

HERCULES TECHNOLOGY GROWTH CAPITAL INC

Form 10-Q

May 02, 2013

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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 March 31, 2013**

**OR**

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

**Commission File Number: 814-00702**

**HERCULES TECHNOLOGY GROWTH  
CAPITAL, INC.**

(Exact Name of Registrant as Specified in its Charter)

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<b>Maryland</b> (State or Jurisdiction of Incorporation or Organization)	<b>743113410</b> (IRS Employer Identification No.)
<b>400 Hamilton Ave., Suite 310</b>  <b>Palo Alto, California</b> (Address of Principal Executive Offices)	<b>94301</b> (Zip Code)
<b>(650) 289-3060</b> (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 periods 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☐ Accelerated Filer ☒

Non-Accelerated Filer ☐ Smaller Reporting Company ☐

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

On April 30, 2013, there were 61,554,003 shares outstanding of the Registrant's common stock, \$0.001 par value.

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**Table of Contents****PART I: FINANCIAL INFORMATION**

In this Quarterly Report, the Company, Hercules, we, us and our refer to Hercules Technology Growth Capital, Inc. and its wholly owned subsidiaries and its affiliated securitization trusts unless the context otherwise requires.

**ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS****HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES****(unaudited)****(dollars in thousands, except per share data)**

	<b>March 31, 2013</b>	<b>December 31, 2012</b>
<b>Assets</b>		
Investments:		
Non-control/Non-affiliate investments (cost of \$957,508 and \$896,031, respectively)	\$ 953,788	\$ 894,428
Affiliate investments (cost of \$20,196 and \$18,307, respectively)	14,196	11,872
Total investments, at fair value (cost of \$977,704 and \$914,338, respectively)	967,984	906,300
Cash and cash equivalents	206,928	182,994
Restricted Cash	810	
Interest receivable	9,674	9,635
Other assets	25,790	24,714
Total assets	\$ 1,211,186	\$ 1,123,643
<b>Liabilities</b>		
Accounts payable and accrued liabilities	\$ 8,456	\$ 11,575
Long-term Liabilities (Convertible Senior Note)	71,707	71,436
Asset-Backed Notes	120,051	129,300
2019 Notes	170,364	170,364
Long-term SBA Debentures	225,000	225,000
Total liabilities	\$ 595,578	\$ 607,675
Commitments and Contingencies (Note 9)		
<b>Net assets consist of:</b>		
Common stock, par value	62	53
Capital in excess of par value	660,833	564,508
Unrealized depreciation on investments	(8,281)	(7,947)
Accumulated realized losses on investments	(34,925)	(36,916)
Distributions in excess of investment income	(2,081)	(3,730)
Total net assets	\$ 615,608	\$ 515,968
Total liabilities and net assets	\$ 1,211,186	\$ 1,123,643
Shares of common stock outstanding (\$0.001 par value, 100,000,000 authorized)	61,554	52,925

<b>Net asset value per share</b>		\$	10.00	\$	9.75
	See notes to consolidated financial statements.				

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The following table presents the assets and liabilities of our consolidated variable interest entity ( VIE ). The assets of the VIE can only be used to settle obligations of the consolidated VIE, and the creditors (or beneficial interest holders) do not have recourse to our general credit. These assets and liabilities are included in the Consolidated Statements of Assets and Liabilities above.

(Unaudited, in thousands)	March 31, 2013	December 31, 2012
<b>ASSETS</b>		
Restricted Cash	\$ 810	\$
Total investments, at fair value (cost of \$219,853 and \$0, respectively)	218,142	226,997
Total assets	\$ 218,952	\$ 226,997
<b>LIABILITIES</b>		
Asset-Backed Notes	\$ 120,051	\$ 129,300
Total liabilities	\$ 120,051	\$ 129,300

See notes to consolidated financial statements.

**Table of Contents****HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS****(unaudited)****(in thousands, except per share data)**

	<b>Three Months Ended March 31,</b>	
	<b>2013</b>	<b>2012</b>
Investment income:		
Interest Income		
Non-control/Non-affiliate investments	\$ 28,319	\$ 20,281
Affiliate investments	610	6
Control investments		13
Total interest income	28,929	20,300
Fees		
Non-control/Non-affiliate investments	2,028	2,067
Total fees	2,028	2,067
Total investment income	30,957	22,367
Operating expenses:		
Interest	7,631	3,896
Loan fees	1,079	1,076
General and administrative	2,252	1,817
Employee Compensation:		
Compensation and benefits	3,798	3,395
Stock-based compensation	1,165	808
Total employee compensation	4,963	4,203
Total operating expenses	15,925	10,992
Net investment income	15,032	11,375
Net realized (losses) gains on investments		
Non-control/Non-affiliate investments	1,991	2,877
Total net realized (loss) gain on investments	1,991	2,877
Net unrealized (depreciation) appreciation on investments		
Non-control/Non-affiliate investments	(768)	1,751
Affiliate investments	434	1,076
Control investments		26
Total net unrealized (depreciation) appreciation on investments	(334)	2,853
Total net realized (unrealized) gain	1,657	5,730
Net increase in net assets resulting from operations	\$ 16,689	\$ 17,105
Net investment income before investment gains and losses per common share:		

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Basic	\$	0.27	\$	0.24
Change in net assets per common share:				
Basic	\$	0.30	\$	0.36
Diluted	\$	0.30	\$	0.36
Weighted average shares outstanding				
Basic		53,682		47,018
Diluted		53,823		47,210

See notes to consolidated financial statements.



**Table of Contents****HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS****(unaudited)****(dollars and shares in thousands)**

	Common Stock						Distributions in Excess of	Provision for Income Taxes on	
	Shares	Par Value	Capital in excess of par value	Unrealized Appreciation on Investments	Accumulated Realized Gains (Losses) on Investments		Investment Income	Investment Gains	Net Assets
<b>Balance at December 31, 2011</b>	43,853	\$ 44	\$ 484,244	\$ (3,431)	\$ (43,042)	\$ (6,432)	\$ (342)	\$ 431,041	
Net increase in net assets resulting from operations				2,853	2,877	11,375			17,105
Issuance of common stock	5,425	5	49,773						49,778
Issuance of common stock under restricted stock plan	620	1							1
Issuance of common stock as stock dividend	62		670						670
Retired shares from net issuance	(239)		(2,562)						(2,562)
Dividends declared						(11,412)			(11,412)
Stock-based compensation			826						826
<b>Balance at March 31, 2012</b>	49,721	\$ 50	\$ 532,951	\$ (578)	\$ (40,165)	\$ (6,469)	\$ (342)	\$ 485,447	
<b>Balance at December 31, 2012</b>	52,925	\$ 53	\$ 564,509	\$ (7,947)	\$ (36,916)	\$ (3,389)	\$ (342)	\$ 515,968	
Net increase in net assets resulting from operations				(334)	1,991	15,032			16,689
Issuance of common stock	80		910						910
Issuance of common stock under restricted stock plan	531	1	(1)						
Issuance of common stock as stock dividend	40		488						488
Retired shares from net issuance	(72)		(1,808)						(1,808)
Public Offering	8,050	8	95,550						95,558
Dividends declared						(13,382)			(13,382)
Stock-based compensation			1,185						1,185
<b>Balance at March 31, 2013</b>	61,554	\$ 62	\$ 660,833	\$ (8,281)	\$ (34,925)	\$ (1,739)	\$ (342)	\$ 615,608	

See notes to consolidated financial statements.

**Table of Contents****HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS****(unaudited)****(dollars in thousands)**

	<b>For the Three Months Ended March 31,</b>	
	<b>2013</b>	<b>2012</b>
Cash flows from operating activities:		
Net increase in net assets resulting from operations	\$ 16,689	\$ 17,105
Adjustments to reconcile net increase in net assets resulting from operations to net cash used in operating activities:		
Purchase of investments	(139,095)	(64,961)
Principal payments received on investments	75,987	35,533
Proceeds from sale of investments	5,212	8,726
Net unrealized (appreciation) / depreciation on investments	334	(2,853)
Net realized (gain) / loss on investments	(1,991)	(2,877)
Accretion of paid-in-kind principal	(555)	(280)
Accretion of loan discounts	(1,455)	(916)
Accretion of loan discount on Convertible Senior Notes	271	271
Accretion of loan exit fees	(1,819)	(2,685)
Change in deferred loan origination revenue	313	(198)
Unearned fees related to unfunded commitments	(856)	(2,360)
Amortization of debt fees and issuance costs	938	913
Depreciation	68	71
Stock-based compensation and amortization of restricted stock grants	1,185	826
Change in operating assets and liabilities:		
Interest and fees receivable	(41)	(143)
Prepaid expenses and other assets	33	(75)
Accounts payable	(250)	(51)
Accrued liabilities	(2,682)	(3,733)
<b>Net cash used in operating activities</b>	<b>(47,714)</b>	<b>(17,687)</b>
Cash flows from investing activities:		
Purchases of capital equipment	(24)	(12)
Investment in restricted cash	(810)	
Other long-term assets	(30)	
Net cash used in investing activities	(864)	(12)
Cash flows from financing activities:		
Proceeds from issuance of common stock, net	94,660	47,218
Dividends paid	(12,894)	(10,742)
Repayments of credit facilities	(9,254)	(34,818)
<b>Net cash provided by financing activities</b>	<b>72,512</b>	<b>1,658</b>
Net increase / (decrease) in cash	23,934	(16,041)
Cash and cash equivalents at beginning of year	182,994	64,474

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Cash and cash equivalents at end of year	\$ 206,928	\$ 48,433
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See notes to consolidated financial statements.

**Table of Contents****HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED SCHEDULE OF INVESTMENTS****March 31, 2013****(unaudited)****(dollars in thousands)**

<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Principal Amount</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
<b>Maturity: Upon Liquidation</b>					
Paratek Pharmaceuticals, Inc.	Drug Discovery & Development	Senior Debt <sup>(9)</sup> Matures upon liquidation			
		Interest rate Fixed 10.00%	\$ 45	\$ 45	\$ 45
		Senior Debt <sup>(9)</sup> Matures upon liquidation			
		Interest rate Fixed 10.00%	\$ 36	31	31
		Senior Debt <sup>(9)</sup> Matures upon liquidation			
		No initial interest rate	\$ 28	28	28
Total Paratek Pharmaceuticals, Inc.				104	104
<b>Maturity: Under 1 Year Maturity</b>					
Chroma Therapeutics, Ltd. <sup>(5)(10)</sup>	Drug Discovery & Development	Senior Debt Matures November 2013			
		Interest rate Prime + 7.75% or			
		Floor rate of 12.00%	\$ 3,007	3,714	3,675
<b>Maturity: 1-5 Years Maturity</b>					
ADMA Biologics, Inc.	Drug Discovery & Development	Senior Debt Matures April 2016			
		Interest rate Prime + 2.75% or			
		Floor rate of 8.50%	\$ 5,000	4,844	4,844
Anthera Pharmaceuticals Inc. <sup>(3)</sup>	Drug Discovery & Development	Senior Debt <sup>(11)</sup> Matures December 2014			
		Interest rate Prime + 7.30% or			
		Floor rate of 10.55%	\$ 18,199	18,574	18,574
Aveo Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Discovery & Development	Senior Debt <sup>(11)</sup> Matures September 2015			
		Interest rate Prime + 7.15% or			
		Floor rate of 11.90%	\$ 26,500	26,500	27,030
Cell Therapeutics, Inc. <sup>(3)</sup>	Drug Discovery & Development	Senior Debt Matures October 2016	\$ 10,000	9,670	9,670

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Interest rate Prime + 9.00% or

Floor rate of 12.25%

Senior Debt<sup>(11)</sup>

Matures December 2015

Interest rate Prime + 6.30% or

Floor rate of 9.55%

\$ 10,000

9,898

9,815

Senior Debt<sup>(4)</sup>

Matures October 2015

Interest rate Prime + 3.25% or

Floor rate of 8.50%

\$ 20,000

19,687

18,946

Senior Debt<sup>(11)</sup>

Matures March 2016

Interest rate Prime + 6.00% or

Floor rate of 9.25%

\$ 15,000

14,838

14,430

Senior Debt

Matures January 2015

Interest rate Prime + 4.40% or

Floor rate of 10.15%

\$ 8,168

8,039

7,921

Senior Debt<sup>(11)</sup>

Matures January 2016

Interest rate Prime + 4.75% or

Floor rate of 9.25%

\$ 20,000

19,438

19,498

Senior Debt

Matures May 2016

Interest rate Prime + 5.30% or

Floor rate of 10.55%

\$ 40,000

39,840

39,840

See notes to consolidated financial statements.

**Table of Contents****HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)****March 31, 2013****(unaudited)****(dollars in thousands)**

<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Principal Amount</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Neuralstem, Inc. <sup>(3)</sup>	Drug Discovery & Development	Senior Debt			
		Matures June 2016			
		Interest rate Prime + 7.75% or			
		Floor rate of 11.00%	\$ 8,000	\$ 7,654	\$ 7,654
NeurogesX, Inc. <sup>(3)</sup>	Drug Discovery & Development	Senior Debt			
		Matures February 2015			
		Interest rate Prime + 7.50% or			
		Floor rate of 10.75%	\$ 4,041	4,429	4,397
<b>Total Debt Drug Discovery &amp; Development (30.28%)*</b>				<b>187,229</b>	<b>186,398</b>
<b>Maturity: Under 1 Year Maturity</b>					
PeerApp, Inc.	Communications & Networking	Senior Debt <sup>(4)</sup>			
		Matures April 2013			
		Interest rate Prime + 7.50% or			
		Floor rate of 11.50%	\$ 159	248	248
<b>Maturity: 1-5 Years Maturity</b>					
Bridgewave Communications	Communications & Networking	Senior Debt			
		Matures March 2016			
		Interest rate Fixed 8.00%	\$ 7,500	7,163	4,369
OpenPeak, Inc.	Communications & Networking	Senior Debt <sup>(11)</sup>			
		Matures July 2015			
		Interest rate Prime + 8.75% or			
		Floor rate of 12.00%	\$ 14,129	14,330	14,472
UPH Holdings, Inc. <sup>(8)</sup>	Communications & Networking	Senior Debt			
		Matures April 2015	\$ 6,600	6,489	3,478
		Interest rate Libor + 11.00% or			

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		Floor rate of 13.50%			
		Senior Debt			
		Matures September 2015			
		Interest rate Libor + 11.00% or			
		Floor rate of 13.50%	\$	338	333
		Senior Debt			178
		Matures January 2017			
		Interest rate Libor + 11.00% or			
		Floor rate of 13.50%	\$	3,594	3,594
					1,894
Total UPH Holdings, Inc.				10,416	5,550
Total Debt Communications & Networking (4.00%)*				32,157	24,639
Maturity: 1-5 Years Maturity					
Clustrix, Inc.	Electronics & Computer Hardware	Senior Debt			
		Matures December 2015			
		Interest rate Prime + 6.50% or			
Identive Group, Inc.	Electronics & Computer Hardware	Floor rate of 9.75%	\$	696	669
		Senior Debt			678
		Matures November 2015			
		Interest rate Prime + 7.75% or			
		Floor rate 11.00%	\$	7,500	7,562
		Senior Debt			7,562
OCZ Technology Group, Inc. <sup>(3)</sup>	Electronics & Computer Hardware	Matures April 2016			
		Interest rate Prime + 8.75% or			
		Floor rate of 12.50%,			
		PIK Interest 3.00%	\$	10,000	9,473
					9,473
Total Debt Electronics & Computer Hardware (2.88%)				17,704	17,713
Maturity: Upon Liquidation					
Tada Innovations, Inc.	Software	Senior Debt <sup>(9)</sup>			
		Matures upon liquidation			
		Interest rate Fixed 8.00%	\$	100	100

See notes to consolidated financial statements.

**Table of Contents****HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)****March 31, 2013****(unaudited)****(dollars in thousands)**

<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Principal Amount</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
<b>Maturity: 1-5 Years Maturity</b>					
Box, Inc.	Software	Senior Debt <sup>(4)</sup> Matures March 2016  Interest rate Prime + 3.75% or  Floor rate of 7.50%	\$ 10,000	\$ 9,947	\$ 9,513
		Senior Debt <sup>(4)</sup> Matures July 2014  Interest rate Prime + 5.25% or  Floor rate of 8.50%	\$ 866	930	919
		Senior Debt <sup>(11)</sup> Matures July 2016  Interest rate Prime + 5.13% or  Floor rate of 8.88%	\$ 20,000	20,211	19,574
Total Box, Inc.				31,088	30,006
Clickfox, Inc.	Software	Senior Debt Matures November 2015  Interest rate Prime + 8.25% or  Floor rate of 11.50%	\$ 7,788	7,209	7,443
EndPlay, Inc.	Software	Senior Debt Matures August 2015  Interest rate Prime + 7.35% or  Floor rate 10.6%	\$ 2,000	1,945	1,945
Hillcrest Laboratories, Inc	Software	Senior Debt Matures July 2015  Interest rate Prime + 7.50% or  Floor rate of 10.75%	\$ 3,764	3,701	3,664
JackBe Corporation	Software	Senior Debt Matures January 2016  Interest rate Prime + 7.25% or	\$ 3,000	2,922	2,929



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Kxen, Inc.	Software	Floor rate of 10.50%			
		Senior Debt <sup>(4)</sup>			
		Matures January 2015			
		Interest rate Prime + 5.08% or			
Neos Geosolutions, Inc.	Software	Floor rate of 8.33%	\$ 2,078	2,126	1,980
		Senior Debt			
		Matures May 2016			
		Interest rate Prime + 5.75% or			
		Floor rate of 9.50%	\$ 4,000	3,955	3,955
<b>Total Debt Software (8.44%)*</b>				53,046	51,922
<b>Maturity: Under 1 Year Maturity</b>					
Althea Technologies, Inc.	Specialty Pharmaceuticals	Senior Debt			
		Matures October 2013			
		Interest rate Prime + 7.70% or			
Quatrx Pharmaceuticals Company	Specialty Pharmaceuticals	Floor rate of 10.95%	\$ 6,933	7,285	7,285
		Senior Debt <sup>(9)</sup>			
		Matures March 2014			
		Interest rate Fixed 8.00%	\$ 1,888	1,888	2,767
<b>Total Debt Specialty Pharmaceuticals (1.63%)*</b>				9,173	10,052
<b>Maturity: 1-5 Years Maturity</b>					
Achronix Semiconductor Corporation	Semiconductors	Senior Debt			
		Matures January 2015			
		Interest rate Prime + 10.60% or			
		Floor rate of 13.85%	\$ 1,653	1,618	1,602
<b>Total Debt Semiconductors (0.26%)*</b>				1,618	1,602

See notes to consolidated financial statements.

**Table of Contents****HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)****March 31, 2013****(unaudited)****(dollars in thousands)**

<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Principal Amount</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
<b>Maturity: Under 1 Year Maturity</b>					
Alexza Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Delivery	Senior Debt <sup>(11)</sup> Matures October 2013			
		Interest rate Prime + 6.50% or			
		Floor rate of 10.75%	\$ 3,594	\$ 3,994	\$ 3,994
<b>Maturity: 1-5 Years Maturity</b>					
AcelRX Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Delivery	Senior Debt <sup>(11)</sup> Matures December 2014			
		Interest rate Prime + 3.25% or			
		Floor rate of 8.50%	\$ 14,452	14,402	14,108
BIND Therapeutics, Inc.	Drug Delivery	Senior Debt Matures July 2014			
		Interest rate Prime + 7.45% or			
		Floor rate of 10.70%	\$ 2,838	2,875	2,926
Intelliject, Inc.	Drug Delivery	Senior Debt <sup>(11)</sup> Matures June 2016			
		Interest rate Prime + 5.75% or			
		Floor rate of 11.00%	\$ 15,000	14,705	15,155
Nupathe, Inc. <sup>(3)</sup>	Drug Delivery	Senior Debt Matures May 2016			
		Interest rate Prime - 3.25% or			
		Floor rate of 9.85%	\$ 8,500	8,220	8,220
Revance Therapeutics, Inc.	Drug Delivery	Senior Debt Matures March 2015			
		Interest rate Prime + 6.60% or			
		Floor rate of 9.85%	\$ 16,594	16,582	16,379
<b>Total Debt Drug Delivery (9.87%)*</b>				<b>60,778</b>	<b>60,782</b>
<b>Maturity: Under 1 Year Maturity</b>					
Loku, Inc.		Senior Debt <sup>(9)</sup>			

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	Internet Consumer & Business Services	Matures June 2013			
		Interest rate Fixed 6.00%	\$	100	100
Tectura Corporation	Internet Consumer & Business Services	Revolving Line of Credit			
		Matures July 2013			
		Interest rate LIBOR + 8.00% or			
		Floor rate of 11.00%	\$	16,340	18,033
		Senior Debt			17,663
		Matures April 2013			
		Interest rate LIBOR + 10.00% or			
		Floor rate of 13.00%	\$	563	553
		Senior Debt			553
		Matures July 2013			
		Interest rate LIBOR + 10.00% or			
		Floor rate of 13.00%	\$	1,000	1,000
Total Tectura Corporation				19,586	19,216
<b>Maturity: 1-5 Years Maturity</b>					
Ahhha, Inc. <sup>(8)</sup>	Internet Consumer & Business Services	Senior Debt			
		Matures January 2015			
		Interest rate Fixed 12.00%	\$	350	347
Blurb, Inc.	Internet Consumer & Business Services	Senior Debt			
		Matures December 2015			
		Interest rate Prime + 5.25% or			
		Floor rate 8.50%	\$	8,000	7,749
Education Dynamics, LLC	Internet Consumer & Business Services	Senior Debt			7,547
		Matures March 2016			
		Interest rate Fixed 12.50%,			
		PIK Interest 1.50%	\$	26,750	26,386
					25,563

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<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Principal Amount</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Just.Me, Inc.	Internet Consumer & Business Services	Senior Debt			
		Matures June 2015			
		Interest rate Prime + 2.50% or			
		Floor rate 5.75%	\$ 750	\$ 737	\$ 689
		Senior Debt			
		Matures June 2015			
		Interest rate Prime + 5.00% or			
		Floor rate 8.25%	\$ 750	732	709
Total Just.Me, Inc.				1,469	1,398
NetPlenish, Inc.	Internet Consumer & Business Services	Senior Debt			
		Matures April 2015			
		Interest rate Fixed 10.00%	\$ 500	492	460
Reply! Inc.	Internet Consumer & Business Services	Senior Debt <sup>(11)</sup>			
		Matures September 2015			
		Interest rate Prime + 6.875% or			
		Floor rate of 10.125%	\$ 11,749	11,638	11,525
		Senior Debt <sup>(11)</sup>			
		Matures September 2015			
		Interest rate Prime + 7.25% or			
		Floor rate of 11.00%	\$ 2,000	1,957	2,005
		Senior Debt			
		Matures February 2016			
		Interest rate Prime + 7.25% or			
		Floor rate of 10.50%	\$ 3,000	2,977	2,977
Total Reply! Inc.				16,572	16,507
Second Rotation, Inc.	Internet Consumer & Business Services	Senior Debt			
		Matures April 2016	\$ 12,142	12,013	12,013

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ShareThis, Inc.	Internet Consumer & Business Services	Interest rate Prime + 7.00% or			
		Floor rate of 10.25%,			
		PIK interest 2.50%			
		Senior Debt			
		Matures June 2016			
Tectura Corporation	Internet Consumer & Business Services	Interest rate Prime + 7.50% or			
		Floor rate of 10.75%	\$ 15,000	14,349	14,349
		Senior Debt			
		Matures December 2014			
Trulia, Inc. <sup>(3)</sup>	Internet Consumer & Business Services	Interest rate LIBOR + 10.00% or			
		Floor rate of 13.00%	\$ 6,468	6,412	6,230
		Senior Debt <sup>(11)</sup>			
		Matures September 2015			
		Interest rate Prime + 2.75% or			
		Floor rate of 6.00%	\$ 5,000	4,934	4,794
		Senior Debt <sup>(11)</sup>			
		Matures September 2015			
		Interest rate Prime + 5.50% or			
		Floor rate of 8.75%	\$ 5,000	4,933	4,640
Total Trulia, Inc.				9,867	9,434
Vaultlogix, Inc.	Internet Consumer & Business Services	Senior Debt			
		Matures September 2016			
		Interest rate LIBOR + 8.50% or			
		Floor rate of 10.00%,			
		PIK interest 2.50%	\$ 7,500	7,740	7,680
		Senior Debt			
		Matures September 2015			
		Interest rate LIBOR + 7.00% or			
		Floor rate of 8.50%	\$ 9,903	9,864	9,580
Total Vaultlogix, Inc.				17,604	17,260

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<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Principal Amount</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Wavemarket, Inc.	Internet Consumer & Business Services	Senior Debt <sup>(11)</sup>			
		Matures September 2015			
		Interest rate Prime + 5.75% or			
		Floor rate of 9.50%	\$ 10,000	\$ 9,876	\$ 9,458
<b>Total Debt Internet Consumer &amp; Business Services (22.67%)*</b>				142,822	139,535
<b>Maturity: Under 1 Year Maturity</b>					
InXpo, Inc.	Information Services	Senior Debt			
		Matures March 2014			
		Interest rate Prime + 7.50% or			
		Floor rate of 10.75%	\$ 2,550	2,432	2,316
<b>Maturity: 1-5 Years Maturity</b>					
Cha Cha Search, Inc.	Information Services	Senior Debt			
		Matures February 2015			
		Interest rate Prime + 6.25% or			
		Floor rate of 9.50%	\$ 2,364	2,334	2,277
Eccentex Corporation	Information Services	Senior Debt <sup>(11)</sup>			
		Matures May 2015			
		Interest rate Prime + 7.00% or			
		Floor rate of 10.25%	\$ 966	949	449
Jab Wireless, Inc.	Information Services	Senior Debt			
		Matures November 2017			
		Interest rate Prime + 6.75% or			
		Floor rate of 8.00%	\$ 30,000	29,861	29,850
RichRelevance, Inc.	Information Services	Senior Debt			
		Matures January 2015			
		Interest rate Prime + 3.25% or			
		Floor rate of 7.50%	\$ 3,778	3,762	3,661
Womensforum.com, Inc.	Information Services	Senior Debt <sup>(11)</sup>			

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Matures October 2016

Interest rate LIBOR + 6.50% or

Floor rate of 9.25% \$ 8,000 7,853 7,853

Senior Debt<sup>(11)</sup>

Matures October 2016

Interest rate LIBOR + 7.50% or

Floor rate of 10.25% \$ 4,500 4,451 4,451

Total Womensforum.com, Inc. 12,304 12,304

**Total Debt Information Services (8.26%)\*** 51,642 50,857

## **Maturity: Upon Liquidation**

Novasys Medical, Inc.	Medical Device & Equipment	Senior Debt <sup>(9)</sup> Matures upon liquidation			
		Interest rate Fixed 8.00%	\$ 65	65	65

## **Maturity: Under 1 Year Maturity**

Gynesonics, Inc.	Medical Device & Equipment	Senior Debt Matures October 2013			
		Interest rate Prime + 8.25% or			
		Floor rate of 11.50%	\$ 3,073	3,178	3,178

Optiscan Biomedical, Corp. <sup>(6)</sup>	Medical Device & Equipment	Senior Debt Matures December 2013			
		Interest rate Prime + 8.20% or			
		Floor rate of 11.45%	\$ 8,260	9,101	9,265
Oraya Therapeutics, Inc.	Medical Device & Equipment	Senior Debt <sup>(9)</sup> Matures December 2013			
		Interest rate Fixed 7.00%	\$ 500	500	500

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<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Principal Amount</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
<b>Maturity: 1-5 Years Maturity</b>					
Lanx, Inc.	Medical Device & Equipment	Senior Debt			
		Matures October 2016			
		Interest rate Prime + 8.00% or			
		Floor rate of 11.75%	\$ 15,000	\$ 14,651	\$ 15,101
		Revolving Line of Credit			
		Matures October 2015			
		Interest rate Prime + 6.75% or			
		Floor rate of 10.50%	\$ 5,500	5,313	5,276
Total Lanx, Inc.				19,964	20,377
Medrobotics Corporation	Medical Device & Equipment	Senior Debt			
		Matures March 2016			
		Interest rate Prime + 7.85% or			
		Floor rate of 11.10%	\$ 5,000	4,766	4,766
MELA Sciences, Inc.	Medical Device & Equipment	Senior Debt			
		Matures November 2016			
		Interest rate Prime + 7.20% or			
		Floor rate of 10.45%	\$ 6,000	5,919	5,919
NinePoint Medical, Inc.	Medical Device & Equipment	Senior Debt			
		Matures January 2016			
		Interest rate Prime + 5.85% or			
		Floor rate of 9.10%	\$ 7,000	6,805	6,805
Oraya Therapeutics, Inc.	Medical Device & Equipment	Senior Debt <sup>(11)</sup>			
		Matures September 2015			
		Interest rate Prime + 5.50% or			
		Floor rate of 10.25%	\$ 9,711	9,542	9,678



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United Orthopedic Group, Inc.	Medical Device & Equipment	Senior Debt			
		Matures July 2016			
		Interest rate Prime + 8.60% or			
		Floor rate of 11.85%	\$ 25,000	24,215	24,215
SonaCare Medical, LLC	Medical Device & Equipment	Senior Debt <sup>(11)</sup>			
		Matures April 2016			
		Interest rate Prime + 7.75% or			
		Floor rate of 11.00%	\$ 6,000	5,919	5,855
<b>Total Debt Medical Device &amp; Equipment (14.72%)*</b>				89,974	90,623
<b>Maturity: 1-5 Years Maturity</b>					
Navidea Biopharmaceuticals, Inc. (pka Neoprobe) <sup>(3)</sup>	Diagnostic	Senior Debt			
		Matures December 2014			
		Interest rate Prime + 6.75% or			
		Floor rate of 10.00%	\$ 5,086	5,086	5,147
Tethys Bioscience Inc.	Diagnostic	Senior Debt <sup>(11)</sup>			
		Matures December 2015			
		Interest rate Prime + 8.40% or			
		Floor rate of 11.65%	\$ 10,000	10,057	9,614
<b>Total Debt Diagnostic (2.40%)*</b>				15,143	14,761

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<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Principal Amount</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
<b>Maturity: Under 1 Year Maturity</b>					
Labcyte, Inc.	Biotechnology Tools	Senior Debt Matures May 2013			
		Interest rate Prime + 8.60% or			
		Floor rate of 11.85%	\$ 315	\$ 394	\$ 394
<b>Maturity: 1-5 Years Maturity</b>					
Labcyte, Inc.	Biotechnology Tools	Senior Debt <sup>(11)</sup> Matures June 2016			
		Interest rate Prime + 6.70% or			
		Floor rate of 9.95%	\$ 5,000	4,932	4,980
<b>Total Debt Biotechnology Tools (0.87%)*</b>				<b>5,326</b>	<b>5,374</b>
<b>Maturity: 1-5 Years Maturity</b>					
MedCall, LLC	Healthcare Services, Other	Senior Debt Matures January 2016			
		Interest rate 7.79% or			
		Floor rate of 9.50%	\$ 4,778	4,727	4,606
		Senior Debt Matures January 2016			
		Interest rate LIBOR +8.00% or			
		Floor rate of 10.00%	\$ 3,931	3,873	3,801
<b>Total MedCall, LLC</b>				<b>8,600</b>	<b>8,407</b>
Pacific Child & Family Associates, LLC	Healthcare Services, Other	Senior Debt Matures January 2015			
		Interest rate LIBOR + 8.00% or			
		Floor rate of 11.50%	\$ 2,737	2,741	2,686
		Senior Debt Matures January 2015	\$ 5,900	6,641	6,382
		Interest rate LIBOR + 11.00% or			

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Floor rate of 14.00%, PIK interest 3.75%				
Total Pacific Child & Family Associates, LLC			9,382	9,068
ScriptSave (Medical Security Card Company, LLC)	Healthcare Services, Other	Senior Debt		
		Matures February 2016		
		Interest rate LIBOR + 8.75% or		
		Floor rate of 11.25%	\$ 14,067	13,893 13,941
<b>Total Debt Health Services, Other (5.10%)*</b>			31,875	31,416
<b>Maturity: 1-5 Years Maturity</b>				
Entrigue Surgical, Inc.	Surgical Devices	Senior Debt		
		Matures December 2014		
		Interest rate Prime + 5.90% or		
		Floor rate of 9.65%	\$ 2,183	2,168 2,171
Transmedics, Inc.	Surgical Devices	Senior Debt <sup>(11)</sup>		
		Matures November 2015		
		Interest rate Fixed 12.95%	\$ 7,250	7,097 7,097
<b>Total Debt Surgical Devices (1.51%)*</b>			9,265	9,268
<b>Maturity: 1-5 Years Maturity</b>				
Westwood One Communications	Media/Content/ Info	Senior Debt		
		Matures October 2016		
		Interest rate LIBOR + 6.50% or		
		Floor rate of 8.00%	\$ 19,614	18,253 17,890
Women s Marketing, Inc.	Media/Content/ Info	Senior Debt		
		Matures May 2016		
		Interest rate Libor + 9.50% or		
		Floor rate of 12.00%, PIK interest 3.00%	\$ 9,681	10,092 10,189
		Senior Debt <sup>(11)</sup>		
		Matures November 2015		
		Interest rate Libor + 7.50% or		
		Floor rate of 10.00%	\$ 15,612	15,389 15,175
<b>Total Women s Marketing, Inc.</b>			25,481	25,364

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<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Principal Amount</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Zoom Media Corporation	Media/Content/ Info	Senior Debt Matures December 2015			
		Interest rate Prime + 7.25% or			
		Floor rate of 10.50%,			
		PIK interest 3.75%	\$ 5,000	\$ 4,738	\$ 4,738
	Media/Content/ Info	Revolving Line of Credit Matures December 2014			
		Interest rate Prime + 5.25% or			
		Floor rate of 8.50%	\$ 3,500	3,238	3,238
Total Zoom Media Corporation				7,976	7,976
<b>Total Debt Media/Content/Info (8.32%)*</b>				51,710	51,230
<b>Maturity: Under 1 Year Maturity</b>					
BrightSource Energy, Inc.	Clean Tech	Senior Debt Matures January 2014			
		Interest rate Prime + 8.25% or			
		Floor rate of 11.50%	\$ 35,000	34,645	34,645
Soxel, Inc.	Clean Tech	Senior Debt Matures June 2013			
		Interest rate Prime + 8.25% or			
		Floor rate of 11.50%	\$ 1,476	1,474	1,474
		Senior Debt Matures June 2013			
		Interest rate Prime + 7.25% or			
		Floor rate of 10.50%	\$ 169	169	169
Total Soxel, Inc.				1,643	1,643
<b>Maturity: 1-5 Years Maturity</b>					
Alphabet Energy, Inc.	Clean Tech	Senior Debt Matures February 2015	\$ 1,772	1,679	1,679

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American Superconductor Corporation <sup>(3)</sup>	Clean Tech	Interest rate Prime + 5.75% or			
		Floor rate of 9.00%			
		Senior Debt <sup>(11)</sup> Matures December 2014			
Comverge, Inc.	Clean Tech	Interest rate Prime + 7.25% or			
		Floor rate of 11.00%	\$ 8,077	8,139	8,344
		Senior Debt Matures November 2017			
		Interest rate LIBOR + 8.00% or			
		Floor rate of 9.50%	\$ 20,000	19,605	19,605
	Clean Tech	Senior Debt Matures November 2017			
		Interest rate LIBOR + 9.50% or			
		Floor rate of 11.00%	\$ 14,000	13,754	13,754
Total Comverge, Inc.				33,359	33,359
Enphase Energy, Inc. <sup>(3)</sup>	Clean Tech	Senior Debt <sup>(11)</sup> Matures June 2014			
		Interest rate Prime + 5.75% or			
		Floor rate of 9.00%	\$ 3,167	3,169	3,135
	Clean Tech	Senior Debt Matures August 2016			
		Interest rate Prime + 8.25% or			
		Floor rate of 11.50%	\$ 7,400	7,353	7,353
Total Enphase Energy, Inc.				10,522	10,488
Glori Energy, Inc.	Clean Tech	Senior Debt <sup>(11)</sup> Matures June 2015			
		Interest rate Prime + 6.75% or			
		Floor rate of 10.00%	\$ 8,000	7,913	7,961
Integrated Photovoltaics, Inc.	Clean Tech	Senior Debt Matures February 2015			
		Interest rate Prime + 7.38% or			
		Floor rate of 10.63%	\$ 2,305	2,239	2,237

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<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Principal Amount</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Polyera Corporation	Clean Tech	Senior Debt Matures June 2016  Interest rate Prime + 6.75% or  Floor rate of 10.00%	\$ 3,000	\$ 2,971	\$ 2,971
Redwood Systems, Inc.	Clean Tech	Senior Debt Matures February 2016  Interest rate Prime + 6.50% or  Floor rate of 9.75%	\$ 5,000	4,993	4,993
SClenergy, Inc.	Clean Tech	Senior Debt <sup>(4)</sup> Matures September 2015  Interest rate Prime + 8.75% or  Floor rate 12.00%	\$ 5,296	5,194	5,353
Stion Corporation	Clean Tech	Senior Debt <sup>(4)</sup> Matures February 2015  Interest rate Prime + 6.75% or  Floor rate of 10.00%	\$ 6,732	6,765	6,754
TAS Energy, Inc.	Clean Tech	Senior Debt Matures February 2015  Interest rate Prime + 7.75% or  Floor rate of 11.00%	\$ 10,000	9,630	9,630
		Senior Debt Matures February 2015  Interest rate Prime + 6.25% or  Floor rate of 9.50%	\$ 5,000	4,782	4,782
Total TAS Energy, Inc.				14,412	14,412
<b>Total Debt Clean Tech (21.90%)*</b>				134,474	134,839

**Total Debt (143.11%)**

\$ 893,936    \$ 881,011

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<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Series</b>	<b>Shares</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
ADMA Biologics, Inc.	Drug Discovery & Development	Common Stock Warrants		25,000	\$ 129	\$ 115
Acceleron Pharmaceuticals, Inc.	Drug Discovery & Development	Common Stock Warrants		46,446	39	55
		Preferred Stock Warrants	Series B	110,270	35	45
Total Warrants Acceleron Pharmaceuticals, Inc.				156,716	74	100
Anthera Pharmaceuticals Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		321,429	984	61
Cell Therapeutics, Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		679,040	300	322
Cempra, Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		39,038	187	49
Chroma Therapeutics, Ltd. <sup>(5)(10)</sup>	Drug Discovery & Development	Preferred Stock Warrants	Series D	325,261	490	500
Concert Pharmaceuticals, Inc.	Drug Discovery & Development	Preferred Stock Warrants	Series C	400,000	367	133
Coronado Biosciences, Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		73,009	142	292
Dicerna Pharmaceuticals, Inc.	Drug Discovery & Development	Common Stock Warrants		50,000	28	15
		Preferred Stock Warrants	Series A	525,000	236	161
		Preferred Stock Warrants	Series B	660,000	311	202
Total Warrants Dicerna Pharmaceuticals, Inc.				1,235,000	575	378

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<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Series</b>	<b>Shares</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
EpiCept Corporation <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		325,204	\$ 4	\$
Horizon Pharma, Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		22,408	231	
Insmed, Incorporated <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		329,931	570	1,482
Merrimack Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		302,143	155	644
Neuralstem, Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		608,695	295	291
NeurogesX, Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		3,421,500	503	71
Portola Pharmaceuticals, Inc.	Drug Discovery & Development	Preferred Stock Warrants	Series B	687,023	151	268
<b>Total Warrants Drug Discovery &amp; Development (0.76%)*</b>					5,157	4,706
Bridgewave Communications	Communications & Networking	Preferred Stock Warrants	Series 5	2,942,618	753	
Intelepeer, Inc.	Communications & Networking	Preferred Stock Warrants	Series C	117,958	102	184
Neonova Holding Company	Communications & Networking	Preferred Stock Warrants	Series A	450,000	94	21
OpenPeak, Inc.	Communications & Networking	Preferred Stock Warrants	Series E	25,646	149	11
PeerApp, Inc.	Communications & Networking	Preferred Stock Warrants	Series B	298,779	61	64
Peerless Network, Inc.	Communications & Networking	Preferred Stock Warrants	Series A	135,000	94	384
Ping Identity Corporation	Communications & Networking	Preferred Stock Warrants	Series B	1,136,277	52	118
UPH Holdings, Inc. <sup>(8)</sup>	Communications & Networking	Common Stock Warrants		145,877	131	
Purcell Systems, Inc.	Communications & Networking	Preferred Stock Warrants	Series B	110,000	123	69
Stoke, Inc.	Communications & Networking	Preferred Stock Warrants	Series C	158,536	53	184
		Preferred Stock Warrants	Series D	72,727	65	80
Total Stoke, Inc.				231,263	118	264
<b>Total Warrants Communications &amp; Networking (0.18%)*</b>					1,677	1,115
Atrenta, Inc.	Software	Preferred Stock Warrants	Series D	392,670	121	325
Box, Inc.	Software	Preferred Stock Warrants	Series C	271,070	117	2,380
		Preferred Stock Warrants	Series B	199,219	73	3,408
		Preferred Stock Warrants	Series D-1	62,255	193	319
Total Box, Inc.				532,544	383	6,107
Braxton Technologies, LLC.	Software	Preferred Stock Warrants	Series A	168,750	188	
Central Desktop, Inc.	Software	Preferred Stock Warrants	Series B	522,823	108	186
Clickfox, Inc.	Software	Preferred Stock Warrants	Series B	1,038,563	329	364
		Preferred Stock Warrants	Series C	592,019	730	234
Total Clickfox, Inc.				1,630,582	1,059	598
Daegis Inc. (pka Unify Corporation) <sup>(3)</sup>	Software	Common Stock Warrants		718,860	1,434	77
Endplay, Inc.	Software	Preferred Stock Warrants	Series B	180,000	67	21
Forescout Technologies, Inc.	Software	Preferred Stock Warrants	Series D	399,687	99	348
Hillcrest Laboratories, Inc.	Software	Preferred Stock Warrants	Series E	1,865,650	55	54
JackBe Corporation	Software	Preferred Stock Warrants	Series C	180,000	73	56
Kxen, Inc.	Software	Preferred Stock Warrants	Series D	184,614	47	7

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Neos Geosolutions, Inc.	Software	Preferred Stock Warrants	Series 3	221,150	22	23
Rockyou, Inc.	Software	Preferred Stock Warrants	Series B	41,266	117	
SugarSync Inc.	Software	Preferred Stock Warrants	Series CC	332,726	78	168
		Preferred Stock Warrants	Series DD	107,526	34	41
Total SugarSync Inc.				440,252	112	209
Tada Innovations, Inc.	Software	Preferred Stock Warrants	Series A	20,833	25	
White Sky, Inc.	Software	Preferred Stock Warrants	Series B-2	124,295	54	3
WildTangent, Inc.	Software	Preferred Stock Warrants	Series 3A	100,000	238	55
<b>Total Warrants Software (1.31%)*</b>					4,202	8,069

See notes to consolidated financial statements.

