

Stellus Capital Investment Corp
Form 10-Q
November 06, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2015

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

COMMISSION FILE NUMBER: 1-35730

STELLUS CAPITAL INVESTMENT CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or other Jurisdiction of
Incorporation or Organization) 46-0937320
(I.R.S. Employer
Identification No.)

4400 Post Oak Parkway, Suite 2200
Houston, Texas 77027

(Address of Principal Executive Offices) (Zip Code)

(713) 292-5400

(Registrant's Telephone Number, Including Area Code)

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 period that 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 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 (§232.405 of this chapter) 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, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
(do not check if a 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 issuer's Common Stock, \$0.001 par value, outstanding as of November 3, 2015 was 12,479,962.

STELLUS CAPITAL INVESTMENT CORPORATION

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements	
<u>Consolidated Statements of Assets and Liabilities as of September 30, 2015 (unaudited) and December 31, 2014</u>	1
<u>Consolidated Statements of Operations for the three and nine-month periods ended September 30, 2015 and 2014 (unaudited)</u>	2
<u>Consolidated Statements of Changes in Net Assets for the nine-month periods ended September 30, 2015 and 2014 (unaudited)</u>	3
<u>Consolidated Statements of Cash Flows for the nine-month periods ended September 30, 2015 and 2014 (unaudited)</u>	4
<u>Consolidated Schedules of Investments as of September 30, 2015 (unaudited) and December 31, 2014</u>	5
<u>Notes to Unaudited Financial Statements</u>	14
Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	38
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	53
Item 4. <u>Controls and Procedures</u>	53
<u>PART II. OTHER INFORMATION</u>	
Item 1. <u>Legal Proceedings</u>	54
Item 1A. <u>Risk Factors</u>	54
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	54
Item 3. <u>Defaults Upon Senior Securities</u>	54
Item 4. <u>Mine Safety Disclosures</u>	54
Item 5. <u>Other Information</u>	54
Item 6. <u>Exhibits</u>	54
<u>SIGNATURES</u>	55

PART I — FINANCIAL INFORMATION**STELLUS CAPITAL INVESTMENT CORPORATION****CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES**

	September 30, 2015 (Unaudited)	December 31, 2014
ASSETS		
Non-controlled, non-affiliated investments, at fair value (amortized cost of \$332,172,782 and \$321,955,480, respectively)	\$322,966,189	\$315,965,434
Cash and cash equivalents	6,079,062	2,046,563
Interest receivable	4,346,553	5,082,665
Deferred offering costs	261,761	261,761
Deferred financing costs	665,337	828,956
Accounts receivable	7,684	696
Prepaid loan fees on SBA debentures	1,106,738	681,947
Prepaid loan structure fees	1,382,333	1,774,630
Prepaid expenses	140,504	419,283
Total Assets	\$336,956,161	\$327,061,935
LIABILITIES		
Notes Payable	\$25,000,000	\$25,000,000
Credit facility payable	110,750,000	106,500,000
SBA Debentures	26,000,000	16,250,000
Dividends payable	1,413,982	1,413,983
Base management fees payable	1,462,024	1,360,019
Incentive fees payable	1,129,318	1,121,556
Interest payable	325,931	346,204
Unearned revenue	40,534	157,403
Administrative services payable	380,240	591,744
Deferred tax liability	254,941	288,122
Other accrued expenses and liabilities	206,525	83,452
Total Liabilities	\$166,963,495	\$153,112,483
Commitments and contingencies (Note 7)		
Net Assets	\$169,992,666	\$173,949,452
NET ASSETS		
Common Stock, par value \$0.001 per share (100,000,000 shares authorized, 12,479,962 and 12,479,962 shares issued and outstanding, respectively)	\$12,480	\$12,480
Paid-in capital	180,994,764	180,994,783
Accumulated undistributed net realized gain	294,863	—

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

Distributions in excess of net investment income	(1,847,907)	(779,643)
Net unrealized depreciation on investments and cash equivalents, net of provision for taxes of \$254,941 and \$288,122, respectively.	(9,461,534)	(6,278,168)
Net Assets	\$ 169,992,666	\$ 173,949,452
Total Liabilities and Net Assets	\$ 336,956,161	\$ 327,061,935
Net Asset Value Per Share	\$ 13.62	\$ 13.94

STELLUS CAPITAL INVESTMENT CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS (unaudited)

	For the three months ended September 30, 2015	For the three months ended September 30, 2014	For the nine months ended September 30, 2015	For the nine months ended September 30, 2014
INVESTMENT INCOME				
Interest income	\$ 8,509,804	\$ 7,766,986	\$ 25,776,147	\$ 23,126,699
Other income	93,009	55,511	231,219	557,753
Total Investment Income	\$ 8,602,813	\$ 7,822,497	\$ 26,007,366	\$ 23,684,452
OPERATING EXPENSES				
Management fees	\$ 1,462,024	\$ 1,281,231	\$ 4,322,488	\$ 3,842,971
Valuation fees	139,266	128,815	328,065	344,952
Administrative services expenses	224,836	312,870	800,863	856,804
Incentive fees	954,908	410,134	2,914,633	2,173,966
Professional fees	92,320	115,463	454,675	399,490
Directors' fees	76,000	86,000	260,000	290,000
Insurance expense	119,417	121,730	354,603	361,220
Interest expense and other fees	1,557,629	1,409,565	4,522,176	3,841,487
Other general and administrative expenses	156,782	105,418	391,330	256,385
Total Operating Expenses	\$ 4,783,182	\$ 3,971,226	\$ 14,348,833	\$ 12,367,275
Waiver of Incentive Fee	—	(1,399,226)	—	(1,399,226)
Total Operating Expenses, net of fee waivers	\$ 4,783,182	\$ 2,572,000	\$ 14,348,833	\$ 10,968,049
Net Investment Income	\$ 3,819,631	\$ 5,250,497	\$ 11,658,533	\$ 12,716,403
Net Realized Gain on Investments and Cash Equivalents	\$ 2,146	\$ 3,907	\$ 294,863	\$ 441,364
Net Change in Unrealized Depreciation on Investments and Cash Equivalents	\$ (4,593,553)	\$ (2,955,085)	\$ (3,216,547)	\$ (3,803,120)
Benefit (provision) for taxes on unrealized gain on investments	\$ 147,439	\$ (185,888)	\$ 33,181	\$ (185,888)
Net Increase (Decrease) in Net Assets Resulting from Operations	\$ (624,337)	\$ 2,113,431	\$ 8,770,030	\$ 9,168,759
Net Investment Income Per Share	\$ 0.31	\$ 0.42	\$ 0.93	\$ 1.04
Net Increase (Decrease) in Net Assets Resulting from Operations Per Share	\$ (0.05)	\$ 0.17	\$ 0.70	\$ 0.75
Weighted Average Shares of Common Stock Outstanding	12,479,962	12,404,485	12,479,962	12,214,875
Distributions Per Share	\$ 0.34	\$ 0.34	\$ 1.02	\$ 1.09

STELLUS CAPITAL INVESTMENT CORPORATION**CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS (unaudited)**

	For the nine months ended September 30, 2015	For the nine months ended September 30, 2014
Increase in Net Assets Resulting from Operations		
Net investment income	\$ 11,658,533	\$ 12,716,403
Net realized gain on investments and cash equivalents	294,863	441,364
Net change in unrealized depreciation on investments and cash equivalents	(3,216,547)	(3,803,120)
Benefit (provision) for taxes on unrealized appreciation on investments	33,181	(185,888)
Net Increase in Net Assets Resulting from Operations	\$ 8,770,030	\$ 9,168,759
Stockholder distributions		
Net investment income	(12,726,816)	(12,473,610)
Net realized capital gains	—	(786,436)
Total Distributions	\$(12,726,816)	\$(13,260,046)
Capital share transactions		
Issuance of common stock	—	5,087,335
Reinvestments of stockholder distributions	—	313,113
Sales load	—	(75,510)
Offering costs	—	(29,904)
Net increase in net assets resulting from capital share transactions	\$—	\$ 5,295,034
Total increase (decrease) in net assets	\$(3,956,786)	\$ 1,203,747
Net assets at beginning of period	\$ 173,949,452	\$ 175,891,514
Net assets at end of period (includes \$1,847,907 and \$1,019,866 of distributions in excess of net investment income, respectively)	\$ 169,992,666	\$ 177,095,261

STELLUS CAPITAL INVESTMENT CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)

	For the nine months ended September 30, 2015	For the nine months ended September 30, 2014	
Cash flows from operating activities			
Net increase in net assets resulting from operations	\$ 8,770,030	\$ 9,168,759	
Adjustments to reconcile net increase in net assets resulting from operations to net cash used in operating activities:			
Purchases of investments	(85,108,716	) (58,454,022)
Proceeds from sales and repayments of investments	76,333,638	49,485,710	
Net change in unrealized depreciation on investments	3,216,547	3,803,220	
Deferred tax provision (benefit)	(33,181	) 185,888	
Increase in investments due to PIK	(387,975	) (538,457)
Amortization of premium and accretion of discount, net	(759,387	) (488,829)
Amortization of loan structure fees	392,297	452,054	
Amortization of deferred financing costs	163,619	74,964	
Amortization of loan fees on SBIC debentures	136,646	—	
Net realized gain on investments	(294,863	) (446,239)
Changes in other assets and liabilities			
Decrease (increase) in interest receivable	736,112	(643,642)
Decrease in receivable for affiliated transaction	—	43,450	
Increase in accounts receivable	(6,988	) (31,013)
Decrease in prepaid expenses and fees	278,779	29,522	
Increase in management fees payable	102,005	104,501	
Decrease in directors' fees payable	—	(10,000)
Increase (decrease) in incentive fees payable	7,762	(841,055)
Increase (decrease) in administrative services payable	(211,504	) 288,157	
Increase (decrease) in interest payable	(20,273	) 102,224	
Decrease in unearned revenue	(116,869	) (17,417)
Increase (decrease) in other accrued expenses and liabilities	123,073	(161,558)
Net cash provided by operating activities	\$ 3,320,752	\$ 2,106,217	
Cash flows from financing activities			
Proceeds from notes issued	—	25,000,000	
Proceeds from SBA Debentures	9,750,000	—	
Financing costs paid on notes issued	—	(997,317)
Financing costs paid on SBA Debentures	(561,437) —	
Proceeds from the issuance of common stock	—	5,116,989	
Sales load for common stock issued	—	(75,510)

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

Offering costs paid for common stock issued	—	(116,149)
Stockholder distributions paid	(12,726,816	)	(11,533,709
Borrowings under credit facility	86,500,000	78,000,000)
Repayments of credit facility	(82,250,000	)	(98,000,000
Repayments of short-term loan	—	(9,000,000)
Net cash provided by (used in) financing activities	\$ 711,747	\$ (11,605,696)
Net increase (decrease) in cash and cash equivalents	4,032,499	(9,499,479)
Cash and cash equivalents balance at beginning of period	2,046,563	13,663,542)
Cash and cash equivalents balance at end of period	\$ 6,079,062	\$ 4,164,063)
Supplemental and non-cash financing activities			
Accrued deferred offering costs	\$ —	\$ 4,752)
Shares issued pursuant to Dividend Reinvestment Plan	\$ —	\$ 313,113)
Interest expense paid	\$ 3,844,890	\$ 3,206,081)

Stellus Capital Investment Corporation

Consolidated Schedule of Investments – (unaudited)

September 30, 2015

Investments	Footnotes	Lien	Coupon	LIBOR floor	Cash	PIK	Maturity	Headquarters/ Industry	Principa Amount Shares
Non-controlled, non-affiliated investments	(2)							Deer Park, TX	
Abrasive Products & Equipment, LLC, et al									
Term Loan (SBIC)	(2)(3)	Second Lien	L+10.50%	1.00%	11.50%		3/5/2020	Chemicals, Plastics, & Rubber	\$4,507,5
APE Holdings, LLC Class A Units	(4)	Equity							375,000 units
Total Atkins Nutritionals Holdings II, Inc.								Denver, CO	
Term Loan	(3)	Second Lien	L+8.50%	1.25%	9.75%		4/3/2019	Beverage, Food, & Tobacco	\$8,000,0
Binder & Binder National Social Security Disability Advocates, LLC								Hauppauge, NY	
Debtor-In-Possession Loan		First Lien	10.00%		10.00%		3/31/2016	Services: Consumer	\$5,000,0
Term Loan	(4)(6)(7)	Unsecured	17.00%		15.00%	2.00%	2/27/2016		\$13,200,
Total Blackhawk Mining, LLC								Lexington, KY	
Term Loan		First Lien	12.50%		12.50%		10/9/2016	Metals & Mining	\$4,251,0
Blackhawk Mining, LLC Class B Units	(4)	Equity							36 units
Total Calero Software, LLC et al								Rochester, NY	
Term Loan	(3)	Second Lien	L+9.50%	1.00%	10.50%		6/5/2019	Telecommunications	\$7,500,0
	(4)	Equity							8,932 u

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

Managed Mobility Holdings, LLC Partnership Units									
Total									
Catapult Learning, LLC et al							Camden, NJ		
Term Loan	(3)	First Lien	L+8.10%	1.00%	9.10%	7/16/2020	Education		\$ 12,500,000
Colford Capital Holdings, LLC							New York, NY		
Delay Draw Term Loan #1	(5)	Unsecured	12.00%		12.00%	5/31/2018	Finance		\$ 12,500,000
Delay Draw Term Loan #2	(5)	Unsecured	12.00%		12.00%	5/31/2018			\$ 2,000,000
Delay Draw Term Loan #4	(5)	Unsecured	12.00%		12.00%	5/31/2018			\$ 5,000,000
CC Blocker 1, LLC Preferred Units	(4)	Equity							35,945 units
Total									
Douglas Products & Packaging Company, LLC							Liberty, MO		
Term Loan (SBIC)	(2)(3)	Second Lien	L+10.50%	0.50%	11.00%	12/31/2020	Chemicals, Plastics, & Rubber		\$ 9,000,000
Fumigation Holdings, Inc. Class A Common Stock	(4)	Equity							250 shares
Total									
Eating Recovery Center, LLC							Denver, CO		
Mezzanine Term Loan	(6)	Unsecured	13.00%		12.00%	1.00%	6/28/2018	Healthcare & Pharmaceuticals	\$ 18,400,000
ERC Group Holdings LLC Class A Units	(4)	Equity							17,820 units
Total									

Stellus Capital Investment Corporation

Consolidated Schedule of Investments – (unaudited)

September 30, 2015

Investments	Footnotes	Lien	Coupon	LIBOR floor	Cash	PIK	Maturity	Headquarters/ Industry	Principal Amount/ Shares	Amortized Cost
Empirix Inc.								Billerica, MA		
Term Loan	(3)	Second Lien	L+9.50%	1.00%	10.50%		5/1/2020	Software	\$11,657,850	11,477,260
Term Loan (SBIC)	(2)(3)	Second Lien	L+9.50%	1.00%	10.50%		5/1/2020		\$9,750,000	9,598,531
Empirix Holdings I, Inc. Common Shares, Class A	(4)	Equity							1,304 shares	1,304,232
Empirix Holdings I, Inc. Common Shares, Class B	(4)	Equity							1,317,406 shares	13,174
Total EOS Fitness OPCO Holdings, LLC								Phoenix, AZ		22,393,200
Term Loan (SBIC)	(2)(3)	First Lien	L+8.75%	0.75%	9.50%		12/30/2019	Hotel, Gaming, & Leisure	\$3,473,750	3,412,622
EOS Fitness Holdings, LLC Class A Preferred Units	(4)	Equity							118 shares	117,670
EOS Fitness Holdings, LLC Class B Common Units	(4)	Equity							3,017 shares	3,020
Total										3,533,312

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

GK Holdings, Inc.							Cary, NC		
Term Loan	(3)	Second Lien	L+9.50%	1.00%	10.50%	1/30/2022	Services: Business	\$5,000,000	4,906,594
Glori Energy Production Inc.							Houston, TX		
Term Loan	(3)	First Lien	L+10.00%	1.00%	11.00%	3/14/2017	Energy: Oil & Gas	\$2,481,500	2,455,884
Grupo HIMA San Pablo, Inc., et al							San Juan, PR		
Term Loan	(3)	First Lien	L+7.00%	1.50%	8.50%	1/31/2018	Healthcare & Pharmaceuticals	\$4,875,000	4,823,827
Term Loan		Second Lien	13.75%		13.75%	7/31/2018		\$4,000,000	3,876,735
Total Help/Systems, Holdings Inc., et al							Eden Prairie, MN		8,700,562
Term Loan	(3)	Second Lien	L+8.50%	1.00%	9.50%	6/28/2020	Software	\$15,000,000	14,831,371
Hollander Sleep Products, LLC							Boca Raton, FL		
Term Loan	(3)	First Lien	L+8.00%	1.00%	9.00%	10/21/2020	Services: Consumer	\$7,462,500	7,365,167
Dream II Holdings, LLC Class A Units	(4)	Equity						250,000 units	242,304
Total Hostway Corporation							Chicago, IL		7,607,471
Term Loan	(3)	Second Lien	L+8.75%	1.25%	10.00%	12/13/2020	High Tech Industries	\$6,750,000	6,640,195
HUF Worldwide, LLC							Los Angeles, CA		
Revolver	(3)(9)	First Lien	L+9.00%	0.50%	9.50%	10/22/2019	Retail	\$500,000	500,000
Term Loan	(3)	First Lien	L+9.00%	0.50%	9.50%	10/22/2019		\$4,838,524	4,756,084
Term Loan (SBIC)	(2)(3)	First Lien	L+9.00%	0.50%	9.50%	10/22/2019		\$8,133,726	7,997,443
HUF Holdings, LLC Common Class A Units	(4)	Equity						556,948 units	556,090

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

Total Livingston International, Inc.								Toronto, Ontario		13,809,61
Term Loan	(3)(5)	Second Lien	L+7.75%	1.25%	9.00 %	4/8/2020	Transportation: Cargo	\$6,841,739	6,742,438	

6

Stellus Capital Investment Corporation

Consolidated Schedule of Investments – (unaudited)

September 30, 2015

Investments	Footnotes	Lien	Coupon	LIBOR floor	Cash	PIK	Maturity	Headquarters/ Industry	Principal Amount/ Shares
Momentum Telecom Inc., et al								Birmingham, AL	
Term Loan	(3)	First Lien	L+8.50%	1.00%	9.50 %		3/10/2019	Media: Broadcasting & Subscription	\$6,169,941
Term Loan (SBIC)	(2)(3)	First Lien	L+8.50%	1.00%	9.50 %		3/10/2019		\$8,912,137
MBS Holdings, Inc. Series E Preferred Stock	(4)	Equity							2,774,695 shares
Total NetMotion Wireless, Inc., et al								Milpitas, CA	
Term Loan	(3)	Second Lien	L+10.50%	1.00%	11.50%		8/19/2020	Services: Business	\$9,000,000
Term Loan (SBIC)	(2)(3)	Second Lien	L+10.50%	1.00%	11.50%		8/19/2020		\$1,000,000
Endpoint Security Holdings, LLC Class A Common Stock	(4)	Equity							9,174 shares
Endpoint Security Holdings, LLC Class B Common Stock	(4)	Equity							9,174 shares

