

MONROE CAPITAL Corp
Form 10-Q
August 07, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2018

OR

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

Commission file number: 814-00866

MONROE CAPITAL CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)

27-4895840
(I.R.S. Employer
Identification No.)

311 South Wacker Drive, Suite 6400 60606
Chicago, Illinois
(Address of Principal Executive Office) (Zip Code)

(312) 258-8300

(Registrant's Telephone Number, Including Area Code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of August 6, 2018, the registrant had 20,444,564 shares of common stock, \$0.001 par value, outstanding.

TABLE OF CONTENTS

	Page
<u>PART I. FINANCIAL INFORMATION</u>	<u>3</u>
<u>Item 1. Consolidated Financial Statements</u>	<u>3</u>
<u>Consolidated Statements of Assets and Liabilities as of June 30, 2018 (unaudited) and December 31, 2017</u>	<u>3</u>
<u>Consolidated Statements of Operations for the three and six months ended June 30, 2018 (unaudited) and 2017 (unaudited)</u>	<u>4</u>
<u>Consolidated Statements of Changes in Net Assets for the six months ended June 30, 2018 (unaudited) and 2017 (unaudited)</u>	<u>5</u>
<u>Consolidated Statements of Cash Flows for the six months ended June 30, 2018 (unaudited) and 2017 (unaudited)</u>	<u>6</u>
<u>Consolidated Schedules of Investments as of June 30, 2018 (unaudited) and December 31, 2017</u>	<u>7</u>
<u>Notes to Consolidated Financial Statements (unaudited)</u>	<u>23</u>
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>46</u>
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>64</u>
<u>Item 4. Controls and Procedures</u>	<u>64</u>
<u>PART II. OTHER INFORMATION</u>	<u>65</u>
<u>Item 1. Legal Proceedings</u>	<u>65</u>
<u>Item 1A. Risk Factors</u>	<u>65</u>
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>67</u>
<u>Item 3. Defaults Upon Senior Securities</u>	<u>67</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>67</u>
<u>Item 5. Other Information</u>	<u>67</u>
<u>Item 6. Exhibits</u>	<u>68</u>

Signatures

2

Part I. Financial Information**Item 1. Consolidated Financial Statements****MONROE CAPITAL CORPORATION****CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES****(in thousands, except per share data)**

	June 30, 2018	December 31, 2017
	(unaudited)	
ASSETS		
Investments, at fair value:		
Non-controlled/non-affiliate company investments	\$ 425,220	\$ 425,747
Non-controlled affiliate company investments	54,322	58,751
Controlled affiliate company investments	18,693	9,640
Total investments, at fair value (amortized cost of: \$522,734 and \$507,580, respectively)	498,235	494,138
Cash	2,779	4,332
Restricted cash	4,252	2,867
Interest receivable	7,239	5,335
Other assets	1,098	760
Total assets	513,603	507,432
LIABILITIES		
Debt:		
Revolving credit facility	125,496	117,092
SBA debentures payable	115,000	109,520
Total debt	240,496	226,612
Less: Unamortized deferred financing costs	(4,462)	(4,670)
Total debt, less unamortized deferred financing costs	236,034	221,942
Interest payable	1,657	1,535
Management fees payable	2,202	2,064
Incentive fees payable	990	1,157
Accounts payable and accrued expenses	2,012	2,035
Total liabilities	242,895	228,733
Net assets	\$ 270,708	\$ 278,699

Commitments and contingencies (See Note 10)

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

ANALYSIS OF NET ASSETS

Common stock, \$0.001 par value, 100,000 shares authorized, 20,279 and 20,240 shares issued and outstanding, respectively	\$ 20	\$ 20
Capital in excess of par value	286,651	286,141
Undistributed net investment income (accumulated distributions in excess of net investment income)	8,907	6,707
Accumulated net realized gain (loss) on investments, secured borrowings and foreign currency transactions	(369)	(372)
Accumulated net unrealized gain (loss) on investments, secured borrowings and foreign currency borrowings	(24,501)	(13,797)
Total net assets	\$ 270,708	\$ 278,699
Net asset value per share	\$ 13.35	\$ 13.77

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited)

(in thousands, except per share data)

	Three months ended June 30		Six months ended June 30,	
	2018	2017	2018	2017
Investment income:				
Interest income:				
Non-controlled/non-affiliate company investments	\$ 11,788	\$ 10,053	\$ 23,751	\$ 20,108
Non-controlled affiliate company investments	1,751	1,111	3,579	2,307
Controlled affiliate company investments	-	217	-	394
Total interest income	13,539	11,381	27,330	22,809
Dividend income:				
Non-controlled/non-affiliate company investments	265	250	525	500
Controlled affiliate company investments	350	-	525	-
Total dividend income	615	250	1,050	500
Fee income:				
Non-controlled/non-affiliate company investments	583	637	1,307	965
Non-controlled affiliate company investments	83	-	83	-
Total fee income	666	637	1,390	965
Total investment income	14,820	12,268	29,770	24,274
Operating expenses:				
Interest and other debt financing expenses	2,836	2,184	5,542	4,194
Base management fees	2,202	1,903	4,365	3,708
Incentive fees	990	1,460	1,751	2,750
Professional fees	302	286	609	577
Administrative service fees	322	301	646	631
General and administrative expenses	225	259	401	468
Excise taxes	-	-	11	-
Directors' fees	37	37	74	74
Expenses before incentive fee waiver	6,914	6,430	13,399	12,402
Incentive fee waiver	-	(250)	-	(250)
Total expenses, net of incentive fee waiver	6,914	6,180	13,399	12,152
Net investment income	7,906	6,088	16,371	12,122