**Table of Contents****HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)****March 31, 2013****(unaudited)****(dollars in thousands)**

<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Series</b>	<b>Shares</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Clustrix, Inc.	Electronics & Computer Hardware	Preferred Stock Warrants	Series B	49,732	\$ 12	\$ 6
OCZ Technology Group, Inc. <sup>(3)</sup>	Electronics & Computer Hardware	Common Stock Warrants		688,073	619	648
Shocking Technologies, Inc.	Electronics & Computer Hardware	Preferred Stock Warrants	Series A-1	181,818	63	201
<b>Total Warrant Electronics &amp; Computer Hardware (0.14%)*</b>					694	855
Althea Technologies, Inc.	Specialty Pharmaceuticals	Preferred Stock Warrants	Series D	502,273	309	4,237
QuatrX Pharmaceuticals Company	Specialty Pharmaceuticals	Preferred Stock Warrants	Series E	340,534	308	
<b>Total Warrants Specialty Pharmaceuticals (0.69%)*</b>					617	4,237
IPA Holdings, LLC	Consumer & Business Products	Common Stock Warrants		650,000	275	368
Market Force Information, Inc.	Consumer & Business Products	Preferred Stock Warrants	Series A	99,286	24	87
Seven Networks, Inc.	Consumer & Business Products	Preferred Stock Warrants	Series C	1,821,429	174	80
ShareThis, Inc.	Consumer & Business Products	Preferred Stock Warrants	Series B	535,905	547	498
Wavemarket, Inc.	Consumer & Business Products	Preferred Stock Warrants	Series E	1,083,333	106	62
<b>Total Warrant Consumer &amp; Business Products (0.18%)*</b>					1,126	1,095
Achronix Semiconductor Corporation	Semiconductors	Preferred Stock Warrants	Series D	360,000	160	105
Enpirion, Inc.	Semiconductors	Preferred Stock Warrants	Series D	239,872	157	
iWatt, Inc.	Semiconductors	Preferred Stock Warrants	Series C	558,748	46	16
		Preferred Stock Warrants	Series D	1,954,762	582	316
Total iWatt, Inc.				2,513,510	628	332
Kovio Inc.	Semiconductors	Preferred Stock Warrants	Series B	319,352	92	30
<b>Total Warrants Semiconductors (0.07%)*</b>					1,037	437
AcelRX Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Delivery	Common Stock Warrants		274,508	356	564
Alexza Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Delivery	Common Stock Warrants		37,639	645	2
BIND Therapeutics, Inc.	Drug Delivery	Preferred Stock Warrants	Series C-1	150,000	291	422
Intelliject, Inc.	Drug Delivery	Preferred Stock Warrants	Series B	82,500	594	965
NuPathe, Inc. <sup>(3)</sup>	Drug Delivery	Common Stock Warrants		106,631	139	166
Revance Therapeutics, Inc.	Drug Delivery	Preferred Stock Warrants	Series D	269,663	557	577
Transcept Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Delivery	Common Stock Warrants		61,452	87	55
<b>Total Warrant Drug Delivery (0.45%)*</b>					2,669	2,751

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Blurb, Inc.	Internet Consumer & Business Services	Preferred Stock Warrants	Series B	439,336	323	318
		Preferred Stock Warrants	Series C	234,280	636	505
Total Blurb, Inc.				673,616	959	823
Invoke Solutions, Inc.	Internet Consumer & Business Services	Common Stock Warrants		53,084	38	
Just.Me	Internet Consumer & Business Services	Preferred Stock Warrants	Series A	102,299	20	29
Prism Education Group, Inc.	Internet Consumer & Business Services	Preferred Stock Warrants	Series B	200,000	43	
Reply! Inc.	Internet Consumer & Business Services	Preferred Stock Warrants	Series B	137,225	320	769
Second Rotation, Inc.	Internet Consumer & Business Services	Preferred Stock Warrants	Series D	151,827	165	202
Tectura Corporation	Internet Consumer & Business Services	Preferred Stock Warrants	Series B-1	253,378	51	
Total Warrants Internet Consumer & Business Services (0.30%)*					1,596	1,823

See notes to consolidated financial statements.

**Table of Contents****HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)****March 31, 2013****(unaudited)****(dollars in thousands)**

<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Series</b>	<b>Shares</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Buzznet, Inc.	Information Services	Preferred Stock Warrants	Series B	19,962	\$ 9	\$
Cha Cha Search, Inc.	Information Services	Preferred Stock Warrants	Series F	48,232	58	7
Eccentex Corporation	Information Services	Preferred Stock Warrants	Series A	408,719	31	
Intelligent Beauty, Inc.	Information Services	Preferred Stock Warrants	Series B	190,234	230	611
InXpo, Inc.	Information Services	Preferred Stock Warrants	Series C	648,400	98	32
		Preferred Stock Warrants	Series C-1	582,015	48	43
Total InXpo, Inc.				1,230,415	146	75
Jab Wireless, Inc.	Information Services	Preferred Stock Warrants	Series A	266,567	265	343
RichRelevance, Inc.	Information Services	Preferred Stock Warrants	Series D	112,749	98	39
Solutionary, Inc.	Information Services	Preferred Stock Warrants	Series A-2	111,311	96	62
<b>Total Warrants Information Services (0.18%)*</b>					933	1,137
EKOS Corporation	Medical Device & Equipment	Preferred Stock Warrants	Series C	4,448,135	327	
Gelesis, Inc. <sup>(6)</sup>	Medical Device & Equipment		LLC Interest	263,688	78	108
Lanx, Inc.	Medical Device & Equipment	Preferred Stock Warrants	Series C	1,203,369	441	755
Medrobotics Corporation	Medical Device & Equipment	Preferred Stock Warrants	Series D	424,008	343	404
NinePoint Medical, Inc.	Medical Device & Equipment	Preferred Stock Warrants	Series A	350,000	170	204
Novasys Medical, Inc.	Medical Device & Equipment	Preferred Stock Warrants	Series D	580,447	131	
		Common Stock Warrants		109,449	2	
Total Novasys Medical, Inc.				689,896	133	
Optiscan Biomedical, Corp. <sup>(6)</sup>	Medical Device & Equipment	Preferred Stock Warrants	Series D	6,206,187	1,252	432
Oraya Therapeutics, Inc.	Medical Device & Equipment	Preferred Stock Warrants	Series C	716,948	676	266
		Common Stock Warrants		95,498	66	47
Total Oraya Therapeutics, Inc.				812,446	742	313
United Orthopedic Group, Inc.	Medical Device & Equipment	Preferred Stock Warrants	Series A	423,076	608	599
SonaCare Medical, LLC	Medical Device & Equipment	Preferred Stock Warrants	Series G	141,388	188	110
<b>Total Warrants Medical Device &amp; Equipment (0.47%)*</b>					4,282	2,925
Navidea Biopharmaceuticals, Inc. (pka Neoprobe) <sup>(3)</sup>	Diagnostic	Common Stock Warrants		333,333	244	318
Tethys Bioscience, Inc.	Diagnostic	Preferred Stock Warrants	Series E	617,683	147	117
<b>Total Warrants Diagnostic (0.07%)*</b>					391	435
Labcyte, Inc.	Biotechnology Tools	Preferred Stock Warrants	Series C	1,127,624	323	254
NuGEN Technologies, Inc.	Biotechnology Tools	Preferred Stock Warrants	Series B	204,545	45	202
		Preferred Stock Warrants	Series C	30,114	33	11
Total NuGEN Technologies, Inc.				234,659	78	213

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<b>Total Warrants Biotechnology Tools (0.08%)*</b>					401	467
Entrigue Surgical, Inc.	Surgical Devices	Preferred Stock Warrants	Series B	62,500	87	
Transmedics, Inc.	Surgical Devices	Preferred Stock Warrants	Series B	40,436	225	
		Preferred Stock Warrants	Series D	175,000	100	227
Total Transmedics, Inc.					215,436	325
Gynesonics, Inc.	Surgical Devices	Preferred Stock Warrants	Series C	1,756,444	412	343
<b>Total Warrants Surgical Devices (0.09%)*</b>					824	570
Everyday Health, Inc. (pka Waterfront Media, Inc.)	Media/Content/ Info	Preferred Stock Warrants	Series C	110,018	60	76
Glam Media, Inc.	Media/Content/ Info	Preferred Stock Warrants	Series D	407,457	482	
Zoom Media Group, Inc.	Media/Content/ Info	Preferred Stock Warrants	n/a	1,204	348	337
<b>Total Warrants Media/Content/Info (0.07%)*</b>					890	413

See notes to consolidated financial statements.

**Table of Contents****HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)****March 31, 2013****(unaudited)****(dollars in thousands)**

<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Series</b>	<b>Shares</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Alphabet Energy, Inc.	Clean Tech	Preferred Stock Warrants	Series A	86,328	\$ 83	\$ 141
American Superconductor Corporation <sup>(3)</sup>	Clean Tech	Common Stock Warrants		139,275	244	123
BrightSource Energy, Inc.	Clean Tech	Preferred Stock Warrants	Series D	174,999	779	156
Calera, Inc.	Clean Tech	Preferred Stock Warrants	Series C	44,529	513	
EcoMotors, Inc.	Clean Tech	Preferred Stock Warrants	Series B	437,500	308	490
Enphase Energy, Inc. <sup>(3)</sup>	Clean Tech	Common Stock Warrants		37,500	102	55
Fulcrum Bioenergy, Inc.	Clean Tech	Preferred Stock Warrants	Series C-1	187,265	211	133
Glori Energy, Inc.	Clean Tech	Preferred Stock Warrants	Series C	145,932	165	71
GreatPoint Energy, Inc.	Clean Tech	Preferred Stock Warrants	Series D-1	393,212	548	
Integrated Photovoltaics, Inc.	Clean Tech	Preferred Stock Warrants	Series A-1	390,000	82	108
Polyera Corporation	Clean Tech	Preferred Stock Warrants	Series C	161,575	69	70
Propel Biofuels, Inc.	Clean Tech	Preferred Stock Warrants	Series C	3,200,000	211	227
Redwood Systems, Inc.	Clean Tech	Preferred Stock Warrants	Series C	331,250	3	
SClenergy, Inc.	Clean Tech	Preferred Stock Warrants	Series D	1,061,168	361	163
Solexel, Inc.	Clean Tech	Preferred Stock Warrants	Series B	245,682	1,161	9
Stion Corporation	Clean Tech	Preferred Stock Warrants	Series E	110,226	317	142
TAS Energy, Inc.	Clean Tech	Preferred Stock Warrants	Series A	37,406	299	272
Trilliant, Inc.	Clean Tech	Preferred Stock Warrants	Series A	320,000	162	54
<b>Total Warrants Clean Tech (0.36%)*</b>					5,618	2,214
<b>Total Warrants (5.40%)</b>					\$ 32,114	\$ 33,249
Aveo Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock		167,864	842	1,234
Dicerna Pharmaceuticals, Inc.	Drug Discovery & Development	Preferred Stock	Series B	502,684	502	454
Inotek Pharmaceuticals Corp.	Drug Discovery & Development	Preferred Stock	Series C	15,334	1,500	
Merrimack Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock		546,448	2,000	3,333
Paratek Pharmaceuticals, Inc.	Drug Discovery & Development	Preferred Stock	Series H	244,158	1,000	376
		Common Stock		47,471	5	5
Total Paratek Pharmaceuticals, Inc.				291,629	1,005	381
<b>Total Equity Drug Discovery &amp; Development (0.88%)*</b>					5,849	5,402
Acceleron Pharmaceuticals, Inc.	Drug Delivery	Preferred Stock	Series B	186,674	69	239
		Preferred Stock	Series B	600,601	243	227
		Preferred Stock	Series C	93,456	97	226
		Preferred Stock	Series E	43,488	61	63
		Preferred Stock	Series F	19,268	1,000	1,011

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Total Acceleron Pharmaceuticals, Inc.					756,813	1,470	1,766
Merrion Pharma, Plc. <sup>(3)(5)(10)</sup>	Drug Delivery	Common Stock			20,000	9	
Nupathe, Inc.	Drug Delivery	Common Stock			50,000	146	162
Transcept Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Delivery	Common Stock			41,570	500	199
<b>Total Equity Drug Delivery (0.35%)*</b>						2,125	2,127
Trulia, Inc.	Internet Consumer & Business Services	Common Stock			29,740	141	1,005
Philotic, Inc.	Internet Consumer & Business Services	Common Stock			8,121	93	
<b>Total Equity Internet Consumers &amp; Business Services (0.16%)*</b>						234	1,005
E-band Communications, Corp. <sup>(6)</sup>	Communications & Networking	Preferred Stock	Series B	564,972	2,000		
		Preferred Stock	Series C	649,998	372		
		Preferred Stock	Series D	847,544	508		
		Preferred Stock	Series E	1,987,605	374		

See notes to consolidated financial statements.



**Table of Contents****HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)****March 31, 2013****(unaudited)****(dollars in thousands)**

<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Series</b>	<b>Shares</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Total E-band Communications, Corp. Glowpoint, Inc. <sup>(3)</sup>	Communications & Networking	Common Stock		4,050,119	\$ 3,254	\$
Neonova Holding Company	Communications & Networking	Preferred Stock	Series A	114,192	101	168
Peerless Network, Inc.	Communications & Networking	Preferred Stock	Series A	500,000	250	190
Stoke, Inc.	Communications & Networking	Preferred Stock	Series A	1,000,000	1,000	4,031
		Preferred Stock	Series E	152,905	500	538
<b>Total Equity Communications &amp; Networking (0.80%)*</b>					5,105	4,927
Atrenta, Inc.	Software	Preferred Stock	Series C	1,196,845	508	1,058
		Preferred Stock	Series D	635,513	986	1,622
Total Atrenta, Inc.				1,832,358	1,494	2,680
Box, Inc.	Software	Preferred Stock	Series C	390,625	500	5,172
		Preferred Stock	Series D	158,127	500	2,094
		Preferred Stock	Series D-1	124,511	1,000	1,648
		Preferred Stock	Series D-2	220,751	2,001	2,923
		Preferred Stock	Series E	38,183	500	505
Total Box, Inc.				932,197	4,501	12,342
Caplinked, Inc.	Software	Preferred Stock	Series A-3	53,614	52	73
Highroads, Inc.	Software	Preferred Stock	Series A-3	190,170	307	297
<b>Total Equity Software (2.50%)*</b>					6,354	15,392
Virident Systems	Electronics & Computer Hardware	Preferred Stock	Series D	6,546,217	5,000	5,001
<b>Total Equity Electronics &amp; Computer Hardware (0.81%)*</b>					5,000	5,001
Quatrx Pharmaceuticals Company	Specialty Pharmaceuticals	Preferred Stock	Series E	166,419	750	
<b>Total Equity Specialty Pharmaceuticals (0.00%)*</b>					750	
Caivis Acquisition Corporation	Consumer & Business Products	Common Stock	Series A	295,861	819	598
Facebook, Inc. <sup>(3)</sup>	Consumer & Business Products	Common Stock	Series B	307,500	9,558	7,517
IPA Holdings, LLC	Consumer & Business Products	Preferred Stock	LLC interest	500,000	500	539
Market Force Information, Inc.	Consumer & Business Products	Preferred Stock	Series B	187,970	500	682
<b>Total Equity Consumer &amp; Business Products (1.52%)*</b>					11,377	9,336

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iWatt, Inc.	Semiconductors	Preferred Stock	Series E	2,412,864	490	823
<b>Total Equity Semiconductors (0.13%)*</b>					490	823
Buzznet, Inc.	Information Services	Preferred Stock	Series C	263,158	250	
Good Technologies, Inc. (pka Visto Corporation)	Information Services	Common Stock		500,000	603	
Solutionary, Inc.	Information Services	Preferred Stock	Series A-1	189,495	17	158
		Preferred Stock	Series A-2	65,834	326	189
Total Solutionary, Inc.				255,329	343	347
<b>Total Equity Information Services (0.06%)*</b>					1,196	347
Gelesis, Inc. <sup>(6)</sup>	Medical Device & Equipment	LLC Interest		674,208		493
		LLC Interest		674,208	425	691
		LLC Interest		675,676	500	596
Total Gelesis, Inc.				2,024,092	925	1,780

See notes to consolidated financial statements.

**Table of Contents****HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)****March 31, 2013****(unaudited)****(dollars in thousands)**

Portfolio Company	Sub-Industry	Type of Investment <sup>(1)</sup>	Series	Shares	Cost <sup>(2)</sup>	Value <sup>(3)</sup>
Lanx, Inc.	Medical Device & Equipment	Preferred Stock	Series C	1,203,369	\$ 1,000	\$ 1,958
Novasys Medical, Inc.	Medical Device & Equipment	Preferred Stock	Series D-1	4,118,444	1,000	
Optiscan Biomedical, Corp. <sup>(6)</sup>	Medical Device & Equipment	Preferred Stock	Series B	6,185,567	3,000	476
		Preferred Stock	Series C-2	1,927,309	655	156
		Preferred Stock	Series D	20,251,220	1,932	1,978
Total Optiscan Biomedical, Corp.				28,364,096	5,587	2,610
Total Equity Medical Device & Equipment (1.03%)*					8,512	6,348
NuGEN Technologies, Inc.	Biotechnology Tools	Preferred Stock	Series C	189,394	500	756
Total Equity Biotechnology Tools (0.12%)*					500	756
Transmedics, Inc.	Surgical Devices	Preferred Stock	Series B	88,961	1,100	53
		Preferred Stock	Series C	119,999	300	131
		Preferred Stock	Series D	260,000	650	720
Total Transmedics, Inc.				468,960	2,050	904
Gynesonics, Inc.	Surgical Devices	Preferred Stock	Series B	219,298	250	62
		Preferred Stock	Series C	656,512	282	117
		Preferred Stock	Series C	1,621,553	580	605
Total Gynesonics, Inc.				875,810	1,112	784
Total Equity Surgical Devices (0.28%)*					3,162	1,688
Everyday Health, Inc. (pka Waterfront Media, Inc.)	Media/Content/ Info	Preferred Stock	Series D	145,590	1,000	572
Total Equity Media/Content/Info (0.09%)*					1,000	572
Total Equity (8.73%)					\$ 51,654	\$ 53,724
Total Investments (157.24%)					\$ 977,704	\$ 967,984

\* Value as a percent of net assets

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- (1) Preferred and common stock, warrants, and equity interests are generally non-income producing.
- (2) Gross unrealized appreciation, gross unrealized depreciation, and net depreciation for federal income tax purposes totaled \$39,533 million, \$48,528 million and \$8,995 million respectively. The tax cost of investments is \$978,533 million
- (3) Except for warrants in nineteen publicly traded companies and common stock in eight publicly traded companies, all investments are restricted at March 31, 2013 and were valued at fair value as determined in good faith by the Board of Directors. No unrestricted securities of the same issuer are outstanding. The Company uses the Standard Industrial Code for classifying the industry grouping of its portfolio companies.
- (4) Debt investments of this portfolio company have been pledged as collateral under the Wells Facility.
- (5) Non-U.S. company or the company's principal place of business is outside the United States.
- (6) Affiliate investment that is defined under the Investment Company Act of 1940 as a company in which HTGC owns as least 5% but not more than 25% of the voting securities of the Company.
- (7) Control investment that is defined under the Investment Company Act of 1940 as a company in which HTGC owns as least 25% but not more than 50% of the voting securities of the Company.
- (8) Debt is on non-accrual status at March 31, 2013, and is therefore considered non-income producing.
- (9) Convertible Senior Debt
- (10) Indicates assets that the Company deems not qualifying assets under section 55(a) of the Investment Company Act of 1940, as amended. Qualifying assets must represent at least 70% of the Company's total assets at the time of acquisition of any additional non-qualifying assets.
- (11) Denotes that all or a portion of the loan secures the notes offered in the Debt Securitization (as defined in Note 4).

See notes to consolidated financial statements.

**Table of Contents****HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED SCHEDULE OF INVESTMENTS****December 31, 2012****(dollars in thousands)**

<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Principal Amount</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Anthera Pharmaceuticals Inc. <sup>(3)</sup>	Drug Discovery & Development	Senior Debt <sup>(11)</sup> Matures December 2014 Interest rate Prime + 7.30% or Floor rate of 10.55%	\$ 20,532	\$ 20,745	\$ 21,007
Aveo Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Discovery & Development	Senior Debt <sup>(11)</sup> Matures September 2015 Interest rate Prime + 7.15% or Floor rate of 11.90%	\$ 26,500	26,500	27,030
Cempra, Inc. <sup>(3)</sup>	Drug Discovery & Development	Senior Debt <sup>(11)</sup> Matures December 2015 Interest rate Prime + 6.30% or Floor rate of 9.55%	\$ 10,000	9,862	9,902
Chroma Therapeutics, Ltd. <sup>(5)(10)</sup>	Drug Discovery & Development	Senior Debt Matures November 2013 Interest rate Prime + 7.75% or Floor rate of 12.00%	\$ 4,111	4,718	4,759
Concert Pharmaceuticals, Inc. <sup>(4)</sup>	Drug Discovery & Development	Senior Debt Matures October 2015 Interest rate Prime + 3.25% or Floor rate of 8.50%	\$ 20,000	19,633	18,983
Coronado BioSciences, Inc. <sup>(3)</sup>	Drug Discovery & Development	Senior Debt <sup>(11)</sup> Matures March 2016 Interest rate Prime + 6.00% or Floor rate of 9.25%	\$ 15,000	14,761	14,761
Dicerna Pharmaceuticals, Inc.	Drug Discovery & Development	Senior Debt Matures January 2015	\$ 9,166	8,996	8,929

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		Interest rate Prime + 4.40% or			
Insmed, Inc.	Drug Discovery & Development	Floor rate of 10.15% Senior Debt <sup>(11)</sup> Matures January 2016			
		Interest rate Prime + 4.75% or			
Merrimack Pharmaceuticals, Inc.	Drug Discovery & Development	Floor rate of 9.25% Senior Debt Matures May 2016	\$ 20,000	19,305	19,674
		Interest rate Prime + 5.30% or			
NeurogesX, Inc. <sup>(3)</sup>	Drug Discovery & Development	Floor rate of 10.55% Senior Debt Matures February 2015	\$ 40,000	39,670	39,670
		Interest rate Prime + 7.50% or			
Paratek Pharmaceuticals, Inc.	Drug Discovery & Development	Floor rate of 10.75% Senior Debt <sup>(9)</sup> Matures upon liquidation	\$ 13,662	13,645	13,884
		Interest rate Fixed 10.00% Senior Debt <sup>(9)</sup> Matures upon liquidation	\$ 45	45	45
		Interest rate Fixed 10.00%	\$ 36	31	31
Total Paratek Pharmaceuticals, Inc.				76	76
Total Debt Drug Discovery & Development (34.63%)*				177,911	178,675

See notes to consolidated financial statements.

**Table of Contents****HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)****December 31, 2012****(dollars in thousands)**

<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Principal Amount</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Bridgewave Communications	Communications & Networking	Senior Debt			
		Matures March 2016			
		Interest rate Prime + 8.75% or			
		Floor rate of 12.00%	\$ 7,500	\$ 7,003	\$ 4,896
OpenPeak, Inc.	Communications & Networking	Senior Debt <sup>(11)</sup>			
		Matures July 2015			
		Interest rate Prime + 8.75% or			
		Floor rate of 12.00%	\$ 15,000	15,008	15,158
PeerApp, Inc. <sup>(4)</sup>	Communications & Networking	Senior Debt			
		Matures April 2013			
		Interest rate Prime + 7.50% or			
		Floor rate of 11.50%	\$ 501	588	588
UPH Holdings, Inc.	Communications & Networking	Senior Debt			
		Matures April 2015			
		Interest rate Libor + 11.00% or			
		Floor rate of 13.50%	\$ 7,000	6,880	6,772
		Senior Debt			
		Matures September 2015			
		Interest rate Libor + 11.00% or			
		Floor rate of 13.50%	\$ 347	343	333
		Senior Debt			
		Matures December 2016			
		Interest rate Libor + 11.00% or			
		Floor rate of 13.50%	\$ 3,594	3,594	3,400
Total UPH Holdings, Inc.				10,817	10,505
<b>Total Debt Communications &amp; Networking (6.04%)*</b>				33,416	31,147

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Clustrix, Inc.	Electronics & Computer Hardware	Senior Debt				
		Matures December 2015				
		Interest rate Prime + 6.50% or				
		Floor rate of 9.75%	\$	235	227	227
Identive Group, Inc.	Electronics & Computer Hardware	Senior Debt				
		Matures November 2015				
		Interest rate Prime + 7.75% or				
		Floor rate 11.00%	\$	7,500	7,447	7,447
Total Debt Electronics & Computer Hardware (1.49%)					7,674	7,674
Box, Inc. <sup>(4)</sup>	Software	Senior Debt				
		Matures March 2016				
		Interest rate Prime + 3.75% or				
		Floor rate of 7.50%	\$	10,000	9,910	9,353
		Senior Debt				
		Matures July 2014				
		Interest rate Prime + 5.25% or				
		Floor rate of 8.50%	\$	1,018	1,075	1,060
		Senior Debt <sup>(11)</sup>				
		Matures July 2016				
		Interest rate Prime + 5.13% or				
		Floor rate of 8.88%	\$	20,000	20,138	19,274
Total Box, Inc.					31,123	29,687

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## HERCULES TECHNOLOGY GROWTH CAPITAL, INC.

## CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)

December 31, 2012

(dollars in thousands)

Portfolio Company	Sub-Industry	Type of Investment <sup>(1)</sup>	Principal Amount	Cost <sup>(2)</sup>	Value <sup>(3)</sup>
Clickfox, Inc.	Software	Senior Debt Matures November 2015  Interest rate Prime + 8.25% or  Floor rate of 11.50%	\$ 8,000	\$ 7,318	\$ 7,558
EndPlay, Inc.	Software	Senior Debt Matures August 2015  Interest rate Prime + 7.35% or  Floor rate 10.6%	\$ 2,000	1,930	1,930
Hillcrest Laboratories, Inc	Software	Senior Debt Matures July 2015  Interest rate Prime + 7.50% or  Floor rate of 10.75%	\$ 4,000	3,923	3,860
JackBe Corporation	Software	Senior Debt Matures January 2016  Interest rate Prime + 7.25% or  Floor rate of 10.50%	\$ 3,000	2,900	2,900
Kxen, Inc. <sup>(4)</sup>	Software	Senior Debt Matures January 2015  Interest rate Prime + 5.08% or  Floor rate of 8.33%	\$ 2,337	2,371	2,192
Tada Innovations, Inc.	Software	Senior Debt <sup>(9)</sup> Matures November 2012  Interest rate Fixed 8.00%	\$ 100	100	
<b>Total Debt Software (9.33%)*</b>				49,665	48,127
Althea Technologies, Inc.	Specialty Pharmaceuticals	Senior Debt Matures October 2013  Interest rate Prime + 7.70% or  Floor rate of 10.95%	\$ 7,659	7,927	7,927
Quatrx Pharmaceuticals Company	Specialty Pharmaceuticals	Senior Debt <sup>(9)</sup> Matures March 2014	\$ 1,888	1,888	2,394

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Interest rate Fixed 8.00%

<b>Total Debt Specialty Pharmaceuticals (2.00%)*</b>			9,815	10,321
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Achronix Semiconductor Corporation	Semiconductors	Senior Debt Matures January 2015			
		Interest rate Prime + 10.60% or			
		Floor rate of 13.85%	\$ 1,847	1,803	1,783

<b>Total Debt Semiconductors (0.34%)*</b>			1,803	1,783
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AcelRX Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Delivery	Senior Debt <sup>(11)</sup> Matures December 2014			
		Interest rate Prime + 3.25% or			
		Floor rate of 8.50%	\$ 16,345	16,222	15,983

ADMA Biologics, Inc.	Drug Delivery	Senior Debt Matures February 2016			
		Interest rate Prime + 2.75% or			
		Floor rate of 8.50%	\$ 4,000	3,857	3,857

Alexza Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Delivery	Senior Debt <sup>(11)</sup> Matures October 2013			
		Interest rate Prime + 6.50% or			
		Floor rate of 10.75%	\$ 5,052	5,410	5,410

BIND Therapeutics, Inc.	Drug Delivery	Senior Debt Matures July 2014			
		Interest rate Prime + 7.45% or			
		Floor rate of 10.70%	\$ 3,326	3,320	3,387

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## HERCULES TECHNOLOGY GROWTH CAPITAL, INC.

## CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)

December 31, 2012

(dollars in thousands)

Portfolio Company	Sub-Industry	Type of Investment <sup>(1)</sup>	Principal Amount	Cost <sup>(2)</sup>	Value <sup>(3)</sup>
Intelliject, Inc.	Drug Delivery	Senior Debt <sup>(11)</sup> Matures June 2016  Interest rate Prime + 5.75% or  Floor rate of 11.00%	\$ 15,000	\$ 14,615	\$ 15,065
Nupathe, Inc. <sup>(3)</sup>	Drug Delivery	Senior Debt Matures May 2016  Interest rate Prime - 3.25% or  Floor rate of 9.85%	\$ 8,500	8,166	8,166
Revance Therapeutics, Inc.	Drug Delivery	Senior Debt Matures March 2015  Interest rate Prime + 6.60% or  Floor rate of 9.85%	\$ 18,446	\$ 18,330	\$ 18,263
<b>Total Debt Drug Delivery (13.59%)*</b>				69,920	70,131
Ahhha, Inc. <sup>(8)</sup>	Internet Consumer & Business Services	Senior Debt Matures January 2015  Interest rate Fixed 12.00%	\$ 350	347	
Blurb, Inc.	Internet Consumer & Business Services	Senior Debt Matures December 2015  Interest rate Prime + 5.25% or  Floor rate 8.50%	\$ 8,000	7,708	7,429
Education Dynamics, LLC	Internet Consumer & Business Services	Senior Debt Matures March 2016 Interest rate Fixed 12.50%, PIK Interest  1.50%	\$ 27,500	26,976	26,976
Just.Me, Inc.	Internet Consumer & Business Services	Senior Debt Matures June 2015  Interest rate Prime + 2.50% or  Floor rate 5.75%	\$ 750	732	680

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		Senior Debt			
		Matures June 2015			
		Interest rate Prime + 5.00% or			
		Floor rate 8.25%	\$	750	727 704
Total Just.Me, Inc.				1,459	1,384
Loku, Inc.	Internet Consumer & Business Services	Senior Debt <sup>(9)</sup>			
		Matures June 2013			
		Interest rate Fixed 6.00%	\$	100	100 100
NetPlenish, Inc.	Internet Consumer & Business Services	Senior Debt			
		Matures April 2015			
		Interest rate Fixed 10.00%	\$	500	490 452
Reply! Inc.	Internet Consumer & Business Services	Senior Debt <sup>(11)</sup>			
		Matures September 2015			
		Interest rate Prime + 6.875% or			
		Floor rate of 10.125%	\$	11,749	11,624 11,337
		Senior Debt <sup>(11)</sup>			
		Matures September 2015			
		Interest rate Prime + 7.25% or			
		Floor rate of 11.00%	\$	2,000	1,946 1,971
Total Reply! Inc.				13,570	13,308
Second Rotation, Inc.	Internet Consumer & Business Services	Senior Debt			
		Matures August 2015			
		Interest rate Prime + 6.50% or			
		Floor rate of 10.25% , PIK Interest 2.50%	\$	5,843	5,860 5,880

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Table of Contents**HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)****December 31, 2012****(dollars in thousands)**

<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Principal Amount</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
		Senior Debt			
		Matures August 2015			
		Interest rate Prime + 6.50% or			
		Floor rate of 10.25% , PIK Interest 1.50%	\$ 1,947	\$ 1,888	\$ 1,909
		Revolving Line of Credit			
		Matures January 2013			
		Interest rate Fixed 10.50%, PIK Interest 0.25%	\$ 327	313	313
Total Second Rotation, Inc.				8,061	8,102
ShareThis, Inc.	Internet Consumer & Business Services	Senior Debt			
		Matures June 2016			
		Interest rate Prime + 7.50% or			
		Floor rate of 10.75%	\$ 15,000	14,268	14,268
Tectura Corporation	Internet Consumer & Business Services	Revolving Line of Credit			
		Matures July 2013			
		Interest rate Libor + 8.00% or			
		Floor rate of 11.00%	\$ 16,340	17,850	17,797
		Senior Debt			
		Matures December 2014			
		Interest rate Libor + 10.00% or			
		Floor rate of 13.00%	\$ 6,978	6,908	6,827
		Senior Debt			
		Matures April 2013			
		Interest rate Libor + 10.00% or			
		Floor rate of 13.00%	\$ 1,390	1,325	1,325
Total Tectura Corporation				26,083	25,949
Trulia, Inc. <sup>(3)</sup>	Internet Consumer & Business Services	Senior Debt <sup>(11)</sup>			
		Matures September 2015	\$ 5,000	4,921	4,729
		Interest rate Prime + 2.75% or			

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		Floor rate of 6.00%			
		Senior Debt <sup>(11)</sup>			
		Matures September 2015			
		Interest rate Prime + 5.50% or			
		Floor rate of 8.75%	\$ 5,000	4,920	4,547
Total Trulia, Inc.				9,841	9,276
Vaultlogix, Inc.	Internet Consumer & Business Services	Senior Debt			
		Matures September 2016			
		Interest rate LIBOR + 8.50% or			
		Floor rate of 10.00%, PIK interest 2.50%	\$ 7,500	7,681	7,721
		Senior Debt			
		Matures September 2015			
		Interest rate LIBOR + 7.00% or			
		Floor rate of 8.50%	\$ 10,253	10,190	9,854
Total Vaultlogix, Inc.				17,871	17,575
Votizen, Inc.	Internet Consumer & Business Services	Senior Debt <sup>(9)</sup>			
		Matures February 2013			
		Interest rate Fixed 5.00%	\$ 100	100	6
Wavemarket, Inc.	Internet Consumer & Business Services	Senior Debt <sup>(11)</sup>			
		Matures September 2015			
		Interest rate Prime + 5.75% or			
		Floor rate of 9.50%	\$ 10,000	9,840	9,444
<b>Total Debt Internet Consumer &amp; Business Services (26.02%)*</b>				<b>136,714</b>	<b>134,269</b>

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<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Principal Amount</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Cha Cha Search, Inc.	Information Services	Senior Debt Matures February 2015  Interest rate Prime + 6.25% or  Floor rate of 9.50%	\$ 2,641	\$ 2,604	\$ 2,522
Eccentex Corporation	Information Services	Senior Debt <sup>(11)</sup> Matures May 2015  Interest rate Prime + 7.00% or  Floor rate of 10.25%	\$ 1,000	977	965
InXpo, Inc.	Information Services	Senior Debt Matures March 2014  Interest rate Prime + 7.50% or  Floor rate of 10.75%	\$ 2,550	2,466	2,434
Jab Wireless, Inc.	Information Services	Senior Debt Matures November 2017  Interest rate Prime + 6.75% or  Floor rate of 8.00%	\$ 30,000	29,852	29,850
RichRelevance, Inc.	Information Services	Senior Debt Matures January 2015  Interest rate Prime + 3.25% or  Floor rate of 7.50%	\$ 4,245	4,210	4,068
Womensforum.com, Inc.	Information Services	Senior Debt <sup>(11)</sup> Matures October 2016  Interest rate LIBOR + 6.50% or  Floor rate of 9.25%	\$ 8,000	7,838	7,838
		Senior Debt <sup>(11)</sup> Matures October 2016  Interest rate LIBOR + 7.50% or  Floor rate of 10.25%	\$ 4,500	4,422	4,422
Total Womensforum.com, Inc.				12,260	12,260

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<b>Total Debt Information Services (10.10%)*</b>			52,369	52,099
Gynesonics, Inc.	Medical Device & Equipment	Senior Debt Matures October 2013		
		Interest rate Prime + 8.25% or		
		Floor rate of 11.50%	\$ 3,912	3,975 4,014
		Senior Debt Matures February 2013		
		Interest rate Fixed 8.00%	\$ 253	247 247
		Senior Debt Matures September 2013		
		Interest rate Fixed 8.00%	\$ 36	30 30
Total Gynesonics, Inc.			4,252	4,291
Lanx, Inc.	Medical Device & Equipment	Senior Debt Matures October 2016		
		Interest rate Prime + 6.50% or		
		Floor rate of 10.25%	\$ 15,000	14,428 14,428
		Revolving Line of Credit Matures October 2015		
		Interest rate Prime + 5.25% or		
		Floor rate of 9.00%	\$ 5,500	5,300 5,300
Total Lanx, Inc.			19,728	19,728
Novasys Medical, Inc.	Medical Device & Equipment	Senior Debt <sup>(9)</sup> Matures January 2013		
		Interest rate Fixed 8.00%	\$ 65	65 65
		Senior Debt <sup>(9)</sup> Matures August 2013		
		Interest rate Fixed 8.00%	\$ 22	20 20
Total Novasys Medical, Inc.			85	85

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## HERCULES TECHNOLOGY GROWTH CAPITAL, INC.

## CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)

December 31, 2012

(dollars in thousands)

Portfolio Company	Sub-Industry	Type of Investment <sup>(1)</sup>	Principal Amount	Cost <sup>(2)</sup>	Value <sup>(3)</sup>
Optiscan Biomedical, Corp. <sup>(6)</sup>	Medical Device & Equipment	Senior Debt Matures December 2013			
		Interest rate Prime + 8.20% or			
		Floor rate of 11.45%	\$ 8,260	\$ 8,915	\$ 9,080
		Senior Debt <sup>(9)</sup> Matures April 2013			
		Interest rate Fixed 8.00%	\$ 288	288	288
		Senior Debt <sup>(9)</sup> Matures September 2013			
		Interest rate Fixed 8.00%	\$ 123	123	123
Total Optiscan Biomedical, Corp.				9,326	9,491
Oraya Therapeutics, Inc.	Medical Device & Equipment	Senior Debt <sup>(9)</sup> Matures December 2013			
		Interest rate Fixed 7.00%	\$ 500	500	500
		Senior Debt <sup>(11)</sup> Matures September 2015			
		Interest rate Prime + 5.50% or			
		Floor rate of 10.25%	\$ 10,000	9,798	10,079
Total Oraya Therapeutics, Inc.				10,298	10,579
USHIFU, LLC	Medical Device & Equipment	Senior Debt <sup>(11)</sup> Matures April 2016			
		Interest rate Prime + 7.75% or			
		Floor rate of 11.00%	\$ 6,000	5,856	5,856
<b>Total Debt Medical Device &amp; Equipment (9.69%)*</b>				<b>49,545</b>	<b>50,030</b>
Navidea Biopharmaceuticals, Inc. (pka Neoprobe) <sup>(3)</sup>	Diagnostic	Senior Debt Matures December 2014			
		Interest rate Prime + 6.75% or			
		Floor rate of 10.00%	\$ 5,741	5,691	5,752
Tethys Bioscience Inc.	Diagnostic	Senior Debt <sup>(11)</sup>			

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		Matures December 2015			
		Interest rate Prime + 8.40% or			
		Floor rate of 11.65%	\$ 10,000	9,940	10,026
<b>Total Debt Diagnostic (3.06%)*</b>				15,631	15,778
Labcyte, Inc.	Biotechnology Tools	Senior Debt			
		Matures May 2013			
		Interest rate Prime + 8.60% or			
		Floor rate of 11.85%	\$ 761	834	834
		Senior Debt <sup>(11)</sup>			
		Matures June 2016			
		Interest rate Prime + 6.70% or			
		Floor rate of 9.95%	\$ 5,000	4,890	4,995
Total Labcyte, Inc.				5,724	5,829
<b>Total Debt Biotechnology Tools (1.13%)*</b>				5,724	5,829
MedCall, LLC	Healthcare Services, Other	Senior Debt			
		Matures January 2016			
		Interest rate 7.79% or			
		Floor rate of 9.50%	\$ 4,908	4,844	4,695
		Senior Debt			
		Matures January 2016			
		Interest rate LIBOR +8.00% or			
		Floor rate of 10.00%	\$ 4,037	3,972	3,871
Total MedCall, LLC				8,816	8,566

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<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Principal Amount</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Pacific Child & Family Associates, LLC	Healthcare Services, Other	Senior Debt Matures January 2015  Interest rate LIBOR + 9.00% or  Floor rate of 11.50%	\$ 3,661	\$ 3,713	\$ 3,713
		Revolving Line of Credit Matures January 2015  Interest rate LIBOR + 7.50% or  Floor rate of 10.00%	\$ 1,500	1,490	1,490
		Senior Debt Matures January 2015  Interest rate LIBOR + 11.50% or  Floor rate of 14.00%, PIK interest 3.75%	\$ 5,900	6,562	6,562
Total Pacific Child & Family Associates, LLC				11,765	11,765
ScriptSave (Medical Security Card Company, LLC)	Healthcare Services, Other	Senior Debt Matures February 2016  Interest rate LIBOR + 8.75% or  Floor rate of 11.25%	\$ 16,375	16,168	16,150
<b>Total Debt Health Services, Other (7.07%)*</b>				36,749	36,481
Entrigue Surgical, Inc.	Surgical Devices	Senior Debt Matures December 2014  Interest rate Prime + 5.90% or  Floor rate of 9.65%	\$ 2,463	2,431	2,427
Transmedics, Inc.	Surgical Devices	Senior Debt <sup>(11)</sup> Matures November 2015  Interest rate Fixed 12.95%	\$ 7,250	7,464	7,464
<b>Total Debt Surgical Devices (1.92%)*</b>				9,895	9,891
Westwood One Communications	Media/Content/ Info	Senior Debt			

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Matures October 2016

Interest rate LIBOR + 6.50% or

Women's Marketing, Inc.	Media/Content/ Info	Floor rate of 8.00%	\$ 20,475	18,994	17,575
		Senior Debt			
		Matures May 2016			
		Interest rate Libor + 9.50% or			
		Floor rate of 12.00%, PIK interest 3.00%	\$ 9,681	10,002	10,002
		Senior Debt <sup>(11)</sup>			
		Matures November 2015			
		Interest rate Libor + 7.50% or			
		Floor rate of 10.00%	\$ 16,362	16,105	15,787
Total Women's Marketing, Inc.				26,107	25,789
Zoom Media Corporation	Media/Content/ Info	Senior Debt			
		Matures December 2015			
		Interest rate Prime + 7.25% or			
		Floor rate of 10.50%, PIK 3.75%	\$ 5,000	4,657	4,657
	Media/Content/ Info	Revolving Line of Credit			
		Matures December 2014			
		Interest rate Prime + 5.25% or			
		Floor rate of 8.50%	\$ 3,000	2,700	2,700
Total Zoom Media Corporation				7,357	7,357
<b>Total Debt Media/Content/Info (9.83%)*</b>				<b>52,458</b>	<b>50,721</b>

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<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Principal Amount</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Alphabet Energy, Inc.	Clean Tech	Senior Debt Matures February 2015  Interest rate Prime + 5.75% or  Floor rate of 9.00%	\$ 1,614	\$ 1,531	\$ 1,531
American Superconductor Corporation <sup>(3)</sup>	Clean Tech	Senior Debt <sup>(11)</sup> Matures December 2014  Interest rate Prime + 7.25% or  Floor rate of 11.00%	\$ 9,231	9,161	9,438
BrightSource Energy, Inc.	Clean Tech	Revolving Line of Credit Matures January 2013  Interest rate Prime + 7.25% or  Floor rate of 10.50%	\$ 35,000	34,870	34,870
Comverge, Inc.	Clean Tech	Senior Debt Matures November 2017  Interest rate LIBOR + 8.00% or  Floor rate of 9.50%	\$ 20,000	19,577	19,577
	Clean Tech	Senior Debt Matures November 2017  Interest rate LIBOR + 9.50% or  Floor rate of 11.00%	\$ 14,000	13,704	13,704
Total Comverge, Inc.				33,281	33,281
Enphase Energy, Inc. <sup>(3)</sup>	Clean Tech	Senior Debt <sup>(11)</sup> Matures June 2014  Interest rate Prime + 5.75% or  Floor rate of 9.00%	\$ 3,758	3,739	3,716
	Clean Tech	Senior Debt Matures August 2016  Interest rate Prime + 8.25% or  Floor rate of 11.50%	\$ 7,400	7,321	7,321

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Total Enphase Energy, Inc.				11,060	11,037
Glori Energy, Inc.	Clean Tech	Senior Debt <sup>(11)</sup> Matures June 2015			
		Interest rate Prime + 6.75% or			
		Floor rate of 10.00%	\$ 8,000	7,832	7,988
Integrated Photovoltaics, Inc.	Clean Tech	Senior Debt Matures February 2015			
		Interest rate Prime + 7.38% or			
		Floor rate of 10.63%	\$ 2,572	2,494	2,508
Polyera Corporation	Clean Tech	Senior Debt Matures June 2016			
		Interest rate Prime + 6.75% or			
		Floor rate of 10.00%	\$ 3,000	2,952	2,952
Redwood Systems, Inc.	Clean Tech	Senior Debt Matures February 2016			
		Interest rate Prime + 6.50% or			
		Floor rate of 9.75%	\$ 5,000	4,965	4,965
SClenergy, Inc. <sup>(4)</sup>	Clean Tech	Senior Debt Matures September 2015			
		Interest rate Prime + 8.75% or			
		Floor rate 12.00%	\$ 5,296	5,103	5,262
Solexel, Inc.	Clean Tech	Senior Debt Matures June 2013			
		Interest rate Prime + 8.25% or			
		Floor rate of 11.50%	\$ 2,884	2,877	2,877
		Senior Debt Matures June 2013			
		Interest rate Prime + 7.25% or			
		Floor rate of 10.50%	\$ 331	330	330
Total Solexel, Inc.				3,207	3,207
Stion Corporation <sup>(4)</sup>	Clean Tech	Senior Debt Matures February 2015			
		Interest rate Prime + 6.75% or			
		Floor rate of 10.00%	\$ 7,519	7,483	7,545
<b>Total Debt Clean Tech (24.14%)*</b>				123,938	124,584
<b>Total Debt (160.38%)</b>				\$ 833,228	\$ 827,540

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<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Series</b>	<b>Shares</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Accelaron Pharmaceuticals, Inc.	Drug Discovery & Development	Common Stock Warrants		46,446	\$ 39	\$ 53
		Preferred Stock Warrants	Series A	426,000	69	345
		Preferred Stock Warrants	Series B	110,270	35	64
Total Warrants Accelaron Pharmaceuticals, Inc.				582,716	143	462
Anthera Pharmaceuticals Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		321,429	984	66
Cempra, Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		39,038	187	46
Chroma Therapeutics, Ltd. <sup>(5)(10)</sup>	Drug Discovery & Development	Preferred Stock Warrants	Series D	325,261	490	500
Concert Pharmaceuticals, Inc. <sup>(4)</sup>	Drug Discovery & Development	Preferred Stock Warrants	Series C	400,000	367	126
Coronado Biosciences, Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		73,009	142	81
Dicerna Pharmaceuticals, Inc.	Drug Discovery & Development	Common Stock Warrants		50,000	28	16
		Preferred Stock Warrants	Series A	525,000	236	173
		Preferred Stock Warrants	Series B	660,000	311	217
Total Warrants Dicerna Pharmaceuticals, Inc.				1,235,000	575	406
EpiCept Corporation <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		325,204	4	
Horizon Pharma, Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		22,408	231	
Insmmed, Incorporated <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		329,931	570	1,316
Merrimack Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		302,143	155	641
NeurogesX, Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		3,421,500	503	400
PolyMedix, Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock Warrants		627,586	480	9
Portola Pharmaceuticals, Inc.	Drug Discovery & Development	Preferred Stock Warrants	Series B	687,023	152	298
<b>Total Warrants Drug Discovery &amp; Development (0.84%)*</b>					<b>4,983</b>	<b>4,351</b>
Bridgewave Communications	Communications & Networking	Preferred Stock Warrants	Series 5	2,942,618	753	
Intelepeer, Inc.	Communications & Networking	Preferred Stock Warrants	Series C	117,958	101	190
Neonova Holding Company	Communications & Networking	Preferred Stock Warrants	Series A	450,000	94	23
OpenPeak, Inc.	Communications & Networking	Preferred Stock Warrants	Series E	25,646	149	9
PeerApp, Inc. <sup>(4)</sup>	Communications & Networking	Preferred Stock Warrants	Series B	298,779	61	47



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Peerless Network, Inc.	Communications & Networking	Preferred Stock Warrants	Series A	135,000	95	352
Ping Identity Corporation	Communications & Networking	Preferred Stock Warrants	Series B	1,136,277	52	112
UPH Holdings, Inc.	Communications & Networking	Common Stock Warrants		145,877	131	52
Purcell Systems, Inc.	Communications & Networking	Preferred Stock Warrants	Series B	110,000	123	62
Stoke, Inc.	Communications & Networking	Preferred Stock Warrants	Series C	158,536	53	135
		Preferred Stock Warrants	Series D	72,727	65	57
Total Stoke, Inc.				231,263	118	192
<b>Total Warrants Communications &amp; Networking (0.20%)*</b>					1,677	1,039

See notes to consolidated financial statements.

**Table of Contents****HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)****December 31, 2012****(dollars in thousands)**

<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Series</b>	<b>Shares</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Atrenta, Inc.	Software	Preferred Stock Warrants	Series D	392,670	\$ 121	\$ 322
Box, Inc. <sup>(4)</sup>	Software	Preferred Stock Warrants	Series C	271,070	117	2,235
		Preferred Stock Warrants	Series B	199,219	73	3,242
		Preferred Stock Warrants	Series D-1	62,255	194	566
Total Box, Inc.				532,544	384	6,043
Braxton Technologies, LLC.	Software	Preferred Stock Warrants	Series A	168,750	188	
Central Desktop, Inc.	Software	Preferred Stock Warrants	Series B	522,823	108	166
Clickfox, Inc.	Software	Preferred Stock Warrants	Series B	1,038,563	329	332
		Preferred Stock Warrants	Series C	592,019	730	213
Total Clickfox, Inc.				1,630,582	1,059	545
Daegis Inc. (pka Unify Corporation) <sup>(3)</sup>	Software	Common Stock Warrants		718,860	1,434	75
Endplay, Inc.	Software	Preferred Stock Warrants	Series B	180,000	67	39
Forescout Technologies, Inc.	Software	Preferred Stock Warrants	Series D	399,687	99	202
HighRoads, Inc.	Software	Preferred Stock Warrants	Series B	190,176	44	9
Hillcrest Laboratories, Inc.	Software	Preferred Stock Warrants	Series E	1,865,650	55	70
JackBe Corporation	Software	Preferred Stock Warrants	Series C	180,000	73	54
Kxen, Inc. <sup>(4)</sup>	Software	Preferred Stock Warrants	Series D	184,614	47	13
Rockyou, Inc.	Software	Preferred Stock Warrants	Series B	41,266	117	
SugarSync Inc.	Software	Preferred Stock Warrants	Series CC	332,726	78	123
		Preferred Stock Warrants	Series DD	107,526	34	30
Total SugarSync Inc.				440,252	112	153
Tada Innovations, Inc.	Software	Preferred Stock Warrants	Series A	20,833	25	
White Sky, Inc.	Software	Preferred Stock Warrants	Series B-2	124,295	54	3
WildTangent, Inc.	Software	Preferred Stock Warrants	Series 3A	100,000	238	82
<b>Total Warrants Software (1.51%)*</b>					4,225	7,776
Clustrix, Inc.	Electronics & Computer Hardware	Preferred Stock Warrants	Series B	49,732	12	13
Luminus Devices, Inc.	Electronics & Computer Hardware	Common Stock Warrants		26,386	600	
Shocking Technologies, Inc.	Electronics & Computer Hardware	Preferred Stock Warrants	Series A-1	181,818	63	106
<b>Total Warrant Electronics &amp; Computer Hardware (0.02%)*</b>					675	119
Althea Technologies, Inc.	Specialty Pharmaceuticals	Preferred Stock Warrants	Series D	502,273	309	889
Pacira Pharmaceuticals, Inc. <sup>(3)</sup>	Specialty Pharmaceuticals	Common Stock Warrants		178,987	1,086	1,263
Quatrx Pharmaceuticals Company	Specialty Pharmaceuticals	Preferred Stock Warrants	Series E	340,534	528	
<b>Total Warrants Specialty Pharmaceuticals (0.42%)*</b>					1,923	2,152
IPA Holdings, LLC	Consumer & Business Products	Common Stock Warrants		650,000	275	485
Market Force Information, Inc.	Consumer & Business Products	Preferred Stock Warrants	Series A	99,286	24	84

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Seven Networks, Inc.	Consumer & Business Products	Preferred Stock Warrants	Series C	1,821,429	174	130
ShareThis, Inc.	Consumer & Business Products	Preferred Stock Warrants	Series B	535,905	547	543
Wageworks, Inc. <sup>(3)</sup>	Consumer & Business Products	Common Stock Warrants		211,765	252	2,023
Wavemarket, Inc.	Consumer & Business Products	Preferred Stock Warrants	Series E	1,083,333	106	61
<b>Total Warrant Consumer &amp; Business Products (0.64%)*</b>					1,378	3,326
Achronix Semiconductor Corporation	Semiconductors	Preferred Stock Warrants	Series D	360,000	160	84
Enpirion, Inc.	Semiconductors	Preferred Stock Warrants	Series D	239,872	157	
iWatt, Inc.	Semiconductors	Preferred Stock Warrants	Series C	558,748	45	14
		Preferred Stock Warrants	Series D	1,954,762	583	289
<b>Total iWatt, Inc.</b>				2,513,510	628	303
Kovio Inc.	Semiconductors	Preferred Stock Warrants	Series B	319,352	92	
Quartics, Inc.	Semiconductors	Preferred Stock Warrants	Series C	69,139	53	
<b>Total Warrants Semiconductors (0.08%)*</b>					1,090	387

See notes to consolidated financial statements.

**Table of Contents****HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)****December 31, 2012****(dollars in thousands)**

<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Series</b>	<b>Shares</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
AcelRX Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Delivery	Common Stock Warrants		274,508	\$ 356	\$ 406
ADMA Biologics, Inc.	Drug Delivery	Common Stock Warrants		25,000	129	128
Alexza Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Delivery	Common Stock Warrants		37,639	645	8
BIND Biosciences, Inc.	Drug Delivery	Preferred Stock Warrants	Series C-1	150,000	291	446
Intelliject, Inc.	Drug Delivery	Preferred Stock Warrants	Series B	82,500	594	574
NuPathe, Inc. <sup>(3)</sup>	Drug Delivery	Common Stock Warrants		106,631	139	165
Revance Therapeutics, Inc.	Drug Delivery	Preferred Stock Warrants	Series D	269,663	557	618
Transcept Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Delivery	Common Stock Warrants		61,452	87	44
<b>Total Warrant Drug Delivery (0.46%)*</b>					2,798	2,389
Blurb, Inc.	Internet Consumer & Business Services	Preferred Stock Warrants	Series B	439,336	323	347
		Preferred Stock Warrants	Series C	234,280	636	218
Total Blurb, Inc.				673,616	959	565
Invoke Solutions, Inc.	Internet Consumer & Business Services	Common Stock Warrants		53,084	38	
Just.Me	Internet Consumer & Business Services	Preferred Stock Warrants	Series A	102,299	20	20
Prism Education Group, Inc.	Internet Consumer & Business Services	Preferred Stock Warrants	Series B	200,000	43	
Reply! Inc.	Internet Consumer & Business Services	Preferred Stock Warrants	Series B	137,225	320	802
Second Rotation	Internet Consumer & Business Services	Preferred Stock Warrants	Series D	105,819	105	113
Tectura Corporation	Internet Consumer & Business Services	Preferred Stock Warrants	Series B-1	253,378	51	12
Trulia, Inc. <sup>(3)</sup>	Internet Consumer & Business Services	Common Stock Warrants		56,053	188	368
<b>Total Warrants Internet Consumer &amp; Business Services (0.37%)*</b>					1,724	1,880
Buzznet, Inc.	Information Services	Preferred Stock Warrants	Series B	19,962	9	
Cha Cha Search, Inc.	Information Services	Preferred Stock Warrants	Series F	48,232	58	5
Eccentex Corporation	Information Services	Preferred Stock Warrants	Series A	408,719	31	3
Intelligent Beauty, Inc.	Information Services	Preferred Stock Warrants	Series B	190,234	230	579
InXpo, Inc.	Information Services	Preferred Stock Warrants	Series C	648,400	98	43
	Information Services	Preferred Stock Warrants	Series C-1	267,049	25	24
Total InXpo, Inc.	Information Services			915,449	123	67
Jab Wireless, Inc.	Information Services	Preferred Stock Warrants	Series A	266,567	265	420
RichRelevance, Inc.	Information Services	Preferred Stock Warrants	Series D	112,749	98	28
Solutionary, Inc.	Information Services	Preferred Stock Warrants	Series A-2	111,311	96	5
<b>Total Warrants Information Services (0.22%)*</b>					910	1,107
EKOS Corporation	Medical Device & Equipment	Preferred Stock Warrants	Series C	4,448,135	327	
Gelesis, Inc. <sup>(6)</sup>	Medical Device & Equipment	LLC Interest		263,688	78	95

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Lanx, Inc.	Medical Device & Equipment	Preferred Stock Warrants	Series C	1,203,369	441	445
Novasys Medical, Inc.	Medical Device & Equipment	Preferred Stock Warrants	Series D	580,447	131	
		Common Stock Warrants		109,449	2	
Total Novasys Medical, Inc.				689,896	133	
Optiscan Biomedical, Corp. <sup>(6)</sup>	Medical Device & Equipment	Preferred Stock Warrants	Series D	6,206,187	1,069	151
Oraya Therapeutics, Inc.	Medical Device & Equipment	Preferred Stock Warrants	Series C	716,948	676	314
		Common Stock Warrants		95,498	66	62
Total Oraya Therapeutics, Inc.				812,446	742	376
USHIFU, LLC	Medical Device & Equipment	Preferred Stock Warrants	Series G	141,388	188	188
<b>Total Warrants Medical Device &amp; Equipment (0.24%)*</b>					2,978	1,255

See notes to consolidated financial statements.

**Table of Contents****HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)****December 31, 2012****(dollars in thousands)**

<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Series</b>	<b>Shares</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Navidea Biopharmaceuticals, Inc. (pka Neoprobe) <sup>(3)</sup>	Diagnostic	Common Stock Warrants		333,333	\$ 244	\$ 360
Tethys Bioscience, Inc.	Diagnostic	Preferred Stock Warrants	Series E	617,683	148	169
<b>Total Warrants Diagnostic (0.10%)*</b>					392	529
Labcyte, Inc.	Biotechnology Tools	Preferred Stock Warrants	Series C	1,127,624	323	247
NuGEN Technologies, Inc.	Biotechnology Tools	Preferred Stock Warrants	Series B	204,545	45	161
		Preferred Stock Warrants	Series C	30,114	33	8
Total NuGEN Technologies, Inc.				234,659	78	169
<b>Total Warrants Biotechnology Tools (0.08%)*</b>					401	416
Entrigue Surgical, Inc.	Surgical Devices	Preferred Stock Warrants	Series B	62,500	87	2
Transmedics, Inc.	Surgical Devices	Preferred Stock Warrants	Series B	40,436	225	
		Preferred Stock Warrants	Series D	175,000	100	100
Total Transmedics, Inc.					325	100
Gynesonics, Inc.	Surgical Devices	Preferred Stock Warrants	Series A	123,457	18	7
		Preferred Stock Warrants	Series C	1,474,261	387	298
Total Gynesonics, Inc.				1,597,718	405	305
<b>Total Warrants Surgical Devices (0.08%)*</b>					817	407
Everyday Health, Inc. (pka Waterfront Media, Inc.)	Media/Content/ Info	Preferred Stock Warrants	Series C	110,018	60	55
Glam Media, Inc.	Media/Content/ Info	Preferred Stock Warrants	Series D	407,457	482	
Zoom Media Group, Inc.	Media/Content/ Info	Preferred Stock Warrants	n/a	1,204	348	346
<b>Total Warrants Media/Content/Info (0.08%)*</b>					890	401
Alphabet Energy, Inc.	Clean Tech	Preferred Stock Warrants	Series A	79,083	68	148
American Superconductor Corporation <sup>(3)</sup>	Clean Tech	Common Stock Warrants		139,275	244	122
BrightSource Energy, Inc.	Clean Tech	Preferred Stock Warrants	Series D	58,333	675	248
Calera, Inc.	Clean Tech	Preferred Stock Warrants	Series C	44,529	513	
EcoMotors, Inc.	Clean Tech	Preferred Stock Warrants	Series B	437,500	308	435
Enphase Energy, Inc. <sup>(3)</sup>	Clean Tech	Common Stock Warrants		37,500	102	17
Fulcrum Bioenergy, Inc.	Clean Tech	Preferred Stock Warrants	Series C-1	187,265	211	104
Glori Energy, Inc.	Clean Tech	Preferred Stock Warrants	Series C	145,932	165	62
GreatPoint Energy, Inc.	Clean Tech	Preferred Stock Warrants	Series D-1	393,212	548	1
Integrated Photovoltaics, Inc.	Clean Tech	Preferred Stock Warrants	Series A-1	390,000	82	119
Polyera Corporation	Clean Tech	Preferred Stock Warrants	Series C	161,575	69	68
Propel Biofuels, Inc.	Clean Tech	Preferred Stock Warrants	Series C	3,200,000	211	317
Redwood Systems, Inc.	Clean Tech	Preferred Stock Warrants	Series C	331,250	3	2
SClenergy, Inc. <sup>(4)</sup>	Clean Tech	Preferred Stock Warrants	Series D	1,061,168	361	145

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Solexel, Inc.	Clean Tech	Preferred Stock Warrants	Series B	245,682	1,161	7
Stion Corporation <sup>(4)</sup>	Clean Tech	Preferred Stock Warrants	Series E	110,226	317	167
Trilliant, Inc.	Clean Tech	Preferred Stock Warrants	Series A	320,000	161	54

<b>Total Warrants Clean Tech (0.39%)*</b>					5,199	2,016
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<b>Total Warrants (5.73%)</b>					\$ 32,060	\$ 29,550
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Aveo Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock		167,864	842	1,351
Dicerna Pharmaceuticals, Inc.	Drug Discovery & Development	Preferred Stock	Series B	502,684	502	488
Inotek Pharmaceuticals Corp.	Drug Discovery & Development	Preferred Stock	Series C	15,334	1,500	
Merrimack Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Discovery & Development	Common Stock		546,448	2,000	3,328
Paratek Pharmaceuticals, Inc.	Drug Discovery & Development	Preferred Stock	Series H	244,158	1,000	283
		Common Stock		47,471	5	3

<b>Total Paratek Pharmaceuticals, Inc.</b>				291,629	1,005	286
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<b>Total Equity Drug Discovery &amp; Development (1.06%)*</b>					5,849	5,453
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See notes to consolidated financial statements.

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<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Series</b>	<b>Shares</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Accelaron Pharmaceuticals, Inc.	Drug Delivery	Preferred Stock	Series B	600,601	\$ 1,000	\$ 915
		Preferred Stock	Series C	93,456	242	205
		Preferred Stock	Series E	43,488	98	174
		Preferred Stock	Series F	19,268	61	77
Total Accelaron Pharmaceuticals, Inc.				756,813	1,401	1,371
Merrion Pharma, Plc. <sup>(3)(5)(10)</sup>	Drug Delivery	Common Stock		20,000	9	
Nupathe, Inc.	Drug Delivery	Common Stock		50,000	146	142
Transcept Pharmaceuticals, Inc. <sup>(3)</sup>	Drug Delivery	Common Stock		41,570	500	185
<b>Total Equity Drug Delivery (0.33%)*</b>					<b>2,056</b>	<b>1,698</b>
E-band Communications, Corp. <sup>(6)</sup>	Communications & Networking	Preferred Stock	Series B	564,972	2,000	
		Preferred Stock	Series C	649,998	372	
		Preferred Stock	Series D	847,544	508	
		Preferred Stock	Series E	1,987,605	374	
Total E-band Communications, Corp.				4,050,119	3,254	
Glowpoint, Inc. <sup>(3)</sup>	Communications & Networking	Common Stock		114,192	101	227
Neonova Holding Company	Communications & Networking	Preferred Stock	Series A	500,000	250	200
Peerless Network, Inc.	Communications & Networking	Preferred Stock	Series A	1,000,000	1,000	3,692
Stoke, Inc.	Communications & Networking	Preferred Stock	Series E	152,905	500	631
UPH Holdings, Inc.	Communications & Networking	Common Stock		742,887		624
<b>Total Equity Communications &amp; Networking (1.04%)*</b>					<b>5,105</b>	<b>5,374</b>
Atrenta, Inc.	Software	Preferred Stock	Series C	1,196,845	508	1,042
		Preferred Stock	Series D	635,513	986	1,604
Total Atrenta, Inc.				1,832,358	1,494	2,646
Box, Inc. <sup>(4)</sup>	Software	Preferred Stock	Series C	390,625	500	5,117
		Preferred Stock	Series D	158,127	500	2,071
		Preferred Stock	Series D-1	124,511	1,000	1,632
		Preferred Stock	Series D-2	220,751	2,001	2,892
		Preferred Stock	Series E	38,183	500	500
Total Box, Inc.				932,197	4,501	12,212
Caplinked, Inc.	Software	Preferred Stock	Series A-3	53,614	52	77
<b>Total Equity Software (2.89%)*</b>					<b>6,047</b>	<b>14,935</b>



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Spatial Photonics, Inc.	Electronics & Computer Hardware	Preferred Stock	Series D	4,717,813	268	
Virident Systems	Electronics & Computer Hardware	Preferred Stock	Series D	6,546,217	5,000	4,922
<b>Total Equity Electronics &amp; Computer Hardware (0.95%)*</b>					5,268	4,922
Quatrx Pharmaceuticals Company	Specialty Pharmaceuticals	Preferred Stock	Series E	166,419	750	
<b>Total Equity Specialty Pharmaceuticals (0.00%)*</b>					750	
Caivis Acquisition Corporation	Consumer & Business Products	Common Stock	Series A	295,861	819	597
Facebook, Inc. <sup>(3)</sup>	Consumer & Business Products	Common Stock	Series B	307,500	9,558	8,089
IPA Holdings, LLC	Consumer & Business Products	Preferred Stock	LLC interest	500,000	500	711
Market Force Information, Inc.	Consumer & Business Products	Preferred Stock	Series B	187,970	500	657
Wageworks, Inc. <sup>(3)</sup>	Consumer & Business Products	Common Stock	Series D	19,260	250	343
<b>Total Equity Consumer &amp; Business Products (2.02%)*</b>					11,627	10,397
iWatt, Inc.	Semiconductors	Preferred Stock	Series E	2,412,864	490	752
<b>Total Equity Semiconductors (0.15%)*</b>					490	752

See notes to consolidated financial statements.

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<b>Portfolio Company</b>	<b>Sub-Industry</b>	<b>Type of Investment<sup>(1)</sup></b>	<b>Series</b>	<b>Shares</b>	<b>Cost<sup>(2)</sup></b>	<b>Value<sup>(3)</sup></b>
Buzznet, Inc.	Information Services	Preferred Stock	Series C	263,158	\$ 250	\$
Good Technologies, Inc. (pka Visto Corporation)	Information Services	Common Stock		500,000	603	
Solutionary, Inc.	Information Services	Preferred Stock	Series A-1	189,495	18	235
		Preferred Stock	Series A-2	65,834	325	82
Total Solutionary, Inc.				255,329	343	317
<b>Total Equity Information Services (0.06%)*</b>					1,196	317
Gelesis, Inc. <sup>(6)</sup>	Medical Device & Equipment	LLC Interest		674,208		435
		LLC Interest		674,208	425	610
		LLC Interest		675,676	500	525
Total Gelesis, Inc.				2,024,092	925	1,570
Lanx, Inc.	Medical Device & Equipment	Preferred Stock	Series C	1,203,369	1,000	1,155
Novasys Medical, Inc.	Medical Device & Equipment	Preferred Stock	Series D-1	4,118,444	1,000	
Optiscan Biomedical, Corp. <sup>(6)</sup>	Medical Device & Equipment	Preferred Stock	Series B	6,185,567	3,000	314
		Preferred Stock	Series C-2	1,927,309	655	251
Total Optiscan Biomedical, Corp.				8,112,876	3,655	565
<b>Total Equity Medical Device &amp; Equipment (0.64%)*</b>					6,580	3,290
NuGEN Technologies, Inc.	Biotechnology Tools	Preferred Stock	Series C	189,394	500	600
<b>Total Equity Biotechnology Tools (0.12%)*</b>					500	600
Transmedics, Inc.	Surgical Devices	Preferred Stock	Series B	88,961	1,100	
		Preferred Stock	Series C	119,999	300	
		Preferred Stock	Series D	260,000	650	650
Total Transmedics, Inc.				468,960	2,050	650
Gynesonics, Inc.	Surgical Devices	Preferred Stock	Series B	219,298	250	159
		Preferred Stock	Series C	656,512	282	251
Total Gynesonics, Inc.				875,810	532	410
<b>Total Equity Surgical Devices (0.20%)*</b>					2,582	1,060
Everyday Health, Inc. (pka Waterfront Media, Inc.)	Media/Content/ Info	Preferred Stock	Series D	145,590	1,000	412
<b>Total Equity Media/Content/Info (0.08%)*</b>					1,000	412

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<b>Total Equity (9.54%)</b>	45,081,540	\$ 49,050	\$ 49,210
		49,050	49,210
<b>Total Investments (175.65%)</b>		<b>\$ 914,338</b>	<b>\$ 906,300</b>

\* Value as a percent of net assets

- (1) Preferred and common stock, warrants, and equity interests are generally non-income producing.
- (2) Gross unrealized appreciation, gross unrealized depreciation, and net depreciation for federal income tax purposes totaled \$19.9 million, \$27.6 million and \$7.8 million respectively. The tax cost of investments is \$916.9 million
- (3) Except for warrants in twenty publicly traded companies and common stock in eight publicly traded companies, all investments are restricted at December 31, 2012 and were valued at fair value as determined in good faith by the Board of Directors. No unrestricted securities of the same issuer are outstanding. The Company uses the Standard Industrial Code for classifying the industry grouping of its portfolio companies.
- (4) Debt investments of this portfolio company have been pledged as collateral under the Wells Facility.
- (5) Non-U.S. company or the company's principal place of business is outside the United States.
- (6) Affiliate investment that is defined under the Investment Company Act of 1940 as companies in which HTGC owns as least 5% but not more than 25% of the voting securities of the Company.
- (7) Control investment that is defined under the Investment Company Act of 1940 as companies in which HTGC owns as least 25% but not more than 50% of the voting securities of the Company.
- (8) Debt is on non-accrual status at December 31, 2012, and is therefore considered non-income producing.
- (9) Convertible Senior Debt
- (10) Indicates assets that the Company deems not qualifying assets under section 55(a) of the Investment Company Act of 1940, as amended. Qualifying assets must represent at least 70% of the Company's total assets at the time of acquisition of any additional non-qualifying assets.
- (11) Denotes that all or a portion of the loan secures the notes offered in the Debt Securitization (as defined in Note 4).

See notes to consolidated financial statements.

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### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(unaudited)

#### **1. Description of Business and Unaudited Interim Consolidated Financial Statements Basis of Presentation**

Hercules Technology Growth Capital, Inc. (the Company) is a specialty finance company focused on providing senior secured loans to venture capital-backed companies in technology-related markets, including technology, biotechnology, life science, and clean-technology industries at all stages of development. The Company sources its investments through its principal office located in Silicon Valley, as well as through its additional offices in Boston, MA, New York, NY, Chicago, IL, Boulder, CO and McLean, VA. The Company was incorporated under the General Corporation Law of the State of Maryland in December 2003.

The Company is an internally managed, non-diversified closed-end investment company that has elected to be regulated as a business development company (BDC) under the Investment Company Act of 1940, as amended (the 1940 Act). From incorporation through December 31, 2005, the Company was taxed as a corporation under Subchapter C of the Internal Revenue Code of 1986, (the Code). Effective January 1, 2006, the Company has elected to be treated for tax purposes as a regulated investment company, or RIC, under the Code (see Note 5).

Hercules Technology II, L.P. (HT II), Hercules Technology III, L.P. (HT III), and Hercules Technology IV, L.P. (HT IV), are Delaware limited partnerships that were formed in January 2005, September 2009 and December 2010, respectively. HT II and HT III were licensed to operate as small business investment companies (SBICs), under the authority of the Small Business Administration (SBA), on September 27, 2006 and May 26, 2010, respectively. As SBICs, HT II and HT III are subject to a variety of regulations concerning, among other things, the size and nature of the companies in which they may invest and the structure of those investments. The Company also formed Hercules Technology SBIC Management, LLC, or (HTM), a limited liability company in November 2003. HTM is a wholly owned subsidiary of the Company and serves as the limited partner and general partner of HT II and HT III (see Note 4).

HT II and HT III hold approximately \$152.7 million and \$257.5 million in assets, respectively, and accounted for approximately 9.8% and 16.5% of our total assets prior to consolidation at March 31, 2013.

The Company also established wholly owned subsidiaries, all of which are structured as Delaware corporations and limited liability companies, to hold portfolio companies organized as limited liability companies, or LLCs (or other forms of pass-through entities). The Company currently qualifies as a RIC for federal income tax purposes, which allows the Company to avoid paying corporate income taxes on any income or gains that the Company distributes to our stockholders. The purpose of establishing these entities is to satisfy the RIC tax requirement that at least 90% of the Company's gross income for income tax purposes is investment income.