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

Total OG Systems, LLC								Chantilly, Virginia	
Term Loan	(3)(6)	Unsecured	L+11.00%	1.00%	11.00%	1.00%	1/22/2020	Services: Government	\$4,028,288
OGS Holdings, Inc. Series A Convertible Preferred Stock	(4)	Equity							11,521 shares
Total Refac Optical Group, et al								Blackwood, NJ	
Revolver	(10)	First Lien	L+7.50%		7.69 %		9/30/2018	Retail	\$400,000
Term A Loan	(11)	First Lien	L+7.50%		7.69 %		9/30/2018		\$2,294,934
Term B Loan	(6)(11)	First Lien	L+10.25%		8.69 %	1.75 %	9/30/2018		\$6,324,748
Total Securus Technologies Holdings, Inc.								Dallas, TX	
Term Loan	(3)	Second Lien	L+7.75	1.25%	9.00 %		4/30/2021	Telecommunications	\$8,500,000
Sitel Worldwide Corporation								Nashville, TN	
Term Loan	(3)	Second Lien	L+9.50	1.00%	10.50%		9/18/2022	Services: Business	\$10,000,000
Skopos Financial, LLC								Irving, TX	
Term Loan	(5)	Unsecured	12.00%		12.00%		1/31/2019	Finance	\$20,000,000
Skopos Financial Group, LLC Class A Units	(4)(5)	Equity							1,120,684 units
Total Software Paradigms International Group, LLC								Atlanta, GA	
Term Loan	(3)	First Lien	L+8.00%	1.00%	9.00 %		5/22/2020	Retail	\$7,175,141
Term Loan	(3)(12)	Delay Draw	L+8.00%	1.00%	9.00 %		5/22/2020		\$2,417,454
Total SPM Capital, LLC								Bloomington, MN	
Term Loan	(3)	First Lien	L+5.50	1.50%	7.00 %		10/31/2017	Healthcare & Pharmaceuticals	\$6,957,162

Stellus Capital Investment Corporation

Consolidated Schedule of Investments – (unaudited)

September 30, 2015

Investments	Footnotes	Lien	Coupon	LIBOR floor	Cash	PIK	Maturity	Headquarters/ Industry	Principal Amount/ Shares
SQAD, LLC								Tarrytown, NY Media:	
Term Loan (SBIC)	(2)(6)	Unsecured	12.25%		11.00%	1.25%	4/30/2019	Broadcasting & Subscription	\$7,131,113
SQAD Holdco, Inc. Preferred Shares, Series A (SBIC)	(2)(4)	Equity							5,624 shares
SQAD Holdco, Inc. Common Shares (SBIC)	(2)(4)	Equity							5,800 shares
Total Stratose Intermediate Holdings, II, LLC								Atlanta, GA	
Term Loan	(3)	Second Lien	L+9.50%	1.00%	10.50%		12/30/2021	Services: Business	\$11,250,000
Atmosphere Aggregator Holdings, LP Common Units Total	(4)	Equity							750,000 units
T2 Systems, Inc.								Indianapolis, IN	
Term Loan	(3)(8)	First Lien	L+7.50%	1.00%	8.50%		1/31/2019	Transportation & Logistics	\$2,691,486
T2 Systems Canada, Inc.								Burnaby, British Columbia	
Term Loan	(3)(5)(8)	First Lien	L+7.50%	1.00%	8.50%		1/31/2019	Transportation & Logistics	\$2,691,486
Telecommunications Management, LLC								Sikeston, MO	

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

Term Loan	(3)	Second Lien	L+8.00%	1.00%	9.00 %	10/30/2020	Media: Broadcasting & Subscription Lawrenceville, GA	\$5,000,000	
U.S. Auto Sales, Inc. et al									
Term Loan	(3)(5)	Second Lien	L+10.50%	1.00%	11.50%	6/8/2020	Finance	\$4,500,000	
USASF Blocker II, LLC Common Units	(4)(5)	Equity						441 units	
USASF Blocker LLC Common Units	(4)(5)	Equity						9,000 units	
Total									
Vandelay Industries Finance, LLC, et al							La Vergne, TN		
Term Loan	(6)	Second Lien	11.75%		10.75 %	1.00 %	11/12/2019	Construction & Building Redmond, WA	\$2,500,000
Zemax, LLC									
Term Loan (SBIC)	(2)(3)	Second Lien	L+10.00%	1.00%	11.00%	4/23/2020	Software	\$3,962,500	
Zemax Software Holdings, LLC Preferred Units (SBIC)	(2)(4)	Equity						24,500 units	
Zemax Software Holdings, LLC Common Units (SBIC)	(2)(4)	Equity						5,000 shares	
Total									
Total									
Non-controlled, non-affiliated investments									
Net Investments									
LIABILITIES IN EXCESS OF OTHER ASSETS									
NET ASSETS									

Stellus Capital Investment Corporation

Consolidated Schedule of Investments – (unaudited)

September 30, 2015

- (1) See Note 1 of the Notes to Financial Statements for a discussion of the methodologies used to value securities in the portfolio.
- The Company's obligations to the lenders of the Credit Facility are secured by a first priority security interest in all non-controlled non-affiliated investments and cash, but exclude \$1,477,897 of cash and \$56,745,579 of investments (at par) that are held by Stellus Capital SBIC LP. See Note 1 of the Notes to the Consolidated Financial Statements for a discussion.
- (2) These loans have LIBOR or Euro Floors which are higher than the current applicable LIBOR or Euro rates; therefore, the floors are in effect.
- (3) Security is non-income producing.
- (4) The investment is not a qualifying asset under the Investment Company Act of 1940, as amended.
- (5) Represents a payment-in-kind security. At the option of the issuer, interest can be paid in cash or cash and PIK.
- (6) The percentage of PIK shown is the maximum PIK that can be elected by the company.
- (7) Investment has been on non-accrual status since January 1, 2014. The coupon rate on this investment includes 2% default interest.
- (8) Digital Payment Technologies Corp. amended its name to T2 Systems Canada, Inc. and is the Canadian co-borrower of the term loan of T2 Systems, Inc.
- Excluded from the investment is an undrawn commitment in an amount not to exceed \$750,000, with an interest rate of LIBOR plus 9.00% and a maturity of October 22, 2019. This investment is accruing an unused commitment fee of 0.50% per annum.
- (9) Excluded from the investment is an undrawn commitment in an amount not to exceed \$1,600,000, with an interest rate of LIBOR plus 7.50% and a maturity of September 30, 2018. This investment is accruing an unused commitment fee of 0.50% per annum.
- (10) Variable rate loans bear interest at a rate that may be determined by reference to either LIBOR (which can include one-, two-, three- or six-month LIBOR) or an alternate base rate (which can include the Federal Funds Effective Rate or the Prime Rate), at the borrower's option, which rates reset periodically based on the terms of the loan agreement.
- (11) Excluded from the investment is an undrawn commitment in an amount not to exceed \$407,405, an interest rate of LIBOR Plus 8.00% and a maturity of May 22, 2020.
- (12)

Abbreviation Legend

Euro — Euro Dollar

L — LIBOR

PIK — Payment-In-Kind

Stellus Capital Investment Corporation

Consolidated Schedule of Investments

December 31, 2014

Investments	Footnotes	Lien	Coupon	LIBOR floor	Cash	PIK	Maturity	Headquarters/ Industry	Principal Amount/ Shares	Amo Cost
Non-controlled, non-affiliated investments	(2)							Deer Park, TX		
Abrasive Products & Equipment, LLC, et al										
Term Loan (SBIC)	(2)(3)	Second Lien	L+10.5%	1 %	11.5 %		3/5/2020	Chemicals, Plastics, & Rubber	\$4,507,500	\$4,42
APE Holdings, LLC Class A Units	(4)	Equity							375,000 units	375
Total Atkins Nutritionals Holdings II, Inc.								Denver, CO		4,79
Term Loan	(3)	Second Lien	L+8.50%	1.25 %	9.75 %		4/3/2019	Beverage, Food, & Tobacco	\$8,000,000	7,87
ATX Networks Holdings Intermediate Corp., et al								West Ajax, Ontario		
Term Loan	(5)(6)	Unsecured	14%		12 %		5/12/2016	High Tech Industries	\$21,636,242	21,0
Binder & Binder National Social Security Disability Advocates, LLC								Hauppauge, NY		
Term Loan	(4)(6)(7)	Unsecured	17%		15 %	2 %	2/27/2016	Services: Consumer	\$13,200,354	13,2

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

Blackhawk Mining, LLC								Lexington, KY		
Term Loan		First Lien	12.5%		12.5 %		10/9/2016	Metals & Mining	\$4,498,878	4,25
Blackhawk Mining, LLC	(4)	Equity							36 units	214
Class B Units										4,47
Total										
Calero Software, LLC et al								Rochester, NY		
Term Loan	(3)	Second Lien	L+9.50%	1 %	10.5 %		6/5/2019	Telecommunications	\$10,000,000	9,83
Managed Mobility Holdings, LLC	(4)	Equity							8,507 units	500
Partnership Units										10,3
Total										
Colford Capital Holdings, LLC								New York, NY		
Delay Draw Term Loan #1	(5)	Unsecured	12.25%		12.25 %		5/31/2018	Finance	\$12,500,000	12,2
Delay Draw Term Loan #2	(5)	Unsecured	12.25%		12.25 %		5/31/2018		\$2,000,000	1,95
Total										14,2
Digital Payment Technologies Corp.								Burnaby, British Columbia		
Term Loan	(3)(5)(8)	First Lien	L+8.50%	1 %	9.5 %		1/31/2019	Transportation & Logistics	\$2,927,604	2,89
Eating Recovery Center, LLC								Denver, CO		
Mezzanine Term Loan	(6)	Unsecured	13%		12 %	1 %	6/28/2018	Healthcare & Pharmaceuticals	\$18,400,000	18,1
ERC Group Holdings LLC	(4)	Equity							17,820 units	1,67
Class A Units										19,7
Total										
Empirix Inc.								Billerica, MA		
Term Loan	(3)(9)	Second Lien	L+9.50%	1 %	10.5 %		5/1/2020	Software	\$11,657,850	11,4
Term Loan (SBIC)	(2)(3)	Second Lien	L+9.50%	1 %	10.5 %		5/1/2020		\$9,750,000	9,58
Empirix Holdings I, Inc. Common Shares, Class A	(4)	Equity							1,304 shares	1,30
Empirix Holdings I, Inc.	(4)	Equity							1,317,406 shares	13,1

Common
Shares, Class B
Total

22,3

10

Stellus Capital Investment Corporation

Consolidated Schedule of Investments

December 31, 2014

Investments	Footnotes	Lien	Coupon	LIBOR floor	Cash	PIK	Maturity	Headquarters/ Industry	Principal Amount/ Shares	Amount/ Cost
EOS Fitness OPCO Holdings, LLC Term Loan (SBIC)	(2)(3)	First Lien	L+8.75%	0.75%	9.5%		12/30/2019	Phoenix, AZ Hotel, Gaming, & Leisure	\$3,500,000	\$3,4
EOS Fitness Holdings, LLC Class A Preferred Units	(4)	Equity							118 shares	117
EOS Fitness Holdings, LLC Class B Common Units Total	(4)	Equity							3,017 shares	3,0
Glori Energy Production Inc.								Houston, TX		3,5
Term Loan Grupo HIMA San Pablo, Inc., et al	(3)	First Lien	L+10.00%	1%	11%		3/14/2017	Energy: Oil & Gas San Juan, PR	\$2,904,667	2,8
Term Loan	(3)	First Lien	L+7.00%	1.5%	9%		1/31/2018	Healthcare & Pharmaceuticals	\$4,912,500	4,8
Term Loan		Second Lien	13.75%		13.75%		7/31/2018		\$4,000,000	3,8
Total Help/Systems, Holdings Inc.,								Eden Prairie, MN		8,6

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

et al											
Term Loan	(3)	Second Lien	L+8.50	1	%	9.50	%	6/28/2020	Software	\$ 15,000,000	14,3
Hollander Sleep Products, LLC									Boca Raton, FL		
Term Loan	(3)	First Lien	L+8%	1	%	9	%	10/21/2020	Services: Consumer	\$ 7,500,000	7,39
Dream II Holdings, LLC Class A Units	(4)	Equity								250,000 units	250
Total Hostway Corporation									Chicago, IL		7,6
Term Loan	(3)	Second Lien	L+8.75%	1.25	%	10	%	12/13/2020	High Tech Industries	\$ 6,750,000	6,6
HUF Worldwide, LLC											
Term Loan	(3)(10)	First Lien	L+9%	0.5	%	9.5	%	10/22/2019	Los Angeles, CA	\$ 5,800,000	5,6
Term Loan (SBIC)	(2)(3)	First Lien	L+9%	0.5	%	9.5	%	10/22/2019	Retail	\$ 9,750,000	9,5
HUF Holdings, LLC	(4)	Equity								500,000 units	500
Common Class A Units											
Total Livingston International, Inc.									Toronto, Ontario		15,3
Term Loan	(3)(5)	Second Lien	L+7.75%	1.25	%	9	%	4/18/2020	Transportation: Cargo	\$ 6,841,739	6,7
Momentum Telecom Inc., et al									Birmingham, AL		
Term Loan	(3)	First Lien	L+8.5%	1	%	9.5	%	3/10/2019	Media: Broadcasting & Subscription	\$ 6,568,076	6,4
Term Loan (SBIC)	(2)(3)	First Lien	L+8.5%	1	%	9.5	%	3/10/2019		9487220	9,3
MBS Holdings, Inc.											
Series E Preferred Stock	(4)	Equity								2,774,695 shares	1,0
Total											16,3

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

OG Systems, LLC									Chantilly, Virginia				
Term Loan	(3)(6)	Unsecured	L+11.00%	1	%	11	%	1	%	1/22/2020	Services: Government	\$4,018,020	3,9
OGS Holdings, Inc. Series A Convertible Preferred Stock	(4)	Equity										11,521 shares	50,
Total													3,9
Refac Optical Group, et al									Blackwood, NJ				
Revolver	(11)(12)	First Lien	L+8.5%			8.67	%		9/30/2018	Retail		\$400,000	400
Term A Loan	(6)(12)	First Lien	L+7.5%			7.67	%		9/30/2018			\$2,699,130	2,6
Term B Loan	(6)(12)	First Lien	L+8.5%			8.67	%	2.75	%	9/30/2018		\$6,267,221	6,2
Total													9,3

Stellus Capital Investment Corporation

Consolidated Schedule of Investments

December 31, 2014

Investments	Footnotes	Lien	Coupon	LIBOR floor	Cash	PIK	Maturity	Headquarters/ Industry	Principal Amount/ Shares	
Securus Technologies Holdings, Inc.								Dallas, TX		
Term Loan	(3)	Second Lien	L+7.75	1.25%	9	%	4/30/2021	Telecommunications	\$8,500,000	
Skopos Financial, LLC								Irving, TX		
Term Loan	(5)	Unsecured	12%		12	%	1/31/2019	Finance	\$20,000,000	
Skopos Financial Group, LLC Class A Units	(4)(5)	Equity							970,159 units	
Total										
Snowman Holdings, LLC, et al								Lebanon, IN		
Term Loan		Unsecured	12.5%		12.50%		2/15/2019	Transportation: Cargo	\$11,169,111	
SPM Capital, LLC								Bloomington, MN		
Term Loan	(3)	First Lien	L+5.5%	1.5%	7	%	10/31/2017	Healthcare & Pharmaceuticals	\$7,331,250	
SQAD, LLC								Tarrytown, NY		
Term Loan (SBIC)	(2)(6)	Unsecured	12.25%		11	%	1.25%	4/30/2019	Media: Broadcasting & Subscription	\$7,063,941
SQAD Holdco, Inc. Preferred Shares, Series A (SBIC)	(2)(4)	Equity							5,624 shares	
SQAD Holdco, Inc. Common Shares (SBIC)	(2)(4)	Equity							5,800 shares	
Total										
Studer Grup, LLC								Gulf Breeze, FL		
Term Loan		Unsecured	12%		12	%	1/31/2019	Services: Business	\$16,910,420	
T2 Systems, Inc.								Indianapolis, IN		

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

Term Loan	(3)(8)	First Lien	L+8.5%	1	%	9.5	%	1/31/2019	Transportation & Logistics	\$2,927,604	
Telecommunications Management, LLC									Sikeston, MO		
Term Loan	(3)	Second Lien	L+8%	1	%	9	%	10/30/2020	Media: Broadcasting & Subscription	\$5,000,000	
Telular Corp.									Chicago, IL		
Term Loan	(3)	Second Lien	Euro+ 8%	1.25%		9.25	%	6/24/2020	High Tech Industries	\$7,500,000	
Vandelay Industries Finance, LLC, et al									La Vergne, TN		
Term Loan	(6)	Second Lien	11.75%			10.75%	1	%	11/12/2019	Construction & Building	\$2,500,000
Woodstream Corporation									Lititz, PA		
Senior Subordinated Note		Unsecured	11.5%			11.5	%	2/28/2017	Consumer goods: non-durable	\$9,137,721	
Woodstream Group, Inc.									Lititz, PA		
Senior Subordinated Note		Unsecured	11.5%			11.5	%	2/28/2017	Consumer goods: non-durable	\$862,279	

Stellus Capital Investment Corporation

Consolidated Schedule of Investments

December 31, 2014

Investments	Footnotes	Lien	Coupon	LIBOR Cash floor	PIK	Maturity	Headquarters/ Industry	Principal Amount/ Shares	Amortized Cost	Fair Value
Zemax, LLC Term Loan (SBIC)	(2)(3)	Second Lien	L+10%	1%	11%	4/23/2020	Redmond, WA Software	\$3,962,500	\$3,885,386	\$3,885,386
Zemax Software Holdings, LLC Preferred Units (SBIC)	(2)(4)	Equity						24,500 units	245,000	245,000
Zemax Software Holdings, LLC Common Units (SBIC)	(2)(4)	Equity						5,000 units	5,000	5,000
Total									4,135,386	4,135,386
Total Non-controlled non-affiliated investments									321,955,480	315,480
Net Investments									321,955,480	315,480
LIABILITIES IN EXCESS OF OTHER ASSETS										(14,000)
NET ASSETS										173,480

(1) See Note 1 of the Notes to Financial Statements for a discussion of the methodologies used to value securities in the portfolio.

The Company's obligations to the lenders of the Credit Facility are secured by a first priority security interest in all (2) non-controlled non-affiliated investments and cash, but exclude \$874,853 of cash and \$48,896,015 of investments (at par) that are held by Stellus Capital SBIC LP. See Note 1 for discussion.

(3) These loans have LIBOR or Euro Floors which are higher than the current applicable LIBOR or Euro rates; therefore, the floors are in effect.

(4) Security is non-income producing.

(5) The investment is not a qualifying asset under the Investment Company Act of 1940, as amended.

(6) Represents a payment-in-kind security. At the option of the issuer, interest can be paid in cash or cash and PIK. The percentage of PIK shown is the maximum PIK that can be elected by the company.

(7) Investment was on non-accrual status as of January 1, 2014.

(8) Digital Payment Technologies Corp. is the Canadian co-borrower of the term loan of T2 Systems, Inc. Excluded from the investment above is an undrawn commitment in an amount not to exceed \$7,542,150, with an (9) interest rate of LIBOR plus 9.50%, LIBOR floor of 1.0%, and a maturity of May 1, 2020. This investment is accruing an unused commitment fee of 0.5% per annum.

Excluded from the investment above is an undrawn commitment in an amount not to exceed \$1,750,000, with an (10) interest rate of LIBOR plus 9.00% and a maturity of October 22, 2019. This investment is accruing an unused commitment fee of 0.50% per annum.

Excluded from the investment above is an undrawn commitment in an amount not to exceed \$1,600,000, with an (11) interest rate of LIBOR plus 7.50% and a maturity of September 30, 2018. This investment is accruing an unused commitment fee of 0.50% per annum.

Variable rate loans bear interest at a rate that may be determined by reference to either LIBOR (which can include (12) one-, two-, three- or six-month LIBOR) or an alternate base rate (which can include the Federal Funds Effective Rate or the Prime Rate), at the borrower's option, which reset periodically based on the terms of the loan agreement.

Abbreviation Legend

Euro — Euro Dollar

L — LIBOR

PIK — Payment-In-Kind

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

NOTE 1 — NATURE OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Stellus Capital Investment Corporation (“we”, “us”, “our” and the “Company”) was formed as a Maryland corporation on May 18, 2012 (“Inception”) and is an externally managed, closed-end, non-diversified investment management company. The Company is applying the guidance of Accounting Standards Codification (“ASC”) Topic 946, *Financial Services Investment Companies*. The Company has elected to be regulated as a business development company under the Investment Company Act of 1940, as amended (the “1940 Act”) and treated as a regulated investment company (“RIC”) under Subchapter M of the Internal Revenue Code of 1986, as amended (the “Code”) for U.S. federal income tax purposes. The Company’s investment activities are managed by our investment adviser Stellus Capital Management, LLC (“Stellus Capital” or the “Advisor”).