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Net gain (loss) on investments, secured borrowings, foreign currency transactions and foreign currency borrowings:

Net realized gain (loss):

Non-controlled/non-affiliate company investments	-	2,161	-	2,328
Secured borrowings	-	66	-	66
Foreign currency transactions	(9)	-	3	-
Net realized gain (loss)	(9)	2,227	3	2,394

Net change in unrealized gain (loss):

Non-controlled/non-affiliate company investments	(515)	497	(680)	689
Non-controlled affiliate company investments	(4,157)	(7,192)	(11,080)	(9,356)
Controlled affiliate company investments	260	(575)	703	(2,234)
Secured borrowings	-	(5)	-	(6)
Foreign currency borrowings	795	(16)	353	(16)
Net change in unrealized gain (loss)	(3,617)	(7,291)	(10,704)	(10,923)

Net gain (loss) on investments, secured borrowings, foreign currency transactions and foreign currency borrowings	(3,626)	(5,064)	(10,701)	(8,529)
---	----------	----------	-----------	----------

Net increase (decrease) in net assets resulting from operations	\$ 4,280	\$ 1,024	\$ 5,670	\$ 3,593
---	----------	----------	----------	----------

Per common share data:

Net investment income per share - basic and diluted	\$ 0.39	\$ 0.35	\$ 0.81	\$ 0.71
Net increase (decrease) in net assets resulting from operations per share - basic and diluted	\$ 0.21	\$ 0.06	\$ 0.28	\$ 0.21
Weighted average common shares outstanding - basic and diluted	20,244	17,369	20,242	16,984

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS

(unaudited)

(in thousands)

	Common Stock	Par value	Capital in excess of par value	Undistributed net investment income (accumulated distributions in excess of net investment income)	Accumulated net realized gain (loss) on investments, secured borrowings and foreign currency transactions	Accumulated net unrealized gain (loss) on investments, secured borrowings and foreign currency borrowings	Total net assets
Balances at December 31, 2016	16,582	\$ 17	\$233,526	\$ 7,037	\$ 587	\$ (317)	\$240,850
Net increase (decrease) in net assets resulting from operations	-	-	-	12,122	2,394	(10,923)	3,593
Issuance of common stock, net of offering and underwriting costs	3,624	3	52,218	-	-	-	52,221
Distributions to stockholders:							
Stock issued in connection with dividend reinvestment plan	34	-	525	(525)	-	-	-
Distributions from net investment income	-	-	-	(12,356)	-	-	(12,356)
Balances at June 30, 2017	20,240	\$ 20	\$286,269	\$ 6,278	\$ 2,981	\$ (11,240)	\$284,308
Balances at December 31, 2017	20,240	\$ 20	\$286,141	\$ 6,707	\$ (372)	\$ (13,797)	\$278,699
Net increase (decrease) in net assets resulting from operations	-	-	-	16,371	3	(10,704)	5,670
Issuance of common stock, net of offering and underwriting costs	17	-	209	-	-	-	209
Distributions to stockholders:							

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Stock issued in connection with dividend reinvestment plan	22	-	301	(301)	-	-	-
Distributions from net investment income	-	-	-	(13,870)	-	-	(13,870)
Balances at June 30, 2018	20,279	\$ 20	\$286,651	\$ 8,907	\$ (369)	\$ (24,501) \$270,708

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

(in thousands)

	Six months ended June 30,	
	2018	2017
Cash flows from operating activities:		
Net increase (decrease) in net assets resulting from operations	\$ 5,670	\$ 3,593
Adjustments to reconcile net increase (decrease) in net assets resulting from operations to net cash provided by (used in) operating activities:		
Net change in unrealized (gain) loss on investments	11,057	10,901
Net change in unrealized (gain) loss on secured borrowings	-	6
Net change in unrealized (gain) loss on foreign currency borrowings	(353)	16
Net realized (gain) loss on investments	-	(2,328)
Net realized (gain) loss on secured borrowings	-	(66)
Net realized (gain) on foreign currency transactions	(3)	-
Payment-in-kind interest income	(656)	(1,018)
Payment-in-kind dividend income	(522)	-
Net accretion of discounts and amortization of premiums	(1,556)	(746)
Proceeds from principal payments and sales of investments	60,368	75,460
Purchases of investments	(72,788)	(114,898)
Amortization of deferred financing costs	596	486
Changes in operating assets and liabilities:		
Interest receivable	(1,904)	(919)
Other assets	(338)	(2)
Interest payable	122	135
Management fees payable	138	154
Incentive fees payable	(167)	(12)
Accounts payable and accrued expenses	(23)	(203)
Net cash provided by (used in) operating activities	(359)	(29,441)
Cash flows from financing activities:		
Borrowings on revolving credit facility	67,107	68,329
Repayments of revolving credit facility	(58,350)	(103,500)
SBA debentures borrowings	5,480	34,100
Payments of deferred financing costs	(388)	(1,182)