The consolidated financial statements include the accounts of the Company and its subsidiaries. All inter-company accounts and transactions have been eliminated in consolidation. In accordance with Article 6 of Regulation S-X under the Securities Act of 1933 and the Securities and Exchange Act of 1934, the Company does not consolidate portfolio company investments. The accompanying consolidated interim financial statements are presented in conformity with U.S. generally accepted accounting principles (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 under the Securities Act of 1933 and the Securities Exchange Act of 1934. Accordingly, certain disclosures accompanying annual consolidated financial statements prepared in accordance with U.S. GAAP are omitted. In the opinion of management, all adjustments consisting solely of normal recurring accruals considered necessary for the fair presentation of consolidated financial statements for the interim periods have been included. The current period's results of operations are not necessarily indicative of results that ultimately may be achieved for the year. Therefore, the interim unaudited consolidated financial statements and notes should be read in conjunction with the audited consolidated financial statements and notes thereto for the period ended December 31, 2012. The year-end consolidated statement of assets and liabilities data was derived from audited financial statements, but does not include all disclosures required by U.S. GAAP. Financial statements prepared on a U.S. GAAP basis require management to make estimates and assumptions that affect the amounts and disclosures reported in the consolidated financial statements and accompanying notes. Such estimates and assumptions could change in the future as more information becomes known, which could impact the amounts reported and disclosed herein.

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

#### ***Principles of Consolidation***

The Consolidated Financial Statements include the accounts of the Company and its subsidiaries and all variable interest entities of which the Company is the primary beneficiary. All intercompany accounts and transactions have been eliminated in consolidation.

A VIE is an entity that either (i) has insufficient equity to permit the entity to finance its activities without additional subordinated financial support or (ii) has equity investors who lack the characteristics of a controlling financial interest. The primary beneficiary of a VIE is the party with both the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and the obligation to absorb the losses or the right to receive benefits that could potentially be significant to the VIE.

To assess whether the Company has the power to direct the activities of a VIE that most significantly impact its economic performance, the Company considers all the facts and circumstances including its role in establishing the VIE and its ongoing rights and responsibilities. This assessment includes identifying the activities that most significantly impact the VIE's economic performance and identifying which party, if any, has power over those activities. In general, the party that makes the most significant decisions affecting the VIE is determined to have the power to direct the activities of a VIE. To assess whether the Company has the obligation to absorb the losses or the right to receive benefits that could potentially be significant to the VIE, the Company considers all of its economic interests, including debt and equity interests, servicing rights and fee arrangements, and any other variable interests in the VIE. If the Company determines that it is the party with the power to make the most significant decisions affecting the VIE, and the Company has a potentially significant interest in the VIE, then it consolidates the VIE.

The Company performs ongoing reassessments, usually quarterly, of whether it is the primary beneficiary of a VIE. The reassessment process considers whether the Company has acquired or divested the power to direct the activities of the VIE through changes in governing documents or other circumstances. The Company also reconsiders whether entities previously determined not to be VIEs have become VIEs, based on certain events, and therefore are subject to the VIE consolidation framework.

#### ***Out-of-Period Items***

During the three-month period ended March 31, 2013, the Company recorded an out-of-period adjustment related to 2012 unrecorded escrow balances which increased total assets and unrealized appreciation by approximately \$1.2 million at March 31, 2013. The Company evaluated the total out-of-period adjustments in relation to the current period, which is when they were corrected, as well as the period in which they originated and concluded that these adjustments are not material to both the consolidated quarterly and annual financial statements for all impacted periods. There is no change to net investment income (and by definition, no change to net investment income per share).

#### ***Valuation of Investments***

The Company's investments are carried at fair value in accordance with the 1940 Act and Accounting Standards Codification (ASC) topic 820 Fair Value Measurements and Disclosures (formerly known as SFAS No. 157, Fair Value Measurements). At March 31, 2013, 79.9% of the Company's total assets represented investments in portfolio companies that are valued at fair value by the Board of Directors. Value, as defined in Section 2(a)(41) of the 1940 Act, is (i) the market price for those securities for which a market quotation is readily available and (ii) for all other securities and assets, fair value is as determined in good faith by the Board of Directors. The Company's debt securities are primarily invested in venture capital-backed companies in technology-related markets, including technology, biotechnology, life science and clean technology industries. Given the nature of lending to these types of businesses, the Company's investments in these portfolio companies are considered Level 3 assets under ASC 820 because there is no known or accessible market or market indexes for these investment securities to be traded or exchanged. As such, the Company

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values substantially all of its investments at fair value as determined in good faith pursuant to a consistent valuation policy and the Company's Board of Directors in accordance with the provisions of ASC 820 and the 1940 Act. Due to the inherent uncertainty in determining the fair value of investments that do not have a readily available market value, the fair value of the Company's investments determined in good faith by its Board may differ significantly from the value that would have been used had a readily available market existed for such investments, and the differences could be material.

Our Board of Directors may from time to time engage an independent valuation firm to provide the Company with valuation assistance with respect to certain portfolio investments on a quarterly basis. The Company intends to continue to engage an independent valuation firm to provide management with assistance regarding the Company's determination of the fair value of selected portfolio investments each quarter unless directed by the Board of Directors to cancel such valuation services. The scope of services rendered by an independent valuation firm is at the discretion of the Board of Directors. The Company's Board of Directors is ultimately and solely responsible for determining the fair value of the Company's investments in good faith.

With respect to investments for which market quotations are not readily available or when such market quotations are deemed not to represent fair value, the Company's Board of Directors has approved a multi-step valuation process each quarter, as described below:

- (1) the Company's quarterly valuation process begins with each portfolio company or investment being initially valued by the investment professionals responsible for the portfolio investment;
- (2) preliminary valuation conclusions are then documented and business based assumptions are discussed with the Company's investment committee;
- (3) the valuation committee of the Board of Directors reviews the preliminary valuation of the investment committee which incorporates the results of the independent valuation firm as appropriate;
- (4) the Board of Directors discusses valuations and determines the fair value of each investment in our portfolio in good faith based on the input of, where applicable, the respective independent valuation firm and the valuation committee.

The Company adopted ASC 820 on January 1, 2008. ASC 820 establishes a framework for measuring the fair value of the assets and liabilities and outlines a fair value hierarchy which prioritizes the inputs used to measure fair value and the effect of fair value measures on earnings. ASC 820 also enhances disclosure requirements for fair value measurements based on the level within the hierarchy of the information used in the valuation. ASC 820 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value but does not expand the use of fair value in any new circumstances. ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Company has categorized all investments recorded at fair value in accordance with ASC 820 based upon the level of judgment associated with the inputs used to measure their fair value. Hierarchical levels, defined by ASC 820 and directly related to the amount of subjectivity associated with the inputs to fair valuation of these assets and liabilities, are as follows:

**Level 1** Inputs are unadjusted, quoted prices in active markets for identical assets at the measurement date. The types of assets carried at Level 1 fair value generally are equities listed in active markets.

**Level 2** Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the asset in connection with market data at the measurement date and for the extent of the instrument's anticipated life. Fair valued assets that are generally included in this category are warrants held in a public company.

**Level 3** Inputs reflect management's best estimate of what market participants would use in pricing the asset at the measurement date. It includes prices or valuations that require inputs that are both significant to the fair value measurement and unobservable. Generally, assets carried at fair value and included in this category are the debt investments and warrants and equities held in a private company.

In accordance with ASU 2011-04, the following table provides quantitative information about the Company's Level 3 fair value measurements of the Company's investments as of March 31, 2013 (unaudited). In addition to the techniques and inputs noted in the table below, according to the Company's valuation policy the Company may also use other valuation techniques and methodologies when determining the Company's fair value measurements. The below table is not intended to be all-inclusive, but rather provides information on the significant Level 3 inputs as they relate to the Company's fair value measurements.



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Investment Type - Level Three Debt Investments	Fair Value at March 31, 2013 (in thousands)	Valuation Techniques/ Methodologies	Unobservable Input <sup>(a)</sup>	Range
Pharmaceuticals - Debt	\$ 264,707	Market Comparable Companies	Hypothetical Market Yield	13.84% - 19.29%
			Premium/(Discount)	(2.0%) - 1.0%
		Option Pricing Model <sup>(b)</sup>	Average Industry Volatility <sup>(c)</sup>	57.97%
			Risk Free Interest Rate	0.170%
			Estimated Time to Exit (in months)	12.17
Medical Devices - Debt	60,674	Market Comparable Companies	Hypothetical Market Yield	16.77%
			Premium	0.00% - 1.00%
Technology - Debt	164,844	Market Comparable Companies	Hypothetical Market Yield	12.36% - 19.30%
			Premium/(Discount)	(2.00%) - 2.00%
		Liquidation	Investment Collateral	\$0.00 - \$7.08 million
Clean Tech - Debt	105,436	Market Comparable Companies	Hypothetical Market Yield	13.03% - 17.17%
			Premium	0.00% - 1.00%
Lower Middle Market - Debt	285,350	Market Comparable Companies	Hypothetical Market Yield	11.07% - 21.85%
			Premium	0.00% - 1.00%
		Broker Quote <sup>(d)</sup>	Price Quotes	81.0% - 100% of par
			Market Comparable Index Yield Spreads	3.50% - 5.93%
			Par Value	\$30.0 million
Total Level Three Debt Investments	\$ 881,011			

(a) The significant unobservable inputs used in the fair value measurement of our debt securities are hypothetical market yields and premiums/(discounts). The hypothetical market yield is defined as the exit price of an investment in a hypothetical market to hypothetical market participants where buyers and sellers are willing participants. The premiums (discounts) relate to company specific characteristics such as underlying investment performance, security liens, and other characteristics of the investment. Significant increases (decreases) in the inputs in isolation would result in a significantly lower (higher) fair value measurement, depending on the materiality of the investment. Debt investments in the industries noted in our Schedule of Investments are included in the industries note above as follows:

Pharmaceuticals, above, is comprised of debt investments in the Therapeutic, Specialty Pharmaceuticals, Drug Discovery and Development, Drug Delivery, and Diagnostics and Biotechnology industries in the Schedule of Investments.

Medical Devices, above, is comprised of debt investments in the Therapeutic, Surgical Devices, Medical Devices and Equipment and Biotechnology Tools industries in the Schedule of Investments.

Technology, above, is comprised of debt investments in the Software, Semiconductors, Internet Consumer and Business Services, Information Services, and Communications and Networking industries in the Schedule of Investments.

Lower Middle Market, above, is comprised of debt investments in the Communications and Networking, Electronics and Computer Hardware, Healthcare Services - Other, Information Services, Internet Consumer and Business Services, Media/Content/Info, and Specialty Pharmaceuticals industries in the Schedule of Investments.

Clean Tech, above, aligns with the Clean Tech Industry in the Schedule of Investments.



- (b) An option pricing model valuation technique was used to derive the fair value of the conversion feature of convertible notes.  
(c) Represents the range of industry volatility used by market participants when pricing the investment.  
(d) A broker quote valuation technique was used to derive the fair value of loans which are part of a syndicated facility.

Investment Type -	Fair	Valuation Techniques/		
	Value at	Methodologies	Unobservable Input <sup>(a)</sup>	Range
	March 31, 2013			
	<i>(unaudited, in thousands)</i>			
Level Three Equity Investments	\$ 40,106	Market Comparable Companies	EBITDA Multiple <sup>(b)</sup>	4.30x - 24.55x
			Revenue Multiple <sup>(b)</sup>	0.59x - 16.29x
			Discount for Lack of Marketability <sup>(c)</sup>	10.4% - 25.20%
Level Three Warrant Investments	28,030	Market Comparable Companies	EBITDA Multiple <sup>(b)</sup>	4.30x - 24.55x
			Revenue Multiple <sup>(b)</sup>	0.59x - 16.29x
			Discount for Lack of Marketability <sup>(c)</sup>	10.4% - 25.20%
Warrant positions additionally subject to:		Option Pricing Model	Average Industry Volatility <sup>(d)</sup>	43.53% - 140.36%
			Risk-Free Interest Rate	0.15% - 0.64%
			Estimated Time to Exit (in months)	12 - 48

Total Level Three Warrant and Equity Investments \$ 68,136

- (a) The significant unobservable inputs used in the fair value measurement of the Company's warrant and equity-related securities are revenue and/or EBITDA multiples and discounts for lack of marketability. Additional inputs used in the Black Scholes option pricing model include industry volatility, risk free interest rate and estimated time to exit. Significant increases (decreases) in the inputs in isolation would result in a significantly higher (lower) fair value measurement, depending on the materiality of the investment. For some investments, additional consideration may be given to data from the last round of financing or merger/acquisition events near the measurement date.  
(b) Represents amounts used when the Company has determined that market participants would use such multiples when pricing the investments.  
(c) Represents amounts used when the Company has determined market participants would take into account these discounts when pricing the investments.  
(d) Represents the range of industry volatility used by market participants when pricing the investment.

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### **Debt Investments**

The Company's debt securities are primarily invested in venture capital-backed companies in technology-related markets, including technology, biotechnology, life science and clean technology industries. Given the nature of lending to these types of businesses, the Company's investments in these portfolio companies are considered Level 3 assets under ASC 820 because there is no known or accessible market or market indexes for these investment securities to be traded or exchanged.

The Company applies a procedure that assumes a sale of investment in a hypothetical market to a hypothetical market participant where buyers and sellers are willing participants. The hypothetical market does not include scenarios where the underlying security was simply repaid or extinguished, but includes an exit concept. Under this process, the Company also evaluates the collateral for recoverability of the debt investments as well as applies all of its historical fair value analysis. The Company uses pricing on recently issued comparable debt securities to determine the baseline hypothetical market yields as of the measurement date. The Company considers each portfolio company's credit rating, security liens and other characteristics of the investment to adjust the baseline yield to derive a hypothetical yield for each investment as of the measurement date. The anticipated future cash flows from each investment are then discounted at the hypothetical yield to estimate each investment's fair value as of the measurement date.

The Company's process includes, among other things, the underlying investment performance, the current portfolio company's financial condition and market changing events that impact valuation, estimated remaining life, current market yield and interest rate spreads of similar securities as of the measurement date. The Company values its syndicated loans using broker quotes and bond indices amongst other factors. If there is a significant deterioration of the credit quality of a debt investment, the Company may consider other factors to estimate fair value, including the proceeds that would be received in a liquidation analysis.

The Company records unrealized depreciation on investments when it believes that an investment has decreased in value, including where collection of a loan is doubtful or if under the in exchange premise when the value of a debt security was to be less than amortized cost of the investment. Conversely, where appropriate, the Company records unrealized appreciation if it believes that the underlying portfolio company has appreciated in value and, therefore, that its investment has also appreciated in value or if under the in exchange premise the value of a debt security were to be greater than amortized cost.

When originating a debt instrument, the Company generally receives warrants or other equity-related securities from the borrower. The Company determines the cost basis of the warrants or other equity-related securities received based upon their respective fair values on the date of receipt in proportion to the total fair value of the debt and warrants or other equity-related securities received. Any resulting discount on the loan from recordation of the warrant or other equity instruments is accreted into interest income over the life of the loan.

### **Equity-Related Securities and Warrants**

Securities that are traded in the over-the-counter markets or on a stock exchange will be valued at the prevailing bid price at period end. The Company has a limited number of equity securities in public companies. In accordance with the 1940 Act, unrestricted publicly traded securities for which market quotations are readily available are valued at the closing market quote on the measurement date.

The Company estimates the fair value of warrants using a Black Scholes pricing model. At each reporting date, privately held warrant and equity-related securities are valued based on an analysis of various factors including, but not limited to, the portfolio company's operating performance and financial condition and general market conditions, price to enterprise value or price to equity ratios, discounted cash flow, valuation comparisons to comparable public companies or other industry benchmarks. When an external event occurs, such as a purchase transaction, public offering, or subsequent equity sale, the pricing indicated by that external event is utilized to corroborate the Company's valuation of the warrant and equity-related securities. The Company periodically reviews the valuation of its portfolio companies that have not been involved in a qualifying external event to determine if the enterprise value of the portfolio company may have increased or decreased since the last valuation measurement date.

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Investments measured at fair value on a recurring basis are categorized in the tables below based upon the lowest level of significant input to the valuations as of March 31, 2013 (unaudited) and as of December 31, 2012. The Company transfers investments in and out of Level 1, 2 and 3 securities as of the beginning balance sheet date, based on changes in the use of observable and unobservable inputs utilized to perform the valuation for the period. During the three-months ended March 31, 2013, there were no transfers in between Levels 1 or 2.

		Investments at Fair Value as of March 31, 2013		
		Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(in thousands)				
Description	3/31/2013			
Senior secured debt	\$ 881,011	\$	\$	\$ 881,011
Preferred stock	39,016			39,016
Common stock	14,708	13,618		1,090
Warrants	33,249		5,219	28,030
	\$ 967,984	\$ 13,618	\$ 5,219	\$ 949,147

		Investments at Fair Value as of December 31, 2012		
		Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(in thousands)				
Description	12/31/2012			
Senior secured debt	\$ 827,540	\$	\$	\$ 827,540
Preferred stock	33,889			33,889
Common stock	15,321	13,665		1,656
Warrants	29,550		7,410	22,140
	\$ 906,300	\$ 13,665	\$ 7,410	\$ 885,225

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The table below presents reconciliation for all financial assets and liabilities measured at fair value on a recurring basis, excluding accrued interest components, using significant unobservable inputs (Level 3) for the three-months ended March 31, 2013 (unaudited) and December 31, 2012.

(in thousands)	Balance, January 1, 2013	Net Realized Gains (losses) <sup>(1)</sup>	Net change in unrealized appreciation or depreciation <sup>(2)</sup>	Purchases	Sales	Repayments	Gross Transfers into Level 3 <sup>(3)</sup>	Gross Transfers out of Level 3 <sup>(3)</sup>	Balances, March 31, 2013
Senior Debt	\$ 827,540	\$	\$ (7,237)	\$ 143,715	\$	\$ (82,171)	\$	\$ (836)	\$ 881,011
Preferred Stock	33,889	(268)	2,507	2,112			776		39,016
Common Stock	1,656	188	(659)		(188)		93		1,090
Warrant	\$ 22,140	2,071	5,043	1,834	(3,058)				28,030
Total	\$ 885,225	\$ 1,991	\$ (346)	\$ 147,661	\$ (3,246)	\$ (82,171)	\$ 869	\$ (836)	\$ 949,147

(in thousands)	Balance, January 1, 2012	Net Realized Gains (losses) <sup>(1)</sup>	Net change in unrealized appreciation or depreciation <sup>(2)</sup>	Purchases	Sales	Repayments	Gross Transfers into Level 3	Gross Transfers out of Level 3	Balances, December 31, 2012
Senior Debt	\$ 585,767	\$ (5,178)	\$ (2,262)	\$ 545,913	\$ (2,000.00)	\$ (294,294)	\$	\$ (406)	\$ 827,540
Preferred Stock	30,289	(733)	4,112	10,562	(6,553)		356	(4,144)	33,889
Common Stock	90	(16)	5,523	9,558	(45)			(13,453)	1,656
Warrants	26,284	4,413	(2,453)	7,362	(9,211)			(4,256)	22,140
Total	\$ 642,430	\$ (1,514)	\$ 4,920	\$ 573,395	\$ (17,809)	\$ (294,294)	\$ 356	\$ (22,259)	\$ 885,225

(1) Includes net realized gains (losses) recorded as realized gains or losses in the accompanying consolidated statements of operations.

(2) Included in change in net unrealized appreciation or depreciation in the accompanying consolidated statements of operations.

(3) Transfers in/out of Level 3 relate to the conversion of Optiscan Biomedical, Inc., Gynesonics, Inc. and Philotic, Inc. debt to equity.

For the three months ended March 31, 2013, approximately \$1.6 million and \$4.4 million in unrealized appreciation was recorded for equity and warrant Level 3 investments, respectively, relating to assets still held at the reporting date. For the same period, approximately \$7.2 million in unrealized depreciation was recorded for Level 3 debt investments relating to assets still held at the reporting date.

For the year ended December 31, 2012, approximately \$3.8 million in unrealized appreciation and \$2.2 million in unrealized depreciation was recorded for equity and warrant Level 3 investments, respectively, relating to assets still held at the reporting date. For the same period, approximately \$2.3 million in unrealized depreciation was recorded for Level 3 debt investments relating to assets still held at the reporting date.

As required by the 1940 Act, the Company classifies its investments by level of control. Control investments are defined in the 1940 Act as investments in those companies that the Company is deemed to control. Generally, under the 1940 Act, the Company is deemed to control a company in which it has invested if it owns 25% or more of the voting securities of such company or has greater than 50% representation on its board. Affiliate investments are investments in those companies that are affiliated companies of the Company, as defined in the 1940 Act, which are not control investments. The Company is deemed to be an affiliate of a company in which it has invested if it owns 5% or more but less than 25% of the voting securities of such company. Non-control/non-affiliate investments are investments that are neither control investments nor affiliate investments.

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The following table summarizes our realized and unrealized gain and loss and changes in our unrealized appreciation and depreciation on control and affiliate investments for the three-months ended March 31, 2013 and 2012 (unaudited):

(in thousands)		March 31, 2013				
Portfolio Company	Type	Fair Value at March 31, 2013	Investment Income	Unrealized (Depreciation)/ Appreciation	Reversal of Unrealized (Depreciation)/ Appreciation	Realized Gain/ (Loss)
Gelesis, Inc.	Non-Controlled Affiliate	\$ 1,888	\$	\$ 222	\$	\$
Optiscan BioMedical, Corp.	Non-Controlled Affiliate	12,308	610	212		
<b>Total</b>		\$ 14,196	\$ 610	\$ 434	\$	\$

(in thousands)		March 31, 2012				
Portfolio Company	Type	Fair Value at March 31, 2012	Investment Income	Unrealized (Depreciation)/ Appreciation	Reversal of Unrealized (Depreciation)/ Appreciation	Realized Gain/ (Loss)
MaxVision Holding, LLC.	Control	\$ 675	\$ 13	\$ 26	\$	\$
E-Band Communications, Corp.	Non-Controlled Affiliate	1,094	6	1,076		
<b>Total</b>		\$ 1,769	\$ 19	\$ 1,102	\$	\$

At March 31, 2013, the Company did not hold any Control Investments. The Company's investment in MaxVision Holding, L.L.C., a company that was a Control Investment as of March 31, 2012, was liquidated during the year ended December 31, 2012. On July 31, 2012, the Company received payment of \$2.0 million for its total debt investments in Maxvision Holding, L.L.C. Approximately \$8.7 million of realized losses and \$10.5 million of net change in unrealized appreciation was recognized on this control debt and equity investment during the year ended December 31, 2012.

During the year ended December 31, 2012, Gelesis, Inc. and Optiscan BioMedical, Corp. became non-controlled affiliates as companies in which the Company owns 5% or more but less than 25% of the voting securities of the company.

The Company has one additional non-controlled affiliate investment, E-band Communications, Corp, that has a fair value of zero at March 31, 2013, and no investment income, unrealized depreciation, realized depreciation or realized loss for the three-month period ended March 31, 2013.

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A summary of the composition of the Company's investment portfolio as of March 31, 2013 (unaudited) and December 31, 2012 at fair value is shown as follows:

(in thousands)	March 31, 2013		December 31, 2012	
	Investments at Fair Value	Percentage of Total Portfolio	Investments at Fair Value	Percentage of Total Portfolio
Senior secured debt with warrants	\$ 700,498	72.4%	\$ 652,041	72.0%
Senior secured debt	213,762	22.1%	205,049	22.6%
Preferred stock	39,504	4.1%	33,885	3.7%
Common Stock	14,220	1.4%	15,325	1.7%
	\$ 967,984	100.0%	\$ 906,300	100.0%

A summary of the Company's investment portfolio, at value, by geographic location as of March 31, 2013 (unaudited) and December 31, 2012:

(in thousands)	March 31, 2013		December 31, 2012	
	Investments at Fair Value	Percentage of Total Portfolio	Investments at Fair Value	Percentage of Total Portfolio
United States	\$ 963,809	99.6%	\$ 901,041	99.4%
England	4,175	0.4%	5,259	0.6%
	\$ 967,984	100.0%	\$ 906,300	100.0%

The following table shows the fair value the Company's portfolio by industry sector at March 31, 2013 (unaudited) and December 31, 2012:

(in thousands)	March 31, 2013		December 31, 2012	
	Investments at Fair Value	Percentage of Total Portfolio	Investments at Fair Value	Percentage of Total Portfolio
Drug Discovery & Development	\$ 196,506	20.3%	\$ 188,479	20.8%
Internet Consumer & Business Services	142,362	14.7%	136,149	15.0%
Clean Tech	137,054	14.1%	126,600	14.0%
Medical Device & Equipment	99,896	10.3%	54,575	6.0%
Software	75,383	7.8%	70,838	7.8%
Drug Delivery	65,660	6.8%	74,218	8.2%
Information Services	52,342	5.4%	53,523	5.9%
Media/Content/Info	52,215	5.4%	51,534	5.7%
Healthcare Services, Other	31,416	3.2%	36,481	4.0%
Communications & Networking	30,681	3.2%	37,560	4.1%
Electronics & Computer Hardware	23,569	2.4%	12,715	1.4%
Diagnostic	15,196	1.6%	16,307	1.8%
Specialty Pharma	14,289	1.5%	12,473	1.4%
Surgical Devices	11,527	1.2%	11,358	1.3%
Consumer & Business Products	10,430	1.1%	13,723	1.5%
Biotechnology Tools	6,596	0.7%	6,845	0.8%
Semiconductors	2,862	0.3%	2,922	0.3%
	\$ 967,984	100.0%	\$ 906,300	100.0%



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During the three-months ended March 31, 2013, the Company funded investments in debt securities and equity investments, totaling approximately \$136.3 million and \$2.0 million, respectively. During the three-months ended March 31, 2013, the Company converted approximately \$836,000 of debt to equity in three portfolio companies.

During the year ended December 31, 2012, the Company funded investments in debt securities and equity investments, totaling approximately \$486.8 million and \$9.7 million, respectively. During the year ended December 31, 2012, the Company converted approximately \$356,000 of debt to equity in one portfolio company.

No single portfolio investment represents more than 10% of the fair value of the investments as of March 31, 2013 and December 31, 2012.

During the three-month period ended March 31, 2013, the Company recognized net realized gains of approximately \$2.0 million on the portfolio. During the three-month period ended March 31, 2013, the Company recorded gross realized gains of approximately \$3.6 million from the sale of investments in three portfolio companies. These gains were partially offset by the liquidation of the Company's investments in five portfolio companies of approximately \$1.6 million in gross realized losses.

During the three months ended March 31, 2012, the Company recognized net realized gains of approximately \$2.9 million on the portfolio. The Company recorded approximately \$2.2 million and \$1.3 million of realized gains from the sale of equity in BARRX Medical, Inc. and Aegerion Pharmaceuticals, Inc., respectively. These gains were partially offset by realized losses of approximately \$460,000 from the sale of the Company's common stock in two public portfolio companies and due to the complete write off of warrants in one private portfolio company that had a cost basis of approximately \$355,000.

Loan origination and commitment fees received in full at the inception of a loan are deferred and amortized into fee income as an enhancement to the related loan's yield over the contractual life of the loan. Loan exit fees to be paid at the termination of the loan are accreted into interest income over the contractual life of the loan. The Company had approximately \$2.6 million and \$2.0 million of unamortized fees at March 31, 2013 and December 31, 2012, respectively, and approximately \$8.6 million and \$6.8 million in exit fees receivable at March 31, 2013 and December 31, 2012, respectively.

The Company has loans in its portfolio that contain a payment-in-kind (PIK) provision. The PIK interest, computed at the contractual rate specified in each loan agreement, is added to the principal balance of the loan and recorded as interest income. To maintain the Company's status as a RIC, this non-cash source of income must be paid out to stockholders in the form of dividends even though the Company has not yet collected the cash. Amounts necessary to pay these dividends may come from available cash or the liquidation of certain investments. The Company recorded approximately \$779,000 and \$298,000 in PIK income during the three-months ended March 31, 2013 and 2012, respectively.

In certain investment transactions, the Company may provide advisory services. For services that are separately identifiable and external evidence exists to substantiate fair value, income is recognized as earned, which is generally when the investment transaction closes. The Company had no income from advisory services in the three-month period ended March 31, 2013.

In some cases, the Company collateralizes its investments by obtaining a first priority security interest in a portfolio company's assets, which may include their intellectual property. In other cases, the Company may obtain a negative pledge covering a company's intellectual property. At March 31, 2013, approximately 63.9% of the Company's portfolio company loans were secured by a first priority security in all of the assets of the portfolio company (including their intellectual property), 34.6% of portfolio company loans were to portfolio companies that were prohibited from pledging or encumbering their intellectual property and 1.5% of portfolio company loans had an equipment only lien.



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Fair value estimates are made at discrete points in time based on relevant information. These estimates may be subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. The Company believes that the carrying amounts of its financial instruments, consisting of cash and cash equivalents, receivables, accounts payable and accrued liabilities approximate the fair values of such items due to the short maturity of such instruments. The Convertible Senior Notes, 2019 Notes payable (the April 2019 Notes and the September 2019 Notes, together the 2019 Notes), the Asset-Backed Notes and the SBA debentures as sources of liquidity remain a strategic advantage due to their flexible structure, long-term duration, and low fixed interest rates. At March 31, 2013, the April 2019 Notes were trading on the New York Stock Exchange for \$1.023 per dollar at par value, and the September 2019 Notes were trading on the New York Stock Exchange for \$1.036 per dollar at par value. Based on market quotations on or around March 31, 2013, the Convertible Senior Notes were trading for \$1.095 per dollar at par value and the Asset-Backed Notes were trading for \$1.005 per dollar at par value. Calculated based on the net present value of payments over the term of the notes using estimated market rates for similar notes and remaining terms, the fair value of the SBA debentures would be approximately \$240.0 million, compared to the carrying amount of \$225.0 million as of March 31, 2013.

See the accompanying Consolidated Schedule of Investments for the fair value of the Company's investments. The methodology for the determination of the fair value of the Company's investments is discussed in Note 1.

The liabilities of the Company below are recorded at amortized cost and not at fair value on the Consolidated Statement of Assets and Liabilities. The following table provides additional information about the level in the fair value hierarchy of the Company's liabilities:

(in thousands)

Description	3/31/2013	Identical Assets (Level 1)	Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Convertible Senior Notes	\$ 82,125	\$	\$ 82,125	\$
April 2019 Notes	\$ 86,450	\$	\$ 86,450	\$
September 2019 Notes	\$ 88,967	\$	\$ 88,967	\$
Class A Notes	\$ 120,652	\$	\$	\$ 120,652
SBA Debentures	\$ 240,019	\$	\$	\$ 240,019

**4. Borrowings Long-term****SBA Debentures**

On September 27, 2006, HT II received a license to operate as a SBIC under the SBIC program and is able to borrow funds from the SBA against eligible investments and additional contributions to regulatory capital. With the Company's net investment of \$38.0 million in HT II as of March 31, 2013, HT II has the capacity to issue a total of \$76.0 million of SBA guaranteed debentures, subject to SBA approval, of which \$76.0 million was outstanding as of March 31, 2013. As of March 31, 2013, HT II has paid commitment fees of approximately \$1.5 million. As of March 31, 2013, the Company held investments in HT II in 49 companies with a fair value of approximately \$128.3 million, accounting for approximately 13.3% of the Company's total portfolio.

On May 26, 2010, HT III received a license to operate as a SBIC under the SBIC program and is able to borrow funds from the SBA against eligible investments and additional contributions to regulatory capital. With the Company's net investment of \$74.5 million in HT III as of March 31, 2013, HT III has the capacity to issue a total of \$149.0 million of SBA guaranteed debentures, subject to SBA approval, of which \$149.0 million was outstanding as of March 31, 2013. As of March 31, 2013, HT III has paid commitment fees of approximately \$1.5 million. As of March 31, 2013, the Company held investments in HT III in 37 companies with a fair value of approximately \$222.9 million, accounting for approximately 23.0% of the Company's total portfolio.

SBICs are designed to stimulate the flow of private equity capital to eligible small businesses. Under present SBA regulations, eligible small businesses include businesses that have a tangible net worth not exceeding \$18.0 million and have average annual fully taxed net income not exceeding \$6.0 million for the two most recent fiscal years. In addition, SBICs must devote 25.0% of its investment activity to smaller concerns as defined by the SBA.

A smaller concern is one that has a tangible net worth not exceeding \$6.0 million and has average annual fully taxed net income not exceeding \$2.0 million for the two most recent fiscal years. SBA regulations also provide alternative size standard criteria to determine eligibility, which depend on the industry in which the business is engaged and are based on such factors as the number of employees and gross sales. According to

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SBA regulations, SBICs may make long-term loans to small businesses, invest in the equity securities of such businesses and provide them with consulting and advisory services. Through its wholly-owned subsidiaries HT II and HT III, the Company plans to provide long-term loans to qualifying small businesses, and in connection therewith, make equity investments.

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HT II and HT III are periodically examined and audited by the SBA's staff to determine their compliance with SBA regulations. If HT II or HT III fails to comply with applicable SBA regulations, the SBA could, depending on the severity of the violation, limit or prohibit HT II's or HT III's use of debentures, declare outstanding debentures immediately due and payable, and/or limit HT II or HT III from making new investments. In addition, HT II or HT III may also be limited in their ability to make distributions to the Company if they do not have sufficient capital in accordance with SBA regulations. Such actions by the SBA would, in turn, negatively affect the Company because HT II and III are the Company's wholly owned subsidiaries. HT II and HT III were in compliance with the terms of the SBIC's leverage as of March 31, 2013 as a result of having sufficient capital as defined under the SBA regulations.

The rates of borrowings under various draws from the SBA beginning in April 2007 are set semiannually in March and September and range from 2.25% to 5.73%. Interest payments on SBA debentures are payable semiannually. There are no principal payments required on these issues prior to maturity and no prepayment penalties. Debentures under the SBA generally mature ten years after being borrowed. Based on the initial draw down date of April 2007, the initial maturity of SBA debentures will occur in April 2017. In addition, the SBA charges a fee that is set annually, depending on the Federal fiscal year the leverage commitment was delegated by the SBA, regardless of the date that the leverage was drawn by the SBIC. The annual fees related to HT II debentures that pooled on September 22, 2010 were 0.406% and 0.285%, depending upon the year in which the underlying commitment was closed. The annual fees related to HT III debentures that pooled on March 27, 2013, were 0.804%. The annual fees on other debentures have been set at 0.906%. The average amount of debentures outstanding for the three-month period ended March 31, 2013 for HT II was approximately \$76.0 million with an average interest rate of approximately 5.30%. The average amount of debentures outstanding for the three-month period ended March 31, 2013 for HT III was approximately \$149.0 million with an average interest rate of approximately 3.26%.

HT II and HT III hold approximately \$152.7 million and \$257.5 million in assets, respectively, and accounted for approximately 9.8% and 16.5% of the Company's total assets prior to consolidation at March 31, 2013.

In January 2011, the Company repaid \$25.0 million of SBA debentures under HT II, priced at approximately 6.63%, including annual fees. In April 2011, the SBA approved a \$25.0 million dollar commitment for HT III.

In February 2012, the Company repaid \$24.25 million of SBA debentures under HT II, priced at 6.63%, including annual fees. In June 2012, the SBA approved a \$24.25 million dollar commitment for HT III.

In August 2012, the Company repaid \$24.75 million of SBA debentures under HT II, \$12.0 million priced at 6.43%, including annual fees and \$12.75 million priced at 6.38%, including annual fees.

As of March 31, 2013, the maximum statutory limit on the dollar amount of outstanding SBA guaranteed debentures issued by a single SBIC is \$150.0 million, subject to periodic adjustments by the SBA, and a maximum amount of \$225.0 million for funds under common control, subject to periodic adjustments by the SBA. In the aggregate, at March 31, 2013 there was \$225.0 million principal amount of indebtedness outstanding incurred by our SBIC subsidiaries, the maximum statutory limit on the dollar amount of SBA guaranteed debentures under the SBIC program.

The Company reported the following SBA debentures outstanding on its Consolidated Statement of Assets and Liabilities as of March 31, 2013 (unaudited) and December 31, 2012:

(in thousands)

Issuance/Pooling Date	Maturity Date	Interest Rate <sup>(1)</sup>	March 31, 2013	December 31, 2012
<b>SBA Debentures:</b>				
March 26, 2008	March 1, 2018	6.38%	\$ 34,800	\$ 34,800
March 25, 2009	March 1, 2019	5.53%	18,400	18,400
September 23, 2009	September 1, 2019	4.64%	3,400	3,400
September 22, 2010	September 1, 2020	3.62%	6,500	6,500
September 22, 2010	September 1, 2020	3.50%	22,900	22,900
March 29, 2011	March 1, 2021	4.37%	28,750	28,750
September 21, 2011	September 1, 2021	3.16%	25,000	25,000
March 21, 2012	March 1, 2022	3.05%	11,250	11,250
March 21, 2012	March 1, 2022	3.28%	25,000	25,000
September 19, 2012	September 1, 2022	3.05%	24,250	24,250

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March 27, 2013	March 1, 2023	3.16%	24,750	24,750
<b>Total SBA Debentures</b>			<b>\$ 225,000</b>	<b>\$ 225,000</b>

(1) Interest rate includes annual charge

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### ***Wells Facility***

In August 2008, the Company entered into a \$50.0 million two-year revolving senior secured credit facility with Wells Fargo Capital Finance (the Wells Facility). On June 20, 2011, the Company renewed the Wells Facility. Under this three-year senior secured facility, Wells Fargo Capital Finance has made commitments of \$75.0 million. The facility contains an accordion feature, in which the Company can increase the credit line up to an aggregate of \$300.0 million, funded by additional lenders and with the agreement of Wells Fargo Capital Finance and subject to other customary conditions. The Company expects to continue discussions with various other potential lenders to join the new facility; however, there can be no assurances that additional lenders will join the Wells Facility.

On August 1, 2012, the Company entered into an amendment to the Wells Facility. The amendment reduces the interest rate floor by 75 basis points to 4.25% and extends the maturity date by one year to August 2015. Additionally, an amortization period of 12 months was added to pay down the principal balance as of the maturity date, and the unused line fee was reduced.

Borrowings under the Wells Facility will generally bear interest at a rate per annum equal to LIBOR plus 3.50%, with a floor of 4.25% and an advance rate of 50% against eligible loans. The Wells Facility is secured by loans in the borrowing base. The Wells Facility requires payment of a non-use fee on a scale of 0.0% to 0.50% of the average monthly outstanding balance. The monthly payment of a non-use fee thereafter shall depend on the average balance that was outstanding on a scale between 0.0% and 0.50%. For the three-month period ended March 31, 2013, this non-use fee was approximately \$94,000. On June 20, 2011 the Company paid an additional \$1.1 million in structuring fees in connection with the Wells Facility which is being amortized through the end of the term. At March 31, 2013, there were no borrowings outstanding on this facility.

The Wells Facility includes various financial and operating covenants applicable to the Company and our subsidiaries, in addition to those applicable to Hercules Funding II, LLC. These covenants require the Company to maintain certain financial ratios and a minimum tangible net worth in an amount, when added to outstanding subordinated indebtedness, that is in excess of \$362.0 million plus 90% of the cumulative amount of equity raised after June 30, 2012. In addition, the tangible net worth covenant will increase by 90 cents on the dollar for every dollar of equity capital that the Company subsequently raises. As of March 31, 2013, the minimum tangible net worth covenant has increased to \$478.5 million as a result of the October 2012 follow-on public offering of 3.1 million shares of common stock for proceeds of approximately \$33.6 million and the March 2013 follow-on public offering of 8.1 million shares of common stock for proceeds of approximately \$95.8 million. The Wells Facility provides for customary events of default, including, but not limited to, payment defaults, breach of representations or covenants, bankruptcy events and change of control. The Company was in compliance with all covenants at March 31, 2013.