On November 7, 2012, the Company priced its initial public offering (the “Offering”), at a price of \$15.00 per share. In connection with the Offering, the Company sold 9,200,000 shares (including 1,200,000 shares pursuant to the underwriters’ exercise of the overallotment option) for gross proceeds of \$138,000,000. Including the Offering, the Company has raised \$151,250,000 including (i) \$500,010 of seed capital contributed by Stellus Capital and (ii) \$12,749,990 in a private placement to certain purchasers, including persons and entities associated with Stellus Capital. In addition, in connection with the acquisition of the Company’s initial portfolio the Company issued \$29,159,145 in shares of the Company’s common stock. The Company’s shares are currently listed on the New York Stock Exchange under the symbol “SCM”.

The Company has established wholly owned subsidiaries: SCIC — CC Blocker 1, Inc., SCIC — ERC Blocker 1, Inc., SCIC — SKP Blocker 1, Inc. and SCIC — APE Blocker 1, Inc., SCIC — HUF Blocker 1, Inc. and SCIC — Hollander Blocker 1, Inc., which are structured as Delaware entities, to hold equity or equity-like investments in portfolio companies organized as limited liability companies, or LLCs (or other forms of pass-through entities) (collectively, the “Taxable Subsidiaries”). The Taxable Subsidiaries are consolidated for U.S. generally accepted accounting principles (“U.S.

GAAP”) reporting purposes, and the portfolio investments held by them are included in the consolidated financial statements.

On June 14, 2013, we formed Stellus Capital SBIC LP (the “SBIC subsidiary”), a Delaware limited partnership, and its general partner, Stellus Capital SBIC GP, LLC., a Delaware limited liability company, as wholly owned subsidiaries of the Company. On June 20, 2014, the SBIC subsidiary received a license from the Small Business Administration (“SBA”) to operate as a Small Business Investment Company (“SBIC”) under Section 301(c) of the Small Business Investment Company Act of 1958. The SBIC subsidiary is consolidated for U.S. GAAP reporting purposes, and the portfolio investments held by it are included in the consolidated financial statements.

The SBIC license allows the SBIC subsidiary to obtain leverage by issuing SBA-guaranteed debentures, subject to the issuance of a capital commitment by the SBA and other customary procedures. SBA-guaranteed debentures are non-recourse, interest only debentures with interest payable semi-annually and have a ten year maturity. The principal amount of SBA-guaranteed debentures is not required to be paid prior to maturity but may be prepaid at any time without penalty. The interest rate of SBA-guaranteed debentures is fixed on a semi-annual basis at a market-driven spread over U.S. Treasury Notes with 10-year maturities. The SBA, as a creditor, will have a superior claim to the SBIC’s assets over the Company’s stockholders in the event the Company liquidates the SBIC subsidiary or the SBA exercises its remedies under the SBA-guaranteed debentures issued by the SBIC subsidiary upon an event of default. See footnote (2) of the Consolidated Schedule of Investments. SBA regulations currently limit the amount that an SBIC may borrow to a maximum of \$150 million when it has at least \$75 million in regulatory capital, as such term is defined by the SBA, receives a capital commitment from the SBA and has been through an examination by the SBA subsequent to licensing. As of September 30, 2015, the SBIC subsidiary had \$32.5 million of regulatory capital, as such term is defined by the SBA, and has received commitments from the SBA of \$65 million. As of September 30, 2015 and December 31, 2014, the SBIC subsidiary had \$26.0 million and \$16.25 million of SBA-guaranteed debentures outstanding, respectively.

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

The Company's investment objective is to maximize the total return to its stockholders in the form of current income and capital appreciation through debt and related equity investments in middle-market companies. The Company seeks to achieve its investment objective by originating and investing primarily in private U.S. middle-market companies (typically those with \$5.0 million to \$50.0 million of EBITDA (earnings before interest, taxes, depreciation and amortization)) through first lien, second lien, unitranche and mezzanine debt financing, with corresponding equity co-investments. It sources investments primarily through the extensive network of relationships that the principals of Stellus Capital have developed with financial sponsor firms, financial institutions, middle-market companies, management teams and other professional intermediaries.

Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared on the accrual basis of accounting in conformity with U.S. GAAP for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Article 10 of Regulation S-X. Accordingly, certain disclosures accompanying the annual financial statements prepared in accordance with U.S. GAAP are omitted. The unaudited consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries.

In the opinion of management, the unaudited consolidated financial results included herein contain all adjustments, consisting solely of normal recurring accruals, considered necessary for the fair presentation of the financial statements for the interim periods included herein. The results of operations for the three and nine months ended September 30, 2015 and September 30, 2014 are not necessarily indicative of the operating results to be expected for the full year. Also, the unaudited consolidated financial statements and notes should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2014. Certain reclassifications have been made to certain prior period balances to conform with current presentation. In accordance with Regulation S-X under the Securities Act of 1933, as amended and Securities Exchange Act of 1934, as amended

(the “Exchange Act”), the Company does not consolidate portfolio company investments. The accounting records of the Company are maintained in U.S. dollars.

Portfolio Investment Classification

The Company classifies its portfolio investments in accordance with the requirements of the 1940 Act as follows: (a) “Control Investments” are defined as investments in which the Company owns more than 25% of the voting securities or has rights to maintain greater than 50% of the board representation, (b) “Affiliate Investments” are defined as investments in which the Company owns between 5% and 25% of the voting securities and does not have rights to maintain greater than 50% of the board representation, and (c) “Non-controlled, non-affiliate investments” are defined as investments that are neither Control Investments or Affiliate Investments.

Cash and Cash Equivalents

At September 30, 2015, cash balances totaling \$6,079,062 exceeded FDIC insurance protection levels of \$250,000 by \$5,829,062, subjecting the Company to risk related to the uninsured balance. All of the Company’s cash deposits are held at large established high credit quality financial institutions and management believes that risk of loss associated with any uninsured balances is remote.

Cash consists of bank demand deposits. We deem certain U.S. Treasury Bills and other high-quality, short-term debt securities as cash equivalents. At the end of each fiscal quarter, we may take proactive steps to ensure we are in compliance with the RIC diversification requirements under Subchapter M of the Internal Revenue Code (the “Code”), which are dependent upon the composition of our total assets at quarter end. We may accomplish this in several ways, including purchasing U.S. Treasury Bills and closing out positions after quarter-end or temporarily drawing down on the Credit Facility (see Note 9). On September 30, 2015 and December 31, 2014, we held no U.S. Treasury Bills.

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

Use of Estimates

The preparation of the consolidated statements of assets and liabilities in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Changes in the economic environment, financial markets and any other parameters used in determining these estimates could cause actual results to differ materially.

Deferred Financing Costs, Prepaid Loan Fees on SBA Debentures and Prepaid Loan Structure Fees

Deferred financing costs, prepaid loan fees on SBA debentures and prepaid loan structure fees consist of fees and expenses paid in connection with the closing of our Credit Facility, notes and SBA debentures and are capitalized at the time of payment. These costs are amortized using the straight line method over the term of the respective instrument.

Deferred Offering Costs

Deferred offering costs consist of fees and expenses incurred in connection with the offer and sale of the Company's common stock and bonds, including legal, accounting, printing fees and other related expenses, as well as costs incurred in connection with the filing of a shelf registration statement. These costs are capitalized when incurred and recognized as a reduction of offering proceeds when the offering becomes effective.

Investments

As a business development company (“BDC”), the Company will generally invest in illiquid loans and securities including debt and equity securities of middle-market companies. Under procedures established by the board of directors, the Company intends to value investments for which market quotations are readily available at such market quotations. The Company will obtain these market values from an independent pricing service or at the median between the bid and ask prices obtained from at least two brokers or dealers (if available, otherwise by a principal market maker or a primary market dealer). Debt and equity securities that are not publicly traded or whose market prices are not readily available will be valued at fair value as determined in good faith by our board of directors. Such determination of fair values may involve subjective judgments and estimates. The Company also engages independent valuation providers to review the valuation of each portfolio investment that does not have a readily available market quotation at least twice annually.

Investments purchased within 60 days of maturity will be valued at cost plus accreted discount, or minus amortized premium, which approximate fair value. With respect to unquoted securities, our board of directors, will value each investment considering, among other measures, discounted cash flow models, comparisons of financial ratios of peer companies that are public and other factors. When an external event such as a purchase transaction, public offering or subsequent equity sale occurs, the board of directors will use the pricing indicated by the external event to corroborate and/or assist us in our valuation. Because the Company expects that there will not be a readily available market for many of the investments in our portfolio, the Company expects to value most of our portfolio investments at fair value as determined in good faith by the board of directors using a documented valuation policy and a consistently applied valuation process. Due to 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 may differ significantly from the values that would have been used had a readily available market value existed for such investments, and the differences could be material.

In following these approaches, the types of factors that will be taken into account in fair value pricing investments will include, as relevant, but not be limited to:

- available current market data, including relevant and applicable market trading and transaction comparables;
 - applicable market yields and multiples;
 - security covenants;
 - call protection provisions;

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

- information rights;
- the nature and realizable value of any collateral;
- the portfolio company's ability to make payments, its earnings and discounted cash flows and the markets in which it does business;
- comparisons of financial ratios of peer companies that are public;
- comparable merger and acquisition transactions; and
- the principal market and enterprise values.

Revenue Recognition

We record interest income on an accrual basis to the extent such interest is deemed collectible. For loans and debt securities with contractual payment-in-kind ("PIK") interest, which represents contractual interest accrued and added to the loan balance that generally becomes due at maturity, we do not accrue PIK interest if the portfolio company valuation indicates that such PIK interest is not collectible. We will not accrue interest on loans and debt securities if we have reason to doubt our ability to collect such interest. Loan origination fees, original issue discount and market discount or premium are capitalized, and we then accrete or amortize such amounts using the effective interest method as interest income. Upon the prepayment of a loan or debt security, any unamortized loan origination fee is recorded as interest income. We record prepayment premiums on loans and debt securities as other income. Dividend income, if any, will be recognized on the ex-dividend date.

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

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

Payment-in-Kind Interest

We have investments in our portfolio that contain a PIK interest provision. Any PIK interest is added to the principal balance of such investments and is recorded as income, if the portfolio company valuation indicates that such PIK interest is collectible. In order to maintain our status as a RIC, substantially all of this income must be paid out to stockholders in the form of dividends, even if we have not collected any cash.

Investment Transaction Costs

Costs that are material associated with an investment transaction, including legal expenses, are included in the cost basis of purchases and deducted from the proceeds of sales unless such costs are reimbursed by the borrower.

Receivables and Payables for Unsettled Securities Transaction

The Company records all investments on a trade date basis.

U.S. Federal Income Taxes

The Company has elected to be treated as a RIC under Subchapter M of the Code, and to operate in a manner so as to qualify for the tax treatment applicable to RICs. In order to qualify as a RIC, among other things, the Company is required to timely distribute to its stockholders at least 90% of investment company taxable income, as defined by the Code, for each year. So long as the Company maintains its status as a RIC, it generally will not pay corporate-level U.S. federal income taxes on any ordinary income or capital gains that it distributes at least annually to its stockholders as dividends. Rather, any tax liability related to income earned by the Company represents obligations of the Company's investors and will not be reflected in the consolidated financial statements of the Company.

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

To avoid a 4% U.S federal excise tax on undistributed earnings, the Company is required to distribute each calendar year the sum of (i) 98% of its ordinary income for such calendar year (ii) 98.2% of its net capital gains for the one-year period ending October 31 of that calendar year (iii) any income recognized, but not distributed, in preceding years and on which the Company paid no federal income tax. The Company, at its discretion, may choose not to distribute all of its taxable income for the calendar year and pay a non-deductible 4% excise tax on this income. If the Company chooses to do so, all other things being equal, this would increase expenses and reduce the amount available to be distributed to stockholders. 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 on estimated excess taxable income as taxable income is earned. The Company incurred no excise tax expense for the three and nine months ended September 30, 2015 and 2014.

The Company evaluates tax positions taken or expected to be taken in the course of preparing its tax returns to determine whether the tax positions are “more-likely-than-not” of being sustained by the applicable tax authority. Tax positions deemed to meet a “more-likely-than-not” threshold would be recorded as a tax benefit or expense in the applicable period. Although the Company files U.S federal and state tax returns, its major tax jurisdiction is U.S federal. The 2012, 2013 and 2014 federal tax years for the Company remain subject to examination by the Internal Revenue Service.

As of September 30, 2015 and December 31, 2014, the Company had not recorded a liability for any unrecognized tax positions. Management’s evaluation of uncertain tax positions may be subject to review and adjustment at a later date based upon factors including, but not limited to, an on-going analysis of tax laws, regulations and interpretations thereof. The Company’s policy is to include interest and penalties related to income taxes, if applicable, in general and administrative expenses. There were no such expenses for the three and nine months ended September 30, 2015 and 2014, respectively.

The Taxable Subsidiaries are direct wholly owned subsidiaries of the Company that have elected to be taxable entities. The Taxable Subsidiaries permit the Company to hold equity investments in portfolio companies which are “pass through” entities for tax purposes and continue to comply with the “source income” requirements contained in RIC tax provisions of the Code. The Taxable Subsidiaries are not consolidated with the Company for income tax purposes and

may generate income tax expense, benefit, and the related tax assets and liabilities, as a result of their ownership of certain portfolio investments. The income tax expense, or benefit, if any, and related tax assets and liabilities are reflected in the Company's consolidated financial statements.

The Taxable Subsidiaries use the liability method in accounting for income taxes. Deferred tax assets and liabilities are recorded for temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, using statutory tax rates in effect for the year in which the temporary differences are expected to reverse. A valuation allowance is provided against deferred tax assets when it is more likely than not that some portion or all of the deferred tax asset will not be realized.

Taxable income generally differs from net income for financial reporting purposes due to temporary and permanent differences in the recognition of income and expenses. Taxable income generally excludes net unrealized appreciation or depreciation, as investment gains or losses are not included in taxable income until they are realized.

For the three months ended September 30, 2015 and 2014, the Company recorded deferred income tax benefit (expense) of \$147,439 and (\$185,888), respectively, related to the Taxable Subsidiaries. For the nine months ended September 30, 2015 and September 30, 2014, the Company recorded deferred income tax benefit (expense) of \$33,181 and (\$185,888), respectively, related to the Taxable Subsidiaries. In addition, as of September 30, 2015 and December 31, 2014, the Company had a deferred tax liability of \$254,941 and \$288,122, respectively.

Earnings per Share

Basic per share calculations are computed utilizing the weighted average number of shares of common stock outstanding for the period. The Company has no common stock equivalents. As a result, there is no difference between diluted earnings per share and basic per share amounts.

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

Paid In Capital

The Company records the proceeds from the sale of its common stock on a net basis to (i) capital stock and (ii) paid in capital in excess of par value, excluding all commissions and marketing support fees.

Recently Issued Accounting Standards

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (“FASB”) or other standards setting bodies that are adopted by the Company as of the specified effective date. In April 2015, the FASB issued ASU No. 2015-03 — Simplifying the Presentation of Debt Issuance Costs. The new guidance requires that debt issuance costs related to a recognized debt liability be presented as a deduction from the debt liability rather than as an asset. The guidance is effective for the Company for the financial statements issued for the year ending December 31, 2016 and the interim periods thereafter. The change will be applied retrospectively to all prior periods presented. Additional disclosures about the change will be added, including a description of the prior-period information that has been retrospectively adjusted and the effect of the change on the financial statement line item. In August 2014, the FASB issued ASU No. 2014-15 — Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern. In connection with the preparation of interim and annual reports, Management will evaluate whether conditions or events exist that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the date the financial statements are available to be issued, when applicable), and, if so, disclose that fact. Additionally, Management must evaluate and disclose whether its plans will alleviate that doubt. The guidance is effective for the Company beginning January 1, 2016. The Company believes that the impact of this and other recently issued standards that are not effective will not have a material impact on its consolidated financial statements upon adoption.

NOTE 2 — RELATED PARTY ARRANGEMENTS

Investment Advisory Agreement

The Company entered into an investment advisory agreement with Stellus Capital. Pursuant to this agreement, the Company has agreed to pay to Stellus Capital a base annual fee of 1.75% of gross assets, including assets purchased with borrowed funds or other forms of leverage and excluding cash and cash equivalents, and an annual incentive fee.

For the three and nine months ended September 30, 2015, the Company recorded an expense for base management fees of \$1,462,024 and \$4,322,488, respectively. For the three and nine months ended September 30, 2014, the Company recorded an expense for base management fees of \$1,281,231 and \$3,842,971, respectively. As of September 30, 2015 and December 31, 2014, \$1,462,024 and \$1,360,019, respectively, were payable to Stellus Capital.

The incentive fee has two components, investment income and capital gains, as follows:

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

Investment Income Incentive Fee

The investment income component (“Investment Income Incentive Fee”) is calculated, and payable, quarterly in arrears based on the Company’s pre-incentive fee net investment income for the immediately preceding calendar quarter, subject to a cumulative total return requirement and to deferral of non-cash amounts. The pre-incentive fee net investment income, which is expressed as a rate of return on the value of the Company’s net assets attributable to the Company’s common stock, for the immediately preceding calendar quarter, will have a 2.0% (which is 8.0% annualized) hurdle rate (also referred to as the “Hurdle”). Pre-incentive fee net investment income means interest income, dividend income and any other income accrued during the calendar quarter, minus the Company’s operating expenses for the quarter excluding the incentive fee. Pre-incentive fee net investment income includes, in the case of investments with a deferred interest feature (such as original issue discount, debt instruments with PIK interest and zero coupon securities), accrued income that the Company has not yet received in cash. The Advisor receives no incentive fee for any calendar quarter in which the Company’s pre-incentive fee net investment income does not exceed the Hurdle. Subject to the cumulative total return requirement described below, the Advisor receives 100% of the Company’s pre-incentive fee net investment income for any calendar quarter with respect to that portion of the pre-incentive net investment income for such quarter, if any, that exceeds the Hurdle but is less than 2.5% (which is 10.0% annualized) of net assets (also referred to as the “Catch-up”) and 20.0% of the Company’s pre-incentive fee net investment income for such calendar quarter, if any, greater than 2.5% (10.0% annualized) of net assets.

The foregoing incentive fee is subject to a total return requirement, which provides that no incentive fee in respect of the Company’s pre-incentive fee net investment income is payable except to the extent 20.0% of the cumulative net increase in net assets resulting from operations over the then current and 11 preceding calendar quarters exceeds the cumulative incentive fees accrued and/or paid for the 11 preceding quarters. In other words, any Investment Income Incentive Fee that is payable in a calendar quarter is limited to the lesser of (i) 20% of the amount by which the Company’s pre-incentive fee net investment income for such calendar quarter exceeds the 2.0% hurdle, subject to the Catch-up, and (ii) (x) 20% of the cumulative net increase in net assets resulting from operations for the then current and 11 preceding quarters *minus* (y) the cumulative incentive fees accrued and/or paid for the 11 preceding calendar quarters. For the foregoing purpose, the “cumulative net increase in net assets resulting from operations” is the amount, if positive, of the sum of pre-incentive fee net investment income, realized gains and losses and unrealized appreciation and depreciation of the Company for the then current and 11 preceding calendar quarters. In addition, the Advisor is not paid the portion of such incentive fee that is attributable to deferred interest until the Company actually

receives such interest in cash.

For the three and nine months ended September 30, 2015, the Company incurred \$954,908 and \$2,914,633, respectively, of Investment Income Incentive Fees. For the three and nine months ended September 30, 2014, the Company incurred \$633,485 and \$2,479,433, respectively, of Investment Income Incentive Fees. As of September 30, 2015 and December 31, 2014, \$1,129,318 and \$1,121,556, respectively, of such incentive fees are payable to the Advisor, of which \$935,595 and \$915,577, respectively, are currently payable (as explained below). As of September 30, 2015 and December 31, 2014, \$193,723 and \$205,979, respectively, of incentive fees incurred but not paid by the Company were generated from deferred interest (i.e. PIK, certain discount accretion and deferred interest) and are not payable until such deferred amounts are received in cash.

