla, Inc., Senior Secured 2nd Lien Term Loan, 13%, due 6/1/14	\$12,827,317	12,795,248	2.76	%
Full-Service Restaurants (3.20%)				
RM Holdco, LLC, Subordinated Convertible Term Loan, 1.12% PIK, due 3/21/18 <sup>(2)</sup>	\$5,061,923	5,061,923	1.09	%
RM OpCo, LLC, Senior Secured 1st Lien Term Loan Tranche A, 11%, due 3/19/16 <sup>(2)</sup>	\$3,748,607	3,748,607	0.81	%
RM OpCo, LLC, Senior Secured 1st Lien Term Loan Tranche B, 12% Cash + 7% PIK, due 3/19/16 <sup>(2)</sup>	\$6,019,219	6,019,219	1.30	%
<b>Total Full-Service Restaurants</b>		<b>14,829,749</b>		
Gambling Industries (3.39%)				
Golden Gaming, Inc., Senior Secured 1st Lien Term Loan, LIBOR + 7% Cash + 1% PIK, 2% LIBOR Floor, due 4/15/16	\$16,014,667	15,694,373	3.39	%
Grocery Stores (3.23%)				
Bashas, Inc., Senior Secured 1st Lien FILO Term Loan, LIBOR + 9.35%, 1.5% LIBOR Floor, due 12/28/15	\$14,595,578	14,960,467	3.23	%
Machine Shops; Turned Product; and Screw, Nut, and Bolt Manufacturing (0.67%)				
Precision Partners Holdings, 1st Lien Delayed Draw Term Loan, Prime + 6.5%, 4.5% Prime Floor, due 10/1/13	\$184,404	183,482	0.04	%
Precision Partners Holdings, 1st Lien Term Loan, Prime + 6.5%, 4.5% Prime Floor, due 10/1/13	\$2,927,644	2,913,005	0.63	%
<b>Total Machine Shops; Turned Product; and Screw, Nut, and Bolt Manufacturing</b>		<b>3,096,487</b>		



TCP Capital Corp.

## Consolidated Statement of Investments (Unaudited) (Continued)

June 30, 2012

## Showing Percentage of Total Cash and Investments of the Company

Investment	Principal Amount	Fair Value	Percent of Cash and Investments	
Debt Investments (continued)				
Motion Picture and Video Industries (3.18%)				
CKX Entertainment, Inc., Senior Secured 1st Lien Term Loan, 9%, due 6/21/17	\$9,462,231	\$7,806,341	1.68	%
CKX Entertainment, Inc., Senior Secured 2nd Lien Term Loan, 13.5%, due 6/21/18	\$7,569,785	6,964,202	1.50	%
Total Motion Picture and Video Industries		14,770,543		
Motor Vehicle Parts Manufacturing (2.96%)				
Diversified Machine, Inc., Senior Secured 1st Lien Term Loan, LIBOR + 7.75%, 1.5% LIBOR Floor, due 12/1/16	\$14,222,302	13,724,521	2.96	%