### ***Union Bank Facility***

On February 10, 2010, the Company entered a \$20.0 million one-year revolving senior secured credit facility with Union Bank (the Union Bank Facility). On November 2, 2011, the Company renewed and amended the Union Bank Facility and added a new lender under the Union Bank Facility. Union Bank and RBC Capital Markets (RBC) have made commitments of \$30.0 million and \$25.0 million, respectively. The Union Bank Facility contains an accordion feature, in which the Company can increase the credit line up to an aggregate of \$150.0 million, funded by additional lenders and with the agreement of Union Bank and subject to other customary conditions. The Company expects to continue discussions with various other potential lenders to join the new facility; however, there can be no assurances that additional lenders will join the Union Bank Facility.

On March 30, 2012, the Company entered into an amendment to the Union Bank Facility which permitted the Company to issue additional senior notes relating to the offer and sale of our 2019 Notes. On September 17, 2012, the Company entered into an amendment to the Union Bank Facility. Pursuant to the terms of the amendment, the Company is permitted to increase its unsecured indebtedness by an aggregate original principal amount not to exceed \$200.0 million incurred after March 30, 2012 in one or more issuances, provided certain conditions are satisfied for each issuance.

On December 17, 2012, the Company further amended the Union Bank Facility to remove RBC from the Union Bank Facility. Following the removal of RBC, the Union Bank Facility consists solely of Union Bank's commitment of \$30.0 million. In connection with the amendment, the maximum availability under the Union Bank Facility, subject to a borrowing base, was reduced from \$55.0 million to \$30.0 million. The Union Bank Facility contains an accordion feature, in which the Company could increase the credit line by up to \$95.0 million in the aggregate, funded by commitments from additional lenders and with the agreement of Union Bank and subject to other customary conditions. There can be no assurances that additional lenders will join the Union Bank Facility.

Borrowings under the Union Bank Facility will generally bear interest at a rate per annum equal to LIBOR plus 2.25% with a floor of 4.0%. The Union Bank Facility requires the payment of a non-use fee of 0.50% annually. For the three-month period ended March 31, 2013, this non-use

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fee was approximately \$37,500. The Union Bank Facility is collateralized by debt investments in our portfolio companies, and includes an advance rate equal to 50.0% of eligible loans placed in the collateral pool. The Union Bank Facility generally requires payment of interest on a monthly basis. All outstanding principal is due upon maturity. At March 31, 2013, there were no borrowings outstanding on this facility.

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The Union Bank Facility requires various financial and operating covenants. These covenants require the Company to maintain certain financial ratios and a minimum tangible net worth in an amount, when added to outstanding subordinated indebtedness, that is in excess of \$314.0 million plus 90% of the amount of net cash proceeds received from the sale of common stock after March 31, 2011. As of March 31, 2013, the minimum tangible net worth covenant has increased to \$472.8 million as a result of the January and October 2012 follow-on public offerings of 5.0 and 3.1 million shares of common stock, respectively, for total net proceeds of approximately \$80.9 million and the March 2013 follow-on public offering of 8.1 million shares of common stock for total net proceeds of approximately \$95.6 million. The Union Bank Facility will mature on November 1, 2014, approximately three years from the date of issuance, revolving through the first 24 months with a term out provision for the remaining 12 months. Union Bank Facility also provides for customary events of default, including, but not limited to, payment defaults, breach of representations or covenants, bankruptcy events and change of control. The Company was in compliance with all covenants at March 31, 2013.

### ***Citibank Credit Facility***

The Company, through Hercules Funding Trust I, an affiliated statutory trust, had a securitized credit facility (the Citibank Credit Facility) with Citigroup Global Markets Realty Corp. which expired under normal terms. During the first quarter of 2009, the Company paid off all principal and interest owed under the Citibank Credit Facility. Citigroup has an equity participation right through a warrant participation agreement on the pool of loans and warrants collateralized under the Citibank Credit Facility. Pursuant to the warrant participation agreement, the Company granted to Citigroup a 10% participation in all warrants held as collateral. However, no additional warrants were included in collateral subsequent to the facility amendment on May 2, 2007. As a result, Citigroup is entitled to 10% of the realized gains on the warrants until the realized gains paid to Citigroup pursuant to the agreement equal \$3,750,000 (the Maximum Participation Limit). The obligations under the warrant participation agreement continue even after the Citibank Credit Facility is terminated until the Maximum Participation Limit has been reached.

During the three-months ended March 31, 2013, the Company reduced its realized gain by approximately \$207,000 for Citigroup's participation in the gain on sale of equity securities which were obtained from exercising a portfolio company warrant which was included in the collateral pool. The Company recorded a decrease on participation liability and an increase on unrealized appreciation by a net amount of approximately \$181,000 as a result of current quarter depreciation of fair value on the pool of warrants collateralized under the warrant participation agreement. The value of their participation right on unrealized gains in the related equity investments was approximately \$132,000 as of March 31, 2013 and is included in accrued liabilities. There can be no assurances that the unrealized appreciation of the warrants will not be higher or lower in future periods due to fluctuations in the value of the warrants, thereby increasing or reducing the effect on the cost of borrowing. Since inception of the agreement, the Company has paid Citigroup approximately \$1.6 million under the warrant participation agreement thereby reducing realized gains by this amount. The Company will continue to pay Citigroup under the warrant participation agreement until the Maximum Participation Limit is reached or the warrants expire. Warrants subject to the Citigroup participation agreement are set to expire between April 2013 and January 2017.

### ***Convertible Senior Notes***

In April 2011, the Company issued \$75.0 million in aggregate principal amount of its 6.00% convertible senior notes (the Convertible Senior Notes) due 2016.

The Convertible Senior Notes mature on April 15, 2016 (the Maturity Date), unless previously converted or repurchased in accordance with their terms. The Convertible Senior Notes bear interest at a rate of 6.00% per year payable semiannually in arrears on April 15 and October 15 of each year, commencing on October 15, 2011. The Convertible Senior Notes are the Company's senior unsecured obligations and rank senior in right of payment to the Company's existing and future indebtedness that is expressly subordinated in right of payment to the Convertible Senior Notes; equal in right of payment to the Company's existing and future unsecured indebtedness that is not so subordinated; effectively junior in right of payment to any of the Company's secured indebtedness (including unsecured indebtedness that the Company later secures) to the extent of the value of the assets securing such indebtedness; and structurally junior to all existing and future indebtedness (including trade payables) incurred by the Company's subsidiaries, financing vehicles or similar facilities.

Prior to the close of business on the business day immediately preceding October 15, 2015, holders may convert their Convertible Senior Notes only under certain circumstances set forth in the Indenture. On or after October 15, 2015 until the close of business on the scheduled trading day immediately preceding the Maturity Date, holders may convert their Convertible Senior Notes at any time. Upon conversion, the Company will pay or deliver, as the case may be, at its election, cash, shares of its common stock or a combination of cash and shares of its common stock. The conversion rate will initially be 84.0972 shares of common stock per \$1,000 principal amount of Convertible Senior Notes (equivalent to an initial conversion price of approximately \$11.89 per share of common stock). The conversion rate will be subject to adjustment in some events but will not be adjusted for any accrued and unpaid interest. In addition, if certain corporate events occur prior to the Maturity Date, the conversion rate will be increased for converting holders.





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The Company may not redeem the Convertible Senior Notes prior to maturity. No sinking fund is provided for the Convertible Senior Notes. In addition, if certain corporate events occur, holders of the Convertible Senior Notes may require the Company to repurchase for cash all or part of their Convertible Senior Notes at a repurchase price equal to 100% of the principal amount of the Convertible Senior Notes to be repurchased, plus accrued and unpaid interest through, but excluding, the required repurchase date.

The Convertible Senior Notes are accounted for in accordance with ASC 470-20 (previously FASB Staff Position No. APB 14- 1, Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement) ). In accounting for the Convertible Senior Notes, the Company estimated at the time of issuance that the values of the debt and the embedded conversion feature of the Convertible Senior Notes were approximately 92.8% and 7.2%, respectively. The original issue discount of 7.2% attributable to the conversion feature of the Convertible Senior Notes was recorded in capital in excess of par value in the accompanying consolidated statement of assets and liabilities. As a result, the Company records interest expense comprised of both stated interest expense as well as accretion of the original issue discount. Additionally, the issuance costs associated with the Convertible Senior Notes were allocated to the debt and equity components in proportion to the allocation of the proceeds and accounted for as debt issuance costs and equity issuance costs, respectively. At the time of issuance, the debt issuance costs and equity issuance costs were approximately \$2.9 million and \$224,000, respectively. At the time of issuance and as of March 31, 2013, the equity component, net of issuance costs, as recorded in the capital in excess of par value in the balance sheet was approximately \$5.2 million.

As of March 31, 2013 (unaudited) and December 31, 2012, the components of the carrying value of the Convertible Senior Notes were as follows:

(in thousands)	As of March 31, 2013	As of December 31, 2012
Principal amount of debt	\$ 75,000	\$ 75,000
Original issue discount, net of accretion	(3,294)	(3,564)
Carrying value of debt	\$ 71,706	\$ 71,436

For the three months ended March 31, 2013 and 2012, the components of interest expense, fees and cash paid for interest expense for the Convertible Senior Notes were as follows (unaudited):

(in thousands)	Three Months Ended March 31,	
	2013	2012
Stated interest expense	\$ 1,125	\$ 1,125
Accretion of original issue discount	271	271
Amortization of debt issuance cost	144	144
Total interest expense	\$ 1,540	\$ 1,540
Cash paid for interest expense	\$	\$

The estimated effective interest rate of the debt component of the Convertible Senior Notes, equal to the stated interest of 6.0% plus the accretion of the original issue discount, was approximately 8.2% for the three months ended March 31, 2013. As of March 31, 2013, the Company is in compliance with the terms of the indentures governing the Convertible Senior Notes.

## 2019 Notes

On March 6, 2012, the Company and the Trustee entered into an indenture (the Base Indenture ). On April 17, 2012, the Company and the Trustee entered into the First Supplemental Indenture to the Base Indenture, dated April 17, 2012, relating to the Company's issuance, offer and sale of \$43.0 million aggregate principal amount of 7.00% senior notes due 2019 (the April 2019 Notes ). The sale of the April 2019 Notes generated net proceeds, before expenses, of approximately \$41.7 million.

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On September 24, 2012, the Company and the Trustee, entered into the Second Supplemental Indenture to the Base Indenture, dated as of September 24, 2012, relating to the Company's issuance, offer and sale of \$75.0 million aggregate principal amount of 7.00% senior notes due 2019 (the September 2019 Notes). The sale of the September 2019 Notes generated net proceeds, before expenses, of approximately \$72.75 million.

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2019 Notes payable is compromised of:

(in thousands)	As of	
	March 31, 2013 (unaudited)	December 31, 2012
April 2019 Notes	\$ 84,490	\$ 84,490
September 2019 Notes	85,875	85,875
Carrying Value of Debt	\$ 170,365	\$ 170,365

*April 2019 Notes*

The April 2019 Notes will mature on April 30, 2019 and may be redeemed in whole or in part at the Company's option at any time or from time to time on or after April 30, 2015, upon not less than 30 days nor more than 60 days written notice by mail prior to the date fixed for redemption thereof, at a redemption price of 100% of the outstanding principal amount thereof plus accrued and unpaid interest payments otherwise payable for the then-current quarterly interest period accrued to but not including the date fixed for redemption. The April 2019 Notes bear interest at a rate of 7.00% per year payable quarterly on January 30, April 30, July 30 and October 30 of each year, commencing on July 30, 2012, and trade on the New York Stock Exchange under the trading symbol HTGZ.

The April 2019 Notes are the Company's direct unsecured obligations and rank: (i) *pari passu* with our other outstanding and future senior unsecured indebtedness, including without limitation, the \$75 million in aggregate principal amount of the Convertible Senior Notes; (ii) senior to any of the Company's future indebtedness that expressly provides it is subordinated to the April 2019 Notes; (iii) effectively subordinated to all the Company's existing and future secured indebtedness (including indebtedness that is initially unsecured to which the Company subsequently grants security), to the extent of the value of the assets securing such indebtedness, including without limitation, borrowings under the Company's credit facilities; (iv) structurally subordinated to all existing and future indebtedness and other obligations of any of the Company's subsidiaries, including without limitation, the indebtedness of Hercules Technology II, L.P. and Hercules Technology III, L.P. and borrowings under the Company's revolving senior secured credit facility with Wells Fargo Capital Finance.

The Base Indenture, as supplemented by the First Supplemental Indenture, contains certain covenants including covenants requiring the Company to comply with (regardless of whether it is subject to) the asset coverage requirements set forth in Section 18(a)(1)(A) as modified by Section 61(a)(1) of the 1940 Act to comply with the restrictions on dividends, distributions and purchase of capital stock set forth in Section 18(a)(1)(B) as modified by Section 61(a)(1) of the 1940 Act and to provide financial information to the holders of the April 2019 Notes and the Trustee if the Company should no longer be subject to the reporting requirements under the Securities Exchange Act of 1934. These covenants are subject to important limitations and exceptions that are described in the Indenture, as supplemented by the First Supplemental Indenture. The Indenture provides for customary events of default and further provides that the Trustee or the holders of 25% in aggregate principal amount of the outstanding April 2019 Notes in a series may declare such April 2019 Notes immediately due and payable upon the occurrence of any event of default after expiration of any applicable grace period.

The April 2019 Notes were sold pursuant to an underwriting agreement dated April 11, 2012 among the Company and Stifel, Nicolaus & Company, Incorporated, as representative of the several underwriters named in the underwriting agreement.

In July 2012, the Company re-opened our April 2019 Notes and issued an additional amount of approximately \$41.5 million in aggregate principal amount of April 2019 Notes, which includes exercise of an over-allotment option, bringing the total amount of the April 2019 Notes issued to approximately \$84.5 million in aggregate principal amount.

*September 2019 Notes*

The September 2019 Notes will mature on September 30, 2019 and may be redeemed in whole or in part at the Company's option at any time or from time to time on or after September 30, 2015, upon not less than 30 days nor more than 60 days written notice by mail prior to the date fixed for redemption thereof, at a redemption price of 100% of the outstanding principal amount thereof plus accrued and unpaid interest payments otherwise payable for the then-current quarterly interest period accrued to but not including the date fixed for redemption. The September 2019 Notes bear interest at a rate of 7.00% per year payable quarterly on March 30, June 30, September 30 and December 30 of each year, commencing on December 30, 2012, and trade on the New York Stock Exchange under the trading symbol HTGY.



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The September 2019 Notes are the Company's direct unsecured obligations and rank: (i) *pari passu* with our other outstanding and future senior unsecured indebtedness, including without limitation, the \$75 million in aggregate principal amount of the Convertible Senior Notes; (ii) senior to any of the Company's future indebtedness that expressly provides it is subordinated to the September 2019 Notes; (iii) effectively subordinated to all the Company's existing and future secured indebtedness (including indebtedness that is initially unsecured to which the Company subsequently grant security), to the extent of the value of the assets securing such indebtedness, including without limitation, borrowings under the Company's credit facilities; (iv) structurally subordinated to all existing and future indebtedness and other obligations of any of our subsidiaries, including without limitation, the indebtedness of Hercules Technology II, L.P. and Hercules Technology III, L.P. and borrowings under the Company's revolving senior secured credit facility with Wells Fargo Capital Finance.

The Base Indenture, as supplemented by the Second Supplemental Indenture, contains certain covenants including covenants requiring the Company to comply with (regardless of whether it is subject to) the asset coverage requirements set forth in Section 18(a)(1)(A) as modified by Section 61(a)(1) of the 1940 Act to comply with the restrictions on dividends, distributions and purchase of capital stock set forth in Section 18(a)(1)(B) as modified by Section 61(a)(1) of the 1940 Act and to provide financial information to the holders of the September 2019 Notes and the Trustee if the Company should no longer be subject to the reporting requirements under the Securities Exchange Act of 1934. These covenants are subject to important limitations and exceptions that are described in the Indenture, as supplemented by the Second Supplemental Indenture. The Indenture provides for customary events of default and further provides that the Trustee or the holders of 25% in aggregate principal amount of the outstanding September 2019 Notes in a series may declare such September 2019 Notes immediately due and payable upon the occurrence of any event of default after expiration of any applicable grace period.

The September 2019 Notes were sold pursuant to an underwriting agreement dated September 19, 2012 among the Company and Stifel, Nicolaus & Company, Incorporated, as representative of the several underwriters named in the underwriting agreement.

In October 2012, the underwriters exercised their over-allotment option for an additional \$10.9 million of the September 2019 Notes, bringing the total amount of the September 2019 Notes issued to approximately \$85.9 million in aggregate principal amount.

For the years ended March 31, 2013 and 2012, the components of interest expense and related fees and cash paid for interest expense and fees for the April 2019 and September 2019 Notes are as follows (unaudited):

(in thousands)	Three Months Ended March 31,	
	2013	2012
Stated interest expense	\$ 2,981	\$
Amortization of debt issuance cost	240	
<b>Total interest expense and fees</b>	<b>\$ 3,222</b>	<b>\$</b>
Cash paid for interest expense and fees	\$ 2,998	\$

As of March 31, 2013, the Company is in compliance with the terms of the indenture governing the 2019 Notes.

**Asset-Backed Notes**

On December 19, 2012, the Company completed a \$230.7 million term debt securitization in connection with which an affiliate of the Company made an offer of \$129.3 million in aggregate principal amount of fixed-rate asset-backed notes (the "Asset-Backed Notes"), which Asset-Backed Notes were rated A2(sf) by Moody's Investors Service, Inc. The Asset-Backed Notes were issued by Hercules Capital Funding Trust 2012-1 pursuant to a note purchase agreement, dated as of December 12, 2012, by and among the Company, Hercules Capital Funding Trust 2012-1 LLC, as Trust Depositor (the "Trust Depositor"), Hercules Capital Funding Trust 2012-1, as Issuer (the "Issuer"), and Guggenheim Securities, LLC, as Initial Purchaser, and are backed by a pool of senior loans made to certain of our portfolio companies and secured by certain assets of those portfolio companies and are to be serviced by the Company. Interest on the Asset-Backed Notes will be paid, to the extent of funds available, at a fixed rate of 3.32% per annum. The Asset-Backed Notes have a stated maturity of December 16, 2017.

As part of this transaction, the Company entered into a sale and contribution agreement with the Trust Depositor under which the Company has agreed to sell or have contributed to the Trust Depositor certain senior loans made to certain of our portfolio companies (the "Loans"). The Company has made customary representations, warranties and covenants in the sale and contribution agreement with respect to the Loans as of the date of their transfer to the Trust Depositor.



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In connection with the issuance and sale of the Asset-Backed Notes, the Company has made customary representations, warranties and covenants in the note purchase agreement. The Asset-Backed Notes are secured obligations of the Issuer and are non-recourse to the Company. The Issuer also entered into an indenture governing the Asset-Backed Notes, which indenture includes customary representations, warranties and covenants. The Asset-Backed Notes were sold without being registered under the Securities Act of 1933, as amended (the "Securities Act"), to qualified institutional buyers in compliance with the exemption from registration provided by Rule 144A under the Securities Act and to institutional accredited investors (as defined in Rule 501(a)(1), (2), (3) or (7) under the Securities Act) who in each case, are qualified purchasers for purposes of Section 3(c)(7) under the 1940 Act. In addition, the Trust Depositor entered into an amended and restated trust agreement, which includes customary representation, warranties and covenants.

The Loans are serviced by the Company pursuant to a sale and servicing agreement, which contains customary representations, warranties and covenants. The Company performs certain servicing and administrative functions with respect to the Loans. The Company is entitled to receive a monthly fee from the Issuer for servicing the Loans. This servicing fee is equal to the product of one-twelfth (or in the case of the first payment date, a fraction equal to the number of days from and including December 5, 2012 through and including January 15, 2013 over 360) of 2.00% and the aggregate outstanding principal balance of the Loans, excluding all defaulted Loans and all purchased Loans, as of the first day of the related collection period (the period from the 5th day of the immediately preceding calendar month through the 4th day of the calendar month in which a payment date occurs, and for the first payment date, the period from and including December 5, 2012, to the close of business on January 4, 2013).

The Company also serves as administrator to the Issuer under an administration agreement, which includes customary representations, warranties and covenants.

At March 31, 2013 (unaudited) and December 31, 2012, the Asset-Backed Notes had an outstanding balance of \$120.1 million and \$129.3 million, respectively.

Under the terms of the Asset Backed Notes, the Company is required to maintain a reserve cash balance, funded through interest and principal collections from the underlying securitized debt portfolio, which may be used to pay monthly interest and principal payments on the Asset-Backed Notes. The Company has segregated these funds and classified them as Restricted Cash. There was approximately \$810,000 of Restricted Cash as of March 31, 2013 funded through interest collections. There was no cash segregated at December 31, 2012 due to immaterial monthly interest collections for the period ended December 31, 2012.

**Table of Contents****Outstanding Borrowings**

At March 31, 2013 (unaudited) and December 31, 2012, the Company had the following borrowing capacity and outstanding borrowings:

(in thousands)	March 31, 2013		December 31, 2012	
	Total Available	Carrying Value <sup>(1)</sup>	Total Available	Carrying Value <sup>(1)</sup>
Union Bank Facility	\$ 30,000	\$	\$ 30,000	\$
Wells Facility	75,000		75,000	
Convertible Senior Notes <sup>(2)</sup>	75,000	71,707	75,000	71,436
2019 Notes	170,364	170,364	170,364	170,364
Asset-Backed Notes	\$ 120,051	120,051	129,300	129,300
SBA Debentures <sup>(3)</sup>	225,000	225,000	225,000	225,000
<b>Total</b>	<b>\$ 695,415</b>	<b>\$ 587,122</b>	<b>\$ 704,664</b>	<b>\$ 596,100</b>

(1) Except for the Convertible Senior Notes (as defined below), all carrying values are the same as the principal amount outstanding.

(2) Represents the aggregate principal amount outstanding of the Convertible Senior Notes (as defined below) less the unaccreted discount initially recorded upon issuance of the Convertible Senior Notes. The total unaccreted discount for the Convertible Senior Notes was \$3.3 million at March 31, 2013 and \$3.6 million at December 31, 2012.

(3) At March 31, 2013 and at December 31, 2012, the total available borrowings under the SBA was \$225.0 million, of which 76.0 million was available in HT II and \$149.0 million was available in HT III.

**5. Income taxes**

The Company has elected to be taxed as a RIC under Subchapter M of the Code and intends to continue to operate so as to qualify to be taxed as a RIC under Subchapter M of the Code and, as such, will not be subject to federal income tax on the portion of taxable income and gains distributed to stockholders.

To qualify as a RIC, the Company is required to meet certain income and asset diversification tests in addition to distributing at least 90% of its investment company taxable income, as defined by the Code. The amount to be paid out as a dividend is determined by the Board of Directors each quarter and is based upon the annual earnings estimated by the management of the Company. To the extent that the Company's earnings fall below the amount of dividends declared, however, a portion of the total amount of the Company's dividends for the fiscal year may be deemed a return of capital for tax purposes to the Company's stockholders.

Taxable income includes the Company's taxable interest, dividend and fee income, as well as taxable net capital gains. Taxable income generally differs from net income for financial reporting purposes due to temporary and permanent differences in the recognition of income and expenses, and generally excludes net unrealized appreciation or depreciation, as gains or losses are not included in taxable income until they are realized.

Taxable income includes non-cash income, such as changes in accrued and reinvested interest and dividends, which includes contractual payment-in-kind interest, and the amortization of discounts and fees. Cash collections of income resulting from contractual PIK interest or the amortization of discounts and fees generally occur upon the repayment of the loans or debt securities that include such items. Non-cash taxable income is reduced by non-cash expenses, such as realized losses and depreciation and amortization expense.



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During the three-months ended March 31, 2013, the Company declared a distribution of \$0.25 per share. The determination of the tax attributes of the Company's distributions is made annually as of the end of the Company's fiscal year based upon its taxable income for the full year and distributions paid for the full year. As a result, a determination made on a quarterly basis may not be representative of the actual tax attributes of the Company's distributions for a full year. If the Company had determined the tax attributes of our distributions year-to-date as of March 31, 2013, approximately 100.0% would be from ordinary income and spillover earnings from 2012. However there can be no certainty to shareholders that this determination is representative of what the tax attributes of its 2013 distributions to shareholders will actually be.

As a RIC, the Company will be subject to a 4% nondeductible federal excise tax on certain undistributed income unless the Company distributes in a timely manner an amount at least equal to the sum of (1) 98% of its ordinary income for each calendar year, (2) 98.2% of its capital gain net income for the 1-year period ending October 31 in that calendar year and (3) any income realized, but not distributed, in the preceding year (the

Excise Tax Avoidance Requirements). The Company will not be subject to excise taxes on amounts on which the Company is required to pay corporate income tax (such as retained net capital gains). Depending on the level of taxable income earned in a tax year, the Company may choose to carry over taxable income in excess of current year distributions from such taxable income into the next tax year and pay a 4% excise tax on such income, as required. The maximum amount of excess taxable income that may be carried over for distribution in the next year under the Code is the total amount of dividends paid in the following year, subject to certain declaration and payment guidelines. To the extent the Company chooses to carry over taxable income into the next tax year, dividends declared and paid by the Company in a year may differ from taxable income for that year as such dividends may include the distribution of current year taxable income, the distribution of prior year taxable income carried over into and distributed in the current year, or returns of capital.

Taxable income for the three-month period ended March 31, 2013 was approximately \$14.7 million or \$0.27 per share. Taxable net realized gains for the same period were \$1.1 million or approximately \$0.02 per share. Taxable income for the three-month period ended March 31, 2012 was approximately \$10.7 million or \$0.23 per share. Taxable net realized gains for the same period were \$3.2 million or approximately \$0.07 per share.

The Company intends to distribute approximately \$1.5 million of spillover earnings from the year ended December 31, 2012 to our shareholders in 2013.

## **6. Shareholders' Equity**

On July 25, 2012, our Board of Directors approved an extension of the stock repurchase plan under the same terms and conditions that allowed the Company to repurchase up to \$35.0 million of our common stock. The stock repurchase plan expired on February 26, 2013 and no shares were repurchased in 2013.

On March 13, 2013, the Company raised approximately \$95.8 million, before deducting offering expenses, in a public offering of 8,050,000 shares of its common stock.

The Company has issued stock options for common stock subject to future issuance, of which 2,516,880 and 2,574,749 were outstanding at March 31, 2013 and December 31, 2012, respectively.

## **7. Equity Incentive Plan**

The Company and its stockholders have authorized and adopted the 2004 Equity Incentive Plan (the "2004 Plan") for purposes of attracting and retaining the services of its executive officers and key employees. Under the 2004 Plan, the Company is authorized to issue 7,000,000 shares of common stock. On June 1, 2011, stockholders approved an amended and restated plan and provided an increase of 1,000,000 shares, authorizing the Company to issue 8,000,000 shares of common stock under the 2004 Plan.

The Company and its stockholders have authorized and adopted the 2006 Non-Employee Director Plan (the "2006 Plan" and, together with the 2004 Plan, the "Plans") for purposes of attracting and retaining the services of its Board of Directors. Under the 2006 Plan, the Company is authorized to issue 1,000,000 shares of common stock. Unless terminated earlier by the Company's Board of Directors, the 2006 Plan will terminate on July 21, 2017 and no additional awards may be made under the 2006 Plan after that date. The Company filed an exemptive relief request with the Securities and Exchange Commission ("SEC") to allow options to be issued under the 2006 Plan which was approved on October 10, 2007.

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On June 21, 2007, the stockholders approved amendments to the 2004 Plan and the 2006 Plan allowing for the grant of restricted stock. The amended Plans limit the combined maximum amount of restricted stock that may be issued under both Plans to 10% of the outstanding shares of the Company's stock on the effective date of the Plans plus 10% of the number of shares of stock issued or delivered by the Company during the terms of the Plans. The amendments further specify that no one person shall be granted awards of restricted stock relating to more than 25% of the shares available for issuance under the 2004 Plan. Further, the amount of voting securities that would result from the exercise of all of the Company's outstanding warrants, options and rights, together with any restricted stock issued pursuant to the Plans, at the time of issuance shall not exceed 25% of its outstanding voting securities, except that if the amount of voting securities that would result from such exercise of all of the Company's outstanding warrants, options and rights issued to the Company's directors, officers and employees, together with any restricted stock issued pursuant to the Plans, would exceed 15% of the Company's outstanding voting securities, then the total amount of voting securities that would result from the exercise of all outstanding warrants, options and rights, together with any restricted stock issued pursuant to the Plans, at the time of issuance shall not exceed 20% of our outstanding voting securities.

In conjunction with the amendment and in accordance with the exemptive order, on June 21, 2007 the Company made an automatic grant of shares of restricted common stock to Messrs. Badavas, Chow and Woodward, the independent members of its Board of Directors, in the amounts of 1,667, 1,667 and 3,334 shares, respectively. In May 2008, the Company issued restricted shares to Messrs. Badavas and Chow in the amount of 5,000 shares each. In June 2009, the Company issued 5,000 restricted stock shares to Mr. Woodward. The shares were issued pursuant to the 2006 Plan and vested 33% on an annual basis from the date of grant. Deferred compensation cost was recognized ratably over the three year vesting period.

The following table summarizes the common stock options activities for the three-months ended March 31, 2013 and 2012 (unaudited):

	For the Three Month Period Ended March 31, 2013		2012	
	Common Stock Options	Weighted Average Exercise Price	Common Stock Options	Weighted Average Exercise Price
Outstanding at December 31	2,574,749	\$ 12.00	4,213,604	\$ 11.40
Granted	27,000	\$ 12.16	18,000	\$ 11.01
Exercised	(80,256)	\$ 11.31	(424,667)	\$ 4.94
Cancelled / Forfeited	(4,613)	\$ 9.65	(257,174)	\$ 11.96
Outstanding at March 31	2,516,880	\$ 12.03	3,549,763	\$ 12.14

Shares Expected to Vest at March 31 408,065 \$ 12.03 484,462 \$ 12.14  
Options generally vest 33% one year after the date of grant and ratably over the succeeding 24 months. All options may be exercised for a period ending seven years after the date of grant. At March 31, 2013, options for approximately 2.1 million shares were exercisable at a weighted average exercise price of approximately \$12.31 per share with weighted average of remaining contractual term of 1.80 years.

The fair value of options granted is based upon a Black Scholes option pricing model using the assumptions in the following table for each of the three-month periods ended March 31, 2013 and 2012:

	For Three Months Ended March 31, 2013		2012
Expected Volatility	46.90%		46.70%
Expected Dividends	10%		10%
Expected term (in years)	4.5		4.5
Risk-free rate	0.65% - 0.80%		0.61% - 1.07%

The following table summarizes stock options outstanding and exercisable at March 31, 2013 (unaudited):

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(Dollars in thousands, except exercise price)

Range of exercise prices	Options outstanding				Options exercisable			
	Number of shares	Weighted average remaining contractual life	Aggregate intrinsic value	Weighted average exercise price	Number of shares	Weighted average remaining contractual life	Aggregate intrinsic value	Weighted average exercise price
\$4.21 - \$8.49	46,248	4.01	\$ 307,634	\$ 5.60	46,248	4.01	\$ 307,634	\$ 5.60
\$8.67 - \$13.40	1,806,632	3.11	1,465,249	\$ 11.46	1,398,567	2.21	771,543	\$ 11.72
\$13.87 - \$14.02	664,000	0.78		\$ 14.02	664,000	0.78		\$ 14.02
\$4.21 - \$14.02	2,516,880	2.51	\$ 1,772,883	\$ 12.03	2,108,815	1.80	\$ 1,079,177	\$ 12.31

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During the three months ended March 31, 2013 and 2012, the Company granted approximately 606,001 shares and 672,000 shares, respectively, of restricted stock pursuant to the Plans. All restricted stock grants under the 2004 Plan made prior to March 4, 2013 will continue to vest on a monthly basis following their one year anniversary over the succeeding 36 months. During 2012, the Compensation Committee adopted a policy that provided for awards with different vesting schedules for short and long-term awards. Under the 2004 Plan, restricted stock awarded subsequent to March 3, 2013 will vest subject to continued employment based on two vesting schedules: short-term awards vest one-half on the one year anniversary of the date of the grant and quarterly over the succeeding 12 months, and long-term awards vest one-fourth on the one year anniversary of the date of grant and quarterly over the succeeding 36 months.

The Company determined that the fair value of restricted stock granted under the 2006 and 2004 Plans during the three-month periods ended March 31, 2013 and 2012 was approximately \$7.7 million and \$7.3 million, respectively. During the three-month periods ended March 31, 2013 and 2012, the Company expensed approximately \$1.1 million and \$722,000 of compensation expense related to restricted stock, respectively. As of March 31, 2013, there was approximately \$14.8 million of total unrecognized compensation costs related to restricted stock. These costs are expected to be recognized over a weighted average period of 2.81 years.

The following table summarizes the activities for our unvested restricted stock for the three-months ended March 31, 2013 and 2012 (unaudited):

	For the Three Month Period Ended March 31, 2013		2012	
	Restricted Stock Units	Weighted Average Exercise Price	Restricted Stock Units	Weighted Average Exercise Price
Unvested at December 31	899,789	\$ 10.73	621,509	\$ 10.06
Granted	606,001	\$ 12.72	671,859	\$ 10.82
Vested	(201,263)	\$ 10.39	(143,627)	\$ 10.56
Forfeited	(6,076)	\$ 10.54		\$
Unvested at March 31	1,298,451	\$ 11.71	1,149,741	\$ 10.44

The SEC, through an exemptive order granted on June 22, 2010, approved amendments to the Plans which allow participants to elect to have the Company withhold shares of the Company's common stock to pay for the exercise price and applicable taxes with respect to an option exercise (net issuance exercise). The exemptive order also permits the holders of restricted stock to elect to have the Company withhold shares of Hercules stock to pay the applicable taxes due on restricted stock at the time of vesting. Each individual can make, and does not preclude the participant from electing to make, a cash payment at the time of option exercise or to pay taxes on restricted stock.

**8. Earnings Per Share**

Shares used in the computation of the Company's basic and diluted earnings per share are as follows (unaudited):

(in thousands, except per share data)	Three Months Ended March 31, 2013		2012
Numerator			
Net increase in net assets resulting from operations	\$	16,689	\$ 17,105
Less: Dividends declared-common and restricted shares		(13,382)	(11,412)
Undistributed earnings		3,307	5,693
Undistributed earnings-common shares		3,307	5,693
Add: Dividend declared-common shares		13,051	11,136
<b>Numerator for basic and diluted change in net assets per common share</b>	<b>\$</b>	<b>16,358</b>	<b>\$ 16,829</b>

Denominator

<b>Basic weighted average common shares outstanding</b>	53,682	47,018
Common shares issuable (including adjustment for dilutive effect of Convertible Senior Notes)	141	192
<b>Weighted average common shares outstanding assuming dilution</b>	53,823	47,210
<b>Change in net assets per common share</b>		
Basic	\$ 0.30	\$ 0.36
Diluted	\$ 0.30	\$ 0.36

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The Convertible Senior Notes may be surrendered for conversion during the five business day period after any five consecutive trading day period (the measurement period) in which the trading price per \$1,000 principal amount of notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of our common stock and the conversion rate on each such trading day. For the purpose of calculating diluted earnings per share for the three-month period ended March 31, 2013, the underlying shares for the intrinsic value of the embedded options in the Convertible Senior Notes were included in this calculation because the trading price (\$11.89) was less than the conversion price in effect for such period for the Convertible Senior Notes.

The calculation of change in net assets resulting from operations per common share assuming dilution, excludes all anti-dilutive shares. For the three-months ended March 31, 2013 and 2012, the number of anti-dilutive shares, as calculated based on the weighted average closing price of the Company's common stock for the periods, was approximately 2,630,003 and 2,616,129 shares, respectively.

**9. Financial Highlights**

Following is a schedule of financial highlights for the three-months ended March 31, 2013 and 2012:

**HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****FINANCIAL HIGHLIGHTS**

(unaudited)

(dollars in thousands, except per share amounts)

	<b>Three Months Ended March 31,</b>	
	<b>2013</b>	<b>2012</b>
<b>Per share data:</b>		
Net asset value at beginning of period	\$ 9.75	\$ 9.83
Net investment income <sup>(1)</sup>	0.28	0.24
Net realized gain (loss) on investments	0.03	0.06
Net unrealized appreciation (depreciation) on investments	(0.01)	0.06
Total from investment operations	0.30	0.36
Net increase/(decrease) in net assets from capital share transactions	0.18	(0.21)
Distributions	(0.25)	(0.24)
Stock-based compensation expense included in investment income <sup>(2)</sup>	0.02	0.02
Net asset value at end of period	\$ 10.00	\$ 9.76
<b>Ratios and supplemental data:</b>		
Per share market value at end of period	\$ 12.25	\$ 11.08
Total return <sup>(3)</sup>	14.59%	19.89%
Shares outstanding at end of period	61,554	49,721
Weighted average number of common shares outstanding	53,682	47,018
Net assets at end of period	\$ 615,608	\$ 485,447
Ratio of operating expense to average net assets	12.23%	9.41%
Ratio of net investment income before provision for income tax expense and investment gains and losses to average net assets	11.54%	9.73%
Average debt outstanding	\$ 593,940	\$ 292,832
Weighted average debt per common share	\$ 11.06	\$ 6.23

(1) Net investment income per share is calculated as net investment income divided by the weighted average shares outstanding.

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- (2) Stock option expense is a non-cash expense that has no effect on net asset value. Pursuant to ASC 718, net investment loss includes the expense associated with the granting of stock options which is offset by a corresponding increase in paid-in capital.
- (3) The total return for the three-month periods ended March 31, 2013 and 2012 equals the change in the ending market value over the beginning of period price per share plus dividends paid per share during the period, divided by the beginning price.

**Table of Contents****10. Commitments and Contingencies**

The Company's commitments and contingencies consist primarily of unused commitments to extend credit, in the form of loans to the Company's portfolio companies. The balance of unfunded commitments to extend credit at March 31, 2013 totaled approximately \$137.1 million. Approximately \$83.6 million of these unfunded origination activity commitments as of March 31, 2013 are dependent upon the portfolio company reaching certain milestones before the debt commitment becomes available. Since a portion of these commitments may expire without being drawn, unfunded commitments do not necessarily represent future cash requirements. In addition, the Company had approximately \$93.0 million of non-binding term sheets outstanding at March 31, 2013. Non-binding outstanding term sheets are subject to completion of the Company's due diligence and final approval process, as well as the negotiation of definitive documentation with the prospective portfolio companies. Not all non-binding term sheets are expected to close and do not necessarily represent future cash requirements.

Certain premises are leased under agreements which expire at various dates through March 2020. Total rent expense amounted to approximately \$329,000 and \$285,000 during the three-month periods ended March 31, 2013 and 2012, respectively.