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

Capital Gains Incentive Fee

GAAP requires that the incentive fee accrual considers the cumulative aggregate realized gains and losses and unrealized capital appreciation or depreciation of investments or other financial instruments in the calculation, as an incentive fee would be payable if such realized gains and losses and unrealized capital appreciation or depreciation were realized, even though such realized gains and losses and unrealized capital appreciation or depreciation is not permitted to be considered in calculating the fee actually payable under the investment management agreement with the Advisor (the "Capital Gains Incentive Fee"). There can be no assurance that unrealized appreciation or depreciation will be realized in the future. Accordingly, such fees, as calculated and accrued, would not necessarily be payable under the investment management agreement, and may never be paid based upon the computation of incentive fees in subsequent periods. For the three and nine months ended September 30, 2015, the Company incurred no incentive fees related to the Capital Gains Incentive Fee. For the three and nine months ended September 30, 2014, the Company incurred (\$223,351) and (\$305,467), respectively, of incentive fees related to the Capital Gains Incentive Fee. As of September 30, 2015 and 2014, no Capital Gains Incentive Fees were payable to the Advisor under the investment advisory agreement, subject to the limitations set forth below.

A portion of the Capital Gains Incentive Fee may be payable to the Advisor on an annual basis. This portion of the fee is determined and payable in arrears as of the end of each calendar year (or upon termination of the investment management agreement, as of the termination date). This component is equal to 20.0% of the Company's cumulative aggregate realized capital gains from inception through the end of that calendar year, computed net of the cumulative aggregate realized capital losses and cumulative aggregate unrealized capital depreciation through the end of such year. The aggregate amount of any previously paid capital gains incentive fees is subtracted from such capital gains incentive fee calculated. As of September 30, 2015 and December 31, 2014, no Capital Gains Incentive Fees were payable to the Advisor under the investment advisory agreement.

For the three and nine months ended September 30, 2015, the Advisor waived no incentive fees. The Advisor voluntarily waived incentive fees of \$1,399,226 for the three and nine months ended September 30, 2014. Stellus Capital is under no obligation to waive any fees payable to it under the terms of the investment advisory agreement and we can make no assurances that Stellus Capital will agree to waive any incentive fees in the future.

The following tables summarize the components of the incentive fees discussed above:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Investment Income Incentive Fees Incurred	\$954,908	\$633,485	\$2,914,633	\$2,479,433
Capital Gains Incentive Fee Incurred	—	(223,351)	—	(305,467)
Incentive Fee Expense	\$954,908	\$410,134	\$2,914,633	\$2,173,966
Investment Income Incentive Fees Waived	—	(1,399,226)	—	(1,399,226)
Net Incentive Fee Expense	\$954,908	\$(989,092)	\$2,914,633	\$774,740

	September 30,	December 31,
	2015	2014
Investment Income Incentive Fee Currently Payable	\$ 935,595	\$ 915,577
Investment Income Incentive Fee Deferred	193,723	205,979
Incentive Fee Payable	\$ 1,129,318	\$ 1,121,556

Director Fees

For the three and nine months ended September 30, 2015, the Company recorded an expense relating to director fees of \$76,000 and \$260,000, respectively. For the three and nine months ended September 30, 2014, the Company recorded an expense relating to director fees of \$86,000 and \$290,000, respectively. As of September 30, 2015 and December 31, 2014 no fees were payable relating to director fees.

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

Co-Investments

We received exemptive relief from the SEC to co-invest with investment funds managed by Stellus Capital (other than the D. E. Shaw group funds, as defined below) where doing so is consistent with our investment strategy as well as applicable law (including the terms and conditions of the exemptive order issued by the SEC). Under the terms of the relief permitting us to co-invest with other funds managed by Stellus Capital, a “required majority” (as defined in Section 57(o) of the 1940 Act) of our independent directors must make certain conclusions in connection with a co-investment transaction, including (1) the terms of the proposed transaction, including the consideration to be paid, are reasonable and fair to us and our stockholders and do not involve overreaching of us or our stockholders on the part of any person concerned and (2) the transaction is consistent with the interests of our stockholders and is consistent with our investment objectives and strategies. We intend to co-invest, subject to the conditions included in the exemptive order we received from the SEC, with a private credit fund managed by Stellus Capital that has an investment strategy that is identical to our investment strategy. We believe that such co-investments may afford us additional investment opportunities and an ability to achieve greater diversification.

License Agreement

We have entered into a license agreement with Stellus Capital under which Stellus Capital has agreed to grant us a non-exclusive, royalty-free license to use the name “Stellus Capital.” Under this agreement, we have a right to use the “Stellus Capital” name for so long as Stellus Capital or one of its affiliates remains our investment advisor. Other than with respect to this limited license, we have no legal right to the “Stellus Capital” name. This license agreement will remain in effect for so long as the investment advisory agreement with Stellus Capital is in effect.

Administration Agreement

We have entered into an administration agreement with Stellus Capital pursuant to which Stellus Capital will furnish us with office facilities and equipment and will provide us with the clerical, bookkeeping, recordkeeping and other administrative services necessary to conduct day-to-day operations. Under this administration agreement, Stellus Capital will perform, or oversee the performance of, our required administrative services, which includes, among other things, being responsible for the financial records which we are required to maintain and preparing reports to our stockholders and reports filed with the SEC.

For the three and nine months ended September 30, 2015, the Company recorded expenses of \$191,552 and \$549,436, respectively, relating to the administration agreement. For the three and nine months ended September 30, 2014, the Company recorded expenses of \$149,913 and \$438,786, respectively, relating to the administration agreement. As of September 30, 2015 and December 31, 2014, \$190,292 and \$208,643, respectively, remained payable to Stellus Capital relating to the administration agreement.

Indemnifications

The investment advisory agreement provides that, absent willful misfeasance, bad faith or gross negligence in the performance of its duties or by reason of the reckless disregard of its duties and obligations under the investment advisory agreement, Stellus Capital and its officers, managers, partners, agents, employees, controlling persons and members, and any other person or entity affiliated with it, are entitled to indemnification from the Company for any damages, liabilities, costs and expenses (including reasonable attorneys' fees and amounts reasonably paid in settlement) arising from the rendering of Stellus Capital's services under the investment advisory agreement or otherwise as our investment adviser.

STELLUS CAPITAL INVESTMENT CORPORATION**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****September 30, 2015****(Unaudited)****NOTE 3 — DISTRIBUTIONS**

Distributions are generally declared by the Company's board of directors each calendar quarter and recognized as distribution liabilities on the ex-dividend date. The distribution frequency was changed from quarterly to monthly as of January 20, 2014. The Company intends to distribute net realized gains (*i.e.*, net capital gains in excess of net capital losses), if any, at least annually. The stockholder distributions, if any, will be determined by the board of directors. Any distribution to stockholders will be declared out of assets legally available for distribution.

The following table reflects the Company's dividends declared and paid or to be paid on its common stock:

Date Declared	Record Date	Payment Date	Per Share
January 20, 2014	January 31, 2014	February 14, 2014	\$ 0.1133
January 20, 2014	February 28, 2014	March 14, 2014	\$ 0.1133
January 20, 2014	March 31, 2014	April 15, 2014	\$ 0.1133
April 17, 2014	April 30, 2014	May 15, 2014	\$ 0.1133
April 17, 2014	May 30, 2014	June 16, 2014	\$ 0.1133
April 17, 2014	June 30, 2014	July 15, 2014	\$ 0.1133
July 07, 2014	July 31, 2014	August 15, 2014	\$ 0.1133
July 07, 2014	August 29, 2014	September 15, 2014	\$ 0.1133
July 07, 2014	September 30, 2014	October 15, 2014	\$ 0.1133
October 15, 2014	October 31, 2014	November 14, 2014	\$ 0.1133
October 15, 2014	November 28, 2014	December 15, 2014	\$ 0.1133
October 15, 2014	December 31, 2014	January 15, 2015	\$ 0.1133
January 22, 2015	February 02, 2015	February 13, 2015	\$ 0.1133
January 22, 2015	February 27, 2015	March 13, 2015	\$ 0.1133
January 22, 2015	March 31, 2015	April 15, 2015	\$ 0.1133
April 15, 2015	April 30, 2015	May 15, 2015	\$ 0.1133
April 15, 2015	May 29, 2015	June 15, 2015	\$ 0.1133
April 15, 2015	June 30, 2015	July 15, 2015	\$ 0.1133

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

July 08, 2015	July 31, 2015	August 14, 2015	\$ 0.1133
July 08, 2015	August 31, 2015	September 15, 2015	\$ 0.1133
July 08, 2015	September 30, 2015	October 15, 2015	\$ 0.1133

Unless the stockholder elects to receive its distributions in cash, the Company intends to make such distributions in additional shares of the Company's common stock under the Company's dividend reinvestment plan. Although distributions paid in the form of additional shares of the Company's common stock will generally be subject to U.S. federal, state and local taxes in the same manner as cash distributions, investors participating in the Company's dividend reinvestment plan will not receive any corresponding cash distributions with which to pay any such applicable taxes. If a stockholder holds shares of the Company's common stock in the name of a broker or financial intermediary, the stockholder should contact such broker or financial intermediary regarding their election to receive distributions in cash in lieu of shares of the Company's common stock. Any distributions reinvested through the issuance of shares through the Company's dividend reinvestment plan will increase the Company's gross assets on which the base management fee and the incentive fee are determined and paid to Stellus Capital. No shares were issued in connection with the distributions made during the three and nine months ended September 30, 2015. During the three and nine months ended September 31, 2014, 9,345 shares and 22,906 shares were issued in connection with distributions, respectively.

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

NOTE 4 — PORTFOLIO INVESTMENTS AND FAIR VALUE

In accordance with the authoritative guidance on fair value measurements and disclosures under U.S. GAAP, the Company discloses the fair value of its investments in a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The guidance establishes three levels of the fair value hierarchy as follows:

Level 1 — Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 — Quoted prices in markets that are not considered to be active or financial instruments for which significant inputs are observable, either directly or indirectly;

Level 3 — Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

The level of an asset or liability within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes “observable” requires significant judgment by management.

The Company considers whether the volume and level of activity for the asset or liability have significantly decreased and identifies transactions that are not orderly in determining fair value. Accordingly, if the Company determines that

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

either the volume and/or level of activity for an asset or liability has significantly decreased (from normal conditions for that asset or liability) or price quotations or observable inputs are not associated with orderly transactions, increased analysis and management judgment will be required to estimate fair value. Valuation techniques such as an income approach might be appropriate to supplement or replace a market approach in those circumstances.

At September 30, 2015, the Company had investments in 35 portfolio companies. The total cost and fair value of the investments were \$332,172,782 and \$322,966,189, respectively. The composition of our investments as of September 30, 2015 is as follows:

	Cost	Fair Value
Senior Secured – First Lien	\$98,274,253	\$98,118,798
Senior Secured – Second Lien	141,478,929	140,141,986
Unsecured Debt	81,299,635	74,013,155
Equity	11,119,965	10,692,250
Total Investments	\$332,172,782	\$322,966,189

At December 31, 2014, the Company had investments in 32 portfolio companies. The total cost and fair value of the investments were \$321,955,480 and \$315,965,434, respectively. The composition of our investments as of December 31, 2014 was as follows:

	Cost	Fair Value
Senior Secured – First Lien	\$76,188,958	\$75,529,963
Senior Secured – Second Lien	102,353,436	101,556,898
Unsecured Debt	135,536,203	129,276,255
Equity	7,876,883	9,602,318
Total Investments	\$321,955,480	\$315,965,434

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

The Company's investment portfolio may contain loans that are in the form of lines of credit or revolving credit facilities, which require the Company to provide funding when requested by portfolio companies in accordance with the terms of the underlying loan agreements. As of both September 30, 2015 and December 31, 2014, the Company had three such investments with aggregate unfunded commitments of \$2,757,405 and \$10,892,150, respectively. The Company maintains sufficient liquidity to fund such unfunded loan commitments should the need arise.

The fair values of our investments disaggregated into the three levels of the fair value hierarchy based upon the lowest level of significant input used in the valuation as of September 30, 2015 are as follows:

	Quoted Prices in Active Markets for Identical Securities (Level 1)			Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Senior Secured – First Lien	\$	—	\$ —		\$98,118,798	\$98,118,798
Senior Secured – Second Lien		—	7,713,750		132,428,236	140,141,986
Unsecured Debt		—	—		74,013,155	74,013,155
Equity		—	—		10,692,250	10,692,250
Total Investments	\$	—	\$ 7,713,750		\$315,252,439	\$322,966,189

The fair values of our investments disaggregated into the three levels of the fair value hierarchy based upon the lowest level of significant input used in the valuation as of December 31, 2014 are as follows:

	Quoted Prices in Active Markets for Identical			Significant Other Observable	Significant Unobservable
--	--	--	--	---------------------------------	-----------------------------

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

	Securities (Level 1)	Inputs (Level 2)	Inputs (Level 3)	Total
Senior Secured – First Lien	\$ —	\$ —	\$75,529,963	\$75,529,963
Senior Secured – Second Lien	—	8,372,500	93,184,398	101,556,898
Unsecured Debt	—	—	129,276,255	129,276,255
Equity	—	—	9,602,318	9,602,318
Total Investments	\$ —	\$ 8,372,500	\$307,592,934	\$315,965,434

25

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

The aggregate values of Level 3 portfolio investments changed during the nine months ended September 30, 2015 are as follows:

	Senior Secured Loans-First Lien	Senior Secured Loans-Second Lien	Unsecured Debt	Equity	Total
Fair value at beginning of period	\$ 75,529,963	\$ 93,184,398	\$ 129,276,255	\$ 9,602,318	\$ 307,592,934
Purchases of investments	28,159,582	48,772,500	4,925,000	3,251,634	85,108,716
Payment-in-kind interest	91,219	—	296,756	—	387,975
Sales and Redemptions	(6,507,586)	(9,882,400)	(59,935,102)	(8,550)	(76,333,638)
Realized Gains	10,930	—	283,933	—	294,863
Change in unrealized depreciation included in earnings	503,539	123,702	(1,026,530)	(2,153,152)	(2,552,441)
Amortization of premium and accretion of discount, net	331,151	230,036	192,843	—	754,030
Fair value at end of period	\$ 98,118,798	\$ 132,428,236	\$ 74,013,155	\$ 10,692,250	\$ 315,252,439
Change in unrealized depreciation on Level 3 investments still held as of September 30, 2015	\$ 503,539	\$ 23,217	\$(1,422,170)	\$(2,153,152)	\$(3,048,566)

The aggregate values of Level 3 portfolio investments changed during the year ended December 31, 2014 are as follows:

	Senior Secured Loans-First Lien	Senior Secured Loans-Second Lien	Unsecured Debt	Equity	Total
Fair value at beginning of year	\$ 36,641,095	\$ 97,087,453	\$ 106,219,596	\$ 4,367,422	\$ 244,315,566
Purchases of investments	56,040,667	10,775,600	27,440,000	3,698,057	97,954,324
Payment-in-kind interest	147,719	—	582,316	—	730,035

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

Sales and Redemptions	(16,740,893)	(13,391,296)	—	—	(30,132,189)
Realized Gains	168,052	87,500	—	—	255,552
Change in unrealized depreciation included in earnings	(976,922)	(1,599,019)	(5,161,026)	1,536,839	(6,200,128)
Amortization of premium and accretion of discount, net	240,245	224,160	195,369	—	669,774
Fair value at end of year	\$ 75,529,963	\$ 93,184,398	\$ 129,276,255	\$ 9,602,318	\$ 307,592,934
Change in unrealized depreciation on Level 3 investments still held as of December 31, 2014	\$ (815,387)	\$ (1,579,130)	\$ (5,161,026)	\$ 1,536,839	\$ (6,018,701)

Transfers are reflected at the value of the securities at the beginning of the period. There were no transfers of Level 2 or Level 3 investments during the nine months ended September 30, 2015 and the year ended December 31, 2014.

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

The following is a summary of geographical concentration of our investment portfolio as of September 30, 2015:

	Cost	Fair Value	% of Total Investments	
New York	\$53,501,460	\$45,666,003	14.14	%
Texas	36,559,630	35,989,755	11.14	%
Colorado	27,752,129	28,569,154	8.85	%
Georgia	26,081,970	26,047,676	8.07	%
California	24,627,466	24,695,985	7.65	%
Minnesota	21,723,305	21,895,630	6.78	%
Massachusetts	22,393,201	21,612,487	6.69	%
New Jersey	21,397,978	21,319,309	6.60	%
Alabama	15,853,067	15,779,070	4.89	%
Missouri	14,060,466	13,787,533	4.27	%
Tennessee	12,280,469	12,300,000	3.81	%
Canada	9,404,904	8,779,393	2.72	%
Puerto Rico	8,700,562	8,694,299	2.69	%
Florida	7,607,471	7,581,974	2.35	%
Illinois	6,640,195	6,716,223	2.08	%
North Carolina	4,906,594	4,853,006	1.50	%
Kentucky	4,328,884	4,339,205	1.34	%
Washington	4,143,252	4,148,185	1.28	%
Virginia	4,014,001	4,015,082	1.24	%
Arizona	3,533,312	3,484,734	1.08	%
Indiana	2,662,466	2,691,486	0.83	%
	\$332,172,782	\$322,966,189	100.00	%

The following is a summary of geographical concentration of our investment portfolio as of December 31, 2014:

% of Total

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

	Cost	Fair Value	Investments	
New York	\$45,358,678	\$39,450,450	12.49	%
Texas	36,732,718	36,903,831	11.68	%
Canada	31,256,250	31,070,196	9.83	%
Colorado	27,673,853	28,138,446	8.91	%
Florida	24,551,448	24,463,723	7.75	%
Massachusetts	22,357,015	22,855,758	7.23	%
Minnesota	22,047,466	21,826,543	6.91	%
Alabama	16,768,379	16,697,580	5.28	%
California	15,750,282	15,750,282	4.98	%
Indiana	14,059,571	13,951,688	4.42	%
Illinois	14,035,059	13,916,808	4.40	%
Pennsylvania	9,713,568	9,525,058	3.01	%
New Jersey	9,366,351	8,833,036	2.80	%
Puerto Rico	8,695,875	8,593,279	2.72	%
Missouri	4,958,664	4,927,516	1.56	%
Kentucky	4,471,143	4,902,490	1.55	%
Washington	4,135,386	4,135,386	1.31	%
Virginia	3,995,027	4,003,965	1.27	%
Arizona	3,550,728	3,550,728	1.12	%
Tennessee	2,478,019	2,468,671	0.78	%
	\$321,955,480	\$315,965,434	100.00	%

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

The following is a summary of industry concentration of our investment portfolio as of September 30, 2015:

	Cost	Fair Value	% of Total Investments	
Finance	\$45,540,191	\$45,828,500	14.19	%
Software	41,367,830	40,760,672	12.62	%
Services: Business	37,258,655	37,405,638	11.58	%
Healthcare & Pharmaceuticals	35,449,513	36,159,083	11.20	%
Retail	32,269,806	32,032,430	9.92	%
Media: Broadcasting & Subscription	28,480,314	28,269,255	8.75	%
Services: Consumer	25,748,041	18,039,938	5.59	%
Telecommunications	16,361,431	15,363,755	4.76	%
Chemicals, Plastics, & Rubber	13,903,484	13,827,892	4.28	%
Education	12,378,296	12,378,297	3.83	%
Beverage, Food, & Tobacco	7,895,106	8,000,000	2.48	%
High Tech Industries	6,640,195	6,716,223	2.08	%
Transportation: Cargo	6,742,438	6,087,907	1.88	%
Transportation & Logistics	5,324,932	5,382,972	1.67	%
Metals & Mining	4,328,884	4,339,205	1.34	%
Services: Government	4,014,001	4,015,082	1.24	%
Hotel, Gaming, & Leisure	3,533,312	3,484,734	1.08	%
Construction & Building	2,480,469	2,500,000	0.77	%
Energy: Oil & Gas	2,455,884	2,374,606	0.74	%
	\$332,172,782	322,966,189	100.00	%

The following is a summary of industry concentration of our investment portfolio as of December 31, 2014:

	Cost	Fair Value	% of Total Investments	
--	------	------------	---------------------------	--

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

Software	\$41,302,041	\$41,553,615	13.15	%
Healthcare & Pharmaceuticals	35,732,644	36,045,797	11.41	%
High Tech Industries	35,671,301	35,527,469	11.24	%
Finance	34,879,616	35,404,972	11.21	%
Media: Broadcasting & Subscription	29,309,456	29,252,045	9.26	%
Retail	25,116,633	24,583,318	7.78	%
Telecommunications	18,770,960	18,435,806	5.83	%
Transportation: Cargo	17,898,673	17,658,441	5.59	%
Services: Business	16,910,423	16,822,698	5.32	%
Services: Consumer	20,841,379	14,901,220	4.72	%
Consumer Goods: Non-Durable	9,713,568	9,525,058	3.01	%
Beverage, Food, & Tobacco	7,874,910	7,950,000	2.52	%
Transportation & Logistics	5,780,906	5,752,782	1.82	%
Metals & Mining	4,471,143	4,902,490	1.55	%
Chemicals, Plastics, and Rubber	4,796,407	4,797,798	1.52	%
Services: Government	3,995,027	4,003,965	1.27	%
Hotel, Gaming, & Leisure	3,550,728	3,550,728	1.12	%
Energy: Oil & Gas	2,861,646	2,828,561	0.90	%
Construction & Building	2,478,019	2,468,671	0.78	%
	\$321,955,480	315,965,434	100.00	%

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

The following provides quantitative information about Level 3 fair value measurements as of September 30, 2015:

Description:	Fair Value	Valuation Technique	Unobservable Inputs	Range (Average) ^{(1) (3)}
First lien debt	\$98,118,798	Income/Market approach ⁽²⁾	HY credit spreads,	-2.08% to 2.38% (0.47%)
			Risk free rates	-0.67% to 0.00% (-0.37%)
			Market multiples	7x to 21x (12x) ⁽⁴⁾
Second lien debt	\$132,428,236	Income/Market approach ⁽²⁾	HY credit spreads,	-4.93% to 2.64% (0.15%)
			Risk free rates	-1.04% to 0.22% (-0.54%)
			Market multiples	8x to 18x (12x) ⁽⁴⁾
Unsecured debt	\$74,013,155	Income/Market approach ⁽²⁾	HY credit spreads,	-4.31% to 0.29% (-0.70%)
			Risk free rates	-0.81% to -0.02% (-0.47%)
			Market multiples	10x to 19x (12x) ⁽⁴⁾
Equity investments	\$10,692,250	Market approach ⁽⁵⁾	Underwriting multiple/ EBITDA Multiple	2x to 14x (8x)
Total Long Term Level 3 Investments	\$315,252,439			

(1) Weighted average based on fair value as of September 30, 2015.