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Repayments on secured borrowings	-	(1,254)
Proceeds from shares sold, net of offering and underwriting costs	209	52,221
Stockholder distributions paid, net of stock issued under the dividend reinvestment plan of \$301, and \$525, respectively	(13,870)	(12,356)
Net cash provided by (used in) financing activities	188	36,358
Net increase (decrease) in Cash and Restricted Cash	(171)	6,917
Effect of foreign currency exchange rates	3	-
Cash and Restricted Cash, beginning of period ⁽¹⁾	7,199	8,331
Cash and Restricted Cash, end of period ⁽²⁾	\$ 7,031	\$ 15,248
Supplemental disclosure of cash flow information:		
Cash interest paid during the period	\$ 4,786	\$ 3,473
Cash paid for excise taxes during the period	\$ 91	\$ 495

Represents cash and restricted cash of \$4,332 and \$2,867, respectively, from the consolidated statement of assets (1) and liabilities as of December 31, 2017. Represents cash and restricted cash of \$5,958 and \$2,373, respectively, from the consolidated statement of assets and liabilities as of December 31, 2016.

Represents cash and restricted cash of \$2,779 and \$4,252, respectively, from the consolidated statement of assets (2) and liabilities as of June 30, 2018. Represents cash and restricted cash of \$9,904 and \$5,344, respectively, from the consolidated statement of assets and liabilities as of June 30, 2017.

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS

(unaudited)

June 30, 2018

(in thousands, except for shares and units)

Portfolio Company ^(a)	Spread Above Index ^(b)	Interest Rate	Maturity	Principal	Amortized Cost	Fair Value ^(c)	% of Net Assets ^(d)	
Non-Controlled/Non-Affiliate Company Investments								
Senior Secured Loans								
Banking, Finance, Insurance & Real Estate								
Echelon Funding I, LLC (Delayed Draw) ^{(e) (f) (g)}	L+10.25%	12.23%	2/24/2021	15,750	\$ 15,745	\$ 15,941	5.9	%
HFZ Capital Group, LLC ^(e)	L+10.17%	12.31% Cash/0.17% PIK	^(h) 10/20/2019	18,000	17,718	18,000	6.6	%
Liftforward SPV II, LLC ^{(e) (f)}	L+10.75%	12.84%	11/10/2020	10,000	4,220	4,279	1.6	%
PKS Holdings, LLC ^(e)	L+9.50%	11.48%	11/30/2022	1,778	1,622	1,720	0.6	%
PKS Holdings, LLC (Revolver) ^{(e) (f)}	L+9.50%	11.48%	11/30/2022	80	-	-	0.0	%
				45,608	39,305	39,940	14.7	%
Beverage, Food & Tobacco								
All Holding Company, LLC ⁽ⁱ⁾	L+7.00%	9.09%	11/15/2021	5,259	5,187	5,131	1.9	%
California Pizza Kitchen, Inc.	L+6.00%	8.10%	8/23/2022	6,878	6,818	6,750	2.5	%
				12,137	12,005	11,881	4.4	%
Capital Equipment								
Hastings Manufacturing Company	L+8.25%	10.34%	4/24/2023	2,981	2,923	2,969	1.1	%
Hastings Manufacturing Company (Delayed Draw) ^{(f) (g)}	L+8.25%	10.34%	4/24/2023	899	-	-	0.0	%
				3,880	2,923	2,969	1.1	%
Chemicals, Plastics & Rubber								
Valudor Products LLC	L+7.50%	9.59%	6/18/2023	1,624	1,592	1,592	0.6	%
Valudor Products LLC ^(j)	L+7.50%	9.59%	6/18/2023	211	205	205	0.1	%
Valudor Products LLC (Revolver) ^(f)	L+7.50%	9.59%	6/18/2023	264	66	65	0.0	%