Future commitments under the credit facility and operating leases were as follows at March 31, 2013:

	Total	Payments due by period (in thousands)			
		Less than 1 year	1 - 3 years	3 - 5 years	After 5 years
<b>Contractual Obligations<sup>(1)(2)</sup></b>					
Borrowings <sup>(3)(4)</sup>	\$ 587,123	\$	\$ 120,051	\$ 71,707	\$ 395,365
Operating Lease Obligations <sup>(5)</sup>	8,555	1,334	2,901	3,063	1,257
<b>Total</b>	<b>\$ 595,678</b>	<b>\$ 1,334</b>	<b>\$ 122,952</b>	<b>\$ 74,770</b>	<b>\$ 396,622</b>

(1) Excludes commitments to extend credit to our portfolio companies.

(2) The Company also has a warrant participation agreement with Citigroup. See Note 4.

(3) Includes \$225.0 million in borrowings under the SBA debentures, \$170.4 million of the 2019 Notes, \$120.1 million in aggregate principal amount of the Asset-Backed Notes and \$71.7 million of the Convertible Senior Notes.

(4) Except for the Convertible Senior Notes, all carrying values are the same as the principal amount outstanding. The aggregate principal amount outstanding of the Convertible Senior Notes less the unaccreted discount initially recorded upon issuance of the Convertible Senior Notes was \$3.3 million at March 31, 2013.

(5) Long-term facility leases.

The Company may, from time to time, be involved in litigation arising out of its operations in the normal course of business or otherwise. Furthermore, third parties may try to seek to impose liability on the Company in connection with the activities of its portfolio companies. While the outcome of any current legal proceedings cannot at this time be predicted with certainty, the Company does not expect any current matters will materially affect the Company's financial condition or results of operations; however, there can be no assurance whether any pending legal proceedings will have a material adverse effect on the Company's financial condition or results of operations in any future reporting period.

**11. Subsequent Events***Dividend Declaration*

On April 29, 2013 the Board of Directors increased the quarterly dividend by \$0.02, or approximately 8.0%, and declared a cash dividend of \$0.27 per share to be paid on May 21, 2013 to shareholders of record as of May 14, 2013. This dividend will represent the Company's thirty-first consecutive dividend declaration since its initial public offering, bringing the total cumulative dividend declared to date to \$8.16 per share.



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### *Company Developments*

In April 2013, Kroll Bond Rating Agency ( KBRA ) assigned the Company an investment grade corporate rating of BBB+. In addition, the Company's two outstanding bond issuances of 7.00% Senior Notes due 2019, which trade on the NYSE under the symbols HTGZ and HTGY, were assigned a rating of BBB+.

### *Portfolio Company Developments*

In April 2013, Japanese company Ajinomoto Co., Inc. (TYO: 2802) completed its acquisition of the Company's portfolio company Althea Technologies.

In April 2013, Omthera Pharmaceuticals, Inc., ( OMTB ) completed its initial public offering of 8,000,000 shares of its common stock at \$8.00 per share.

In April 2013, Portola Pharmaceuticals, Inc. filed a registration statement on Form S-1 with the U.S. Securities and Exchange Commission relating to a proposed initial public offering of its common stock. The number of shares to be offered and the price range for the offering have not yet been determined.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### ***Forward-Looking Statements***

The matters discussed in this report, as well as in future oral and written statements by management of Hercules Technology Growth Capital, that are forward-looking statements are based on current management expectations that involve substantial risks and uncertainties which could cause actual results to differ materially from the results expressed in, or implied by, these forward-looking statements. Forward-looking statements relate to future events or our future financial performance. We generally identify forward-looking statements by terminology such as may, will, should, expects, plans, anticipates, could, intends, target, projects, contemplates, believes, estimates, pre the negative of these terms or other similar words. Important assumptions include our ability to originate new investments, achieve certain margins and levels of profitability, the availability of additional capital, and the ability to maintain certain debt to asset ratios. In light of these and other uncertainties, the inclusion of a projection or forward-looking statement in this report should not be regarded as a representation by us that our plans or objectives will be achieved. The forward-looking statements contained in this report include statements as to:

our future operating results;

our business prospects and the prospects of our prospective portfolio companies;

the impact of investments that we expect to make;

the impact of a protracted decline in the liquidity of credit markets on our business;

our informal relationships with third parties including in the venture capital industry;

the expected market for venture capital investments and our addressable market;

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the dependence of our future success on the general economy and its impact on the industries in which we invest;

our ability to access debt markets and equity markets;

the ability of our portfolio companies to achieve their objectives;

our expected financings and investments;

our regulatory structure and tax status;

our ability to operate as a BDC, a SBIC and a RIC;

the adequacy of our cash resources and working capital;

the timing of cash flows, if any, from the operations of our portfolio companies;

the timing, form and amount of any dividend distributions;

the impact of fluctuations in interest rates on our business;

the valuation of any investments in portfolio companies, particularly those having no liquid trading market; and

our ability to recover unrealized losses.

For a discussion of factors that could cause our actual results to differ from forward-looking statements contained in this report, please see the discussion under Item 1A "Risk Factors" of Part II of this quarterly report on Form 10-Q as well as Item 1A "Risk Factors" of our annual report on Form 10-K. You should not place undue reliance on these forward-looking statements. The forward-looking statements made in this report relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statement to reflect events or circumstances occurring after the date of this report.

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The following discussion should be read in conjunction with our consolidated financial statements and related notes and other financial information appearing elsewhere in this report. In addition to historical information, the following discussion and other parts of this report contain forward-looking information that involves risks and uncertainties. Our actual results could differ materially from those anticipated by such forward-looking information due to the factors discussed under Item 1A Risk Factors of Part II of this quarterly report on Form 10-Q, Item 1A Risk Factors of our annual report on Form 10-K, and Forward-Looking Statements of this Item 2.

### ***Overview***

We are a specialty finance company focused on providing senior secured loans to venture capital-backed companies in technology-related markets, including technology, biotechnology, life science, and clean-technology industries at all stages of development. We source our investments through our principal office located in Silicon Valley, as well as through our additional offices in Boston, MA, New York, NY, Chicago, IL, Boulder, CO and McLean, VA.

Our goal is to be the leading structured debt financing provider of choice for venture capital-backed companies in technology-related markets requiring sophisticated and customized financing solutions. Our strategy is to evaluate and invest in a broad range of technology-related markets including technology, biotechnology, life science, and clean-technology industries and to offer a full suite of growth capital products up and down the capital structure. We invest primarily in structured debt with warrants and, to a lesser extent, in senior debt and equity investments. We invest primarily in private companies and to a lesser extent public companies. We use the term structured debt with warrants to refer to any debt investment, such as a senior or subordinated secured loan, that is coupled with an equity component, including warrants, options or rights to purchase common or preferred stock. Our structured debt with warrants investments will typically be secured by some or all of the assets of the portfolio company.

Our investment objective is to maximize our portfolio total return by generating current income from our debt investments and capital appreciation from our equity-related investments. Our primary business objectives are to increase our net income, net operating income and net asset value by investing in structured debt with warrants and equity of venture capital-backed companies in technology-related markets with attractive current yields and the potential for equity appreciation and realized gains. Our structured debt investments typically include warrants or other equity interests, giving us the potential to realize equity-like returns on a portion of our investments. Our equity ownership in our portfolio companies may represent a controlling interest. In some cases, we receive the right to make additional equity investments in our portfolio companies in connection with future equity financing rounds. Capital that we provide directly to venture capital-backed companies in technology-related markets is generally used for growth and general working capital purposes as well as in select cases for acquisitions or recapitalizations.

We also make investments in qualifying small businesses through two wholly-owned SBICs, HT II and HT III. HT II and HT III hold approximately \$152.7 million and \$257.5 million in assets, respectively, and accounted for approximately 9.8% and 16.5% of our total assets prior to consolidation at March 31, 2013. We have issued \$225.0 million in SBA-guaranteed debentures in our SBIC subsidiaries, which is the maximum amount allowed for a group of SBICs under common control.

We are an internally managed, non-diversified closed-end investment company that has elected to be regulated as a business development company under the 1940 Act. As a business development company, we are required to comply with certain regulatory requirements. For instance, we generally have to invest at least 70% of our total assets in qualifying assets, including securities of private U.S. companies, cash, cash equivalents, and high-quality debt investments that mature in one year or less.

From incorporation through December 31, 2005, we were taxed as a corporation under Subchapter C of the Internal Revenue Code, or the Code. As of January 1, 2006, we have elected to be treated for federal income tax purposes as a regulated investment company, or a RIC, under Subchapter M of the Code. Pursuant to this election, we generally will not have to pay corporate-level taxes on any income that we distribute to our stockholders. However, such an election and qualification to be treated as a RIC requires that we comply with certain requirements contained in Subchapter M of the Code. For example, a RIC must meet certain requirements, including source-of income, asset diversification and income distribution requirements. The income source requirement mandates that we receive 90% or more of our income from qualified earnings, typically referred to as good income.

Our portfolio is comprised of, and we anticipate that our portfolio will continue to be comprised of, investments primarily in technology-related companies at various stages of their development. Consistent with regulatory requirements, we invest primarily in United States based companies and to a lesser extent in foreign companies.

We regularly engage in discussions with third parties with respect to various potential transactions. We may acquire an investment or a portfolio of investments or an entire company or sell a portion of our portfolio on an opportunistic basis. We or our subsidiaries may also agree to manage

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certain other funds that invest in debt, equity or provide other financing or services to companies in a variety of industries for which we may earn management or other fees for our services. We may also invest in the equity of these funds, along with other third parties, from which we would seek to earn a return and/or future incentive allocations. Some of these transactions could be material to our business. Consummation of any such transaction will be subject to completion of due diligence, finalization of key business and financial terms (including price) and negotiation of final definitive documentation as well as a number of other factors and conditions including, without limitation, the approval of our board of directors and required regulatory or third party consents and, in certain cases, the approval of our stockholders. Accordingly, there can be no assurance that any such transaction would be consummated. Any of these transactions or funds may require significant management resources either during the transaction phase or on an ongoing basis depending on the terms of the transaction.

**Table of Contents****Portfolio and Investment Activity**

The total value of our investment portfolio was \$968.0 million at March 31, 2013 as compared to \$906.3 million at December 31, 2012.

The fair value of the loan portfolio at March 31, 2013 was approximately \$881.0 million, compared to a fair value of approximately \$827.5 million at December 31, 2012. The fair value of the equity portfolio at March 31, 2013 was approximately \$53.7 million, compared to a fair value of approximately \$49.2 million at December 31, 2012. The fair value of the warrant portfolio at March 31, 2013 was approximately \$33.3 million, compared to a fair value of approximately \$29.5 million at December 31, 2012.

**Portfolio Activity**

Our investments in portfolio companies take a variety of forms, including unfunded contractual commitments and funded investments. From time to time, unfunded contractual commitments are dependent upon a portfolio company reaching certain milestones before the debt commitment is available to the portfolio company. These commitments will be subject to the same underwriting and ongoing portfolio maintenance as the on-balance sheet financial instruments that we hold. Debt commitments generally fund over the two succeeding quarters from close. Not all debt investments represent our future cash requirements. Similarly, unfunded contractual commitments may expire without being drawn and do not represent our future cash requirements.

Prior to entering into a contractual commitment, we generally issue a non-binding term sheet to a prospective portfolio company. Non-binding terms sheets are subject to completion of our due diligence and final approval process, as well as the negotiation of definitive documentation with the prospective portfolio companies. Not all non-binding term sheets are expected to close and do not necessarily represent our future cash requirements.

Our portfolio activity for the three-month periods ended March 31, 2013 (unaudited) and December 31, 2012 was comprised of the following:

(in millions)	March 31, 2013	December 31, 2012
<b>Debt Commitments <sup>(1)</sup></b>		
New portfolio company	\$ 162.5	\$ 362.3
Existing portfolio company	58.5	274.3
<b>Total</b>	<b>\$ 221.0</b>	<b>\$ 636.6</b>
<b>Funded Debt Investments</b>		
New portfolio company	\$ 46.3	\$ 267.9
Existing portfolio company	90.0	191.4
<b>Total</b>	<b>\$ 136.3</b>	<b>\$ 459.3</b>
<b>Funded Equity Investments</b>		
New portfolio company	\$	\$ 6.0
Existing portfolio company	2.0	3.7
<b>Total</b>	<b>\$ 2.0</b>	<b>\$ 9.7</b>
<b>Unfunded Contractual Commitments <sup>(2)</sup></b>		
<b>Total</b>	<b>\$ 137.1</b>	<b>\$ 61.9</b>
<b>Non-Binding Term Sheets</b>		
New portfolio company	\$ 89.0	\$ 70.0
Existing portfolio company	4.0	
<b>Total</b>	<b>\$ 93.0</b>	<b>\$ 70.0</b>

(1) Includes restructured loans and renewals.

(2) Includes unfunded contractual commitments in 28 new and existing portfolio companies. Approximately \$83.6 million of these unfunded origination activity commitments as of March 31, 2013 are dependent upon the portfolio company reaching certain milestones before the debt commitment becomes available.

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We receive payments in our loan portfolio based on scheduled amortization of the outstanding balances. In addition, we receive repayments of some of our loans prior to their scheduled maturity date. The frequency or volume of these repayments may fluctuate significantly from period to period. During the three-month period ended March 31, 2013, we received approximately \$76.0 million in principal repayments, including approximately \$35.0 million of principal repayments related to a renewal of an existing debt investment, \$9.1 million of early principal repayments and approximately \$31.9 million in scheduled principal payments.

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Total portfolio investment activity (inclusive of unearned income) for the three-month period ended March 31, 2013 (unaudited) and for the year ended December 31, 2012 was as follows:

(in millions)	March 31, 2013	December 31, 2012
Beginning Portfolio	\$ 906.3	\$ 652.9
New Fundings	138.3	469.9
Warrants not related to current period fundings	0.7	(0.2)
Principal payments received on investments	(76.0)	(120.7)
Early payoffs		(125.1)
Restructure payoffs	(9.7)	(48.5)
Restructure fundings	9.7	85.0
Accretion of loan discounts and paid-in-kind principal	5.6	21.3
New loan fees	(2.2)	(12.8)
Conversion of Other Assets		9.6
Debt Converted to Equity		0.6
Proceeds from sale of investments	(1.4)	(7.2)
Net realized (loss) gain on investments	(1.6)	(14.1)
Net change in unrealized appreciation (depreciation)	(1.7)	(4.4)
Ending Portfolio	\$ 968.0	\$ 906.3

The following table shows the fair value of our portfolio of investments by asset class as of March 31, 2013 (unaudited) and December 31, 2012.

(in thousands)	March 31, 2013		December 31, 2012	
	Investments at Fair Value	Percentage of Total Portfolio	Investments at Fair Value	Percentage of Total Portfolio
Senior secured debt with warrants	\$ 700,498	72.4%	\$ 652,041	72.0%
Senior secured debt	213,762	22.1%	205,049	22.6%
Preferred stock	39,504	4.1%	33,885	3.7%
Common Stock	14,220	1.4%	15,325	1.7%
	\$ 967,984	100.0%	\$ 906,300	100.0%

A summary of our investment portfolio at value by geographic location is as follows:

(in thousands)	March 31, 2013		December 31, 2012	
	Investments at Fair Value	Percentage of Total Portfolio	Investments at Fair Value	Percentage of Total Portfolio
United States	\$ 963,809	99.6%	\$ 901,041	99.4%
England	4,175	0.4%	5,259	0.6%
	\$ 967,984	100.0%	\$ 906,300	100.0%

As of March 31, 2013, we held warrants or equity positions in five companies which have filed registration statements on Form S-1 with the SEC in contemplation of potential initial public offerings, ADMA Biologics, Inc., iWatt, Inc., Omthera Pharmaceuticals, Inc., Paratek Pharmaceuticals, Inc. and one company filed a Form S-1 Registration confidentially under the JOBS Act. There can be no assurance that these companies will complete their initial public offerings in a timely manner or at all.

## Changes in Portfolio

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We generate revenue in the form of interest income, primarily from our investments in debt securities, and commitment and facility fees. Fees generated in connection with our debt investments are recognized over the life of the loan or, in some cases, recognized as earned. In addition, we generate revenue in the form of capital gains, if any, on warrants or other equity-related securities that we acquire from our portfolio companies. Our investments generally range from \$1.0 million to \$25.0 million. Our debt investments have a term of between two and seven years and typically bear interest at a rate ranging from Prime to approximately 14.0% as of March 31, 2013. In addition to the cash yields received on our loans, in some instances, our loans may also include any of the following: end-of-term payments, exit fees, balloon payment fees, commitment fees, success fees, PIK provisions or prepayment fees which may be required to be included in income prior to receipt. Loan origination and commitment fees received in full at the inception of a loan are deferred and amortized into fee income as an enhancement to the related loan's yield over the contractual life of the loan. We recognize nonrecurring fees amortized over the remaining term of the loan commencing in the quarter relating to specific loan modifications. Loan exit fees to be paid at the termination of the loan are accreted into interest income over the contractual life of the loan. We had approximately \$2.6 million and \$2.0 million of unamortized fees at March 31, 2013 and December 31, 2012, respectively, and approximately \$8.6 million and \$6.8 million in exit fees receivable at March 31, 2013 and December 31, 2012, respectively.



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We have loans in our portfolio that contain a PIK provision. The PIK interest, computed at the contractual rate specified in each loan agreement, is added to the principal balance of the loan and recorded as interest income. To maintain our status as a RIC, this non-cash source of income must be paid out to stockholders in the form of dividends even though we have not yet collected the cash. Amounts necessary to pay these dividends may come from available cash or the liquidation of certain investments. We recorded approximately \$779,000 and \$298,000 in PIK income in the three-month periods ended March 31, 2013 and 2012.

In some cases, we may collateralize our investments by obtaining a first priority security interest in a portfolio company's assets, which may include their intellectual property. In other cases, we may obtain a negative pledge covering a company's intellectual property.

At March 31, 2013, approximately 63.9% of our portfolio company loans were secured by a first priority security in all of the assets of the portfolio company, 34.6% of the loans were to portfolio companies that were prohibited from pledging or encumbering their intellectual property and 1.5% of portfolio company loans had an equipment only lien.

Interest on debt securities is generally payable monthly, with amortization of principal typically occurring over the term of the security for emerging-growth, expansion-stage and established-stage companies. In addition, certain loans may include an interest-only period ranging from three to eighteen months for emerging-growth and expansion-stage companies and longer for established-stage companies. In limited instances in which we choose to defer amortization of the loan for a period of time from the date of the initial investment, the principal amount of the debt securities and any accrued but unpaid interest become due at the maturity date.

The effective yield on our debt investments during the three-month periods ended March 31, 2013 and 2012 was 14.3% and 14.6%. Excluding the effect of fee accelerations that occurred from early payoffs and one-time events, the adjusted effective yield for the three-month period ended March 31, 2013 was 13.8%. The adjusted effective yield for the three-month period ended December 31, 2012 was 13.6%. The effective yield is derived by dividing total investment income by the weighted average earning investment portfolio assets outstanding during the quarter which exclude non-interest earning assets such as warrants and equity investments. The overall weighted average yield to maturity of our loan investments was approximately 13.01% at March 31, 2013, a slight increase compared to 12.91% at December 31, 2012. The weighted average yield to maturity is computed using the interest rates in effect at the inception of each of the loans, and includes amortization of the loan facility fees, commitment fees and market premiums or discounts over the expected life of the debt investments, weighted by their respective costs when averaged and based on the assumption that all contractual loan commitments have been fully funded and held to maturity.

### ***Portfolio Composition***

Our portfolio companies are primarily privately held companies and, to a lesser extent, public companies which are active in the drug discovery and development, internet consumer and business services, clean technology, software, drug delivery, medical device and equipment, media/content/info, communications and networking, information services, healthcare services, diagnostic, specialty pharmaceuticals, biotechnology tools, surgical devices, consumer and business products, semiconductors, electronics and computer hardware and therapeutic industry sectors. These sectors are characterized by high margins, high growth rates, consolidation and product and market extension opportunities. Value is often vested in intangible assets and intellectual property.

As of March 31, 2013, approximately 59.4% of the fair value of our portfolio was composed of investments in four industries: 20.3% was composed of investments in the drug discovery and development industry, 14.7% was composed of investments in the internet consumer and business services industry, 14.1% was composed of investments in the clean technology industry and 10.3% was composed of investments in the medical device and equipment industry.

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The following table shows the fair value of our portfolio by industry sector at March 31, 2013 (unaudited) and December 31, 2012:

(in thousands)	March 31, 2013		December 31, 2012	
	Investments at Fair Value	Percentage of Total Portfolio	Investments at Fair Value	Percentage of Total Portfolio
Drug Discovery & Development	\$ 196,506	20.3%	\$ 188,479	20.8%
Internet Consumer & Business Services	142,362	14.7%	136,149	15.0%
Clean Tech	137,054	14.1%	126,600	14.0%
Medical Device & Equipment	99,896	10.3%	54,575	6.0%
Software	75,383	7.8%	70,838	7.8%
Drug Delivery	65,660	6.8%	74,218	8.2%
Information Services	52,342	5.4%	53,523	5.9%
Media/Content/Info	52,215	5.4%	51,534	5.7%
Healthcare Services, Other	31,416	3.2%	36,481	4.0%
Communications & Networking	30,681	3.2%	37,560	4.1%
Electronics & Computer Hardware	23,569	2.4%	12,715	1.4%
Diagnostic	15,196	1.6%	16,307	1.8%
Specialty Pharma	14,289	1.5%	12,473	1.4%
Surgical Devices	11,527	1.2%	11,358	1.3%
Consumer & Business Products	10,430	1.1%	13,723	1.5%
Biotechnology Tools	6,596	0.7%	6,845	0.8%
Semiconductors	2,862	0.3%	2,922	0.3%
	\$ 967,984	100.0%	\$ 906,300	100.0%

Industry and sector concentrations vary as new loans are recorded and loans pay off. Loan revenue, consisting of interest, fees, and recognition of gains on equity interests, can fluctuate dramatically when a loan is paid off or a related warrant or equity interest is sold. Revenue recognition in any given year can be highly concentrated among several portfolio companies.

For the three-months ended March 31, 2013 and the year ended December 31 2012, our ten largest portfolio companies represented approximately 33.1% and 35.2% of the total fair value of our investments in portfolio companies, respectively. At March 31, 2013 and December 31, 2012, we had four and eight investments, respectively, that represented 5% or more of our net assets. At March 31, 2013, we had five equity investments representing approximately 60.0% of the total fair value of our equity investments, and each represented 5% or more of the total fair value of our equity investments. At December 31, 2012, we had six equity investments which represented approximately 70.9% of the total fair value of our equity investments, and each represented 5% or more of the total fair value of such investments.

As of March 31, 2013, over 98.5% of our debt investments were in a senior secured first lien position, and more than 98.8% of the debt investment portfolio was priced at floating interest rates or floating interest rates with a Prime or LIBOR based interest rate floor. As a result, we believe we are well positioned to benefit should market rates increase. Our investments in senior secured debt with warrants have equity enhancement features, typically in the form of warrants or other equity-related securities designed to provide us with an opportunity for capital appreciation. Our warrant coverage generally ranges from 3% to 20% of the principal amount invested in a portfolio company, with a strike price equal to the most recent equity financing round. As of March 31, 2013, we held warrants in 117 portfolio companies, with a fair value of approximately \$33.3 million. The fair value of the warrant portfolio has increased by approximately 12.9% as compared to the fair value of \$29.5 million at December 31, 2012. These warrant holdings would require us to invest approximately \$72.7 million to exercise such warrants. Warrants may appreciate or depreciate in value depending largely upon the underlying portfolio company's performance and overall market conditions. Of the warrants which have monetized since inception, we have realized warrant gain multiples in the range of approximately 1.04x to 10.20x based on the historical rate of return on our investments. However, these warrants may not appreciate in value and, in fact, may decline in value. Accordingly, we may not be able to realize gains from our warrant interests.

As required by the 1940 Act, we classify our investments by level of control. Control investments are defined in the 1940 Act as investments in those companies that we are deemed to control. Generally, under the 1940 Act, we are deemed to control a company in which we have invested if we own 25% or more of the voting securities of such company or have greater than 50% representation on its board. Affiliate investments are investments in those companies that are affiliated companies of ours, as defined in the 1940 Act, which are not control investments. We are deemed to be an affiliate of a company in which we have invested if we own 5% or more but less than 25% of the voting securities of such

company. Non-control/non-affiliate investments are investments that are neither control investments nor affiliate investments.

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The following table summarizes our realized and unrealized gain and loss and changes in our unrealized appreciation and depreciation on control and affiliate investments for the three-month periods ended March 31, 2013 and 2012 (unaudited):

(in thousands)		March 31, 2013			
Portfolio Company	Type	Fair Value at March 31, 2013	Investment Income	Unrealized (Depreciation)/Appreciation	Reversal of Unrealized (Depreciation)/Appreciation/Realized Gain/(Loss)
Gelesis, Inc.	Non-Controlled Affiliate	1,888		222	
Optiscan BioMedical, Corp.	Non-Controlled Affiliate	12,308	610	212	
<b>Total</b>		<b>\$ 14,196</b>	<b>\$ 610</b>	<b>\$ 434</b>	<b>\$</b>

(in thousands)		March 31, 2012			
Portfolio Company	Type	Fair Value at March 31, 2012	Investment Income	Unrealized (Depreciation)/Appreciation	Reversal of Unrealized (Depreciation)/Appreciation/Realized Gain/(Loss)
MaxVision Holding, LLC.	Control	\$ 675	\$ 13	\$ 26	\$
E-Band Communications, Corp.	Non-Controlled Affiliate	1,094	6	1,076	
<b>Total</b>		<b>\$ 1,769</b>	<b>\$ 19</b>	<b>\$ 1,102</b>	<b>\$</b>

At March 31, 2013, we did not hold any Control Investments. The Company's investment in MaxVision Holding, L.L.C., a company that was a Control Investment as of March 31, 2012, was liquidated during the year ended December 31, 2012. On July 31, 2012, we received payment of \$2.0 million for its total debt investments in Maxvision Holding, L.L.C. Approximately \$8.7 million of realized losses and \$10.5 million of net change in unrealized appreciation was recognized on this control debt and equity investment during the year ended December 31, 2012.

During the year ended December 31, 2012, Gelesis, Inc. and Optiscan BioMedical, Corp. became non-controlled affiliates because we own 5% or more but less than 25% of the voting securities of the company.

We have one additional non-controlled affiliate investment, E-band Communications, Corp, that has a fair value of zero at March 31, 2013, and no investment income, unrealized depreciation, realized depreciation or realized loss for the three-month period ended March 31, 2013.

## Portfolio Grading

We use an investment grading system, which grades each debt investment on a scale of 1 to 5, to characterize and monitor our expected level of risk on the debt investments in our portfolio with 1 being the highest quality. The following table shows the distribution of our outstanding debt investments on the 1 to 5 investment grading scale at fair value as of March 31, 2013 (unaudited) and December 31, 2012, respectively:

(in thousands)	March 31, 2013			December 31, 2012		
	Number of Companies	Investments at Fair Value	Percentage of Total Portfolio	Number of Companies	Investments at Fair Value	Percentage of Total Portfolio
<b>Investment Grading</b>						
1	16	\$ 154,766	17.6%	9	\$ 134,166	16.2%
2	50	580,767	65.9%	52	542,885	65.6%
3	19	134,650	15.3%	16	127,560	15.4%
4	3	5,278	0.6%	5	22,929	2.8%

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5	3	5.550	0.6%	1
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	\$	881,011	100.0%	\$	827,540	100.0%
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As of March 31, 2013, our investments had a weighted average investment grading of 2.03 as compared to 2.06 at December 31, 2012. Our policy is to lower the grading on our portfolio companies as they approach the point in time when they will require additional equity capital. Additionally, we may downgrade our portfolio companies if they are not meeting our financing criteria and their respective business plans. Various companies in our portfolio will require additional funding in the near term or have not met their business plans and have therefore been downgraded until their funding is complete or their operations improve.

At March 31, 2013, we had two loans on non-accrual, one with a fair value of approximately \$5.6 million and the other with no fair market value compared to one loan on non-accrual at December 31, 2012 with no fair market value.

**Table of Contents*****Results of Operations******Comparison of the three-month period ended March 31, 2013 and 2012******Investment Income***

Total investment income for the three-month period ended March 31, 2013 was approximately \$31.0 million compared to \$22.4 million in the first quarter of 2012.

Interest income for the three-month periods ended March 31, 2013 and 2012, totaled approximately \$29.0 million compared to \$20.3 million, respectively. The increase in interest income is attributable to an increase of loan interest income of approximately \$7.0 million, back-end interest income of approximately \$846,000, PIK interest income of approximately \$481,000 and default interest income of approximately \$461,000 for the three-month period ended March 31, 2013. The increase in interest income is attributable to growth in the overall loan portfolio.

Income from commitment, facility and loan related fees for the three-month periods ended March 31, 2013 and 2012, totaled approximately \$2.0 million compared to \$2.1 million, respectively. The decrease in fee income is attributable to fewer accelerations of fee income in the three-month period ended March 31, 2013.

The following table shows the PIK-related activity for the three-months ended March 31, 2013 and 2012, at cost (unaudited):

(in thousands)	Three months ended March 31, 2013	
	2013	2012
Beginning PIK loan balance	\$ 3,309	\$ 2,041
PIK interest capitalized during the period	697	280
Payments received from PIK loans	(142)	
<b>Ending PIK loan balance</b>	<b>\$ 3,864</b>	<b>\$ 2,321</b>

The increase in payments received from PIK loans and PIK interest capitalized during the three-months ended March 31, 2013 is due to the addition of seven PIK loans and the payoff of one PIK loan during the period ended March 31, 2013.

In certain investment transactions, we may provide advisory services. For services that are separately identifiable and external evidence exists to substantiate fair value, income is recognized as earned, which is generally when the investment transaction closes. We had no income from advisory services in the three-month periods ended March 31, 2013 and 2012, respectively.

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### ***Operating Expenses***

Operating expenses, which are comprised of interest and fees on borrowings, general and administrative and employee compensation, totaled approximately \$15.9 million and \$11.0 million during the three month periods ended March 31, 2013 and 2012, respectively.

Interest and fees on borrowings totaled approximately \$8.7 million and \$5.0 million during the three month periods ended March 31, 2013 and 2012, respectively. The increase is primarily attributed to interest and fee expenses of \$3.2 million related to the 2019 Notes issued in April 2012 and September 2012 and \$1.3 million related to the Asset-Backed Notes issued in December 2012. These expenses were partially offset by a decrease in interest and fees of approximately \$710,000 associated with our SBA debentures due to the pay down in August 2012 of \$12.0 million priced at 6.43%, including annual fees, and \$12.75 million priced at 6.38%, including annual fees. Additional borrowings in November 2012 of SBA debentures priced on March 27, 2013 at 3.16%, including annual fees.

We had a weighted average cost of debt comprised of interest and fees of approximately 5.9% at March 31, 2013, as compared to 6.8% during March 31, 2012. The decrease was primarily driven by the Asset-Backed Notes issued in December 2012, which account for approximately 20.8% of our outstanding debt and accrue interest at 3.32%. As of March 31, 2013 the weighted average debt outstanding was approximately \$593.9 million.

General and administrative expenses include legal fees, consulting fees, accounting fees, printer fees, insurance premiums, rent, workout and various other expenses. Expenses increased to \$2.2 million from \$1.8 million for the three month periods ended March 31, 2013 and 2012, respectively. These increases were primarily due to increases of approximately \$127,000, \$112,000 and \$67,000 related to office, transportation and outside consulting services as a result of increased headcount partially offset by a decrease of approximately \$70,000 for accounting expenses in the three-month period ended March 31, 2013.

Employee compensation and benefits totaled approximately \$3.8 million and \$3.4 million during the three-month periods ended March 31, 2013 and 2012, respectively. The increase was primarily attributable to additional headcount to 61 employees at March 31, 2013 from 52 employees at March 31, 2012. Stock-based compensation totaled approximately \$1.2 million and \$826,000 during the three-month periods ended March 31, 2013 and 2012, respectively. These increases were due primarily to the expense on restricted stock grants of approximately 606,001 shares issued in the first quarter of 2013. See Financial Condition, Liquidity, and Capital Resources for disclosure of additional expenses.

### ***Net Investment Income Before Income Tax Expense and Investment Gains and Losses***

Net investment income before income tax expense for the three-month period ended March 31, 2013 totaled approximately \$15.0 million as compared to \$11.4 million in the three-month period ended March 31, 2012. The changes are made up of the items described above under Investment Income and Operating Expenses .

### ***Net Investment Realized Gains and Losses and Unrealized Appreciation and Depreciation***

Realized gains or losses are measured by the difference between the net proceeds from the repayment or sale and the cost basis of the investment without regard to unrealized appreciation or depreciation previously recognized, and includes investments charged off during the period, net of recoveries. Net change in unrealized appreciation or depreciation primarily reflects the change in portfolio investment values during the reporting period, including the reversal of previously recorded unrealized appreciation or depreciation when gains or losses are realized.

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A summary of realized gains and losses for the three-month periods ended March 31, 2013 and 2012 is as follows:

(in thousands)	March 31,	
	2013	2012
Realized gains	\$ 3,613	\$ 3,690
Realized losses	(1,622)	(813)
Net realized gains (losses)	\$ 1,991	\$ 2,877

During the three-month period ended March 31, 2013, we recognized net realized gains of approximately \$2.0 million on the portfolio. During the three-month period ended March 31, 2013, we recorded gross realized gains of approximately \$3.6 million from the sale of investments in three portfolio companies. These gains were partially offset by the liquidation of our investments in five portfolio companies of approximately \$1.6 million in gross realized losses.

During the three-month period ended March 31, 2012, we recognized net realized gains of approximately \$2.9 million on the portfolio. We recorded approximately \$2.2 million and \$1.3 million of realized gains from the sale of equity in BARRX Medical, Inc. and Aegerion Pharmaceuticals, Inc., respectively. These gains were partially offset by realized losses of approximately \$459,000 from the sale of our common stock in two public portfolio companies and due to the liquidation of our warrants in one private portfolio company that had a cost basis of approximately \$355,000.

The net unrealized appreciation and depreciation of our investments is based on fair value of each investment determined in good faith by our Board of Directors. The following table itemizes the change in net unrealized appreciation/depreciation of investments for the three-month periods ended March 31, 2013 and 2012:

(in thousands)	March 31,	
	2013	2012
Gross unrealized appreciation on portfolio investments	\$ 13,224	\$ 19,330
Gross unrealized depreciation on portfolio investments	(14,059)	(12,502)
Reversal of prior period net unrealized appreciation upon a realization event	(2,461)	(4,508)
Reversal of prior period net unrealized depreciation upon a realization event	1,613	429
Citigroup Warrant Participation	181	104
Net unrealized appreciation (depreciation) on portfolio investments	\$ (1,502)	\$ 2,853

During the three-months ended March 31, 2013, we recorded approximately \$1.5 million of net unrealized depreciation from our debt, equity and warrant investments. Approximately \$1.9 million is attributed to net unrealized appreciation on equity, of which approximately \$93,000 is due to the reversal of prior period net unrealized appreciation upon being realized as a gain and \$268,000 is due to the reversal of prior period net unrealized depreciation upon being realized as a loss. Approximately \$3.8 million is attributed to net unrealized appreciation on our warrant investments, of which approximately \$1.9 million is due to the reversal of prior period net unrealized appreciation upon being realized as a gain and \$1.3 million is due to the reversal of prior period net unrealized depreciation upon being realized as a loss. We recorded approximately \$7.2 million of net unrealized depreciation on our debt investments.

During the three-month period ended March 31, 2013, net unrealized investment appreciation recognized by us was increased by approximately \$181,000 as a result of current quarter depreciation of fair value on the pool of warrants collateralized under the warrant participation agreement.

During the three-month period ended March 31, 2012, we recorded approximately \$1.5 million of net unrealized depreciation on our debt investments and approximately \$2.7 million and \$1.5 million of net unrealized appreciation on our equity and warrant investments, respectively.



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The following table itemizes the change in net unrealized appreciation/(depreciation) in the investment portfolio by category for the three-month periods ended March 31, 2013 and 2012.

(unaudited, in millions)	Three Months Ended March 31, 2013			
	Loans	Equity	Warrants	Total
Collateral based impairments	\$ (5.7)	\$	\$	\$ (5.7)
Reversals due to Loan Payoffs & Warrant/Equity sales		0.2	(1.0)	(0.8)
Fair Value Market/Yield Adjustments*				
Level 1 & 2 Assets		0.1	0.2	0.3
Level 3 Assets	(1.5)	1.6	4.4	4.5
Total Fair Value Market/Yield Adjustments	(1.5)	1.7	4.6	4.8
Total Unrealized Appreciation/(Depreciation)	\$ (7.2)	\$ 1.9	\$ 3.6	\$ (1.7)

(unaudited, in millions)	Three Months Ended March 31, 2012			
	Loans	Equity	Warrants	Total
Reversals of Prior Period Collateral based impairments	\$ 1.3	\$	\$	\$ 1.3
Reversals due to Loan Payoffs & Warrant/Equity sales		(2.9)	(1.2)	(4.1)
Fair Value Market/Yield Adjustments*				
Level 1 & 2 Assets		(0.3)	1.1	0.8
Level 3 Assets	(2.8)	5.9	1.6	4.7
Total Fair Value Market/Yield Adjustments	(2.8)	5.6	2.7	5.5
Total Unrealized Appreciation/(Depreciation)	\$ (1.5)	\$ 2.7	\$ 1.5	\$ 2.7

\* Level 1 assets are generally equities listed in active markets and level 2 assets are generally warrants held in a public company. Observable market prices are typically the primary input in valuing level 1 and 2 assets. Level 3 asset valuations require inputs that are both significant and unobservable. Generally, level 3 assets are debt investments and warrants and equities held in a private company. See Note 2 to the financial statements discussing ASC 820.

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### ***Income and Excise Taxes***

We account for income taxes in accordance with the provisions of ASC 740, Income Taxes, which requires that deferred income taxes be determined based upon the estimated future tax effects of differences between the financial statement and tax basis of assets and liabilities given the provisions of the enacted tax law. Valuation allowances are used to reduce deferred tax assets to the amount likely to be realized. We intend to distribute approximately \$1.5 million of spillover earnings from the year ended December 31, 2012 to our shareholders in 2013.

### ***Net Increase in Net Assets Resulting from Operations and Change in Net Assets per Share***

For the three-month periods ended March 31, 2013 and 2012, the net increase in net assets resulting from operations totaled approximately \$16.7 million and \$17.1 million, respectively. These changes are made up of the items previously described.

Basic and fully diluted net change in net assets per common share was \$0.30 and \$0.36 for the three-month periods ended March 31, 2013 and 2012, respectively.