(2) Inclusive of not limited to (a) the market approach which is used to determine sufficient enterprise value, and (b) the income approach which is based on discounting future cash flows using an appropriate market yield.

(3) The Company calculates the price of the loan by discounting future cash flows using an appropriate yield calculated as of the valuation date. This yield is calculated based on the loan's yield at the original investment and is adjusted as of the valuation date based on: changes in comparable credit spreads, changes in risk free interest rates (per swap rates), and changes in credit quality (via an estimated shadow rating). Significant movements in any of these factors would result in a significantly lower or higher fair value measurement. As an example, the "Range

(Average)” for second lien debt instruments in the table above indicates that the change in the HY spreads between the date a loan closed and the valuation date ranged from -4.93% (-493 basis points) to 2.64% (264 basis points). The average of all changes was 0.15%.

- (4) Median of LTM (last twelve months) EBITDA multiples of comparable companies.

The primary significant unobservable input used in the fair value measurement of the Company’s equity investments is the EBITDA multiple (the “Multiple”). Significant increases (decreases) in the Multiple in isolation would result in a significantly higher (lower) fair value measurement. To determine the Multiple for the market (5) approach, the Company considers current market trading and/or transaction multiple, portfolio company performance (financial ratios) relative to public and private peer companies and leverage levels, among other factors. Changes in one or more of these factors can have a similar directional change on other factors in determining the appropriate Multiple to use in the market approach.

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

The following provides quantitative information about Level 3 fair value measurements as of December 31, 2014:

Description:	Fair Value	Valuation Technique	Unobservable Inputs	Range (Average) ^{(1) (3)}
First lien debt	\$75,529,963	Income/Market approach ⁽²⁾	HY credit spreads,	-0.8% to 5.33% (0.74%)
			Risk free rates	-0.27% to 0.18% (-0.04%)
			Market multiples	8x to 17x (11x) ⁽⁴⁾
Second lien debt	\$93,184,398	Income/Market approach ⁽²⁾	HY credit spreads,	-1.98% to 2.52% (0.04%)
			Risk free rates	-0.59% to 1.80% (-0.09%)
			Market multiples	7x to 22x (15x) ⁽⁴⁾
Unsecured debt	\$129,276,255	Income/Market approach ⁽²⁾	HY credit spreads,	-1.36% to 3.16% (-0.23%)
			Risk free rates	-0.28% to 0.49% (0.08%)
			Market multiples	10x to 16x (12x) ⁽⁴⁾
Equity investments	\$9,602,318	Market approach ⁽⁵⁾	Underwriting multiple/ EBITDA Multiple	2x to 14x (10x)
Total Long Term Level 3 Investments	\$307,592,934			

(1) Weighted average based on fair value as of December 31, 2014.

(2) Inclusive of not limited to (a) the market approach which is used to determine sufficient enterprise value, and (b) the income approach which is based on discounting future cash flows using an appropriate market yield.

(3) The Company calculates the price of the loan by discounting future cash flows using an appropriate yield calculated as of the valuation date. This yield is calculated based on the loan's yield at the original investment and is adjusted as of the valuation date based on: changes in comparable credit, changes in risk free interest rates (per swap rates), and changes in credit quality (via an estimated shadow rating). Significant movements in any of these factors would result in a significantly lower or higher fair value measurement. As an example, the "Range (Average)"

for second lien debt instruments in the table above indicates that the change in the HY spreads between the date a loan closed and the valuation date ranged from -1.98% (-198 basis points) to 2.52% (252 basis points). The average of all changes was 0.04%.

- (4) Median of LTM (last twelve months) EBITDA multiples of comparable companies.

The primary significant unobservable input used in the fair value measurement of the Company's equity investments is the EBITDA multiple (the "Multiple"). Significant increases (decreases) in the Multiple in isolation would result in a significantly higher (lower) fair value measurement. To determine the Multiple for the market (5) approach, the Company considers current market trading and/or transaction multiple, portfolio company performance (financial ratios) relative to public and private peer companies and leverage levels, among other factors. Changes in one or more of these factors can have a similar directional change on other factors in determining the appropriate Multiple to use in the market approach.

NOTE 5 — EQUITY OFFERINGS AND RELATED EXPENSES

On June 5, 2014, we established an at-the-market program through which we may sell, from time to time and at our sole discretion \$50 million of our common stock. There were no shares issued during the three and nine months ended September 30, 2015 under the at-the-market program. The proceeds raised, the related underwriting fees, the offering expenses and the price at which these shares were issued from the period of June 5, 2014 through December 31, 2014 are as follows:

STELLUS CAPITAL INVESTMENT CORPORATION**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****September 30, 2015****(Unaudited)**

	Number of Shares	Gross Proceeds	Underwriting fees	Offering Expenses	Average Offering Price
Issuance of Common Stock					
Quarter ended June 30, 2014	230,242	\$3,334,474	\$ 50,017	\$ 17,467	\$ 14.48
Quarter ended September 30, 2014	121,123	1,752,861	25,493	12,437	\$ 14.47
Quarter ended December 31, 2014	—	—	—	—	—
Total	351,365	\$5,087,335	\$ 75,510	\$ 29,904	

The Company issued no shares of common stock during the three and nine months ended September 30, 2015 in connection with the stockholder distribution reinvestment plan.

The Company issued 29,573 shares of common stock during the year ended December 31, 2014 in connection with the stockholder distribution reinvestment plan.

	Number of Shares	Gross Value	Share Price
Issuance of Common Stock			
January 24, 2014	2,603	\$36,619	\$ 14.07
February 14, 2014	4,646	64,121	13.80
March 14, 2014	3,257	45,233	13.89
June 16, 2014	3,055	41,519	13.59
July 15, 2014	3,029	41,895	13.83
August 15, 2014	3,090	41,690	13.49
September 30, 2014	3,226	42,036	13.04
October 15, 2014	3,536	42,405	11.99
November 14, 2014	3,131	42,987	13.72
Total	29,573	\$398,505	

NOTE 6 — NET INCREASE (DECREASE) IN NET ASSETS PER COMMON SHARE

The following information sets forth the computation of net increase (decrease) in net assets resulting from operations per common share for the three and nine ended September 30, 2015 and September 30, 2014.

	Three Months Ended		Nine Months Ended	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Net increase (decrease) in net assets resulting from operations	\$ (624,337)	\$ 2,113,431	\$ 8,770,030	\$ 9,168,759
Average common shares	12,479,962	12,404,485	12,479,962	12,214,875
Basic and diluted earnings per common share	\$ (0.05)	\$ 0.17	\$ 0.70	\$ 0.75

NOTE 7 — COMMITMENTS AND CONTINGENCIES

The Company is currently not subject to any material legal proceedings, nor, to our knowledge, is any material legal proceeding threatened against us. From time to time, we may be a party to certain legal proceedings in the ordinary course of business, including proceedings relating to the enforcement of our rights under contracts with our portfolio companies. While the outcome of these legal proceedings cannot be predicted with certainty, we do not expect that these proceedings will have a material effect upon our business, financial condition or results of operations.

As of September 30, 2015, the Company had \$2.8 million of unfunded commitments to provide debt financing to three of our portfolio companies. As of December 31, 2014 the Company had \$10.9 million of unfunded commitments to provide debt financing to three of our portfolio companies.

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

NOTE 8 — FINANCIAL HIGHLIGHTS

	For the nine months ended September 30, 2015 (unaudited)		For the nine months ended September 30, 2014 (unaudited)	
Per Share Data: ⁽¹⁾				
Net asset value at beginning of period	\$ 13.94		\$ 14.54	
Net investment income	0.93		1.04	
Change in unrealized appreciation (depreciation)	(0.25	)	(0.31)
Realized gain	0.02		0.04	
Provision for taxes on unrealized appreciation on investments	—		(0.02)
Total from investment operations	\$ 0.70		\$ 0.75	
Reinvestments of stockholder distributions ⁽²⁾	—		—	
Sales load	—		(0.01)
Stockholder distributions from:				
Net investment income	(1.02	)	(1.02)
Net realized capital gains	—		(0.07)
Other ⁽³⁾	—		0.01	
Net asset value at end of period	\$ 13.62		\$ 14.20	
Per share market value at end of period	\$ 10.07		\$ 13.89	
Total return based on market value ⁽⁴⁾	(6.78	)%	(0.24)%
Weighted average shares outstanding	12,479,962		12,214,875	
	For the nine months ended September 30, 2015 (unaudited)		For the nine months ended September 30, 2014 (unaudited)	
Ratio/Supplemental Data:				
Net assets at end of period	\$ 169,992,666		\$ 177,095,261	
Weighted Average net assets	\$ 174,622,662		\$ 176,254,957	

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

Annualized ratio of gross operating expenses to net assets ⁽⁵⁾ ⁽⁸⁾	11.05	%	9.49	%
Annualized ratio of net operating expenses to net assets ⁽⁵⁾ ⁽⁸⁾	11.05	%	8.43	%
Annualized ratio of interest expense and other fees to net assets ⁽⁵⁾	3.49	%	2.91	%
Annualized ratio of net investment income before fee waiver to net assets ⁽⁵⁾ ⁽⁸⁾	9.01	%	8.48	%
Annualized ratio of net investment income to net assets ⁽⁵⁾ ⁽⁸⁾	9.01	%	9.54	%
Portfolio Turnover ⁽⁶⁾	24	%	17	%
Notes payable	\$ 25,000,000		\$ 25,000,000	
Credit Facility payable	\$ 110,750,000		\$ 90,000,000	
SBA Debentures	\$ 26,000,000		—	
Asset coverage ratio ⁽⁷⁾	2.25	x	2.54	x

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

(1) Financial highlights are based on weighted average shares outstanding as of period end.

(2) The per share impact of the Company's reinvestment of stockholder distributions has an impact to net assets of less than \$0.01 per share during the applicable period.

(3) Includes the impact of different share amounts as a result of calculating certain per share data based on weighted average shares outstanding during the period and certain per share data based on the shares outstanding as of period end.

(4) Total return on market value is based on the change in market price per share since the end of the prior year and assumes enrollment in the Company's dividend reinvestment plan. The total returns are not annualized.

(5) Financial highlights for periods of less than one year are annualized, with exception of the provision for taxes on the unrealized gain on investments.

(6) Calculated as the lesser of purchases or sales divided by average portfolio balance and is not annualized.

(7) Asset coverage ratio is equal to (i) the sum of (a) net assets at the end of the period and (b) total debt outstanding at the end of the period, divided by (ii) total debt outstanding at the end of the period. SBA debentures are excluded from the numerator and denominator.

(8) These ratios include the impact of the benefit for income taxes related to unrealized loss on investments of \$33,181 for the nine months ended September 30, 2015 and a provision for income taxes related to unrealized gain on investments of \$185,888 for the nine months ended September 30, 2014, which are not reflected in net investment income, gross operating expenses or net operating expenses. The provision for income taxes related to unrealized gain or loss on investments to net assets for the nine months ended September 30, 2015 and 2014 is 0.02% and 0.11%, respectively.

NOTE 9 — CREDIT FACILITY

On November 7, 2012, the Company entered into a revolving credit facility (the “Credit Facility”) with various lenders. SunTrust Bank, one of the lenders, serves as administrative agent under the Credit Facility. The Credit Facility originally provided for borrowings in an aggregate amount up to \$115,000,000 on a committed basis with an accordion feature that allows for an additional \$35,000,000 of borrowings, for a total facility size of \$150,000,000. On July 30, 2013, the Company partially exercised the accordion feature under the Credit Facility and received additional commitments from the existing bank group in the amount of \$20,000,000, which increased the total commitment to \$135,000,000 under the facility. On May 16, 2014, the Company exercised the remainder of the accordion feature under its Credit Facility and received an additional commitment from a new participant in the bank group in the amount of \$15,000,000, increasing the total commitment under the Credit Facility to \$150,000,000.

On November 21, 2014, the Company entered into a First Amendment (the “Amendment”) to the Credit Facility, by and among the Company, SunTrust Bank, as a lender and the administrative agent, and the lenders named therein. The Amendment, among other things, (i) extended the maturity date of the Credit Facility from November 14, 2016 to October 1, 2018; (ii) extended the revolving period from November 12, 2015 to October 1, 2017; and (iii) reduced the applicable margin rate for LIBOR-based loans from 3.00% per annum to 2.625% per annum and reduced the applicable margin rate for other loans, which are based on an alternative reference rate instead of LIBOR, from 2.00% per annum to 1.625% per annum. The Amendment also reduced the aggregate commitments under the Credit Facility to \$120,000,000, but included an accordion feature allowing the Company to increase the aggregate commitments up to \$195,000,000, subject to new or existing lenders agreeing to participate in the increase and other customary conditions. There can be no assurances that existing lenders will agree to such an increase, or that additional lenders will join the Credit Facility to increase available borrowings.

In addition, the Amendment provided for the prepayment in full of the pro rata portion of loans owing to State Street Bank and Trust Company, which ceased to be a lender under the Credit Facility.

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

The Company's obligations to the lenders are secured by a first priority security interest in its portfolio of securities and cash not held at the SBIC subsidiary, but excluding short term investments. The Credit Facility contains certain affirmative and negative covenants, including but not limited to: (i) maintaining a minimum liquidity test of at least 85% of adjusted borrowing base, (ii) maintaining an asset coverage ratio of at least 2.0 to 1.0, and (iii) maintaining a minimum shareholder's equity. As of September 30, 2015, the Company was in compliance with these covenants.

Borrowings under the Credit Facility bear interest, subject to the Company's election, on a per annum basis equal to (i) LIBOR plus 2.625% with no LIBOR floor or (ii) 1.625% plus an alternate base rate based on the highest of the Prime Rate, Federal Funds Rate plus 0.5% or one month LIBOR plus 1.0%. The Company pays unused commitment fees of 0.50% per annum on the unused lender commitments under the Credit Facility. Interest is payable quarterly in arrears. Any amounts borrowed under the Credit Facility will mature, and all accrued and unpaid interest thereunder will be due and payable, on October 1, 2018.

As of September 30, 2015 and December 31, 2014, \$110,750,000 and \$106,500,000 was outstanding under the Credit Facility, respectively. The carrying amount of the amount outstanding under the Credit Facility approximates its fair value. From the period of inception through December 31, 2012, the Company incurred costs of \$2,015,415 in connection with obtaining the Credit Facility, which the Company has recorded as prepaid loan structure fees on its statement of assets and liabilities and is amortizing these fees over the life of the Credit Facility. During the year ended December 31, 2013, the Company incurred costs of \$113,384 in connection with the \$20,000,000 commitment increase. During the year ended December 31, 2014, the Company incurred additional costs of \$77,748 in connection with the final \$15,000,000 commitment increase. Additionally, the Company incurred \$667,882 in connection with the Amendment during the year ended December 31, 2014. As of September 30, 2015 and December 31, 2014, \$1,382,333 and \$1,774,630 of such prepaid loan structure fees and administration fees had yet to be amortized, respectively.

For the three months ended September 30, 2015, the weighted average effective interest rate under the Credit Facility was approximately 2.9% (approximately 3.5% including commitment fees and other loan fees). Interest is paid quarterly in arrears. The Company recorded interest and fee expense on the Credit Facility of \$900,586 for the three months ended September 30, 2015, of which \$745,131 was interest expense, \$119,322 was amortization of loan fees

paid on the Credit Facility, \$23,253 related to commitment fees on the unused portion of the Credit Facility, and \$12,880 related to loan administration fees. The Company paid \$774,365 in interest expense and unused commitment fees for the three months ended September 30, 2015. The average borrowings under the Credit Facility for the three months ended September 30, 2015 were \$101,942,935.

For the nine months ended September 30, 2015, the weighted average effective interest rate under the Credit Facility was approximately 2.9% (approximately 3.5% including commitment fees and other loan fees). Interest is paid quarterly in arrears. The Company recorded interest and fee expense on the Credit Facility of \$2,691,270 for the nine months ended September 30, 2015, of which \$2,237,991 was interest expense, \$354,076 was amortization of loan fees paid on the Credit Facility, \$60,983 related to commitment fees on the unused portion of the Credit Facility, and \$38,220 related to loan administration fees. The Company paid \$2,360,247 in interest expense and unused commitment fees for the nine months ended September 30, 2015. The average borrowings under the Credit Facility for the nine months ended September 30, 2015 were \$103,891,544.

For the three months ended September 30, 2014, the weighted average effective interest rate under the Credit Facility was approximately 3.2% (approximately 4.3% including commitment and other loan fees). Interest is paid quarterly in arrears. The Company recorded interest and fee expense of \$952,262 for the three months ended September 30, 2014, of which \$718,622 was interest expense, \$143,057 was amortization of loan fees paid on the Credit Facility, \$78,014 related to commitment fees on the unused portion of the Credit Facility, and \$12,569 related to loan administration fees. The Company paid \$812,829 in interest expense and unused commitment fees for the three months ended September 30, 2014. The average borrowings under the Credit Facility for the three months ended September 30, 2014 were \$88,945,652.

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

For the nine months ended September 30, 2014, the weighted average effective interest rate under the Credit Facility was approximately 3.2% (approximately 4.0% including commitment and other loan fees). Interest is paid quarterly in arrears. The Company recorded interest and fee expense of \$3,103,107 for the nine months ended September 30, 2014, of which \$2,501,814 was interest expense, \$427,328 was amortization of loan fees paid on the Credit Facility, \$149,252 related to commitment fees on the unused portion of the Credit Facility, and \$24,713 related to loan administration fees. The Company paid \$2,754,692 in interest expense and unused commitment fees for the nine months ended September 30, 2014. The average borrowings under the Credit Facility for the nine months ended September 30, 2014 were \$103,768,773.