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

				2,099	1,863	1,862	0.7	%
Construction & Building								
Cali Bamboo, LLC	L+7.00%	9.09%	7/10/2020	5,291	5,248	5,291	2.0	%
Cali Bamboo, LLC (Revolver) (f)	L+7.00%	9.09%	7/10/2020	2,165	779	779	0.3	%
		10.59%						
Cornerstone Detention Products, Inc. (k)	L+11.83%	Cash/ 3.33%	(l) 4/8/2019	3,434	3,422	3,434	1.3	%
		PIK						
Cornerstone Detention Products, Inc. (Revolver) (f)	L+8.50%	10.59%	4/8/2019	1,000	200	200	0.1	%
TRP Construction Group, LLC (i)	L+6.50%	8.59%	10/5/2022	7,960	7,820	7,948	2.9	%
TRP Construction Group, LLC (Revolver) (f)	L+6.50%	8.59%	10/5/2022	2,133	-	-	0.0	%
				21,983	17,469	17,652	6.6	%
Consumer Goods: Durable								
Parterre Flooring & Surface Systems, LLC (i)	L+7.25%	9.34%	8/22/2022	11,550	11,352	11,533	4.3	%
Parterre Flooring & Surface Systems, LLC (Revolver) (f)	L+7.25%	9.34%	8/22/2022	2,400	-	-	0.0	%
				13,950	11,352	11,533	4.3	%
Consumer Goods: Non-Durable								
Gibson Brands, Inc. (m)	n/a	8.88%	(n) n/a	10,000	9,220	8,491	3.1	%
Gibson Brands, Inc. (DIP Facility) (f)	L+9.00%	11.01%	2/1/2019	3,600	959	1,087	0.4	%
Solaray, LLC	L+6.50%	8.82%	9/9/2023	3,247	3,222	3,247	1.2	%
Solaray, LLC	L+6.50%	8.83%	9/9/2023	697	697	697	0.3	%
				17,544	14,098	13,522	5.0	%
Energy: Oil & Gas								
		12.59%						
Landpoint, LLC	L+12.75%	Cash/ 2.25%	(o) 12/20/2019	2,271	2,265	2,234	0.8	%
		PIK						
Landpoint, LLC (Revolver) (f)	L+10.50%	12.59%	12/20/2019	313	-	-	0.0	%
				2,584	2,265	2,234	0.8	%
Environmental Industries								
Synergy Environmental Corporation (i)	L+6.50%	8.59%	4/29/2021	2,972	2,925	2,972	1.1	%
Synergy Environmental Corporation (i)	L+6.50%	8.59%	4/29/2021	497	489	497	0.2	%
Synergy Environmental Corporation (Delayed Draw) (f) (g)	L+6.50%	8.59%	4/29/2021	1,331	848	848	0.3	%
Synergy Environmental Corporation (Revolver) (f)	L+6.50%	8.59%	4/29/2021	671	47	47	0.0	%
				5,471	4,309	4,364	1.6	%

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS - (continued)

(unaudited)

June 30, 2018

(in thousands, except for shares and units)

Portfolio Company ^(a)	Spread Above Index ^(b)	Interest Rate	Maturity	Principal	Amortized Cost	Fair Value ^(c)	% of Net Assets ^(d)
Healthcare & Pharmaceuticals							
American Optics Holdco, Inc. ^{(e) (p)}	L+8.00%	10.09%	9/13/2022	4,113	\$ 4,041	\$ 4,168	1.5 %
American Optics Holdco, Inc. (Revolver) ^{(e) (f) (p)}	L+8.00%	10.09%	9/13/2022	440	-	-	0.0 %
American Optics Holdco, Inc. ^{(e) (p)}	L+8.00%	10.09%	9/13/2022	756	743	767	0.3 %
American Optics Holdco, Inc. (Revolver) ^{(e) (f) (p)}	L+8.00%	10.09%	9/13/2022	440	-	-	0.0 %
Beaver-Visitec International Holdings, Inc.							
Edge Systems Holdings Corp.	L+7.75%	10.06%	12/1/2021	3,341	3,292	3,402	1.3 %
Edge Systems Holdings Corp. (Revolver) ^(f)	P+6.75%	11.75%	12/1/2021	260	49	49	0.0 %
Familia Dental Group Holdings, LLC ⁽ⁱ⁾	L+8.00%	10.09%	4/8/2021	5,156	5,105	5,208	1.9 %
Familia Dental Group Holdings, LLC	L+8.00%	10.09%	4/8/2021	496	496	501	0.2 %
Familia Dental Group Holdings, LLC (Revolver) ^(f)	L+8.00%	10.09%	4/8/2021	573	344	344	0.1 %
				20,488	18,945	19,376	7.1 %
High Tech Industries							
Corbett Technology Solutions, Inc. ⁽ⁱ⁾	L+7.00%	9.09%	11/7/2021	5,051	4,994	5,102	1.9 %
Corbett Technology Solutions, Inc. (Revolver) ^(f)	L+7.00%	9.09%	11/7/2021	867	412	412	0.2 %
	L+9.82%	11.92%	5/4/2022	4,505	4,456	4,550	1.7 %