### ***Financial Condition, Liquidity, and Capital Resources***

Our liquidity and capital resources are derived from our Wells Facility, Union Bank Facility (together the Credit Facilities), SBA debentures, Convertible Senior Notes, 2019 Notes, Asset-Backed Notes 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 payments of fees and other operating expenses we incur. We have used, and expect to continue to use, our borrowings and the proceeds from the rotation of our portfolio and from public and private offerings of securities to finance our investment objectives. We may raise additional equity or debt capital through both registered offerings off a shelf registration and private offerings of securities, by securitizing a portion of our investments or borrowing, including from the SBA through our SBIC subsidiaries.

At March 31, 2013, we had \$75.0 million of Convertible Senior Notes payable, \$170.4 million of 2019 Notes, \$120.1 million of Asset-Backed Notes and \$225.0 million of SBA debentures payable. We had no borrowings outstanding under either the Wells Facility or the Union Bank Facility.

At March 31, 2013, we had \$311.9 million in available liquidity, including \$206.9 million in cash and cash equivalents. At March 31, 2013, we had available borrowing capacity of approximately \$75.0 million under the Wells Facility and \$30.0 million under the Union Bank Facility, subject to existing terms and advance rates and regulatory requirements. We primarily invest cash on hand in interest bearing deposit accounts.

At March 31, 2013, we had approximately \$810,000 of restricted cash. Our restricted cash consists of collections of interest and principal payments on assets that are securitized. In accordance with the terms of the related securitized Asset-Backed Notes, based on current characteristics of the securitized loan portfolios, the restricted funds may be used to pay monthly interest and principal on the securitized debt and are not distributed to us or available for our general operations. During the three months ended March 31, 2013, we principally funded our operations from (i) cash receipts from interest, dividend and fee income from our investment portfolio and (ii) cash proceeds from the realization of portfolio investments through the repayments of loan investments and the sale of loan and equity investments.

During the three-months ended March 31, 2013, our operating activities used \$47.7 million of cash and cash equivalents, compared to \$17.7 million used during the three-months ended March 31, 2012. The \$30.0 million increase in cash used in operating activities resulted primarily from additional purchases of investments of approximately \$74.1 million partially offset by an increase in principal payments received on investments of approximately \$40.0 million. During the three months ended March 31, 2013, our investing activities used \$864,000 of cash, compared to \$12,000 during three months ended March 31, 2012. This \$852,000 increase in cash used by investing activities was primarily due to an increase in cash collections of interest and principal payments, classified as restricted cash, on assets that are securitized. During the three-months ended March 31, 2013, our financing activities provided \$72.5 million of cash, compared to \$1.7 million during the three-months ended March 31, 2012. This \$70.9 million increase in cash provided by financing activities was primarily due to an increase in proceeds from issuance of common stock of \$47.4 million and a decrease in repayments of credit facilities of \$25.6 million.

As of March 31, 2013, net assets totaled \$615.6 million, with a net asset value per share of \$10.00. We intend to generate additional cash primarily from cash flows from operations, including income earned from investments in our portfolio companies and, to a lesser extent, from the temporary investment of cash in other high-quality debt investments that mature in one year or less as well as from future borrowings as required to meet our lending activities. Our primary use of funds will be investments in portfolio companies and cash distributions to holders of our common stock.



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Additionally, we expect to raise additional capital to support our future growth through future equity and debt offerings, and/or future borrowings, to the extent permitted by the 1940 Act. To the extent we determine to raise additional equity through an offering of our common stock at a price below net asset value, existing investors will experience dilution. During our 2012 Annual Shareholder Meeting held on May 30, 2012, our stockholders authorized us, with the approval of our Board of Directors, to sell up to 20% of our outstanding common stock at a net price below our then current net asset value per share and to offer and issue debt with warrants or debt convertible into shares of our common stock at an exercise or conversion price that will not be less than the fair market value per share but may be below the then current net asset value per share. There can be no assurance that these capital resources will be available. We are seeking stockholder approval of this proposal again at our 2013 Annual Meeting of Shareholders.

On July 25, 2012, our Board of Directors approved an extension of the stock repurchase plan under the same terms and conditions that allowed us to repurchase up to \$35.0 million of our common stock. The stock repurchase plan expired on February 26, 2013 and no shares were repurchased in 2013.

As required by the 1940 Act, our asset coverage must be at least 200% after each issuance of senior securities. Recent legislation introduced in the U.S. House of Representatives, if passed, would modify this section of the 1940 Act and increase the amount of debt that business development companies may incur by modifying the percentage from 200% to 150%. As of March 31, 2013 our asset coverage ratio under our regulatory requirements as a business development company was 329.1%, excluding our SBA debentures as a result of our exemptive order from the SEC which allows us to exclude all SBA leverage from our asset coverage ratio. Total leverage when including our SBA debentures was 203.7% at March 31, 2013. As a result of the SEC exemptive order, our ratio of total assets on a consolidated basis to outstanding indebtedness may be less than 200%, which while providing increased investment flexibility, also may increase our exposure to risks associated with leverage.

**Outstanding Borrowings**

At March 31, 2013 (unaudited) and December 31, 2012, we had the following borrowing capacity and outstanding amounts:

(in thousands)	March 31, 2013		December 31, 2012	
	Total Available	Carrying Value <sup>(1)</sup>	Total Available	Carrying Value <sup>(1)</sup>
Union Bank Facility	\$ 30,000	\$	\$ 30,000	\$
Wells Facility	75,000		75,000	
Convertible Senior Notes <sup>(2)</sup>	75,000	71,707	75,000	71,436
2019 Notes	170,364	170,364	170,364	170,364
Asset-Backed Notes	120,051	120,051	129,300	129,300
SBA Debentures <sup>(3)</sup>	225,000	225,000	225,000	225,000
<b>Total</b>	<b>\$ 695,415</b>	<b>\$ 587,122</b>	<b>\$ 704,664</b>	<b>\$ 596,100</b>

(1) Except for the Convertible Senior Notes, all carrying values are the same as the principal amount outstanding.

(2) Represents the aggregate principal amount outstanding of the Convertible Senior Notes less the unaccreted discount initially recorded upon issuance of the Convertible Senior Notes. The total unaccreted discount for the Convertible Senior Notes was \$3.3 million at March 31, 2013 and \$3.6 million at December 31, 2012.

(3) At March 31, 2013 and at December 31, 2012, the total available borrowings under the SBA was \$225.0 million, of which \$76.0 million was available in HT II and \$149.0 million was available in HT III.

Our net asset value may decline as a result of economic conditions in the United States. Our continued compliance with the covenants under our Credit Facilities, Convertible Senior Notes, 2019 Notes Payable, Asset-Backed Notes and SBA debentures depend on many factors, some of which are beyond our control. Material net asset devaluation could have a material adverse effect on our operations and could require us to reduce our borrowings in order to comply with certain covenants, including the ratio of total assets to total indebtedness. We believe that our current cash and cash equivalents, cash generated from operations, and funds available from our Credit Facilities will be sufficient to meet our working capital and capital expenditure commitments for at least the next 12 months.

Debt financing costs are fees and other direct incremental costs we incur in obtaining debt financing and are recognized as prepaid expenses and amortized into the consolidated statement of operations as loan fees over the term of the related debt instrument. Prepaid financing costs, net of

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accumulated amortization, as of March 31, 2013 (unaudited) and December 31, 2012 were as follows:

<b>(in thousands)</b>	<b>March 31, 2013</b>	<b>December 31, 2012</b>
Wells Facility	\$ 789	\$ 867
SBA Debenture	5,668	5,877
Convertible Senior Notes	1,756	1,900
Asset-Backed Notes	3,809	4,074
2019 Notes	6,046	6,287
	\$ 18,068	\$ 19,005

**Table of Contents****Commitments**

In the normal course of business, we are party to financial instruments with off-balance sheet risk. These consist primarily of unfunded commitments to extend credit, in the form of loans, to our portfolio companies. Unfunded commitments to provide funds to portfolio companies are not reflected on our balance sheet. Our unfunded commitments may be significant from time to time. As of March 31, 2013, we had unfunded commitments of approximately \$137.1 million. Approximately \$83.6 million of these unfunded debt commitments are dependent upon the portfolio company reaching certain milestones before the debt commitment becomes available. These commitments will be subject to the same underwriting and ongoing portfolio maintenance as are the on-balance sheet financial instruments that we hold. Since these commitments may expire without being drawn upon, the total commitment amount does not necessarily represent future cash requirements. Closed commitments generally fund 70-80% of the committed amount in aggregate over the life of the commitment. We intend to use cash flow from normal and early principal repayments, and proceeds from borrowings and notes to fund these commitments. However, there can be no assurance that we will have sufficient capital available to fund these commitments as they come due.

In addition, we had approximately \$93.0 million of non-binding term sheets outstanding to seven new and existing companies, which generally convert to contractual commitments within approximately 45 to 60 days of signing. Non-binding outstanding term sheets are subject to completion of our due diligence and final approval process, as well as the negotiation of definitive documentation with the prospective portfolio companies. Not all non-binding term sheets are expected to close and do not necessarily represent future cash requirements.

**Contractual Obligations**

The following table shows our contractual obligations as of March 31, 2013 (unaudited):

	Total	Payments due by period (in thousands)			
		Less than 1 year	1 - 3 years	3 - 5 years	After 5 years
<b>Contractual Obligations<sup>(1)(2)</sup></b>					
Borrowings <sup>(3)(4)</sup>	\$ 587,123	\$	\$ 120,051	\$ 71,707	\$ 395,365
Operating Lease Obligations <sup>(5)</sup>	8,555	1,334	2,901	3,063	1,257
<b>Total</b>	<b>\$ 595,678</b>	<b>\$ 1,334</b>	<b>\$ 122,952</b>	<b>\$ 74,770</b>	<b>\$ 396,622</b>

(1) Excludes commitments to extend credit to our portfolio companies.

(2) We also have a warrant participation agreement with Citigroup. See Note 4.

(3) Includes \$225.0 million in borrowings under the SBA debentures, \$170.4 million of the 2019 Notes, \$120.1 million in aggregate principal amount of the Asset-Backed Notes and \$71.7 million of the Convertible Senior Notes.

(4) Except for the Convertible Senior Notes, all carrying values are the same as the principal amount outstanding. The aggregate principal amount outstanding of the Convertible Senior Notes less the unaccreted discount initially recorded upon issuance of the Convertible Senior Notes was \$3.3 million at March 31, 2013.

(5) Long-term facility leases.

Certain premises are leased under agreements which expire at various dates through March 2020. Total rent expense amounted to approximately \$329,000 and \$285,000 during the three-month periods ended March 31, 2013 and 2012, respectively.

We and our executives and directors are covered by Directors and Officers Insurance, with the directors and officers being indemnified by us to the maximum extent permitted by Maryland law subject to the restrictions in the 1940 Act.

**Borrowings****Long-term SBA Debentures**

On September 27, 2006, HT II received a license to operate as a SBIC under the SBIC program and is able to borrow funds from the SBA against eligible investments and regulatory capital. Under the Small Business Investment Company Act and current SBA policy applicable to SBICs, a SBIC can have outstanding at any time SBA guaranteed debentures up to twice the amount of its regulatory capital. HT II has a total of

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\$76.0 million of SBA guaranteed debentures outstanding as of March 31, 2013 and has paid the SBA commitment fees of approximately \$1.5 million. As of March 31, 2013, we held investments in HT II in 49 companies with a fair value of approximately \$128.3 million, accounting for approximately 13.3% of our total portfolio at March 31, 2013.

On May 26, 2010, HT III received a license to operate as a SBIC under the SBIC program and is able to borrow funds from the SBA against eligible investments and additional contributions to regulatory capital. With our net investment of \$74.5 million in HT III as of March 31, 2013, HT III has the capacity to issue a total of \$149.0 million of SBA guaranteed debentures, subject to SBA approval, of which \$149.0 million was outstanding as of March 31, 2013. As of March 31, 2013, HT III has paid commitment fees of approximately \$1.5 million. As of March 31, 2013, we held investments in HT III in 37 companies with a fair value of approximately \$222.9 million accounting for approximately 23.0% of our total portfolio at March 31, 2013.

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SBICs are designed to stimulate the flow of private equity capital to eligible small businesses. Under present SBA regulations, eligible small businesses include businesses that have a tangible net worth not exceeding \$18.0 million and have average annual fully taxed net income not exceeding \$6.0 million for the two most recent fiscal years. In addition, SBICs must devote 25.0% of its investment activity to smaller concerns as defined by the SBA. A smaller concern is one that has a tangible net worth not exceeding \$6.0 million and has average annual fully taxed net income not exceeding \$2.0 million for the two most recent fiscal years. SBA regulations also provide alternative size standard criteria to determine eligibility, which depend on the industry in which the business is engaged and are based on such factors as the number of employees and gross sales. According to SBA regulations, SBICs may make long-term loans to small businesses, invest in the equity securities of such businesses and provide them with consulting and advisory services. Through its wholly-owned subsidiaries HT II and HT III, we plan to provide long-term loans to qualifying small businesses, and in connection therewith, make equity investments.

HT II and HT III are periodically examined and audited by the SBA's staff to determine their compliance with SBA regulations. If HT II or HT III fails to comply with applicable SBA regulations, the SBA could, depending on the severity of the violation, limit or prohibit HT II's or HT III's use of debentures, declare outstanding debentures immediately due and payable, and/or limit HT II or HT III from making new investments. In addition, HT II or HT III may also be limited in their ability to make distributions to us if they do not have sufficient capital in accordance with SBA regulations. Such actions by the SBA would, in turn, negatively affect us because HT II and HT III are our wholly owned subsidiaries. HT II and HT III were in compliance with the terms of the SBIC's leverage as of March 31, 2013 as a result of having sufficient capital as defined under the SBA regulations.

The rates of borrowings under various draws from the SBA beginning in April 2007 are set semiannually in March and September and range from 2.25% to 5.73%. Interest payments on SBA debentures are payable semiannually. There are no principal payments required on these issues prior to maturity and no prepayment penalties. Debentures under the SBA generally mature ten years after being borrowed. Based on the initial draw down date of April 2007, the initial maturity of SBA debentures will occur in April 2017. In addition, the SBA charges a fee that is set annually, depending on the Federal fiscal year the leverage commitment was delegated by the SBA, regardless of the date that the leverage was drawn by the SBIC. The annual fees related to HT II debentures that pooled on September 22, 2010 were 0.406% and 0.285%, depending upon the year in which the underlying commitment was closed. The annual fees related to HT III debentures that pooled on March 27, 2013 were 0.804%. The annual fees on other debentures have been set at 0.906%. The average amount of debentures outstanding for the three-months ended March 31, 2013 for HT II was approximately \$76.0 million with an average interest rate of approximately 5.30%. The average amount of debentures outstanding for the three-months ended March 31, 2013 for HT III was approximately \$149.0 million with an average interest rate of approximately 3.26%.

In January 2011, we repaid \$25.0 million of SBA debentures under HT II, priced at approximately 6.63%, including annual fees. In April 2011, the SBA approved a \$25.0 million dollar commitment for HT III. In February 2012, we repaid \$24.25 million of SBA debentures under HT II, priced at 6.63%, including annual fees. In June 2012, the SBA approved a \$24.25 million dollar commitment for HT III. In August 2012, we repaid \$24.75 million of SBA debentures under HT II, \$12.0 million priced at 6.43%, including annual fees and \$12.75 million priced at 6.38%, including annual fees.

As of March 31, 2013, the maximum statutory limit on the dollar amount of outstanding SBA guaranteed debentures issued by a single SBIC is \$150.0 million, subject to periodic adjustments by the SBA, and a maximum amount of \$225.0 million for funds under common control, subject to periodic adjustments by the SBA. In the aggregate, at March 31, 2013 there was \$225.0 million principal amount of indebtedness outstanding incurred by our SBIC subsidiaries, bringing us to the maximum statutory limit on the dollar amount of SBA guaranteed debentures under the SBIC program.

We reported the following SBA debentures outstanding as of March 31, 2013 (unaudited) and December 31, 2012:

(in thousands)

Issuance/Pooling Date	Maturity Date	Interest Rate <sup>(1)</sup>	March 31, 2013	December 31, 2012
<b>SBA Debentures:</b>				
March 26, 2008	March 1, 2018	6.38%	\$ 34,800	\$ 34,800
March 25, 2009	March 1, 2019	5.53%	18,400	18,400
September 23, 2009	September 1, 2019	4.64%	3,400	3,400
September 22, 2010	September 1, 2020	3.62%	6,500	6,500
September 22, 2010	September 1, 2020	3.50%	22,900	22,900
March 29, 2011	March 1, 2021	4.37%	28,750	28,750



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September 21, 2011	September 1, 2021	3.16%	25,000	25,000
March 21, 2012	March 1, 2022	3.05%	11,250	11,250
March 21, 2012	March 1, 2022	3.28%	25,000	25,000
September 19, 2012	September 1, 2022	3.05%	24,250	24,250
March 27, 2013	March 1, 2023	3.16%	24,750	24,750
<b>Total SBA Debentures</b>			<b>\$ 225,000</b>	<b>\$ 225,000</b>

(1) Interest rate includes annual charge

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### ***Wells Facility***

In August 2008, we entered into a \$50.0 million two-year revolving senior secured credit facility with Wells Fargo Capital Finance (the "Wells Facility"). On June 20, 2011, we renewed the Wells Facility. Under this three-year senior secured facility, Wells Fargo Capital Finance has made commitments of \$75.0 million. The facility contains an accordion feature, in which we can increase the credit line up to an aggregate of \$300.0 million, funded by additional lenders and with the agreement of Wells Fargo Capital Finance and subject to other customary conditions. We expect to continue discussions with various other potential lenders to join the new facility; however, there can be no assurances that additional lenders will join the Wells Facility.

On August 1, 2012, we entered into an amendment to the Wells Facility. The amendment reduces the interest rate floor by 75 basis points to 4.25% and extends the maturity date by one year to August 2015. Additionally, an amortization period of 12 months was added to pay down the principal balance as of the maturity date, and the unused line fee was reduced.

Borrowings under the Wells Facility will generally bear interest at a rate per annum equal to LIBOR plus 3.50%, with a floor of 4.25% and an advance rate of 50% against eligible loans. The Wells Facility is secured by loans in the borrowing base. The Wells Facility requires payment of a non-use fee on a scale of 0.0% to 0.50% of the average monthly outstanding balance. The monthly payment of a non-use fee thereafter shall depend on the average balance that was outstanding on a scale between 0.0% and 0.50%. For the three-month period ended March 31, 2013, this non-use fee was approximately \$94,000. On June 20, 2011 we paid an additional \$1.1 million in structuring fees in connection with the Wells Facility which is being amortized through the end of the term. At March 31, 2013, there were no borrowings outstanding on this facility.

The Wells Facility includes various financial and operating covenants applicable to us and our subsidiaries, in addition to those applicable to Hercules Funding II, LLC. These covenants require us to maintain certain financial ratios and a minimum tangible net worth in an amount, when added to outstanding subordinated indebtedness, that is in excess of \$362.0 million plus 90% of the cumulative amount of equity raised after June 30, 2012. In addition, the tangible net worth covenant will increase by 90 cents on the dollar for every dollar of equity capital that we subsequently raise. As of March 31, 2013, the minimum tangible net worth covenant has increased to \$478.5 million as a result of the October 2012 follow-on public offering of 3.1 million shares of common stock for proceeds of approximately \$33.6 million and the March 2013 follow-on public offering of 8.1 million shares of common stock for proceeds of approximately \$95.8 million. The Wells Facility provides for customary events of default, including, but not limited to, payment defaults, breach of representations or covenants, bankruptcy events and change of control. We were in compliance with all covenants at March 31, 2013.

### ***Union Bank Facility***

On February 10, 2010, we entered a \$20.0 million one-year revolving senior secured credit facility with Union Bank (the "Union Bank Facility"). On November 2, 2011, we renewed and amended the Union Bank Facility and added a new lender under the Union Bank Facility. Union Bank and RBC Capital Markets ("RBC") have made commitments of \$30.0 million and \$25.0 million, respectively. The Union Bank Facility contains an accordion feature, in which we can increase the credit line up to an aggregate of \$150.0 million, funded by additional lenders and with the agreement of Union Bank and subject to other customary conditions. We expect to continue discussions with various other potential lenders to join the new facility; however, there can be no assurances that additional lenders will join the Union Bank Facility.

On March 30, 2012 we entered into an amendment to the Union Bank Facility which permitted us to issue additional senior notes relating to the offer and sale of our 2019 Notes. On September 17, 2012, we entered into an amendment to the Union Bank Facility. Pursuant to the terms of the amendment, we are permitted to increase our unsecured indebtedness by an aggregate original principal amount not to exceed \$200.0 million incurred after March 30, 2012 in one or more issuances, provided certain conditions are satisfied for each issuance.

On December 17, 2012, we further amended the Union Bank Facility to remove RBC from the Union Bank Facility. Following the removal of RBC, the Union Bank Facility consists solely of Union Bank's commitment of \$30.0 million. In connection with the amendment, the maximum availability under the Union Bank Facility, subject to a borrowing base, was reduced from \$55.0 million to \$30.0 million. The Union Bank Facility contains an accordion feature, in which we could increase the credit line by up to \$95.0 million in the aggregate, funded by commitments from additional lenders and with the agreement of Union Bank and subject to other customary conditions. There can be no assurances that additional lenders will join the Union Bank Facility.

Borrowings under the Union Bank Facility will generally bear interest at a rate per annum equal to LIBOR plus 2.25% with a floor of 4.0%. The Union Bank Facility requires the payment of a non-use fee of 0.50% annually. For the three-month period ended March 31, 2013, this nonuse fee was approximately \$37,500. The Union Bank Facility is collateralized by debt investments in our portfolio companies, and includes an advance rate equal to 50.0% of eligible loans placed in the collateral pool. The Union Bank Facility generally requires payment of interest on a monthly basis. All outstanding principal is due upon maturity. At March 31, 2013 there were no borrowings outstanding on this facility.



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The Union Bank Facility requires various financial and operating covenants. These covenants require us to maintain certain financial ratios and a minimum tangible net worth in an amount, when added to outstanding subordinated indebtedness, that is in excess of \$314.0 million plus 90% of the amount of net cash proceeds received from the sale of common stock after March 31, 2011. As of March 31, 2013, the minimum tangible net worth covenant has increased to \$472.8 million as a result of the January and October 2012 follow-on public offerings of 5.0 and 3.1 million shares of common stock, respectively, for total net proceeds of approximately \$80.9 million and the March 2013 follow-on public offering of 8.1 million shares of common stock for total net proceeds of approximately \$95.6 million. The Union Bank Facility will mature on November 1, 2014, approximately three years from the date of issuance, revolving through the first 24 months with a term out provision for the remaining 12 months. Union Bank Facility also provides for customary events of default, including, but not limited to, payment defaults, breach of representations or covenants, bankruptcy events and change of control. We were in compliance with all covenants at March 31, 2013.

### ***Citibank Credit Facility***

We, through Hercules Funding Trust I, an affiliated statutory trust, had a securitized credit facility (the *Citibank Credit Facility*) with Citigroup Global Markets Realty Corp. which expired under normal terms. During the first quarter of 2009, we paid off all principal and interest owed under the Citibank Credit Facility. Citigroup has an equity participation right through a warrant participation agreement on the pool of loans and warrants collateralized under the Citibank Credit Facility. Pursuant to the warrant participation agreement, we granted to Citigroup a 10% participation in all warrants held as collateral. However, no additional warrants were included in collateral subsequent to the facility amendment on May 2, 2007. As a result, Citigroup is entitled to 10% of the realized gains on the warrants until the realized gains paid to Citigroup pursuant to the agreement equal \$3,750,000 (the *Maximum Participation Limit*). The obligations under the warrant participation agreement continue even after the Citibank Credit Facility is terminated until the Maximum Participation Limit has been reached.

During the three-months ended March 31, 2013, we reduced our realized gain by approximately \$207,000 for Citigroup's participation in the gain on sale of equity securities which were obtained from exercising a portfolio company warrant which was included in the collateral pool. We recorded a decrease on participation liability and an increase on unrealized appreciation by a net amount of approximately \$181,000 as a result of current quarter depreciation of fair value on the pool of warrants collateralized under the warrant participation agreement. The value of their participation right on unrealized gains in the related equity investments was approximately \$132,000 as of March 31, 2013 and is included in accrued liabilities. There can be no assurances that the unrealized appreciation of the warrants will not be higher or lower in future periods due to fluctuations in the value of the warrants, thereby increasing or reducing the effect on the cost of borrowing. Since inception of the agreement, we have paid Citigroup approximately \$1.6 million under the warrant participation agreement thereby reducing our realized gains by this amount. We will continue to pay Citigroup under the warrant participation agreement until the Maximum Participation Limit is reached or the warrants expire. Warrants subject to the Citigroup participation agreement are set to expire between April 2013 and January 2017.

### ***Convertible Senior Notes***

In April 2011, we issued \$75.0 million in aggregate principal amount of 6.00% convertible senior notes (the *Convertible Senior Notes*) due 2016. As of March 31, 2013, the carrying value of the Convertible Senior Notes, comprised of the aggregate principal amount outstanding less the unaccreted discount initially recorded upon issuance of the Convertible Senior Notes, is approximately \$71.7 million.

The Convertible Senior Notes mature on April 15, 2016 (the *Maturity Date*), unless previously converted or repurchased in accordance with their terms. The Convertible Senior Notes bear interest at a rate of 6.00% per year payable semiannually in arrears on April 15 and October 15 of each year, commencing on October 15, 2011. The Convertible Senior Notes are our senior unsecured obligations and rank senior in right of payment to our existing and future indebtedness that is expressly subordinated in right of payment to the Convertible Senior Notes; equal in right of payment to our existing and future unsecured indebtedness that is not so subordinated; effectively junior in right of payment to any of our secured indebtedness (including unsecured indebtedness that we later secure) to the extent of the value of the assets securing such indebtedness; and structurally junior to all existing and future indebtedness (including trade payables) incurred by our subsidiaries, financing vehicles or similar facilities.

Prior to the close of business on the business day immediately preceding October 15, 2015, holders may convert their Convertible Senior Notes only under certain circumstances set forth in the Indenture. On or after October 15, 2015 until the close of business on the scheduled trading day immediately preceding the Maturity Date, holders may convert their Convertible Senior Notes at any time. Upon conversion, we will pay or deliver, as the case may be, at our election, cash, shares of our common stock or a combination of cash and shares of our common stock. The conversion rate will initially be 84.0972 shares of common stock per \$1,000 principal amount of Convertible Senior Notes (equivalent to an initial conversion price of approximately \$11.89 per share of common stock). The conversion rate will be subject to adjustment in some events but will not be adjusted for any accrued and unpaid interest. In addition, if certain corporate events occur prior to the Maturity Date, the conversion rate will be increased for converting holders.



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We may not redeem the Convertible Senior Notes prior to maturity. No sinking fund is provided for the Convertible Senior Notes. In addition, if certain corporate events occur, holders of the Convertible Senior Notes may require us to repurchase for cash all or part of their Convertible Senior Notes at a repurchase price equal to 100% of the principal amount of the Convertible Senior Notes to be repurchased, plus accrued and unpaid interest through, but excluding, the required repurchase date.

In accounting for the Convertible Senior Notes, we estimated that the values of the debt and the embedded conversion feature of the Convertible Senior Notes were approximately 92.8% and 7.2%, respectively. The original issue discount of 7.2% attributable to the conversion feature of the Convertible Senior Notes has initially been recorded in capital in excess of par value in the consolidated statement of assets and liabilities. As a result, we record interest expense comprised of both stated interest expense as well as accretion of the original issue discount resulting in an estimated effective interest rate of approximately 7.9%

As of March 31, 2013, the components of the carrying value of the Convertible Senior Notes were as follows:

(unaudited, in thousands)	As of March 31, 2013
Principal amount of debt	\$ 75,000
Original issue discount, net of accretion	(3,294)
Carrying value of debt	\$ 71,706

For the three-months ended March 31, 2013 and 2012, the components of interest expense, fees and cash paid for interest expense for the Convertible Senior Notes were as follows:

(unaudited, in thousands)	Three Months Ended March 31,	
	2013	2012
Stated interest expense	\$ 1,125	\$ 1,125
Accretion of original issue discount	271	271
Amortization of debt issuance cost	144	144
Total interest expense	\$ 1,540	\$ 1,540
Cash paid for interest expense	\$	\$

As of March 31, 2013, we are in compliance with the terms of the indentures governing the Convertible Senior Notes. See Note to our consolidated financial statements for more detail on the Convertible Senior Notes.

**2019 Notes**

On March 6, 2012, we and U.S. Bank National Association (the "Trustee") entered into an indenture (the "Base Indenture"). On April 17, 2012, we and the Trustee entered into the First Supplemental Indenture to the Base Indenture (the "First Supplemental Indenture"), dated April 17, 2012, relating to our issuance, offer and sale of \$43.0 million aggregate principal amount of 7.00% senior notes due 2019 (the "April 2019 Notes"). The sale of the April 2019 Notes generated net proceeds, before expenses, of approximately \$41.7 million.

On September 24, 2012, we and the Trustee, entered into the Second Supplemental Indenture to the Base Indenture (the "Second Supplemental Indenture"), dated as of September 24, 2012, relating to our issuance, offer and sale of \$75.0 million aggregate principal amount of 7.00% senior notes due 2019 (the "September 2019 Notes" and, together with the April 2019 Notes, the "2019 Notes"). The sale of the September 2019 Notes generated net proceeds, before expenses, of approximately \$72.75 million.

**April 2019 Notes**

The April 2019 Notes will mature on April 30, 2019 and may be redeemed in whole or in part at our option at any time or from time to time on or after April 30, 2015, upon not less than 30 days nor more than 60 days written notice by mail prior to the date fixed for redemption thereof, at

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a redemption price of 100% of the outstanding principal amount thereof plus accrued and unpaid interest payments otherwise payable for the then-current quarterly interest period accrued to but not including the date fixed for redemption. The April 2019 Notes bear interest at a rate of 7.00% per year payable quarterly on January 30, April 30, July 30 and October 30 of each year, commencing on July 30, 2012, and trade on the New York Stock Exchange under the trading symbol HTGZ.

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The April 2019 Notes are our direct unsecured obligations and rank: (i) *pari passu* with our other outstanding and future senior unsecured indebtedness, including without limitation, the \$75.0 million in aggregate principal amount of the Convertible Senior Notes; (ii) senior to any of our future indebtedness that expressly provides it is subordinated to the April 2019 Notes; (iii) effectively subordinated to all our existing and future secured indebtedness (including indebtedness that is initially unsecured to which we subsequently grant security), to the extent of the value of the assets securing such indebtedness, including without limitation, borrowings under our Credit Facilities; (iv) structurally subordinated to all existing and future indebtedness and other obligations of any of our subsidiaries, including without limitation, the indebtedness of Hercules Technology II, L.P. and Hercules Technology III, L.P. and borrowings under our revolving senior secured credit facility with Wells Fargo Capital Finance, LLC.

The Base Indenture, as supplemented by the First Supplemental Indenture, contains certain covenants including covenants requiring our compliance with (regardless of whether it is subject to) the asset coverage requirements set forth in Section 18(a)(1)(A) as modified by Section 61(a)(1) of the 1940 Act to comply with the restrictions on dividends, distributions and purchase of capital stock set forth in Section 18(a)(1)(B) as modified by Section 61(a)(1) of the 1940 Act and to provide financial information to the holders of the April 2019 Notes and the Trustee if we should no longer be subject to the reporting requirements under the Securities Exchange Act of 1934. These covenants are subject to important limitations and exceptions that are described in the Indenture, as supplemented by the First Supplemental Indenture. The Indenture provides for customary events of default and further provides that the Trustee or the holders of 25% in aggregate principal amount of the outstanding April 2019 Notes in a series may declare such April 2019 Notes immediately due and payable upon the occurrence of any event of default after expiration of any applicable grace period.

In July 2012, we reopened our April 2019 Notes and issued an additional \$41.5 million in aggregate principal amount of April 2019 Notes, which includes exercise of an over-allotment option, bringing the total amount of the April 2019 Notes issued to approximately \$84.5 million in aggregate principal amount.

### *September 2019 Notes*

The September 2019 Notes will mature on September 30, 2019 and may be redeemed in whole or in part at our option at any time or from time to time on or after September 30, 2015, upon not less than 30 days nor more than 60 days written notice by mail prior to the date fixed for redemption thereof, at a redemption price of 100% of the outstanding principal amount thereof plus accrued and unpaid interest payments otherwise payable for the then-current quarterly interest period accrued to but not including the date fixed for redemption. The September 2019 Notes bear interest at a rate of 7.00% per year payable quarterly on March 30, June 30, September 30 and December 30 of each year, commencing on December 30, 2012, and trade on the New York Stock Exchange under the trading symbol HTGY.

The September 2019 Notes are our direct unsecured obligations and rank: (i) *pari passu* with our other outstanding and future senior unsecured indebtedness, including without limitation, the \$75 million in aggregate principal amount of the Convertible Senior Notes; (ii) senior to any of our future indebtedness that expressly provides it is subordinated to the September 2019 Notes; (iii) effectively subordinated to all our existing and future secured indebtedness (including indebtedness that is initially unsecured to which we subsequently grant security), to the extent of the value of the assets securing such indebtedness, including without limitation, borrowings under our credit facilities; (iv) structurally subordinated to all existing and future indebtedness and other obligations of any of our subsidiaries, including without limitation, the indebtedness of Hercules Technology II, L.P. and Hercules Technology III, L.P. and borrowings under our revolving senior secured credit facility with Wells Fargo Capital Finance.

The Base Indenture, as supplemented by the Second Supplemental Indenture, contains certain covenants including covenants requiring us to comply with (regardless of whether it is subject to) the asset coverage requirements set forth in Section 18 (a)(1)(A) as modified by Section 61(a)(1) of the 1940 Act to comply with the restrictions on dividends, distributions and purchase of capital stock set forth in Section 18(a)(1)(B) as modified by Section 61(a)(1) of the 1940 Act and to provide financial information to the holders of the September 2019 Notes and the Trustee if we should no longer be subject to the reporting requirements under the Securities Exchange Act of 1934. These covenants are subject to important limitations and exceptions that are described in the Indenture, as supplemented by the Second Supplemental Indenture. The Indenture provides for customary events of default and further provides that the Trustee or the holders of 25% in aggregate principal amount of the outstanding September 2019 Notes in a series may declare such September 2019 Notes immediately due and payable upon the occurrence of any event of default after expiration of any applicable grace period.

In October 2012, the underwriters exercised their over-allotment option for an additional \$10.9 million of the September 2019 Notes, bringing the total amount of the September 2019 Notes issued to approximately \$85.9 million in aggregate principal amount.



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For the three months ended March 31, 2013 and 2012, the components of interest expense and cash paid for interest expense for the April 2019 Notes and September 2019 Notes are as follows:

(unaudited, in thousands)	Three Months Ended March 31,	
	2013	2012
Stated interest expense	\$ 2,981	\$
Amortization of debt issuance cost	240	
Total interest expense and fees	\$ 3,222	\$
Cash paid for interest expense and fees	\$ 2,998	\$

As of March 31, 2013, we are in compliance with the terms of the indenture governing the 2019 Notes. See Note 4 to our consolidated financial statements for more detail on the 2019 Notes.

### Asset-Backed Notes

On December 19, 2012, we completed a \$230.7 million term debt securitization in connection with which an affiliate of ours made an offering of \$129.3 million in aggregate principal amount of fixed-rate asset-backed notes (the "Asset-Backed Notes"), which Asset-Backed Notes were rated A2(sf) by Moody's Investors Service, Inc. The Asset-Backed Notes were issued by Hercules Capital Funding Trust 2012-1 pursuant to a note purchase agreement, dated as of December 12, 2012, by and among us, Hercules Capital Funding 2012-1 LLC, as Trust Depositor (the "Trust Depositor"), Hercules Capital Funding Trust 2012-1, as Issuer (the "Issuer"), and Guggenheim Securities, LLC, as Initial Purchaser, and are backed by a pool of senior loans made to certain of our portfolio companies and secured by certain assets of those portfolio companies and are to be serviced by us. Interest on the Asset-Backed Notes will be paid, to the extent of funds available, at a fixed rate of 3.32% per annum. The Asset-Backed Notes have a stated maturity of December 16, 2017.

As part of this transaction, we entered into a sale and contribution agreement with the Trust Depositor under which we have agreed to sell or have contributed to the Trust Depositor certain senior loans made to certain of our portfolio companies (the "Loans"). We have made customary representations, warranties and covenants in the sale and contribution agreement with respect to the Loans as of the date of their transfer to the Trust Depositor.

In connection with the issuance and sale of the Asset-Backed Notes, we have made customary representations, warranties and covenants in the note purchase agreement. The Asset-Backed Notes are secured obligations of the Issuer and are non-recourse to us. The Issuer also entered into an indenture governing the Asset-Backed Notes, which indenture includes customary representations, warranties and covenants. The Asset-Backed Notes were sold without being registered under the Securities Act of 1933, as amended (the "Securities Act"), to qualified institutional buyers in compliance with the exemption from registration provided by Rule 144A under the Securities Act and to institutional accredited investors (as defined in Rule 501(a)(1), (2), (3) or (7) under the Securities Act) who in each case, are qualified purchasers for purposes of Section 3(c)(7) under the 1940 Act. In addition, the Trust Depositor entered into an amended and restated trust agreement, which includes customary representation, warranties and covenants.

The Loans are serviced by us pursuant to a sale and servicing agreement, which contains customary representations, warranties and covenants. We perform certain servicing and administrative functions with respect to the Loans. We are entitled to receive a monthly fee from the Issuer for servicing the Loans. This servicing fee equals the product of one-twelfth (or in the case of the first payment date, a fraction equal to the number of days from and including December 5, 2012 through and including January 15, 2013 over 360) of 2.00% and the aggregate outstanding principal balance of the Loans, excluding all defaulted Loans and all purchased Loans, as of the first day of the related collection period (the period from the 5th day of the immediately preceding calendar month through the 4th day of the calendar month in which a payment date occurs, and for the first payment date, the period from and including December 5, 2012, to the close of business on January 4, 2013).

We also serve as administrator to the Issuer under an administration agreement, which includes customary representations, warranties and covenants.

At March 31, 2013 and December 31, 2012, the Asset-Backed Notes had an outstanding balance of \$120.1 million and \$129.3 million, respectively.

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Under the terms of the Asset Backed Notes, we are required to maintain a reserve cash balance, funded through interest and principal collections from the underlying securitized debt portfolio, which may be used to pay monthly interest and principal payments on the Asset-Backed Notes. We have segregated these funds and classified them as Restricted Cash. There was approximately \$810,000 of Restricted Cash as of March 31, 2013 funded through interest collections. There was no cash segregated at December 31, 2012 due to immaterial monthly interest collections for the period ended December 31, 2012.