NOTE 10 — NOTES

On May 5, 2014, the Company closed a public offering of \$25.0 million in aggregate principal amount of 6.50% notes (the “Notes”). The Notes mature on April 30, 2019, and may be redeemed in whole or in part at any time or from time to time at the Company’s option on or after April 30, 2016. The Notes bear interest at a rate of 6.50% per year payable quarterly on February 15, May 15, August 15 and November 15, of each year, beginning August 15, 2014. The net proceeds to the Company from the sale of the Notes, after underwriting discounts and offering expenses, were approximately \$24.1 million. The Company used all of the net proceeds from this offering to repay a portion of the amount outstanding under the Credit Facility. On both September 30, 2015 and December 31, 2014, the carrying amount of the Notes was approximately \$25.0 million and the fair value of the Notes was \$25.2 million. The Notes are listed on New York Stock Exchange under the trading symbol “SCQ”. The fair value of the Notes are based on the closing price of the security, which is a Level 2 input under ASC 820 due to the trading volume.

In connection with the issuance of the Notes, we incurred \$919,570 of fees which are being amortized over the term of the notes of which \$665,337 remains to be amortized and is included within deferred financing costs on the consolidated statements of assets and liabilities.

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

For the three months ended September 30, 2015, the Company incurred interest and fee expense on the Notes of \$452,696, of which \$406,250 was interest expense, \$44,681 was amortization of loan fees paid on the Notes, and \$1,765 related to administration fees. The Company paid \$406,250 in interest expense on the Notes during the period.

For the three months ended September 30, 2014, the Company incurred interest and fee expense on the Notes of \$452,656, of which \$406,250 was interest expense, \$45,898 was amortization of loan fees paid on the Notes, and \$508 related to administration fees. The Company paid \$451,389 in interest expense on the Notes during the period.

For the nine months ended September 30, 2015, the Company incurred interest and fee expense on the Notes of \$1,387,368, of which \$1,218,750 was interest expense, \$164,685 was amortization of loan fees paid on the Notes, and \$3,933 related to administration fees. The Company paid \$1,218,750 in interest expense on the Notes during the period.

For the period from May 5, 2014 to September 30, 2014, the Company incurred interest and fee expense on the Notes of \$733,992, of which \$659,028 was interest expense, \$74,197 was amortization of loan fees paid on the Notes, and \$767 related to administration fees. The Company paid \$451,389 in interest expense on the Notes during the period.

The indenture and supplements thereto relating to the Notes contain certain covenants, including but not limited to (i) a requirement that the Company comply with the asset coverage requirements of the 1940 Act or any successor provisions, and (ii) a requirement to provide financial information to the holders of the notes and the trustee under the indenture if the Company should no longer be subject to the reporting requirements under the Securities Exchange Act of 1934, as amended.

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

NOTE 11 — SBA DEBENTURES

Due to the SBIC subsidiary's status as a licensed SBIC, we have the ability to issue debentures guaranteed by the SBA at favorable interest rates. Under the regulations applicable to SBIC funds, an SBIC can have outstanding debentures guaranteed by the SBA subject to a regulatory leverage limit, up to two times the amount of regulatory capital. As of both September 30, 2015 and December 31, 2014, the SBIC subsidiary had \$32.5 million in regulatory capital, as such term is defined by the SBA.

As a BDC, we are only allowed to employ leverage to the extent that our asset coverage, as defined in the 1940 Act, equals at least 200% after giving effect to such leverage. The amount of leverage that we employ at any time depends on our assessment of the market and other factors at the time of any proposed borrowing.

On August 12, 2014, we obtained exemptive relief from the SEC to permit us to exclude the debt of the SBIC subsidiary guaranteed by the SBA from our 200% asset coverage test under the 1940 Act. The exemptive relief provides us with increased flexibility under the 200% asset coverage test by permitting us to borrow up to \$65 million (based on current regulatory capital, as such term is defined by the SBA, of \$32.5 million) more than we would otherwise be able to absent the receipt of this exemptive relief.

On a stand-alone basis, the SBIC subsidiary held \$59,273,341 and \$49,889,775 in assets at September 30, 2015 and December 31, 2014, respectively, which accounted for approximately 17.6% and 15.3% of our total consolidated assets at September 30, 2015 and December 31, 2014, respectively.

Debentures guaranteed by the SBA have fixed interest rates that equal prevailing 10-year Treasury Note rates plus a market spread and have a maturity of ten years with interest payable semi-annually. The principal amount of the debentures is not required to be paid before maturity, but may be pre-paid at any time with no prepayment penalty. As

of September 30, 2015 and December 31, 2014, the SBIC subsidiary had \$26.0 and \$16.25 million of SBA-guaranteed debentures outstanding, which had a weighted average interest rate of 3.0% and 2.9%, respectively, and mature ten years from issuance. The first maturity related to our SBIC debentures does not occur until 2025, and the remaining weighted average duration is approximately 9.6 years as of September 30, 2015.

As of September 30, 2015 and December 31, 2014, the carrying amount of the SBA-guaranteed debentures approximated their fair value. The fair values of the SBA-guaranteed debentures are determined in accordance with ASC 820, which defines fair value in terms of the price that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. The fair value of the SBA-guaranteed debentures are estimated based upon market interest rates for our own borrowings or entities with similar credit risk, adjusted for nonperformance risk, if any. At September 30, 2015 and December 31, 2014 the SBA-guaranteed debentures would be deemed to be Level 3, as defined in Note 4.

As of September 30, 2015, the Company has incurred \$1,280,500 in financing costs related to the SBA debentures, which were recorded as prepaid loan fees. As of September 30, 2015 and December 31, 2014, \$1,106,738 and \$681,947 of prepaid financing costs had yet to be amortized, respectively.

For the three months ended September 30, 2015, the weighted average effective interest rate for the SBA debentures was approximately 2.2% (approximately 3.1% including loan fees). Interest is paid semi-annually. The Company recorded interest and fee expense on the SBA Debentures of \$204,346 for the three months ended September 30, 2015, of which \$145,550 was interest expense, and \$58,796 was amortization of loan fees. The Company paid \$226,196 of interest expense during the three months ended September 30, 2015. The average borrowings of SBA Debentures for the three months ended September 30, 2015 were \$26 million.

For the nine months ended September 30, 2015, the weighted average effective interest rate for the SBA debentures was approximately 2.1% (approximately 3.0% including loan fees). Interest is paid semi-annually. The Company recorded interest and fee expense on the SBA Debentures of \$443,537 for the nine months ended September 30, 2015, of which \$306,891 was interest expense, and \$136,646 was amortization of loan fees. The Company paid \$289,018 of interest expense during the nine months ended September 30, 2015. The average borrowings of SBA Debentures for the nine months ended September 30, 2015 were \$19,821,429.

STELLUS CAPITAL INVESTMENT CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

NOTE 12 — SUBSEQUENT EVENTS

Investment Portfolio

On October 9, 2015, we received full repayment on our second lien term loan of Help Systems LLC at par, resulting in proceeds of \$15.0 million.

On October 29, 2015, we invested \$10.5 million in the first lien debt and \$0.3 million in the equity of Apex Environmental, LLC.

Credit Facility

The outstanding balance under the Credit Facility as of November 3, 2015 was \$94.5 million.

SBA Debentures

There were \$34.0 million of SBA debentures issued as of November 3, 2015.

Dividends Declared

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

On October 14, 2015, the Company's board of directors declared a regular monthly dividend for each of October 2015, November 2015 and December 2015 as follows:

Declared	Ex-Dividend Date	Record Date	Payment Date	Amount per Share
10/14/2015	10/28/2015	10/30/2015	11/13/2015	\$ 0.1133
10/14/2015	11/25/2015	11/30/2015	12/15/2015	\$ 0.1133
10/14/2015	12/29/2015	12/31/2015	1/15/2016	\$ 0.1133

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

Forward-Looking Statements

Some of the statements in this quarterly report on Form 10-Q constitute forward-looking statements, which relate to future events or our future performance or financial condition. The forward-looking statements contained in this quarterly report on Form 10-Q involve risks and uncertainties, including statements as to:

- our future operating results;
- our business prospects and the prospects of our portfolio companies;
- the effect of investments that we expect to make;
- our contractual arrangements and relationships with third parties;
- actual and potential conflicts of interest with Stellus Capital Management;
- the dependence of our future success on the general economy and its effect on the industries in which we invest;
- the ability of our portfolio companies to achieve their objectives;
- the use of borrowed money to finance a portion of our investments;
- the adequacy of our financing sources and working capital;
- the timing of cash flows, if any, from the operations of our portfolio companies;
- the ability of Stellus Capital Management to locate suitable investments for us and to monitor and administer our investments;
- the ability of Stellus Capital Management to attract and retain highly talented professionals;
- our ability to maintain our qualification as a regulated investment company, or RIC, under Subchapter M of the Internal Revenue Code of 1986, or the Code, and as a business development company, or BDC, under the Investment Company Act of 1940, as amended, or the 1040 Act, and
- the effect of future changes in laws or regulations (including the interpretation of these laws and regulations by regulatory authorities) and conditions in our operating areas, particularly with respect to BDCs or RICs.

Such forward-looking statements may include statements preceded by, followed by or that otherwise include the words "may," "might," "will," "intend," "should," "could," "can," "would," "expect," "believe," "estimate," "anticipate," "predict" or similar words.

We have based the forward-looking statements included in this quarterly report on Form 10-Q on information available to us on the date of this quarterly report on Form 10-Q. Actual results could differ materially from those anticipated in our forward-looking statements, and future results could differ materially from historical performance. We undertake no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by law or SEC rule or regulation. You are advised to consult any additional disclosures that we may make directly to you or through reports that we in the future may file with the SEC, including annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K.

Overview

We were organized as a Maryland corporation on May 18, 2012, and formally commenced operations on November 7, 2012. Our investment objective is to maximize the total return to our stockholders in the form of current income and capital appreciation through debt and related equity investments in middle-market companies.

We are an externally managed, non-diversified, closed-end investment management company that has elected to be regulated as a BDC under the 1940 Act. The Company's investment activities are managed by its investment advisor, Stellus Capital Management, LLC ("Stellus Capital" or the "Adviser").

As a BDC, we are required to comply with certain regulatory requirements. For instance, as a BDC, we must not acquire any assets other than "qualifying assets" specified in the 1940 Act unless, at the time the acquisition is made, at least 70% of our total assets are qualifying assets. Qualifying assets include investments in "eligible portfolio companies." Under the relevant SEC rules, the term "eligible portfolio company" includes all private operating companies, operating companies whose securities are not listed on a national securities exchange, and certain public operating companies that have listed their securities on a national securities exchange and have a market capitalization of less than \$250 million, in each case organized and with their principal of business in the United States.

We have elected to be treated for tax purposes as a RIC, under Subchapter M of the Code. To maintain our qualification as a RIC, we must, among other things, meet certain source-of-income and asset diversification requirements. As of September 30, 2015, we were in compliance with the RIC requirements. As a RIC, we generally will not have to pay corporate-level U.S. federal income taxes on any income we distribute to our stockholders.

Portfolio Composition and Investment Activity

Portfolio Composition

We originate and invest primarily in privately-held middle-market companies (typically those with \$5.0 million to \$50.0 million of EBITDA (earnings before interest, taxes, depreciation and amortization)) through first lien, second lien, unitranche and mezzanine debt financing, often times with a corresponding equity investment.

As of September 30, 2015, we had \$323.0 million (at fair value) invested in 35 portfolio companies. As of September 30, 2015, our portfolio included approximately 30% of first lien debt, 44% of second lien debt, 23% of mezzanine debt and 3% of equity investments at fair value. The composition of our investments at cost and fair value as of September 30, 2015 was as follows:

	Cost	Fair Value
Senior Secured – First Lien	\$98,274,253	\$98,118,798
Senior Secured – Second Lien	141,478,929	140,141,986
Unsecured Debt	81,299,635	74,013,155
Equity	11,119,965	10,692,250
Total Investments	\$332,172,782	\$322,966,189

As of December 31, 2014, we had \$316.0 million (at fair value) invested in 32 portfolio companies. As of December 31, 2014, our portfolio included approximately 24% of first lien debt, 32% of second lien debt, 41% of mezzanine debt and 3% of equity investments at fair value. The composition of our investments at cost and fair value as of December 31, 2014 was as follows:

	Cost	Fair Value
Senior Secured – First Lien	\$76,188,958	\$75,529,963
Senior Secured – Second Lien	102,353,436	101,556,898
Unsecured Debt	135,536,203	129,276,255

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

Equity	7,876,883	9,602,318
Total Investments	\$321,955,480	\$315,965,434

The Company's investment portfolio may contain loans that are in the form of lines of credit or revolving credit facilities, which require the Company to provide funding when requested by portfolio companies in accordance with the terms of the underlying loan agreements. As of September 30, 2015 and December 31, 2014, the Company had three and three such investments with aggregate unfunded commitments of \$2.8 million and \$10.9 million, respectively.

The following is a summary of geographical concentration of our investment portfolio as of September 30, 2015:

	Cost	Fair Value	% of Total Investments	
New York	\$53,501,460	\$45,666,003	14.14	%
Texas	36,559,630	35,989,755	11.14	%
Colorado	27,752,129	28,569,154	8.85	%
Georgia	26,081,970	26,047,676	8.07	%
California	24,627,466	24,695,985	7.65	%
Minnesota	21,723,305	21,895,630	6.78	%
Massachusetts	22,393,201	21,612,487	6.69	%
New Jersey	21,397,978	21,319,309	6.60	%
Alabama	15,853,067	15,779,070	4.89	%
Missouri	14,060,466	13,787,533	4.27	%
Tennessee	12,280,469	12,300,000	3.81	%
Canada	9,404,904	8,779,393	2.72	%
Puerto Rico	8,700,562	8,694,299	2.69	%
Florida	7,607,471	7,581,974	2.35	%
Illinois	6,640,195	6,716,223	2.08	%
North Carolina	4,906,594	4,853,006	1.50	%
Kentucky	4,328,884	4,339,205	1.34	%
Washington	4,143,252	4,148,185	1.28	%
Virginia	4,014,001	4,015,082	1.24	%
Arizona	3,533,312	3,484,734	1.08	%
Indiana	2,662,466	2,691,486	0.83	%
	\$332,172,782	\$322,966,189	100.00	%

The following is a summary of geographical concentration of our investment portfolio as of December 31, 2014:

	Cost	Fair Value	% of Total Investments	
New York	\$45,358,678	\$39,450,450	12.49	%
Texas	36,732,718	36,903,831	11.68	%
Canada	31,256,250	31,070,196	9.83	%
Colorado	27,673,853	28,138,446	8.91	%
Florida	24,551,448	24,463,723	7.75	%
Massachusetts	22,357,015	22,855,758	7.23	%
Minnesota	22,047,466	21,826,543	6.91	%
Alabama	16,768,379	16,697,580	5.28	%
California	15,750,282	15,750,282	4.98	%
Indiana	14,059,571	13,951,688	4.42	%

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

Illinois	14,035,059	13,916,808	4.40	%
Pennsylvania	9,713,568	9,525,058	3.01	%
New Jersey	9,366,351	8,833,036	2.80	%
Puerto Rico	8,695,875	8,593,279	2.72	%
Missouri	4,958,664	4,927,516	1.56	%
Kentucky	4,471,143	4,902,490	1.55	%
Washington	4,135,386	4,135,386	1.31	%
Virginia	3,995,027	4,003,965	1.27	%
Arizona	3,550,728	3,550,728	1.12	%
Tennessee	2,478,019	2,468,671	0.78	%
	\$321,955,480	\$315,965,434	100.00	%

40

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

The following is a summary of industry concentration of our investment portfolio as of September 30, 2015:

	Cost	Fair Value	% of Total Investments	
Finance	\$45,540,191	\$45,828,500	14.19	%
Software	41,367,830	40,760,672	12.62	%
Services: Business	37,258,655	37,405,638	11.58	%
Healthcare & Pharmaceuticals	35,449,513	36,159,083	11.20	%
Retail	32,269,806	32,032,430	9.92	%
Media: Broadcasting & Subscription	28,480,314	28,269,255	8.75	%
Services: Consumer	25,748,041	18,039,938	5.59	%
Telecommunications	16,361,431	15,363,755	4.76	%
Chemicals, Plastics, & Rubber	13,903,484	13,827,892	4.28	%
Education	12,378,296	12,378,297	3.83	%
Beverage, Food, & Tobacco	7,895,106	8,000,000	2.48	%
High Tech Industries	6,640,195	6,716,223	2.08	%
Transportation: Cargo	6,742,438	6,087,907	1.88	%
Transportation & Logistics	5,324,932	5,382,972	1.67	%
Metals & Mining	4,328,884	4,339,205	1.34	%
Services: Government	4,014,001	4,015,082	1.24	%
Hotel, Gaming, & Leisure	3,533,312	3,484,734	1.08	%
Construction & Building	2,480,469	2,500,000	0.77	%
Energy: Oil & Gas	2,455,884	2,374,606	0.74	%
	\$332,172,782	322,966,189	100.00	%

The following is a summary of industry concentration of our investment portfolio as of December 31, 2014:

	Cost	Fair Value	% of Total Investments	
Software	\$41,302,041	\$41,553,615	13.15	%
Healthcare & Pharmaceuticals	35,732,644	36,045,797	11.41	%
High Tech Industries	35,671,301	35,527,469	11.24	%
Finance	34,879,616	35,404,972	11.21	%
Media: Broadcasting & Subscription	29,309,456	29,252,045	9.26	%
Retail	25,116,633	24,583,318	7.78	%
Telecommunications	18,770,960	18,435,806	5.83	%
Transportation: Cargo	17,898,673	17,658,441	5.59	%
Services: Business	16,910,423	16,822,698	5.32	%
Services: Consumer	20,841,379	14,901,220	4.72	%
Consumer Goods: Non-Durable	9,713,568	9,525,058	3.01	%
Beverage, Food, & Tobacco	7,874,910	7,950,000	2.52	%

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

Transportation & Logistics	5,780,906	5,752,782	1.82	%
Metals & Mining	4,471,143	4,902,490	1.55	%
Chemicals, Plastics, and Rubber	4,796,407	4,797,798	1.52	%
Services: Government	3,995,027	4,003,965	1.27	%
Hotel, Gaming, & Leisure	3,550,728	3,550,728	1.12	%
Energy: Oil & Gas	2,861,646	2,828,561	0.90	%
Construction & Building	2,478,019	2,468,671	0.78	%
	\$321,955,480	315,965,434	100.00	%

At September 30, 2015, our average portfolio company investment at amortized cost and fair value was approximately \$9.5 million and \$9.2 million, respectively, and our largest portfolio company investment at amortized cost and fair value was approximately \$22.4 million and \$21.6 million, respectively. At December 31, 2014, our average portfolio company investment at amortized cost and fair value was approximately \$10.1 million and \$9.9 million, respectively, and our largest portfolio company investment at amortized cost and fair value was approximately \$22.4 million and \$22.9 million, respectively.

At September 30, 2015, 73% of our debt investments bore interest based on floating rates (subject to interest rate floors), such as LIBOR, and 27% bore interest at fixed rates. At December 31, 2014, 56% of our debt investments bore interest based on floating rates (subject to interest rate floors), such as LIBOR, and 44% bore interest at fixed rates.

The weighted average yield on all of our debt investments as of September 30, 2015 and December 31, 2014 was approximately 10.6% and 10.9%, respectively. The weighted average yield was computed using the effective interest rates for all of our debt investments, including accretion of original issue discount. The weighted average yield of our debt investments is not the same as the return on investment for our stockholders but, rather, relates to a portion of our investment portfolio and is calculated before the payment of all of our and our subsidiaries' fees and expenses.

As of September 30, 2015 and December 31, 2014, we had cash of \$6.1 million and \$2.0 million, respectively.

Investment Activity

During the nine months ended September 30, 2015, we made an aggregate of \$85.1 million of investments in nine new portfolio companies and five existing portfolio companies. During the nine months ended September 30, 2015, we received an aggregate of \$76.3 million in proceeds from repayments and sales of our investments, including \$4.0 million from amortization of certain other investments.