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Energy Services Group, LLC									
Energy Services Group, LLC ^{(e) (q)}	L+9.82%	10.82%	5/4/2022	5,359	5,309	5,386	2.0	%	
Energy Services Group, LLC	L+9.82%	11.92%	5/4/2022	1,282	1,266	1,295	0.5	%	
Newforma, Inc. ⁽ⁱ⁾	L+7.50%	9.83%	6/30/2022	14,888	14,701	15,036	5.6	%	
Newforma, Inc. (Revolver) ^(f)	L+7.50%	9.83%	6/30/2022	1,250	-	-	0.0	%	
Prototek Sheetmetal Fabrication, LLC	L+7.00%	9.09%	12/12/2022	3,483	3,420	3,531	1.3	%	
Prototek Sheetmetal Fabrication, LLC (Delayed Draw) ^{(f) (g)}	L+7.00%	9.09%	12/12/2022	2,333	-	-	0.0	%	
Prototek Sheetmetal Fabrication, LLC (Revolver) ^(f)	L+7.00%	9.09%	12/12/2022	233	-	-	0.0	%	
RPL Bidco Limited ^{(e) (p) (q)}	L+7.50%	8.12%	11/9/2023	14,264	14,101	14,363	5.3	%	
RPL Bidco Limited ^{(e) (f) (p) (q)}	L+7.50%	8.12%	11/9/2023	2,113	-	-	0.0	%	
RPL Bidco Limited (Revolver) ^{(e) (f) (p) (q)}	L+7.50%	8.12%	11/9/2023	528	-	-	0.0	%	
				56,156	48,659	49,675	18.5	%	
Hotels, Gaming & Leisure									
BC Equity Ventures LLC	L+6.50%	8.81%	8/31/2022	2,573	2,533	2,601	1.0	%	
TRG, LLC	L+12.10%	Cash/ 9.48% 4.60% PIK 9.48%	^(t) 3/31/2021	17,114	17,016	18,295	6.7	%	
TRG, LLC (CapEx) ^(f)	L+9.50%	Cash/ 2.00% PIK	3/31/2021	1,643	1,353	1,455	0.5	%	
TRG, LLC (Revolver) ^(f)	L+9.50%	11.48%	3/31/2021	262	131	140	0.1	%	
				21,592	21,033	22,491	8.3	%	
Media: Advertising, Printing & Publishing									
AdTheorent, Inc.	L+10.50%	12.48%	12/22/2021	4,813	4,800	4,798	1.8	%	
Atlas Sign Industries of FLA, LLC ⁽ⁱ⁾	L+9.50%	11.59%	5/14/2023	3,500	3,305	3,385	1.2	%	
Destination Media, Inc. ⁽ⁱ⁾	L+6.50%	8.59%	4/7/2022	7,466	7,377	7,555	2.8	%	
Destination Media, Inc. (Revolver) ^(f)	L+6.50%	8.59%	4/7/2022	542	-	-	0.0	%	
MC Sign Lessor Corp.	L+7.00%	8.98%	12/22/2022	9,975	9,792	10,175	3.8	%	
MC Sign Lessor Corp. (Delayed Draw) ^{(f) (g)}	L+7.00%	8.98%	12/22/2022	2,083	-	-	0.0	%	
MC Sign Lessor Corp. (Revolver) ^(f)	L+7.00%	8.98%	12/22/2022	625	417	417	0.2	%	
				29,004	25,691	26,330	9.8	%	
Media: Broadcasting & Subscription									

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Jerry Lee Radio, LLC	L+9.50%	11.59%	12/17/2020	10,492	10,346	10,492	3.9	%
				10,492	10,346	10,492	3.9	%
Retail								
Bluestem Brands, Inc.	L+7.50%	9.59%	11/6/2020	2,517	2,503	1,661	0.6	%
Forman Mills, Inc. ⁽ⁱ⁾	L+7.50%	9.59%	10/4/2021	8,436	8,318	8,373	3.1	%
LuLu's Fashion Lounge, LLC	L+7.00%	9.09%	8/28/2022	4,719	4,597	4,813	1.8	%
The Worth Collection, Ltd. ⁽ⁱ⁾	L+8.50%	10.59%	9/29/2021	10,588	10,438	9,296	3.4	%
Yandy Holding, LLC	L+11.00%	13.09%	9/30/2019	4,202	4,183	4,168	1.5	%
Yandy Holding, LLC (Revolver) ^(f)	L+11.00%	13.09%	9/30/2019	907	-	-	0.0	%
				31,369	30,039	28,311	10.4	%
Services: Business								
APCO Worldwide, Inc.	L+8.00%	10.09%	6/30/2022	5,000	4,917	5,008	1.8	%
Burroughs, Inc. ⁽ⁱ⁾	L+7.50%	9.48%	12/22/2022	5,963	5,879	5,721	2.1	%
Burroughs, Inc. (Revolver)	L+7.50%	9.48%	12/22/2022	750	750	720	0.3	%
Curion Holdings, LLC ⁽ⁱ⁾	L+7.00%	9.09%	5/2/2022	3,835	3,789	3,775	1.4	%
Curion Holdings, LLC (Revolver) ^(f)	L+7.00%	9.09%	5/2/2022	308	77	76	0.0	%
EB Employee Solutions, LLC ⁽ⁱ⁾	L+8.00%	10.09%	2/28/2019	3,146	3,130	3,111	1.1	%
First Call Resolution, LLC ⁽ⁱ⁾	L+7.00%	8.98%	9/22/2022	4,122	4,070	4,205	1.6	%
Madison Logic, Inc. ⁽ⁱ⁾	L+8.00%	10.09%	11/30/2021	10,064	9,916	10,064	3.7	%
Madison Logic, Inc. (Revolver) ^(f)	L+8.00%	10.09%	11/30/2021	988	-	-	0.0	%
				34,176	32,528	32,680	12.0	%

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS - (continued)

(unaudited)

June 30, 2018

(in thousands, except for shares and units)