**Table of Contents****Dividends**

The following table summarizes our dividends declared and paid or to be paid on all shares, including restricted stock, to date:

<b>Date Declared</b>	<b>Record Date</b>	<b>Payment Date</b>	<b>Amount Per Share</b>
October 27, 2005	November 1, 2005	November 17, 2005	\$ 0.03
December 9, 2005	January 6, 2006	January 27, 2006	0.30
April 3, 2006	April 10, 2006	May 5, 2006	0.30
July 19, 2006	July 31, 2006	August 28, 2006	0.30
October 16, 2006	November 6, 2006	December 1, 2006	0.30
February 7, 2007	February 19, 2007	March 19, 2007	0.30
May 3, 2007	May 16, 2007	June 18, 2007	0.30
August 2, 2007	August 16, 2007	September 17, 2007	0.30
November 1, 2007	November 16, 2007	December 17, 2007	0.30
February 7, 2008	February 15, 2008	March 17, 2008	0.30
May 8, 2008	May 16, 2008	June 16, 2008	0.34
August 7, 2008	August 15, 2008	September 19, 2008	0.34
November 6, 2008	November 14, 2008	December 15, 2008	0.34
February 12, 2009	February 23, 2009	March 30, 2009	0.32
May 7, 2009	May 15, 2009	June 15, 2009	0.30
August 6, 2009	August 14, 2009	September 14, 2009	0.30
October 15, 2009	October 20, 2009	November 23, 2009	0.30
December 16, 2009	December 24, 2009	December 30, 2009	0.04
February 11, 2010	February 19, 2010	March 19, 2010	0.20
May 3, 2010	May 12, 2010	June 18, 2010	0.20
August 2, 2010	August 12, 2010	September 17, 2010	0.20
November 4, 2010	November 10, 2010	December 17, 2010	0.20
March 1, 2011	March 10, 2011	March 24, 2011	0.22
May 5, 2011	May 11, 2011	June 23, 2011	0.22
August 4, 2011	August 15, 2011	September 15, 2011	0.22
November 3, 2011	November 14, 2011	November 29, 2011	0.22
February 27, 2012	March 12, 2012	March 15, 2012	0.23
April 30, 2012	May 18, 2012	May 25, 2012	0.24
July 30, 2012	August 17, 2012	August 24, 2012	0.24
October 26, 2012	November 14, 2012	November 21, 2012	0.24
February 26, 2013	March 11, 2013	March 19, 2013	0.25
April 29, 2013	May 14, 2013	May 21, 2013	0.27
			\$ 8.16

\* Dividend paid in cash and stock.

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On April 29, 2013 the Board of Directors increased the quarterly dividend \$0.02, or approximately 8.0%, and declared a cash dividend of \$0.27 per share that is to be paid on May 21, 2013 to shareholders of record as of May 14, 2013. This dividend is our thirty-first consecutive quarterly dividend declaration since our initial public offering, and will bring the total cumulative dividend declared to date to \$8.16 per share.

Our Board of Directors maintains a variable dividend policy with the objective of distributing four quarterly distributions in an amount that approximates 90 - 100% of our taxable quarterly income or potential annual income for a particular year. In addition, at the end of the year, we may also pay an additional special dividend or fifth dividend, such that we may distribute approximately all of our annual taxable income in the year it was earned, while maintaining the option to spill over our excess taxable income.

Distributions in excess of our current and accumulated earnings and profits would generally be treated first as a return of capital to the extent of the stockholder's tax basis, and any remaining distributions would be treated as a capital gain. The determination of the tax attributes of our distributions is made annually as of the end of our fiscal year based upon our taxable income for the full year and distributions paid for the full year. Of the dividends declared during the year ended December 31, 2012 and 2011, 100% were distributions of ordinary income. There can be no certainty to stockholders that this determination is representative of what the tax attributes of our 2013 distributions to stockholders will actually be.

Each year a statement on Form 1099-DIV identifying the source of the distribution (i.e., paid from ordinary income, paid from net capital gains on the sale of securities, and/or a return of paid-in-capital surplus which is a nontaxable distribution) is mailed to our stockholders. To the extent our taxable earnings fall below the total amount of our distributions for that fiscal year, a portion of those distributions may be deemed a tax return of capital to our stockholders.

We operate to qualify to be taxed as a RIC under the Code. Generally, a RIC is entitled to deduct dividends it pays to its shareholders from its income to determine taxable income. Taxable income includes our taxable interest, dividend and fee income, as well as taxable net capital gains. Taxable income generally differs from net income for financial reporting purposes due to temporary and permanent differences in the recognition of income and expenses, and generally excludes net unrealized appreciation or depreciation, as gains or losses are not included in taxable income until they are realized. In addition, gains realized for financial reporting purposes may differ from gains included in taxable income as a result of our election to recognize gains using installment sale treatment, which generally results in the deferment of gains for tax purposes until notes or other amounts, including amounts held in escrow, received as consideration from the sale of investments are collected in cash. Taxable income includes non-cash income, such as changes in accrued and reinvested interest and dividends, which includes contractual payment-in-kind interest, and the amortization of discounts and fees. Cash collections of income resulting from contractual PIK interest or the amortization of discounts and fees generally occur upon the repayment of the loans or debt securities that include such items. Non-cash taxable income is reduced by non-cash expenses, such as realized losses and depreciation and amortization expense.

We intend to distribute quarterly dividends to our stockholders. In order to avoid certain excise taxes imposed on RICs, we currently intend to distribute during each calendar year an amount at least equal to the sum of (1) 98% of our ordinary income for the calendar year, (2) 98.2% of our capital gains in excess of capital losses for the one year period ending on October 31 of the calendar year, and (3) any ordinary income and net capital gains for the preceding year that were not distributed during such year. We will not be subject to excise taxes on amounts on which we are required to pay corporate income tax (such as retained net capital gains). In order to obtain the tax benefits applicable to RICs, we will be required to distribute to our stockholders with respect to each taxable year at least 90% of our ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses.

We can offer no assurance that we will achieve results that will permit the payment of any cash distributions and, if we issue senior securities, we will be prohibited from making distributions if doing so causes us to fail to maintain the asset coverage ratios stipulated by the 1940 Act or if distributions are limited by the terms of any of our borrowings. Our ability to make distributions will be limited by the asset coverage requirements under the 1940 Act.

We intend to distribute approximately \$1.5 million of spillover earnings from the year ended December 31, 2012 to our shareholders in 2013.

We maintain an opt-out dividend reinvestment plan for our common stockholders. As a result, if we declare a dividend, cash dividends will be automatically reinvested in additional shares of our common stock unless the stockholder specifically opts out of the dividend reinvestment plan and chooses to receive cash dividends.

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### ***Critical Accounting Policies***

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles ( GAAP ) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and revenues and expenses during the period reported. On an ongoing basis, our management evaluates its estimates and assumptions, which are based on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ from those estimates. Changes in our estimates and assumptions could materially impact our results of operations and financial condition.

### ***Valuation of Portfolio Investments***

The most significant estimate inherent in the preparation of our consolidated financial statements is the valuation of investments and the related amounts of unrealized appreciation and depreciation of investments recorded.

Our investments are carried at fair value in accordance with the 1940 Act and Accounting Standards Codification ( ASC ) topic 820 Fair Value Measurements and Disclosures (formerly known as SFAS No. 157, Fair Value Measurements). At March 31, 2013, approximately 79.9% of our total assets represented investments in portfolio companies that are valued at fair value by the Board of Directors. Value, as defined in Section 2(a)(41) of the 1940 Act, is (i) the market price for those securities for which a market quotation is readily available and (ii) for all other securities and assets, fair value is as determined in good faith by the Board of Directors. Our debt securities are primarily invested in venture capital-backed companies in technology-related markets, including technology, biotechnology, life science and clean technology industries. Given the nature of lending to these types of businesses, our investments in these portfolio companies are generally considered Level 3 assets under ASC 820 because there is no known or accessible market or market indexes for these investment securities to be traded or exchanged. As such, it values substantially all of its investments at fair value as determined in good faith pursuant to a consistent valuation policy and our Board of Directors in accordance with the provisions of ASC 820 and the 1940 Act. Due to the inherent uncertainty in determining the fair value of investments that do not have a readily available market value, the fair value of our investments determined in good faith by our Board may differ significantly from the value that would have been used had a readily available market existed for such investments, and the differences could be material.

Our Board of Directors may from time to time engage an independent valuation firm to provide us with valuation assistance with respect to certain of our portfolio investments on a quarterly basis. We intend to continue to engage an independent valuation firm to provide us with assistance regarding our determination of the fair value of selected portfolio investments each quarter unless directed by the Board of Directors to cancel such valuation services. The scope of the services rendered by an independent valuation firm is at the discretion of the Board of Directors. Our Board of Directors is ultimately and solely responsible for determining the fair value of our investments in good faith.

With respect to investments for which market quotations are not readily available or when such market quotations are deemed not to represent fair value, our Board of Directors has approved a multi-step valuation process each quarter, as described below:

- (1) our quarterly valuation process begins with each portfolio company or investment being initially valued by the investment professionals responsible for the portfolio investment;
- (2) preliminary valuation conclusions are then documented and business based assumptions are discussed with our investment committee;
- (3) the valuation committee of the Board of Directors reviews the preliminary valuation of the investment committee which incorporates the results of the independent valuation firm as appropriate.
- (4) the Board of Directors discusses valuations and determines the fair value of each investment in our portfolio in good faith based on the input of, where applicable, the respective independent valuation firm and the valuation committee.

We adopted ASC 820 on January 1, 2008. ASC 820 establishes a framework for measuring the fair value of the assets and liabilities and outlines a fair value hierarchy which prioritizes the inputs used to measure fair value and the effect of fair value measures on earnings. ASC 820 also enhances disclosure requirements for fair value measurements based on the level within the hierarchy of the information used in the valuation. ASC 820 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value but does not expand the use of fair value in any new circumstances. ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.



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We have categorized all investments recorded at fair value in accordance with ASC 820 based upon the level of judgment associated with the inputs used to measure their fair value. Hierarchical levels, defined by ASC 820 and directly related to the amount of subjectivity associated with the inputs to fair valuation of these assets and liabilities, are as follows:

Level 1 Inputs are unadjusted, quoted prices in active markets for identical assets at the measurement date. The types of assets carried at Level 1 fair value generally are equities listed in active markets.

Level 2 Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the asset in connection with market data at the measurement date and for the extent of the instrument's anticipated life. Fair valued assets that are generally included in this category are warrants held in a public company.

Level 3 Inputs reflect management's best estimate of what market participants would use in pricing the asset at the measurement date. It includes prices or valuations that require inputs that are both significant to

the fair value measurement and unobservable. Generally, assets carried at fair value and included in this category are the debt investments and warrants and equities held in a private company.

In accordance with ASU 2011-04, the following table provides quantitative information about our Level 3 fair value measurements of our investments as of December 31, 2012. In addition to the techniques and inputs noted in the table below, according to our valuation policy we may also use other valuation techniques and methodologies when determining our fair value measurements. The below table is not intended to be all-inclusive, but rather provides information on the significant Level 3 inputs as they relate to our fair value measurements.

<b>Fair Value at March 31, 2013</b>		<b>Valuation Techniques/</b>		
<b>Investment Type - Level Three Debt Investments</b>	<b>(unaudited, in thousands)</b>	<b>Methodologies</b>	<b>Unobservable Input<sup>(a)</sup></b>	<b>Range</b>
Pharmaceuticals - Debt	\$ 264,707	Market Comparable Companies	Hypothetical Market Yield	13.84% - 19.29%
			Premium/(Discount)	(2.0%) - 1.0%
		Option Pricing Model <sup>(b)</sup>	Average Industry Volatility <sup>(c)</sup>	57.97%
			Risk Free Interest Rate	0.170%
			Estimated Time to Exit (in months)	12.17
Medical Devices - Debt	60,674	Market Comparable Companies	Hypothetical Market Yield	16.77%
			Premium	0.00% - 1.00%
Technology - Debt	164,844	Market Comparable Companies	Hypothetical Market Yield	12.36% - 19.30%
			Premium/(Discount)	(2.00%) - 2.00%
		Liquidation	Investment Collateral	\$0.00 - \$7.08 million
Clean Tech - Debt	105,436	Market Comparable Companies	Hypothetical Market Yield	13.03% - 17.17%
			Premium	0.00% - 1.00%

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Lower Middle Market - Debt	285,350	Market Comparable Companies	Hypothetical Market Yield	11.07% - 21.85%
			Premium	0.00% - 1.00%
		Broker Quote <sup>(d)</sup>	Price Quotes	81.0% - 100% of par
			Market Comparable Index	
			Yield Spreads	3.50% - 5.93%
			Par Value	\$30.0 million
Total Level Three Debt Investments	\$ 881,011			

(a) The significant unobservable inputs used in the fair value measurement of our debt securities are hypothetical market yields and premiums/(discounts). The hypothetical market yield is defined as the exit price of an investment in a hypothetical market to hypothetical market participants where buyers and sellers are willing participants. The premiums (discounts) relate to company specific characteristics such as underlying investment performance, security liens, and other characteristics of the investment. Significant increases (decreases) in the inputs in isolation would result in a significantly lower (higher) fair value measurement, depending on the materiality of the investment. Debt investments in the industries noted in our Schedule of Investments are included in the industries note above as follows:

Pharmaceuticals, above, is comprised of debt investments in the Specialty Pharmaceuticals, Drug Discovery and Development, Drug Delivery, and Diagnostics and Biotechnology industries in the Schedule of Investments.

Medical Devices, above, is comprised of debt investments in the Therapeutic, Surgical Devices, Medical Devices and Equipment and Biotechnology Tools industries in the Schedule of Investments.

Technology, above, is comprised of debt investments in the Software, Semiconductors, Electronics and Computer Hardware, Internet Consumer and Business Services, Information Services, Media/Content/Info and Communications and Networking industries in the Schedule of Investments.

Lower Middle Market, above, is comprised of debt investments in the Communications and Networking, Software, Electronics and Computer Hardware, Information Services, Internet Consumer and Business Services, Media/Content/Info, and Specialty Pharmaceuticals industries in the Schedule of Investments.



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Clean Tech, above, aligns with the Clean Tech industry in the Schedule of Investments.

- (b) An option pricing model valuation technique was used to derive the fair value of the conversion feature of convertible notes.  
(c) Represents the range of industry volatility used by market participants when pricing the investment.  
(d) A broker quote valuation technique was used to derive the fair value of loans which are part of a syndicated facility.

Investment Type -	Fair Value at March 31, 2013 (unaudited, in thousands)	Valuation Techniques/ Methodologies	Unobservable Input <sup>(a)</sup>	Range
Level Three Equity Investments	\$ 40,106	Market Comparable Companies	EBITDA Multiple <sup>(b)</sup> Revenue Multiple <sup>(b)</sup> Discount for Lack of Marketability <sup>(c)</sup>	4.30x - 24.55x 0.59x - 16.29x 10.4% - 25.20%
Level Three Warrant Investments	28,030	Market Comparable Companies	EBITDA Multiple <sup>(b)</sup> Revenue Multiple <sup>(b)</sup> Discount for Lack of Marketability <sup>(c)</sup>	4.30x - 24.55x 0.59x - 16.29x 10.4% - 25.20%
Warrant positions additionally subject to:		Option Pricing Model	Average Industry Volatility <sup>(d)</sup> Risk-Free Interest Rate Estimated Time to Exit (in months)	43.53% - 140.36% 0.15% - 0.64% 12 - 48
Total Level Three Warrant and Equity Investments	\$ 68,136			

- (a) The significant unobservable inputs used in the fair value measurement of our warrant and equity-related securities are revenue and/or EBITDA multiples and discounts for lack of marketability. Additional inputs used in the Black Scholes option pricing model include industry volatility, risk free interest rate and estimated time to exit. Significant increases (decreases) in the inputs in isolation would result in a significantly higher (lower) fair value measurement, depending on the materiality of the investment. For some investments, additional consideration may be given to data from the last round of financing or merger/acquisition events near the measurement date.  
(b) Represents amounts used when we have determined that market participants would use such multiples when pricing the investments.  
(c) Represents amounts used when we have determined market participants would take into account these discounts when pricing the investments.  
(d) Represents the range of industry volatility used by market participants when pricing the investment.

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### **Debt Investments**

We follow the guidance set forth in ASC 820 which establishes a framework for measuring the fair value of assets and liabilities and outlines a fair value hierarchy which prioritizes the inputs used to measure fair value and the effect of fair value measures on earnings. Our debt securities are primarily invested in venture capital-backed companies in technology-related markets, including technology, biotechnology, life science and clean-technology industries at all stages of development. Given the nature of lending to these types of businesses, our investments in these portfolio companies are considered Level 3 assets under ASC 820 because there is no known or accessible market or market indexes for these investment securities to be traded or exchanged.

In making a good faith determination of the value of our investments, we generally start with the cost basis of the investment, which includes the value attributed to the OID, if any, and PIK interest which has been accrued to principal as earned. We then apply the valuation methods as set forth below.

We apply a procedure for debt investments that assumes a sale of investment in a hypothetical market to a hypothetical market participant where buyers and sellers are willing participants. The hypothetical market does not include scenarios where the underlying security was simply repaid or extinguished, but includes an exit concept. Under this process, we also evaluate the collateral for recoverability of the debt investments as well as apply all of its historical fair value analysis. We use pricing on recently issued comparable debt securities to determine the baseline hypothetical market yields as of the measurement date. We consider each portfolio company's credit rating, security liens and other characteristics of the investment to adjust the baseline yield to derive a hypothetical yield for each investment as of the measurement date. The anticipated future cash flows from each investment are then discounted at the hypothetical yield to estimate each investment's fair value as of the measurement date.

Our process includes, among other things, the underlying investment performance, the current portfolio company's financial condition and market changing events that impact valuation, estimated remaining life, current market yield and interest rate spreads of similar securities as of the measurement date. We value our syndicated loans using broker quotes and bond indices amongst other factors. If there is a significant deterioration of the credit quality of a debt investment, we may consider other factors than those a hypothetical market participant would use to estimate fair value, including the proceeds that would be received in a liquidation analysis.

We record unrealized depreciation on investments when we believe that an investment has decreased in value, including where collection of a loan is doubtful or if under the in exchange premise when the value of a debt security were to be less than amortized cost of the investment. Conversely, where appropriate, we record unrealized appreciation if we believe that the underlying portfolio company has appreciated in value and, therefore, that our investment has also appreciated in value or if under the in exchange premise the value of a debt security were to be greater than amortized cost.

When originating a debt instrument, we generally receive warrants or other equity-related securities from the borrower. We determine the cost basis of the warrants or other equity-related securities received based upon their respective fair values on the date of receipt in proportion to the total fair value of the debt and warrants or other equity-related securities received. Any resulting discount on the loan from recordation of the warrant or other equity instruments is accreted into interest income over the life of the loan.

### **Equity-Related Securities and Warrants**

Securities that are traded in the over-the-counter markets or on a stock exchange will be valued at the prevailing bid price at period end. We have a limited number of equity securities in public companies. In accordance with the 1940 Act, unrestricted publicly traded securities for which market quotations are readily available are valued at the closing market quote on the measurement date.

We estimate the fair value of warrants using a Black Scholes pricing model. At each reporting date, privately held warrant and equity related securities are valued based on an analysis of various factors including, but not limited to, the portfolio company's operating performance and financial condition and general market conditions, price to enterprise value or price to equity ratios, discounted cash flow, valuation comparisons to comparable public companies or other industry benchmarks. When an external event occurs, such as a purchase transaction, public offering, or subsequent equity sale, the pricing indicated by that external event is utilized to corroborate our valuation of the warrant and equity related securities. We periodically review the valuation of our portfolio companies that have not been involved in a qualifying external event to determine if the enterprise value of the portfolio company may have increased or decreased since the last valuation measurement date.

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### *Income Recognition.*

We record interest income on the accrual basis and we recognize it as earned in accordance with the contractual terms of the loan agreement to the extent that such amounts are expected to be collected. Original Issue Discount ( OID ) initially represents the value of detachable equity warrants obtained in conjunction with the acquisition of debt securities and is accreted into interest income over the term of the loan as a yield enhancement. When a loan becomes 90 days or more past due, or if management otherwise does not expect the portfolio company to be able to service its debt and other obligations, we will generally place the loan on non-accrual status and cease recognizing interest income on that loan until all principal has been paid. Any uncollected interest related to prior periods is reversed from income in the period that collection of the interest receivable is determined to be doubtful. However, we may make exceptions to this policy if the investment has sufficient collateral value and is in the process of collection. At March 31, 2013, we had two loans on non-accrual, one with a fair value of approximately \$5.6 million and the other with no fair market value compared to one loan at December 31, 2012 with no fair market value.

### *Paid-In-Kind and End of Term Income.*

Contractual paid-in-kind ( PIK ) interest, which represents contractually deferred interest added to the loan balance that is generally due at the end of the loan term, is generally recorded on the accrual basis to the extent such amounts are expected to be collected. We will generally cease accruing PIK interest if there is insufficient value to support the accrual or we do not expect the portfolio company to be able to pay all principal and interest due. In addition, we may also be entitled to an end-of-term payment that we amortize into income over the life of the loan. To maintain our status as a RIC, PIK and end-of-term income must be paid out to stockholders in the form of dividends even though we have not yet collected the cash. Amounts necessary to pay these dividends may come from available cash or the liquidation of certain investments. We recorded approximately \$779,000 and \$298,000 in PIK income in the three-month periods ended March 31, 2013 and 2012, respectively.

### *Fee Income.*

Fee income, generally collected in advance, includes loan commitment and facility fees for due diligence and structuring, as well as fees for transaction services and management services rendered by us to portfolio companies and other third parties. Loan and commitment fees are amortized into income over the contractual life of the loan. Management fees are generally recognized as income when the services are rendered. Loan origination fees are capitalized and then amortized into interest income using the effective interest rate method. In certain loan arrangements, warrants or other equity interests are received from the borrower as additional origination fees.

We recognize nonrecurring fees amortized over the remaining term of the loan commencing in the quarter relating to specific loan modifications. Certain fees may still be recognized as one-time fees, including prepayment penalties, fees related to select covenant default waiver fees and acceleration of previously deferred loan fees and original issue discount (OID) related to early loan pay-off or material modification of the specific debt outstanding.

### *Equity Offering Expenses*

Our offering costs are charged against the proceeds from equity offerings when received.

### *Debt Issuance Costs*

Debt issuance costs are being amortized over the life of the related debt instrument using the straight line method, which closely approximates the effective yield method.

### *Stock-Based Compensation.*

We have issued and may, from time to time, issue additional stock options and restricted stock to employees under our 2004 Equity Incentive Plan and Board members under our 2006 Equity Incentive Plan. We follow ASC 718, formally known as FAS 123R *Share-Based Payments* to account for stock options granted. Under ASC 718, compensation expense associated with stock-based compensation is measured at the grant date based on the fair value of the award and is recognized over the vesting period.

**Table of Contents***Federal Income Taxes.*

We intend to operate so as to qualify to be taxed as a RIC under Subchapter M of the Code and, as such, will not be subject to federal income tax on the portion of our taxable income and gains distributed to stockholders. To qualify as a RIC, we are required to distribute at least 90% of our investment company taxable income, as defined by the Code. We are subject to a non-deductible federal excise tax if we do not distribute at least 98% of our taxable income and 98.2% of our capital gain net income for each one year period ending on October 31. At December 31, 2012, 2011, 2010 and 2009, no excise tax was recorded. We intend to distribute approximately \$1.5 million of spillover earnings from the year ended December 31, 2012 to our shareholders in 2013. Because federal income tax regulations differ from accounting principles generally accepted in the United States, distributions in accordance with tax regulations may differ from net investment income and realized gains recognized for financial reporting purposes. Differences may be permanent or temporary. Permanent differences are reclassified among capital accounts in the financial statement to reflect their tax character. Temporary differences arise when certain items of income, expense, gain or loss are recognized at some time in the future. Differences in classification may also result from the treatment of short-term gains as ordinary income for tax purposes.

*Subsequent Events**Dividend Declaration*

On April 29, 2013 the Board of Directors increased the quarterly dividend by \$0.02, or approximately 8.0%, and declared a cash dividend of \$0.27 per share to be paid on May 21, 2013 to shareholders of record as of May 14, 2013. This dividend would represent our thirty-first consecutive dividend declaration since our initial public offering, bringing the total cumulative dividend declared to date to \$8.16 per share.

*Closed and Pending Commitments*

As of April 29, 2013, we have:

- a. Closed commitments of approximately \$20.0 million to new and existing portfolio companies, and funded approximately \$28.0 million since the close of the first quarter of 2013.
- b. Pending commitments (signed non-binding term sheets) of approximately \$179.0 million.

The table below summarizes our year-to-date closed and pending commitments as follows:

<b>Closed Commitments and Pending Commitments (in millions)</b>	
Q1-13 Closed Commitments	\$ 224.0
Q2-13 Closed Commitments (as of April 29, 2013)	\$ 20.0
<b>Total year-to-date 2013 Closed Commitments(a)</b>	<b>\$ 244.0</b>
Pending Commitments (as of April 29, 2013)(b)	\$ 179.0
<b>Total 2013</b>	<b>\$ 423.0</b>

Notes:

- a. Not all Closed Commitments result in future cash requirements. Commitments generally fund over the two succeeding quarters from close.
- b. Not all pending commitments (signed non-binding term sheets) are expected to close and do not necessarily represent any future cash requirements.



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### *Company Developments*

In April 2013, Kroll Bond Rating Agency ( KBRA ) assigned Hercules an investment grade corporate rating of BBB+. In addition, our two outstanding bond issuances of 7.00% Senior Notes due 2019, which trade on the NYSE under the symbols HTGZ and HTGY, were assigned a rating of BBB+.

### *Portfolio Company Developments*

In April 2013, Japanese company Ajinomoto Co., Inc. (TYO: 2802) completed its acquisition of our portfolio company Althea Technologies.

In April 2013, Omthera Pharmaceuticals, Inc., ( OMTB ) completed its initial public offering of 8,000,000 shares of its common stock at \$8.00 per share.

In April 2013, Portola Pharmaceuticals, Inc. filed a registration statement on Form S-1 with the U.S. Securities and Exchange Commission relating to a proposed initial public offering of its common stock. The number of shares to be offered and the price range for the offering have not yet been determined.

## **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are subject to financial market risks, including changes in interest rates. Interest rate risk is defined as the sensitivity of our current and future earnings to interest rate volatility, variability of spread relationships, the difference in re-pricing intervals between our assets and liabilities and the effect that interest rates may have on our cash flows. Changes in the general level of interest rates can affect our net investment income, which is the difference between the interest income earned on interest earning assets and our interest expense incurred in connection with our interest bearing debt and liabilities. Changes in interest rates can also affect, among other things, our ability to acquire and originate loans and securities and the value of our investment portfolio.

We are subject to financial market risks, including changes in interest rates. During the three month period ended March 31, 2013, approximately 98.8% of the loans in our portfolio had variable rates based on floating Prime or LIBOR, or variable rates with a floor. Assuming no changes to our balance sheet as of March 31, 2013, a hypothetical one percent increase in Prime or LIBOR on our floating rate assets would increase our net investment income by approximately \$0.11 per average share over the next twelve months. Assuming no changes to our balance sheet as of March 31, 2013, a hypothetical one percent decrease in Prime or LIBOR on our floating rate assets would have no impact on our net investment income per average share over the next twelve months. This hypothetical result includes additional 1% interest on our idle cash funds as well as additional interest income on our investment portfolio. Our liabilities bear interest at fixed rates. We do not currently engage in any hedging activities. However, we may, in the future, hedge against interest rate fluctuations by using standard hedging instruments such as futures, options, and forward contracts. While hedging activities may insulate us against changes in interest rates, they may also limit our ability to participate in the benefits of lower interest rates with respect to our borrowed funds and higher interest rates with respect to our portfolio of investments. During the three-month period ended March 31, 2013, we did not engage in interest rate hedging activities.

Interest rates on our borrowings are based primarily on LIBOR. Borrowings under our SBA program are fixed at the ten year treasury rate every March and September for borrowings of the preceding nine-months. Borrowings under the program are charged interest based on ten year treasury rates plus a spread and the rates are generally set for a pool of debentures issued by the SBA in nine-month periods. The rates of borrowings under the various draws from the SBA beginning in April 2007 and set semiannually in March and September range from 2.25% to 5.73%. In addition, the SBA charges a fee that is set annually, depending on the Federal fiscal year the leverage commitment was delegated by the SBA, regardless of the date that the leverage was drawn by the SBIC. The annual fees related to HT II debentures that pooled on September 22, 2010 were 0.406% and 0.285%, depending upon the year in which the underlying commitment was closed. The annual fees related to HT III debentures that pooled on March 27, 2013 were 0.804%. The annual fees on other debentures have been set at 0.906%. The average amount of debentures outstanding for the three-month period ended March 31, 2013 for HT II was approximately \$76.0 million with an average interest rate of approximately 5.3%. The average amount of debentures outstanding for the three-month period ended March 31, 2013 for HT III was approximately \$149.0 million with an average interest rate of approximately 3.26%. Interest is payable semiannually and there are no principal payments required on these issues prior to maturity. Debentures under the SBA generally mature ten years after being borrowed. Based on the initial draw down date of April 2007, the initial maturity of SBA debentures will occur in April 2017.

Borrowings under the Wells Facility will generally bear interest at a rate per annum equal to LIBOR plus 3.50%, with a floor of 4.25% and an advance rate of 50% against eligible loans. The Wells Facility is secured by loans in the borrowing base. The Wells Facility requires payment of a non-use fee on a scale of 0.0% to 0.50% of the average monthly outstanding balance. For the three-month period ended March 31, 2013, this

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non-use fee was approximately \$94,000. On June 20, 2011 we paid an additional \$1.1 million in structuring fees in connection with the Wells Facility which is being amortized through June 2014. At March 31, 2013, there was no debt outstanding under the Wells Facility.

Borrowings under the Union Bank Facility will generally bear interest at a rate per annum equal to LIBOR plus 2.25% with a floor of 4.0%. The Union Bank Facility required the payment of an unused fee of 0.50% annually. For the three-month period ended March 31, 2013, this non-use fee was approximately \$37,500. The Union Bank Facility is collateralized by debt investments in our portfolio companies, and includes an advance rate equal to 50% of eligible loans placed in the collateral pool. The Union Bank Facility generally requires payment of interest on a monthly basis. All outstanding principal is due upon maturity. There were no outstanding borrowings under this facility at March 31, 2013. On November 2, 2011, we renewed and amended the Union Bank Facility. The other terms of the Union Bank Facility generally remain unchanged, including the stated interest rate. The Union Bank Facility will mature on November 1, 2014, revolving through the first 24 months with a term out provision for the remaining 12 months.

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Borrowings under the Convertible Senior Notes mature on April 15, 2016 (the Maturity Date), unless previously converted or repurchased in accordance with their terms. The Convertible Senior Notes bear interest at a rate of 6.00% per year payable semiannually in arrears on April 15 and October 15 of each year, commencing on October 15, 2011. The Convertible Senior Notes are our senior unsecured obligations and rank senior in right of payment to our existing and future indebtedness that is expressly subordinated in right of payment to the Convertible Senior Notes; equal in right of payment to our existing and future unsecured indebtedness that is not so subordinated; effectively junior in right of payment to any of our secured indebtedness (including unsecured indebtedness that we later secure) to the extent of the value of the assets securing such indebtedness; and structurally junior to all existing and future indebtedness (including trade payables) incurred by our subsidiaries, financing vehicles or similar facilities.

The April 2019 Notes will mature on April 30, 2019 and may be redeemed in whole or in part at our option at any time or from time to time on or after April 30, 2015, upon not less than 30 days nor more than 60 days written notice by mail prior to the date fixed for redemption thereof, at a redemption price of 100% of the outstanding principal amount thereof plus accrued and unpaid interest payments otherwise payable for the then-current quarterly interest period accrued to but not including the date fixed for redemption. The April 2019 Notes bear interest at a rate of 7.00% per year payable quarterly on January 30, April 30, July 30 and October 30 of each year, commencing on July 30, 2012.

The September 2019 Notes will mature on September 30, 2019 and may be redeemed in whole or in part at our option at any time or from time to time on or after September 30, 2015, upon not less than 30 days nor more than 60 days written notice by mail prior to the date fixed for redemption thereof, at a redemption price of 100% of the outstanding principal amount thereof plus accrued and unpaid interest payments otherwise payable for the then-current quarterly interest period accrued to but not including the date fixed for redemption. The September 2019 Notes bear interest at a rate of 7.00% per year payable quarterly on March 30, June 30, September 30 and December 30 of each year, commencing on December 30, 2012.

The April 2019 Notes and September 2019 Notes will be our direct unsecured obligations and will rank: (i) *pari passu* with our other outstanding and future senior unsecured indebtedness, including without limitation, the \$75 million in aggregate principal amount of the Convertible Senior Notes; (ii) senior to any of our future indebtedness that expressly provides it is subordinated to the Notes; (iii) effectively subordinated to all our existing and future secured indebtedness (including indebtedness that is initially unsecured to which we subsequently grant security), to the extent of the value of the assets securing such indebtedness, including without limitation, borrowings under our credit facilities; (iv) structurally subordinated to all existing and future indebtedness and other obligations of any of our subsidiaries, including without limitation, the indebtedness of Hercules Technology II, L.P. and Hercules Technology III, L.P. and borrowings under our revolving senior secured credit facility with Wells Fargo Capital Finance.

In connection with our \$230.7 million Debt Securitization, the Securitization Issuer made an offering of \$129.3 million in aggregate principal amount of the Asset-Backed Notes. Interest on the Asset-Backed Notes will be paid, to the extent of funds available, at a fixed rate of 3.32% per annum. The Asset-Backed Notes have a stated maturity of December 16, 2017.

As of the closing date of the Debt Securitization, all of the floating rate Loans sold and/or contributed to the Securitization Issuer are subject to interest rate floors. As of the closing date of the Debt Securitization, all of the floating rate Loans are accruing interest at the applicable interest rate floors specified thereunder, which rate floors are in excess of the fixed rate of interest accruing on the Asset-Backed Notes, which naturally hedges the Securitization Issuer's assets and liabilities. However, there is no requirement for any Loan to have an interest rate floor and there can be no assurance that any such interest rate floor will fully mitigate any decrease in excess spread (i.e. the difference between the interest collected on the Loans and the sum of the interest payable on the Asset-Backed Notes and certain transaction fees and expenses payable by the Issuer) that otherwise would be available to make payments on the Asset-Backed Notes, as credit support, or as otherwise provided in the priority of payments under the documents governing the Debt Securitization. In the unlikely event that a breach of the representations and warranties under the documents governing the Debt Securitization with respect to the Loans in the pool as of the closing date of the Debt Securitization were to occur, a substantial volume of substitutions of Loans in the pool could result. There can be no assurance that the applicable margins and any applicable interest rate floors on such substitute Loans would be in excess of the interest on the Asset-Backed Notes. As a result of such substitutions, and subject in the case of floating rate Loans to changes in the level of LIBOR or any other applicable floating rate index, a mismatch could therefore arise between the rates of interest accruing in connection with the Loans in the pool and the fixed rate of interest accruing on the Asset-Backed Notes. Consequently, amounts payable by the Securitization Issuer could exceed collections on the Loans in the pool, which could delay, reduce or eliminate the ability of the Securitization Issuer to make distributions in respect of the equity interest that we indirectly hold.

Because we currently borrow, and plan to borrow in the future, money to make investments, our net investment income is dependent upon the difference between the rate at which we borrow funds and the rate at which we invest the funds borrowed. Accordingly, there can be no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income. In periods of rising interest rates, our cost of funds would increase, which could reduce our net investment income if there is not a corresponding increase in interest income generated by variable rate assets in our investment portfolio.





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### **ITEM 4. CONTROLS AND PROCEDURES**

#### **Disclosure Controls and Procedures**

Our chief executive and chief financial officers, under the supervision and with the participation of our management, conducted an evaluation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934. As of the end of the period covered by this quarterly report on Form 10-Q, our chief executive and chief financial officers have concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that information required to be disclosed by us in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including its chief executive and chief financial officers, as appropriate to allow timely decisions regarding required disclosure.

#### **Changes in Internal Control Over Financial Reporting**

There have been no other changes in our internal control over financing reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934, as amended, that occurred during our most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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**PART II: OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

We may, from time to time, be involved in litigation arising out of our operations in the normal course of business or otherwise. Furthermore, third parties may try to seek to impose liability on us in connection with the activities of our portfolio companies. While the outcome of any current legal proceedings cannot at this time be predicted with certainty, we do not expect any current matters will materially affect our financial condition or results of operations; however, there can be no assurance whether any pending legal proceedings will have a material adverse effect on our financial condition or results of operations in any future reporting period.

**ITEM 1A. RISK FACTORS**

In addition to the risks discussed below, important risk factors that could cause results or events to differ from current expectations are described in Part I, Item 1A Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2012.

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*Our financial results could be negatively affected if a significant portfolio investment fails to perform as expected.*

Our total investment in companies may be significant individually or in the aggregate. As a result, if a significant investment in one or more companies fails to perform as expected, our financial results could be more negatively affected and the magnitude of the loss could be more significant than if we had made smaller investments in more companies. The following table shows the fair value of the totals of investments held in portfolio companies at March 31, 2013 (unaudited) that represent greater than 5% of net assets:

(in thousands)	March 31, 2013	
	Fair Value	Percentage of Net Assets
Box, Inc.	\$ 48,455	7.9%
Merrimack Pharmaceuticals, Inc	\$ 43,816	7.1%
BrightSource Energy, Inc.	\$ 34,801	5.7%
Comverge, Inc.	\$ 33,358	5.4%

Box, Inc. is an online storage and sharing service that gives users access to their files from anywhere.

Merrimack Pharmaceuticals, Inc. is a biopharmaceutical company discovering, developing and preparing to commercialize innovative medicines paired with companion diagnostics for the treatment of serious diseases, with an initial focus on cancer.

Brightsource Energy, Inc. designs, develops and sells solar thermal power systems that deliver reliable, clean energy to utilities and industrial companies.

Comverge, Inc. provides clean energy solutions.

Our financial results could be materially adversely affected if these portfolio companies or any of our other significant portfolio companies encounter financial difficulty and fail to repay their obligations or to perform as expected.

*Investing in publicly traded companies can involve a high degree of risk and can be speculative.*

We have invested, and expect to continue to invest, a portion of our portfolio in publicly traded companies or companies that are in the process of completing their initial public offering, or IPO. As publicly traded companies, the securities of these companies may not trade at high volumes, and prices can be volatile, which may restrict our ability to sell our positions and may have a material impact on us.

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### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

During the three-month period ended March 31, 2013, we issued approximately 40,000 shares of common stock to shareholders in connection with the dividend reinvestment plan. These issuances were not subject to the registration requirements of the Securities Act of 1933, as amended. The aggregate value the shares of our common stock issued under our dividend reinvestment plan was approximately \$488,000.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

Not Applicable

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not Applicable

### **ITEM 5. OTHER INFORMATION**

Not Applicable

### **ITEM 6. EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
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.

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**SIGNATURES**

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

HERCULES TECHNOLOGY GROWTH CAPITAL, INC.  
(Registrant)

Dated: May 2, 2013

/s/ MANUEL A. HENRIQUEZ  
**Manuel A. Henriquez**  
**Chairman, President, and Chief Executive Officer**

Dated: May 2, 2013

/s/ JESSICA BARON  
**Jessica Baron**  
**Vice President, Finance and Chief Financial Officer**

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