During the nine months ended September 30, 2014, we made an aggregate of \$58.5 million of investments in six new portfolio companies and four existing portfolio companies. During the nine months ended September 30, 2014, we received an aggregate of \$49.5 million in proceeds from repayments and sales of our investments, including \$1.0 million from amortization of certain other investments.

Our level of investment activity can vary substantially from period to period depending on many factors, including the amount of debt and equity capital required by market companies, the level of merger and acquisition activity, the general economic environment and the competitive environment for the types of investments we make.

Asset Quality

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

In addition to various risk management and monitoring tools, Stellus Capital uses an investment rating system to characterize and monitor the credit profile and expected level of returns on each investment in our portfolio. This investment rating system uses a five-level numeric scale. The following is a description of the conditions associated with each investment category:

Investment Category 1 is used for investments that are performing above expectations, and whose risks remain favorable compared to the expected risk at the time of the original investment.

Investment Category 2 is used for investments that are performing within expectations and whose risks remain neutral compared to the expected risk at the time of the original investment. All new loans are initially rated 2.

Investment Category 3 is used for investments that are performing below expectations and that require closer monitoring, but where no loss of return or principal is expected. Portfolio companies with a rating of 3 may be out of compliance with financial covenants.

Investment Category 4 is used for investments that are performing substantially below expectations and whose risks have increased substantially since the original investment. These investments are often in work out. Investments with a rating of 4 are those for which some loss of return but no loss of principal is expected.

Investment Category 5 is used for investments that are performing substantially below expectations and whose risks have increased substantially since the original investment. These investments are almost always in work out. Investments with a rating of 5 are those for which some loss of return and principal is expected.

Investment Category	As of September 30, 2015		As of December 31, 2014			
	Fair Value	% of Total Portfolio	Fair Value	% of Total Portfolio		
1	\$34.0	11 %	\$21.6	7 %		
2	275.8	85 %	259.6	82 %		
3	7.7	2 %	27.5	9 %		
4	—	— %	—	— %		
5	5.5	2 %	7.3	2 %		
Total	\$323.0	100 %	\$316.0	100 %		

Loans and Debt Securities on Non-Accrual Status

We will not accrue interest on loans and debt securities if we have reason to doubt our ability to collect such interest. As of September 30, 2015, we had one loan on non-accrual status, which represented approximately 4% of our loan portfolio at cost and 2% at fair value. December 31, 2014, we had one loan on non-accrual status, which represented approximately 4% of our loan portfolio at cost and 2% at fair value.

Results of Operations

An important measure of our financial performance is net increase (decrease) in net assets resulting from operations, which includes net investment income (loss), net realized gain (loss) and net unrealized appreciation (depreciation). Net investment income (loss) is the difference between our income from interest, dividends, fees and other investment income and our operating expenses including interest on borrowed funds. Net realized gain (loss) on investments is the difference between the proceeds received from dispositions of portfolio investments and their amortized cost, except for loans booked at a discount to account for origination fees. Net unrealized appreciation (depreciation) on investments is the net change in the fair value of our investment portfolio.

Comparison of the Three Months and Nine Months Ended September 30, 2015 and 2014

Revenues

We generate revenue in the form of interest income on debt investments and capital gains and distributions, if any, on investment securities that we may acquire in portfolio companies. Our debt investments typically have a term of five to seven years and bear interest at a fixed or floating rate. Interest on our debt securities is generally payable quarterly. Payments of principal on our debt investments may be amortized over the stated term of the investment, deferred for several years or due entirely at maturity. In some cases, our debt investments may pay interest in-kind, or PIK. Any outstanding principal amount of our debt securities and any accrued but unpaid interest will generally become due at the maturity date. The level of interest income we receive is directly related to the balance of interest-bearing investments multiplied by the weighted average yield of our investments. We expect that the total dollar amount of interest and any dividend income that we earn to increase as the size of our investment portfolio increases. In addition, we may generate revenue in the form of prepayment fees, commitment, loan origination, structuring or due diligence fees, fees for providing significant managerial assistance and consulting fees.

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

The following shows the breakdown of investment income for the three and nine months ended September 30, 2015 and 2014 (in millions).

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Interest income	\$8.4	\$7.6	\$25.4	\$22.6
PIK Interest	0.1	0.1	0.4	0.5
Miscellaneous fees	0.1	0.1	0.2	0.6
Total	\$8.6	\$7.8	\$26.0	\$23.7

The increases in total income from the respective periods were due to the growth in the overall investment portfolio.

Expenses

Our primary operating expenses include the payment of fees to Stellus Capital under the investment advisory agreement, our allocable portion of overhead expenses under the administration agreement and other operating costs described below. We bear all other out-of-pocket costs and expenses of our operations and transactions, which may include:

- organization and offering;
- calculating our net asset value (including the cost and expenses of any independent valuation firm);
- fees and expenses payable to third parties, including agents, consultants or other advisors, in monitoring financial and legal affairs for us and in monitoring our investments and performing due diligence on our prospective portfolio companies or otherwise relating to, or associated with, evaluating and making investments;

interest payable on debt, if any, incurred to finance our investments and expenses related to unsuccessful portfolio acquisition efforts;

- offerings of our common stock and other securities;
- base management and incentive fees;
- administration fees and expenses, if any, payable under the administration agreement (including our allocable portion of Stellus Capital's overhead in performing its obligations under the administration agreement, including rent and the allocable portion of the cost of our chief compliance officer, chief financial officer and their respective staffs);
- transfer agent, dividend agent and custodial fees and expenses;
- U.S. federal and state registration fees;
- all costs of registration and listing our shares on any securities exchange;
- U.S. federal, state and local taxes;
- independent directors' fees and expenses;
- costs of preparing and filing reports or other documents required by the SEC or other regulators;
- costs of any reports, proxy statements or other notices to stockholders, including printing costs;
- costs and fees associated with any fidelity bond, directors and officers/errors and omissions liability insurance, and any other insurance premiums;
- direct costs and expenses of administration, including printing, mailing, long distance telephone, copying, secretarial and other staff, independent auditors and outside legal costs;
- proxy voting expenses; and
- all other expenses incurred by us or Stellus Capital in connection with administering our business.

The following shows the breakdown of operating expenses for the three and nine months ended September 30, 2015 and 2014 (in millions).

	Three months ended		Nine months ended	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Operating Expenses				
Management fees	\$1.5	\$1.3	\$4.3	\$3.8
Valuation Fees	0.1	0.1	0.3	0.3
Administrative services expenses	0.2	0.3	0.8	0.9
Incentive fees ^(a)	1.0	0.4	2.9	2.2
Professional fees	0.1	0.1	0.5	0.4
Directors' fees	0.1	0.1	0.3	0.3
Insurance expense	0.1	0.1	0.4	0.4
Interest expense and other fees	1.5	1.4	4.4	3.8
Other general and administrative	0.2	0.2	0.4	0.3
Total Operating Expenses	\$4.8	\$4.0	\$14.3	\$12.4
Waiver of Incentive Fee ^(b)	—	(1.4)	—	(1.4)
Total Operating Expenses, net of fee waiver	\$4.8	\$2.6	\$14.3	\$11.0

Edgar Filing: Stellus Capital Investment Corp - Form 10-Q

- For both the three and nine months ended September 30, 2015, incentive fees include the effect of the Capital
- (a) Gains Incentive Fee of \$0. For the three and nine months ended September 30, 2014, incentive fees included the effect of the Capital Gains Incentive Fee of (\$0.2) thousand and (\$0.3) thousand, respectively.
 - (b) For both the three and nine months ended September 30, 2014, Stellus Capital voluntarily agreed to waive a portion of the incentive fee payable to Stellus Capital under the terms of the Investment Advisory Agreement.

The increase in operating expenses for the respective periods was primarily due to an increase in interest expense from the issuance of \$25.0 million in aggregate principal amount of 6.50% notes in May 2014 (the “Notes”) and the increase in management and incentive fees attributable to our growing portfolio. Additionally, operating expenses for the three and nine months ended September 30, 2014 included (\$0.2) million and (\$0.3) million, respectively, related to our Capital Gains Incentive Fee.

The increase in operating expenses, net of fee waiver for the respective periods is due to the voluntary \$1.4 million waiver of incentive fee by Stellus Capital for the three and nine months ended September 30, 2014.

Net Investment Income

For the three months ended September 30, 2015, net investment income was \$3.8 million, or \$0.31 per common share (based on 12,479,962 weighted-average common shares outstanding at September 30, 2015).

For the three months ended September 30, 2014, net investment income was \$5.3 million, or \$0.42 per common share (based on 12,404,485 weighted-average common shares outstanding at September 30, 2014). Net investment income included expense accruals of (\$223) thousand of incentive fees related to realized and unrealized gains and investment income incentive waived of \$1.4 million.

For the nine months ended September 30, 2015, net investment income was \$11.7 million, or \$0.93 per common share (based on 12,479,962 weighted-average common shares outstanding at September 30, 2015).

For the nine months ended September 30, 2014, net investment income was \$12.7 million, or \$1.04 per common share (based on 12,214,875 weighted-average common shares outstanding at September 30, 2014). Net investment income included expense accruals of (\$305) thousand of incentive fees related to realized and unrealized gains and incentive fees waived of \$1.4 million.

Net Realized Gains and Losses

We measure realized gains or losses by the difference between the net proceeds from the repayment or sale and the amortized cost basis of the investment, using the specific identification method, without regard to unrealized

appreciation or depreciation previously recognized.

Repayments of investments and amortization of other certain investments for the three months ended September 30, 2015 totaled \$22.3 million and net realized gains totaled \$2 thousand.

Repayments of investments and amortization of other certain investments for the three months ended September 30, 2014 totaled \$1.2 million and net realized gains totaled \$4 thousand.

Repayments of investments and amortization of other certain investments for the nine months ended September 30, 2015 totaled \$76.3 million and net realized gains totaled \$0.3 million.

Repayments of investments and amortization of other certain investments for the nine months ended September 30, 2014 totaled \$49.5 million and net realized gains totaled \$0.4 million.

Net Change in Unrealized Appreciation of Investments

Net change in unrealized appreciation primarily reflects the change in portfolio investment values during the reporting period, including the reversal of previously recorded appreciation or depreciation when gains or losses are realized.

Net change in unrealized depreciation on investments and cash equivalents for the three months ended September 30, 2015 and 2014 totaled (\$4.6) million and (\$3.0) million, respectively.

Net change in unrealized depreciation on investments and cash equivalents for the nine months ended September 30, 2015 and 2014 totaled (\$3.2) million and (\$3.8) million, respectively.

The increase in the change in unrealized depreciation for the three months ended September 30, 2015 and 2014 was due primarily to the widening of market interest rate spreads on the majority of the investments in our portfolio. The decrease in the change in unrealized depreciation for the nine months ended September 30, 2015 and 2014 was due primarily to unrealized appreciation in certain investments in our portfolio.

Net Increase in Net Assets Resulting from Operations

For the three months ended September 30, 2015, net decrease in net assets resulting from operations totaled \$0.6 million, or \$0.05 per common share (based on 12,479,962 weighted-average common shares outstanding at September 30, 2015).

For the three months ended September 30, 2014, net increase in net assets resulting from operations totaled \$2.1 million, or \$0.17 per common share (based on 12,404,485 weighted-average common shares outstanding at September 30, 2014).

For the nine months ended September 30, 2015, net increase in net assets resulting from operations totaled \$8.8 million, or \$0.70 per common share (based on 12,479,962 weighted-average common shares outstanding at September 30, 2015).

For the nine months ended September 30, 2014, net increase in net assets resulting from operations totaled \$9.2 million, or \$0.75 per common share (based on 12,214,875 weighted-average common shares outstanding at September 30, 2014).

The increase in net assets resulting from operations was primarily the result of (i) an increase in net investment income and (ii) an increase in the net change in unrealized appreciation of investments, partially offset by an increase in interest expense.

Financial condition, liquidity and capital resources

Cash Flows from Operating and Financing Activities

Our operating activities provided cash of \$3.3 million for the nine months ended September 30, 2015, primarily in connection with cash interest received and repayments of our investments. Our financing activities for the nine months ended September 30, 2015 provided cash of \$0.7 million primarily related to the issuance of SBA debentures.

Our operating activities provided cash of \$2.1 million for the nine months ended September 30, 2014, primarily in connection with cash interest received and the repayments of our investments. Our financing activities for the nine months ended September 30, 2014 used cash of \$11.6 million primarily from net repayments of borrowings under the Credit Facility.

Our liquidity and capital resources are derived from the Credit Facility, SBA guaranteed debentures, the offering of securities and cash flows from operations, including investment sales and repayments, and income earned. Our

primary use of funds from operations includes investments in portfolio companies and other operating expenses we incur, as well as the payment of dividends to the holders of our common stock. We used, and expect to continue to use, these capital resources as well as proceeds from turnover within our portfolio and from public and private offerings of securities to finance our investment activities.

Although we expect to fund the growth of our investment portfolio through the net proceeds from future public and private equity offerings and issuances of senior securities or future borrowings to the extent permitted by the 1940 Act, our plans to raise capital may not be successful. In this regard, if our common stock trades at a price below our then-current net asset value per share, we may be limited in our ability to raise equity capital given that we cannot sell our common stock at a price below net asset value per share unless our stockholders approve such a sale and our board of directors makes certain determinations in connection therewith. A proposal, approved by our stockholders at our 2015 Annual Meeting of Stockholders, authorizes us to sell shares equal to up to 25% of our outstanding common stock of our common stock below the then current net asset value per share of our common stock in one or more offerings. This authorization will expire on June 26, 2016, the one year anniversary of our 2015 Annual Meeting of Stockholders. We would need similar future approval from our stockholders to issue shares below the then current net asset value per share any time after the expiration of the current approval. In addition, we intend to distribute between 90% and 100% of our taxable income to our stockholders in order to satisfy the requirements applicable to RICs under Subchapter M of the Code. Consequently, we may not have the funds or the ability to fund new investments, to make additional investments in our portfolio companies, to fund our unfunded commitments to portfolio companies or to repay borrowings. In addition, the illiquidity of our portfolio investments may make it difficult for us to sell these investments when desired and, if we are required to sell these investments, we may realize significantly less than their recorded value.

Also, as a BDC, we generally are required to meet a coverage ratio of total assets, less liabilities and indebtedness not represented by senior securities, to total senior securities, which include all of our borrowings and any outstanding preferred stock, of at least 200%. This requirement limits the amount that we may borrow. We were in compliance with the asset coverage at all times. We have received exemptive relief from the SEC to permit us to exclude the debt of our SBIC subsidiary guaranteed by the SBA from the definition of senior securities in the 200% asset coverage test under the 1940 Act. As of September 30, 2015 and December 31, 2014, our asset coverage ratio was 225% and 235%, respectively. The amount of leverage that we employ will depend on our assessment of market conditions and other factors at the time of any proposed borrowing, such as the maturity, covenant package and rate structure of the proposed borrowings, our ability to raise funds through the issuance of shares of our common stock and the risks of such borrowings within the context of our investment outlook. Ultimately, we only intend to use leverage if the expected returns from borrowing to make investments will exceed the cost of such borrowing. As of September 30, 2015 and December 31, 2014, we had cash and cash equivalents of \$6.1 million and \$2.0 million, respectively.

Credit Facility

On November 7, 2012, the Company entered into the Credit Facility with various lenders. SunTrust Bank, one of the lenders, serves as administrative agent under the Credit Facility. The Credit Facility originally provided for borrowings in an aggregate amount up to \$115,000,000 on a committed basis with an accordion feature that allows for an additional \$35,000,000 of borrowings for a total facility size of \$150,000,000. On July 30, 2013, the Company partially exercised the accordion feature under the Credit Facility and received additional commitments from the existing bank group in the amount of \$20,000,000, which increased the total commitment to \$135,000,000 under the facility. On May 16, 2014, the Company exercised the remainder of the accordion feature under its Credit Facility and received an additional commitments from a new participant in the bank group in the amount of \$15,000,000 increasing the total commitment under the Credit Facility to \$150,000,000.

On November 21, 2014, we entered into the First Amendment (the "Amendment") to the Credit Facility, with SunTrust Bank, as a lender and the administrative agent, and the lenders named therein. The Amendment, among other things, (i) extended the maturity date of the Credit Facility from November 14, 2016 to October 1, 2018; (ii) extended the revolving period from November 12, 2015 to October 1, 2017; and (iii) reduced the applicable margin rate for LIBOR-based loans from 3.00% per annum to 2.625% per annum and reduced the applicable margin rate for other loans, which are based on an alternative reference rate instead of LIBOR, from 2.00% per annum to 1.625% per annum. The Amendment also reduced the initial aggregate commitments under the Credit Facility to \$120,000,000, but included an accordion feature allowing us to increase the aggregate commitments up to \$195,000,000, subject to new or existing lenders agreeing to participate in the increase and other customary conditions. There can be no assurances that existing lenders will agree to such an increase, or that additional lenders will join the Credit Facility to increase available borrowings.

In addition, the Amendment provided for the prepayment in full of the pro rata portion of loans owing to State Street Bank and Trust Company, which ceased to be a lender under the Credit Facility after such prepayment.

The Company's obligations to the lenders are secured by a first priority security interest in its portfolio of securities and cash not held at the SBIC subsidiary, but excluding short term investments. The Credit Facility contains certain affirmative and negative covenants, including but not limited to: (i) maintaining a minimum liquidity test of at least 85% of adjusted borrowing base, (ii) maintaining an asset coverage ratio of at least 2.0 to 1.0, and (iii) maintaining a minimum shareholder's equity. As of September 30, 2015, we were in compliance with these covenants.

Borrowings under the Credit Facility, as amended, bear interest, subject to the Company's election, on a per annum basis equal to (i) LIBOR plus 2.625% with no LIBOR floor or (ii) 1.625% plus an alternate base rate based on the highest of the Prime Rate, Federal Funds Rate plus 0.5% or one month LIBOR plus 1.0%. The Company pays unused commitment fees of 0.50% per annum on the unused lender commitments under the Credit Facility. Interest is payable quarterly in arrears. Any amounts borrowed under the Credit Facility, as amended, will mature, and all accrued and unpaid interest thereunder will be due and payable, on October 1, 2018.

As of September 30, 2015 and December 31, 2014, \$110,750,000 and \$106,500,000 was outstanding under the Credit Facility, respectively. The carrying amount of the amount outstanding under the Credit Facility approximates its fair value. From the period of inception through December 31, 2012 The Company incurred costs of \$2,015,415 in connection with obtaining the Credit Facility, which the Company has recorded as prepaid loan structure fees on its statement of assets and liabilities and is amortizing these fees over the life of the Credit Facility. During the year ended December 31, 2013, the Company incurred costs of \$113,384 in connection with the \$20,000,000 commitment increase. During the year ended December 31, 2014, the Company incurred additional costs of \$77,748 in connection with the final \$15,000,000 commitment increase. Additionally, the Company incurred \$667,882 in connection with the Amendment during the year ended December 31, 2014. As of September 30, 2015 and December 31, 2014, \$1,382,333 and \$1,774,630 of such prepaid loan structure fees and administration fees had yet to be amortized, respectively.

For the three months ended September 30, 2015, the weighted average effective interest rate under the Credit Facility was approximately 2.9% (approximately 3.5% including commitment fees and other loan fees). Interest is paid quarterly in arrears. The Company recorded interest and fee expense on the Credit Facility of \$900,586 for the three months ended September 30, 2015, of which \$745,131 was interest expense, \$119,322 was amortization of loan fees paid on the Credit Facility, \$23,253 related to commitment fees on the unused portion of the Credit Facility, and \$12,880 related to loan administration fees. The Company paid \$774,365 in interest expense and unused commitment fees for the three months ended September 30, 2015. The average borrowings under the Credit Facility for the three months ended September 30, 2015 were \$101,942,935.

For the nine months ended September 30, 2015, the weighted average effective interest rate under the Credit Facility was approximately 2.9% (approximately 3.5% including commitment fees and other loan fees). Interest is paid quarterly in arrears. The Company recorded interest and fee expense on the Credit Facility of \$2,691,270 for the nine months ended September 30, 2015, of which \$2,237,991 was interest expense, \$354,076 was amortization of loan fees paid on the Credit Facility, \$60,983 related to commitment fees on the unused portion of the Credit Facility, and \$38,220 related to loan administration fees. The Company paid \$2,360,247 in interest expense and unused commitment fees for the nine months ended September 30, 2015. The average borrowings under the Credit Facility for the nine months ended September 30, 2015 were \$103,891,544.