Portfolio Company ^(a)	Spread Above Index ^(b)	Interest Rate	Maturity	Principal	Amortized Cost	Fair Value ^(c)	% of Net Assets ^(d)	
Services: Consumer								
PeopleConnect Intermediate, LLC	L+6.50%	8.81%	7/1/2020	4,420	\$ 4,413	\$ 4,420	1.6	%
PeopleConnect Intermediate, LLC	L+12.50%	14.81%	7/1/2020	4,710	4,678	4,698	1.7	%
PeopleConnect Intermediate, LLC (Revolver) ^(f)	L+9.50%	11.81%	7/1/2020	236	118	118	0.0	%
				9,366	9,209	9,236	3.3	%
Utilities: Electric								
CRCI Holdings, Inc.	L+5.50%	8.17%	8/31/2023	2,782	2,760	2,785	1.0	%
				2,782	2,760	2,785	1.0	%
Utilities: Water								
RedZone Robotics, Inc.	L+6.75%	8.84%	6/4/2023	951	932	932	0.3	%
RedZone Robotics, Inc. (Revolver) ^(f)	L+6.75%	8.84%	6/4/2023	158	-	-	0.0	%
				1,109	932	932	0.3	%
Wholesale								
Mid-West Wholesale Hardware Co. ⁽ⁱ⁾	L+8.00%	10.09%	2/9/2022	16,484	16,224	16,502	6.1	%
Mid-West Wholesale Hardware Co. (Revolver) ^(f)	L+8.00%	10.09%	2/9/2022	4,421	2,211	2,211	0.8	%
Nearly Natural, Inc. ⁽ⁱ⁾	L+7.00%	9.33%	12/15/2022	6,965	6,839	7,056	2.6	%
Nearly Natural, Inc. (Revolver) ^(f)	L+7.00%	9.33%	12/15/2022	1,522	-	-	0.0	%
				29,392	25,274	25,769	9.5	%
Total								
Non-Controlled/Non-Affiliate Senior Secured Loans				371,182	331,005	334,034	123.3	%
Unitranche Secured Loans ^(s)								
Chemicals, Plastics & Rubber								

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

MFG Chemical, LLC ⁽ⁱ⁾	L+6.00%	8.09%	6/23/2022	10,477	10,344	10,445	3.9	%
MFG Chemical, LLC (Delayed Draw) ^{(f) (g)}	L+6.00%	8.09%	6/23/2022	1,135	-	-	0.0	%
				11,612	10,344	10,445	3.9	%
Consumer Goods: Durable RugsUSA, LLC	L+6.50%	8.84%	4/30/2023	4,000	3,961	4,018	1.5	%
				4,000	3,961	4,018	1.5	%
Consumer Goods: Non-Durable								
		10.58%						
Incipio Technologies, Inc. ^(t)	L+9.06%	Cash/ 0.56%	^(u) 6/30/2019	13,803	13,690	13,307	4.9	%
		PIK						
Incipio Technologies, Inc. ^(v)	L+8.50%	10.58%	6/30/2019	3,613	3,613	3,613	1.3	%
				17,416	17,303	16,920	6.2	%
Healthcare & Pharmaceuticals Collaborative Neuroscience Network, LLC	L+11.50%	13.59%	n/a	^(w) 6,120	6,085	5,970	2.2	%
		12.00%						
Collaborative Neuroscience Network, LLC	n/a	Cash/ 3.00%	n/a	^(w) 299	299	299	0.1	%
		PIK						
Collaborative Neuroscience Network, LLC (Revolver)	L+10.00%	12.09%	n/a	^(w) 200	192	200	0.1	%
Priority Ambulance, LLC ⁽ⁱ⁾	L+6.50%	8.83%	4/12/2022	9,258	9,107	9,272	3.5	%
Priority Ambulance, LLC	L+6.50%	8.83%	4/12/2022	674	674	674	0.2	%
				16,551	16,357	16,415	6.1	%
Hotels, Gaming & Leisure Playtime, LLC	L+7.50%	9.59%	12/31/2021	3,914	3,914	3,687	1.4	%
				3,914	3,914	3,687	1.4	%
Total Non-Controlled/Non-Affiliate Unitranche Secured Loans				53,493	51,879	51,485	19.1	%
Junior Secured Loans Banking, Finance, Insurance & Real Estate								
Confie Seguros Holdings II Co.	L+9.50%	11.81%	5/8/2019	8,594	8,441	8,357	3.1	%
				8,594	8,441	8,357	3.1	%
Beverage, Food & Tobacco CSM Bakery Supplies, LLC	L+7.75%	10.06%	7/3/2021	5,792	5,792	5,459	2.0	%
				5,792	5,792	5,459	2.0	%
Consumer Goods: Non-Durable								
Incipio Technologies, Inc. ^(x)	n/a	10.70%	⁽ⁿ⁾ 12/31/2020	3,766	-	1,143	0.4	%
		PIK						
Incipio Technologies, Inc. ^(y)	n/a	10.70%	⁽ⁿ⁾ 12/31/2020	7,194	-	-	0.0	%
		PIK		10,960	-	1,143	0.4	%
High Tech Industries								

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Answers Finance, LLC	P+7.90%	9.00%	(z) 9/15/2021	392	390	382	0.2	%
Micro Holdings Corp.	L+7.50%	9.59%	8/18/2025	3,000	2,972	3,032	1.1	%
				3,392	3,362	3,414	1.3	%

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS - (continued)

(unaudited)

June 30, 2018

(in thousands, except for shares and units)

Portfolio Company ^(a)	Spread Above Index ^(b)	Interest Rate	Maturity	Principal	Amortized Cost	Fair Value ^(c)	% of Net Assets ^(d)	
Media: Broadcasting & Subscription								
Mergermarket Bidco Limited	L+7.25%	9.32%	8/3/2025	4,500	\$4,457	\$4,511	1.7	%
				4,500	4,457	4,511	1.7	%
Media: Diversified & Production								
The Octave Music Group, Inc.	L+8.25%	10.25%	5/27/2022	5,000	4,951	5,006	1.8	%
				5,000	4,951	5,006	1.8	%
Services: Consumer Education Corporation of America	L+11.00%	13.33%	3/31/2020	625	622	625	0.2	%
				625	622	625	0.2	%
Total Non-Controlled/Non-Affiliate Junior Secured Loans				38,863	27,625	28,515	10.5	%
Equity Securities ^{(aa) (ab)}								
Banking, Finance, Insurance & Real Estate								
PKS Holdings, LLC (warrant to purchase 14,247 class A preferred units) ^(e)	-	-	^(ac) 11/30/2027	-	116	107	0.0	%
					116	107	0.0	%
Chemicals, Plastics & Rubber								
Valudor Products, LLC (501,014 class A-1 units)	-	-	^(ac) -	-	501	478	0.2	%
					501	478	0.2	%
Healthcare & Pharmaceuticals								
Collaborative Neuroscience Network, LLC (warrant to purchase up to 2 LLC units)	-	-	^(ac) 12/27/2022	-	-	172	0.0	%

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Collaborative Neuroscience Network, LLC (warrant to purchase up to 2 LLC units)	-	-	(ac) 12/31/2027	-	-	-	0.0	%
						172	0.0	%
High Tech Industries Answers Finance, LLC (76,539 shares of common stock)	-	-	(ac) -	-	2,413	842	0.3	%
					2,413	842	0.3	%
Hotels, Gaming & Leisure Playtime, LLC - Preferred Units (8,665 units)	-	-	(ac) -	-	200	31	0.0	%
					200	31	0.0	%
Media: Advertising, Printing & Publishing								
AdTheorent, Inc. (128,866 class A voting units)	-	-	(ac) -	-	129	156	0.1	%
Atlas Sign Industries of FLA, LLC (warrant to purchase 0.8% of the equity)	-	-	(ac) -	-	125	125	0.0	%
InMobi Pte, Ltd. (represents the right to purchase 2.80% of the equity) ^{(e) (p)}	-	-	(ac) 9/18/2025	-	-	219	0.1	%
					254	500	0.2	%
Retail								
The Tie Bar Operating Company, LLC - Class A Preferred Units (1,275 units)	-	-	-	-	86	125	0.0	%
The Tie Bar Operating Company, LLC - Class B Preferred Units (1,275 units)	-	-	-	-	1	-	0.0	%
					87	125	0.0	%
Services: Business								
APCO Worldwide, Inc. (100 class A voting common stock)	-	-	(ac) -	-	395	414	0.2	%
					395	414	0.2	%
Services: Consumer								
Education Corporation of America - Series G Preferred Stock (8,333 shares)	-	12.00% PIK	-	-	8,889	8,346	3.1	%
					8,889	8,346	3.1	%
Wholesale								
Nearly Natural, Inc. (152,174 class A units)	-	-	(ac) -	-	152	171	0.1	%
					152	171	0.1	%
Total								
Non-Controlled/Non-Affiliate Equity Securities					13,007	11,186	4.1	%
Total								
Non-Controlled/Non-Affiliate Company Investments					\$ 423,516	\$ 425,220	157.0	%

**Non-Controlled Affiliate
Company Investments** ^(ad)

Senior Secured Loans

Banking, Finance, Insurance &
Real Estate

American Community Homes, Inc.	L+10.00%	12.09%	7/22/2019	7,333	7,283	7,315	2.7	%
American Community Homes, Inc.	L+14.50%	12.09% Cash/ 4.50% PIK	7/22/2019	4,345	4,320	4,330	1.6	%
American Community Homes, Inc.	L+14.50%	12.09% Cash/ 4.50% PIK	n/a	^(w) 555	550	555	0.2	%
American Community Homes, Inc.	L+10.00%	12.09%	7/22/2019	444	437	444	0.2	%
American Community Homes, Inc.	L+14.50%	12.09% Cash/ 4.50% PIK	7/22/2019	234	230	233	0.1	%
American Community Homes, Inc. (Delayed Draw) ^{(f) (g)}	L+10.00%	12.09%	7/22/2019	444	-	-	0.0	%
American Community Homes, Inc. (Delayed Draw) ^{(f) (g)}	L+14.50%	12.09% Cash/ 4.50% PIK	7/22/2019	222	-	-	0.0	%
				13,577	12,820	12,877	4.8	%

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS - (continued)

(unaudited)

June 30, 2018

(in thousands, except for shares and units)