For the three months ended September 30, 2014, the weighted average effective interest rate under the Credit Facility was approximately 3.2% (approximately 4.3% including commitment and other loan fees). Interest is paid quarterly in arrears. The Company recorded interest and fee expense of \$952,262 for the three months ended September 30, 2014, of which \$718,622 was interest expense, \$143,057 was amortization of loan fees paid on the Credit Facility, \$78,014 related to commitment fees on the unused portion of the Credit Facility, and \$12,569 related to loan administration fees. The Company paid \$812,829 in interest expense and unused commitment fees for the three months ended September 30, 2014. The average borrowings under the Credit Facility for the three months ended September 30, 2014 were \$88,945,652.

For the nine months ended September 30, 2014, the weighted average effective interest rate under the Credit Facility was approximately 3.2% (approximately 4.0% including commitment and other loan fees). Interest is paid quarterly in arrears. The Company recorded interest and fee expense of \$3,103,107 for the nine months ended September 30, 2014, of which \$2,501,814 was interest expense, \$427,328 was amortization of loan fees paid on the Credit Facility, \$149,252 related to commitment fees on the unused portion of the Credit Facility, and \$24,713 related to loan administration fees. The Company paid \$2,754,692 in interest expense and unused commitment fees for the nine months ended September 30, 2014. The average borrowings under the Credit Facility for the nine months ended September 30, 2014 were \$103,768,773.

Notes Offering

On May 5, 2014, the Company closed a public offering of \$25.0 million in aggregate principal amount of 6.50% notes (the "Notes"). The Notes mature on April 30, 2019, and may be redeemed in whole or in part at any time or from time to time at the Company's option on or after April 30, 2016. The Notes bear interest at a rate of 6.50% per year payable quarterly on February 15, May 15, August 15 and November 15, of each year, beginning August 15, 2014. The net proceeds to the Company from the sale of the Notes, after underwriting discounts and offering expenses, were approximately \$24.1 million. The Company used all of the net proceeds from this offering to repay a portion of the amount outstanding under the Credit Facility. On both September 30, 2015 and December 31, 2014, the carrying amount of the Notes was approximately \$25.0 million and the fair value of the Notes was \$25.2 million. The Notes are listed on New York Stock Exchange under the trading symbol "SCQ". The fair value of the Notes are based on the closing price of the security, which is a Level 2 input under ASC 820 due to the trading volume.

In connection with the issuance of the Notes, we incurred \$919,570 of fees, which are being amortized over the term of the Notes, which \$665,337 remains to be amortized and is included within deferred financing costs on the consolidated statements of assets and liabilities.

For the three months ended September 30, 2015, the Company incurred interest and fee expense on the Notes of \$452,696, of which \$406,250 was interest expense, \$44,681 was amortization of loan fees paid on the Notes, and \$1,765 related to administration fees. The Company paid \$406,250 in interest expense on the Notes during the period.

For the three months ended September 30, 2014, the Company incurred interest and fee expense on the Notes of \$452,656, of which \$406,250 was interest expense, \$45,898 was amortization of loan fees paid on the Notes, and \$508 related to administration fees. The Company paid \$451,389 in interest expense on the Notes during the period.

For the nine months ended September 30, 2015, the Company incurred interest and fee expense on the Notes of \$1,387,368, of which \$1,218,750 was interest expense, \$164,685 was amortization of loan fees paid on the Notes, and \$3,933 related to administration fees. The Company paid \$1,218,750 in interest expense on the Notes during the period.

For the period from May 5, 2014 to September 30, 2014, the Company incurred interest and fee expense on the Notes of \$733,992, of which \$659,028 was interest expense, \$74,197 was amortization of loan fees paid on the Notes, and \$767 related to administration fees. The Company paid \$451,389 in interest expense on the Notes during the period.

The indenture and supplements thereto relating to the Notes contain certain covenants, including but not limited to (i) a requirement that the Company comply with the asset coverage requirements of the 1940 Act or any successor provisions, and (ii) a requirement to provide financial information to the holders of the notes and the trustee under the indenture if the Company should no longer be subject to the reporting requirements under the Securities Exchange Act of 1934, as amended.

SBA Debentures

Due to the SBIC subsidiary's status as a licensed SBIC, we have the ability to issue debentures guaranteed by the SBA at favorable interest rates. Under the regulations applicable to SBIC funds, an SBIC can have outstanding debentures guaranteed by the SBA subject to a regulatory leverage limit, up to two times the amount of regulatory capital. As of both September 30, 2015 and December 31, 2014, the SBIC subsidiary had \$32.5 million in regulatory capital, as such

term is defined by the SBA.

As a BDC, we are only allowed to employ leverage to the extent that our asset coverage, as defined in the 1940 Act, equals at least 200% after giving effect to such leverage. The amount of leverage that we employ at any time depends on our assessment of the market and other factors at the time of any proposed borrowing.

On August 12, 2014, we obtained exemptive relief from the SEC to permit us to exclude the debt of the SBIC subsidiary guaranteed by the SBA from our 200% asset coverage test under the 1940 Act. The exemptive relief provides us with increased flexibility under the 200% asset coverage test by permitting us to borrow up to \$65 million (based on current regulatory capital, as such term is defined by the SBA, of \$32.5 million) more than we would otherwise be able to absent the receipt of this exemptive relief.

On a stand-alone basis, the SBIC subsidiary held \$59,273,341 and \$49,889,775 in assets at September 30, 2015 and December 31, 2014, respectively, which accounted for approximately 17.5% and 15.3% of our total consolidated assets at September 30, 2015 and December 31, 2014, respectively.

Debentures guaranteed by the SBA have fixed interest rates that equal prevailing 10-year Treasury Note rates plus a market spread and have a maturity of ten years with interest payable semi-annually. The principal amount of the debentures is not required to be paid before maturity, but may be pre-paid at any time with no prepayment penalty. As of September 30, 2015 and December 31, 2014, the SBIC subsidiary had \$26.0 and \$16.25 million of SBA-guaranteed debentures outstanding, which had a weighted average interest rate of 3.0% and 2.9%, respectively, and mature ten years from issuance. The first maturity related to our SBIC debentures does not occur until 2025, and the remaining weighted average duration is approximately 9.6 years as of September 30, 2015.

As of September 30, 2015 and December 31, 2014, the carrying amount of the SBA-guaranteed debentures approximated their fair value. The fair values of the SBA-guaranteed debentures are determined in accordance with ASC 820, which defines fair value in terms of the price that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. The fair value of the SBA-guaranteed debentures are estimated based upon market interest rates for our own borrowings or entities with similar credit risk, adjusted for nonperformance risk, if any. At September 30, 2015 and December 31, 2014 the SBA-guaranteed debentures would be deemed to be Level 3, as defined in Note 4.

As of September 30, 2015, the Company has incurred \$1,280,500 in financing costs related to the SBA debentures, which were recorded as prepaid loan fees. As of September 30, 2015 and December 31, 2014, \$1,106,738 and \$681,947 of prepaid financing costs had yet to be amortized, respectively.

For the three months ended September 30, 2015, the weighted average effective interest rate for the SBA debentures was approximately 2.2% (approximately 3.1% including loan fees). Interest is paid semi-annually. The Company recorded interest and fee expense on the SBA Debentures of \$204,346 for the three months ended September 30, 2015, of which \$145,550 was interest expense, and \$58,796 was amortization of loan fees. The Company paid \$226,196 of interest expense during the three months ended September 30, 2015. The average borrowings of SBA Debentures for the three months ended September 30, 2015 were \$26 million.

For the nine months ended September 30, 2015, the weighted average effective interest rate for the SBA debentures was approximately 2.1% (approximately 3.0% including loan fees). Interest is paid semi-annually. The Company recorded interest and fee expense on the SBA Debentures of \$443,537 for the nine months ended September 30, 2015, of which \$306,891 was interest expense, and \$136,646 was amortization of loan fees. The Company paid \$289,018 of interest expense during the nine months ended September 30, 2015. The average borrowings of SBA Debentures for the nine months ended September 30, 2015 were \$19,821,429.

Off-Balance Sheet Arrangements

We may be a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financial needs of our portfolio companies. As of September 30, 2015, our off-balance sheet arrangements consisted of \$2.8 million of unfunded commitments to provide debt financing to three of our portfolio companies. As of December 31, 2014, our off-balance sheet arrangements consisted of \$10.9 million of unfunded commitments to provide debt financing to three of our portfolio companies.

Regulated Investment Company Status and Dividends

We have elected to be treated as a RIC under Subchapter M of the Code. So long as we maintain our status as a RIC, we will not be 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 stockholders 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 until realized. Dividends declared and paid by us in a year may differ from taxable income for that year as such dividends may include the distribution of current year taxable income or the distribution of prior year taxable income carried forward into and distributed in the current year. Distributions also may include returns of capital.

To qualify for RIC tax treatment, we must, among other things, distribute, with respect to each taxable year, at least 90% of our investment company net taxable income (i.e., our net ordinary income and our realized net short-term capital gains in excess of realized net long-term capital losses, if any). If we maintain our qualification as a RIC, we must also satisfy certain distribution requirements each calendar year in order to avoid a federal excise tax on or undistributed earnings of a RIC.

We intend to distribute to our stockholders between 90% and 100% of our annual taxable income (which includes our taxable interest and fee income). However, the covenants contained in the Credit Facility may prohibit us from making distributions to our stockholders, and, as a result, could hinder our ability to satisfy the distribution requirement. In addition, we may retain for investment some or all of our net taxable capital gains (i.e., realized net long-term capital gains in excess of realized net short-term capital losses) and treat such amounts as deemed distributions to our stockholders. If we do this, our stockholders will be treated as if they received actual distributions of the capital gains we retained and then reinvested the net after-tax proceeds in our common stock. Our stockholders also may be eligible to claim tax credits (or, in certain circumstances, tax refunds) equal to their allocable share of the tax we paid on the capital gains deemed distributed to them. To the extent our taxable earnings for a fiscal taxable year fall below the total amount of our dividends for that fiscal year, a portion of those dividend distributions may be deemed a return of capital 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, we may be limited in our ability to make distributions due to the asset coverage test for borrowings applicable to us as a business development company under the 1940 Act and due to provisions in Credit Facility. We cannot assure stockholders that they will receive any distributions or distributions at a particular level.

In accordance with certain applicable Treasury regulations and private letter rulings issued by the Internal Revenue Service, a RIC may treat a distribution of its own stock as fulfilling its RIC distribution requirements if each stockholder may elect to receive his or her entire distribution in either cash or stock of the RIC, subject to a limitation that the aggregate amount of cash to be distributed to all stockholders must be at least 20% of the aggregate declared distribution. If too many stockholders elect to receive cash, each stockholder electing to receive cash must receive a pro rata amount of cash (with the balance of the distribution paid in stock). In no event will any stockholder, electing to receive cash, receive less than 20% of his or her entire distribution in cash. If these and certain other requirements are met, for U.S. federal income tax purposes, the amount of the dividend paid in stock will be equal to the amount of cash that could have been received instead of stock. We have no current intention of paying dividends in shares of our stock in accordance with these Treasury regulations or private letter rulings.

Recent Accounting Pronouncements

See Note 1 to the consolidated financial statements contained herein for a description of recent accounting pronouncements, if any, including the expected dates of adoption and the anticipated impact on the financial statements.

Critical Accounting Policies

The preparation of our financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Changes in the economic environment, financial markets and any other parameters used in determining such estimates could cause actual results to differ. In addition to the discussion below, our significant accounting policies are further described in the notes to the financial statements.

Valuation of portfolio investments

As a business development company, we generally invest in illiquid loans and securities including debt and equity securities of middle-market companies. Under procedures established by our board of directors, we value investments for which market quotations are readily available at such market quotations. We obtain these market values from an independent pricing service or at the mean between the bid and ask prices obtained from at least two brokers or dealers (if available, otherwise by a principal market maker or a primary market dealer). Debt and equity securities that are not publicly traded or whose market prices are not readily available are valued at fair value as determined in good faith by our board of directors. Such determination of fair values may involve subjective judgments and estimates, although we engage independent valuation providers to review the valuation of each portfolio investment that does not have a readily available market quotation at least twice annually. Investments purchased within 60 days of maturity are valued at cost plus accreted discount, or minus amortized premium, which approximate fair value. With respect to unquoted securities, our board of directors, together with our independent valuation advisors, values each investment considering, among other measures, discounted cash flow models, comparisons of financial ratios of peer companies that are public and other factors.

When an external event such as a purchase transaction, public offering or subsequent equity sale occurs, our board of directors uses the pricing indicated by the external event to corroborate and/or assist us in our valuation. Because there is not a readily available market for substantially all of the investments in our portfolio, we value most of our portfolio investments at fair value as determined in good faith by our board of directors using a documented valuation policy and a consistently applied valuation process. Due to 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 may differ significantly from the values that would have been used had a readily available market value existed for such investments, and the differences could be material.

With respect to investments for which market quotations are not readily available, our board of directors undertakes a multi-step valuation process each quarter, as described below:

- Our quarterly valuation process begins with each portfolio company or investment being initially valued by the investment professionals of Stellus Capital responsible for the portfolio investment;
- Preliminary valuation conclusions are then documented and discussed with our senior management and Stellus Capital;
- At least twice annually, the valuation for each portfolio investment is reviewed by an independent valuation firm;
- The audit committee of our board of directors then reviews these preliminary valuations and makes a recommendation to the board of directors; and
- The board of directors then discusses valuations and determines the fair value of each investment in our portfolio in good faith, based on the input of Stellus Capital, the independent valuation firm and the audit committee.

Revenue recognition

We record interest income on an accrual basis to the extent that we expect to collect such amounts. For loans and debt securities with contractual PIK interest, which represents contractual interest accrued and added to the loan balance that generally becomes due at maturity, we do not accrue PIK interest if the portfolio company valuation indicates that such PIK interest is not collectible. We will not accrue interest on loans and debt securities if we have reason to doubt our ability to collect such interest. Loan origination fees, original issue discount and market discount or premium are capitalized, and we then accrete or amortize such amounts using the effective interest method as interest income. Upon the prepayment of a loan or debt security, any unamortized loan origination is recorded as interest income. We record prepayment premiums on loans and debt securities as interest income. Dividend income, if any, will be recognized on the ex-dividend date.

Unrealized Gains Incentive Fee

Under U.S. GAAP, the Company calculates the unrealized gains incentive fee payable to the Advisor as if the Company had realized all investments at their fair values as of the reporting date. Accordingly, the Company accrues a provisional unrealized gains incentive fee taking into account any unrealized gains or losses. As the provisional incentive fee is subject to the performance of investments until there is a realization event, the amount of provisional unrealized gains incentive fee accrued at a reporting date may vary from the incentive fee that is ultimately realized and the differences could be material.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are subject to financial market risks, including changes in interest rates. At September 30, 2015 and 2014, 73% and 53%, or 32 and 20 of the loans in our portfolio, bore interest at floating rates, respectively. At September 30, 2015, 29 of these 32 loans in our portfolio have interest rate floors, which have effectively converted the loans to fixed rate loans in the current interest rate environment. In the future, we expect other loans in our portfolio will be subject to floating rates. Assuming that the Statement of Assets and Liabilities as of September 30, 2015 were to remain constant and no actions were taken to alter the existing interest rate sensitivity, a hypothetical one percent increase in LIBOR would increase our net income for the three and nine months ended September 30, 2015, by approximately \$173 thousand and \$434 thousand, respectively, due the current floors in place. A hypothetical decrease in LIBOR would not affect our net income, again, due to the aforementioned floors in place. Although we believe 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 may hedge against interest rate fluctuations by using standard hedging instruments such as futures, options and forward contracts subject to the requirements of the 1940 Act. While hedging activities may insulate us against adverse changes in interest rates, they may also limit our ability to participate in the benefits of lower interest rates with respect to our portfolio of investments. For the nine months ended September 30, 2015 and 2014, we did not engage in hedging activities. Changes in interest rates will affect our cost of funding. Our interest expense will be affected by changes in the published LIBOR rate in connection with the Credit Facility. As of September 30, 2015, we had not entered into any interest rate hedging arrangements. At September 30, 2015, based on our applicable levels of our Credit Facility, a 1% increase in interest rates would have decreased our net investment income by approximately \$255 thousand and \$746 thousand for the three and nine months ended September 30, 2015, respectively. The Notes bear interest at a fixed rate per year and would not be impacted by changes in interest rates.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

The Company's management, under the supervision and with the participation of various members of management, including its Chief Executive Officer ("CEO") and its Chief Financial Officer ("CFO"), has evaluated the effectiveness of its disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) of the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Company's CEO and CFO have concluded that the Company's disclosure controls and procedures are effective as of the end of the period covered by this report.

(b) Changes in Internal Control Over Financial Reporting

During the third quarter the Company changed its processes so that all financial reporting functions are now completed in house. Controls have been put in place at the Company that mirror those of the third party to whom this process had been previously outsourced. The third party was primarily responsible for accounting and financial reporting functions. This change was made in order to retain a higher level of control over the books and records of the Company.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

We are not currently subject to any material legal proceedings, nor, to our knowledge, is any material legal proceeding threatened against us. From time to time, we may be a party to certain legal proceedings in the ordinary course of business, including proceedings relating to the enforcement of our rights under contracts with our portfolio companies. While the outcome of these legal proceedings cannot be predicted with certainty, we do not expect that these proceedings will have a material effect upon our financial condition or results of operations.

Item 1A. Risk Factors

There has been no other material change in the information provided under the heading “Risk Factors” in our Annual Report on Form 10-K as of December 31, 2014. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may materially affect our business, financial condition and/or operating results.

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

None.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

The following exhibits are filed as part of this report or hereby incorporated by reference to exhibits previously filed with the SEC:

- 3.1 Articles of Amendment and Restatement (Incorporated by reference to Exhibit (a)(1) to the Registrant's Registration Statement on Form N-2 (File No. 333-184195), filed on October 23, 2012).
- 3.3 Bylaws (Incorporated by reference to Exhibit (b)(1) to the Registrant's Registration Statement on Form N-2 (File No. 333-184195), filed on October 23, 2012).
- 4.1 Form of Stock Certificate (Incorporated by reference to Exhibit (d) to the Registrant's Registration Statement on Form N-2 (File No. 333-184195), filed on October 23, 2012).
- 11.1 Computation of Per Share Earnings (included in the notes to the unaudited financial statements contained in this report).

- 31.1* Certification of Chief Executive Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended.
- 31.2* Certification of Chief Financial Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended.
- 32.1* Certification of Chief Executive Officer pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.
- 32.2* Certification of Chief Financial Officer pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.

*

Filed herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**STELLUS CAPITAL INVESTMENT
CORPORATION**

Dated: November 6, 2015

By: /s/ Robert T. Ladd

Name: Robert T. Ladd

Title: Chief Executive Officer and President

By: /s/ W. Todd Huskinson

Name: W. Todd Huskinson

Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
3.1	Articles of Amendment and Restatement (Incorporated by reference to Exhibit (a)(1) to the Registrant's Registration Statement on Form N-2 (File No. 333-184195), filed on October 23, 2012).
3.3	Bylaws (Incorporated by reference to Exhibit (b)(1) to the Registrant's Registration Statement on Form N-2 (File No. 333-184195), filed on October 23, 2012).
4.1	Form of Stock Certificate (Incorporated by reference to Exhibit (d) to the Registrant's Registration Statement on Form N-2 (File No. 333-184195), filed on October 23, 2012).
11.1	Computation of Per Share Earnings (included in the notes to the unaudited financial statements contained in this report).
31.1	Chief Executive Officer Certification Pursuant to Exchange Act Rule 13a-14 (a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
31.2	Chief Financial Officer Certification Pursuant to Exchange Act Rule 13a-14 (a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
32.1	Chief Executive Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
32.2	Chief Financial Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*

*

Filed herewith.