Portfolio Company ^(a)	Spread Above Index ^(b)	Interest Rate	Maturity	Principal	Amortized Cost	Fair Value ^(c)	% of Net Assets ^(d)	
Consumer Goods: Non-Durable								
Millennial Brands LLC	n/a	12.00% PIK	⁽ⁿ⁾ 8/29/2019	1,157	\$ 1,157	\$ -	0.0	%
Millennial Brands LLC	n/a	15.00% PIK	⁽ⁿ⁾ 8/29/2019	422	416	-	0.0	%
Millennial Brands LLC	n/a	17.00% PIK	⁽ⁿ⁾ 9/30/2018	235	235	-	0.0	%
Millennial Brands LLC	n/a	16.50% PIK	⁽ⁿ⁾ 8/29/2019	550	534	188	0.1	%
				2,364	2,342	188	0.1	%
Containers, Packaging & Glass								
Summit Container Corporation ⁽ⁱ⁾	L+8.00%	10.09%	1/6/2021	3,629	3,626	3,495	1.3	%
Summit Container Corporation (Revolver) ^{(f) (i)}	L+8.00%	10.09%	1/6/2021	5,500	4,887	4,887	1.8	%
				9,129	8,513	8,382	3.1	%
Healthcare & Pharmaceuticals								
Rockdale Blackhawk, LLC	L+13.00%	15.09%	3/31/2020	10,923	10,465	12,753	4.7	%
Rockdale Blackhawk, LLC (Capex)	L+13.00%	15.09%	3/31/2020	549	549	641	0.2	%
Rockdale Blackhawk, LLC (Revolver)	L+13.00%	15.09%	3/31/2020	1,849	1,849	2,159	0.8	%
Rockdale Blackhawk, LLC (Revolver)	L+13.00%	15.09%	3/31/2020	3,236	3,236	3,778	1.4	%
Rockdale Blackhawk, LLC (Revolver)	L+13.00%	15.09%	3/31/2020	2,288	2,288	2,672	1.0	%
SHI Holdings, Inc. ⁽ⁱ⁾	L+10.25%	12.34%	7/10/2019	2,611	2,601	2,611	1.0	%
SHI Holdings, Inc. (Revolver) ^(f)	L+10.25%	12.34%	7/10/2019	3,136	2,833	2,839	1.0	%

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

				24,592	23,821	27,453	10.1	%
Retail								
Luxury Optical Holdings Co.	L+8.00%	10.09% PIK	9/12/2019	4,463	4,441	3,903	1.4	%
Luxury Optical Holdings Co. (Delayed Draw) ^{(f) (g)}	L+11.50%	13.59%	9/12/2019	1,059	624	622	0.2	%
Luxury Optical Holdings Co. (Revolver)	L+8.00%	10.09% PIK	9/12/2019	206	206	180	0.1	%
TPP Operating, Inc.	n/a	n/a	⁽ⁿ⁾ 11/8/2018	9,370	9,330	-	0.0	%
TPP Operating, Inc.	n/a	n/a	⁽ⁿ⁾ 11/8/2018	7,671	7,629	-	0.0	%
TPP Operating, Inc.	n/a	n/a	⁽ⁿ⁾ 11/8/2018	4,336	4,289	-	0.0	%
				27,105	26,519	4,705	1.7	%
Total Non-Controlled Affiliate Senior Secured Loans								
				76,767	74,015	53,605	19.8	%
Junior Secured Loans								
Consumer Goods:								
Non-Durable								
Millennial Brands LLC	n/a	15.00% PIK	⁽ⁿ⁾ 5/1/2020	2,011	2,011	-	0.0	%
				2,011	2,011	-	0.0	%
Total Non-Controlled Affiliate Company Junior Secured Loans								
				2,011	2,011	-	0.0	%
Equity Securities ^(ab)								
Banking, Finance, Insurance & Real Estate								
American Community Homes, Inc. (warrant to purchase up to 9.0% of the equity)								
-	-	-	^(ac) 10/9/2024	-	-	161	0.1	%
						-	161	0.1
								%
Consumer Goods:								
Non-Durable								
Millennial Brands LLC (10 preferred units)	n/a	15.00% PIK	⁽ⁿ⁾ -	-	967	-	0.0	%
Millennial Brands LLC (75,502 common units)	-	-	^(ac) -	-	-	-	0.0	%
					967	-	0.0	%
Containers, Packaging & Glass								
Summit Container Corporation (warrant to purchase up to 19.50% of the equity)								
-	-	-	^(ac) -	-	-	-	0.0	%
						-	0.0	%
Healthcare & Pharmaceuticals								

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Rockdale Blackhawk, LLC - LLC Units (22.65% of the LLC interest)	-	(ac)	-	1,093	-	0.0	%
SHI Holdings, Inc. (24 shares of common stock)	-	(ac)	-	27	556	0.2	%
				1,120	556	0.2	%
Retail							
Luxury Optical Holdings Co. (86 shares of common stock)	-	(ac)	-	-	-	0.0	%
TPP Operating, Inc. (24 shares of common stock)	-	(ac)	-	1,953	-	0.0	%
TPP Operating, Inc. (16 shares of common stock) (ae)	-	(ac)	-	1,302	-	0.0	%
				3,255	-	0.0	%
Total Non-Controlled Affiliate Equity Securities				5,342	717	0.3	%
Total Non-Controlled Affiliate Company Investments				\$ 81,368	\$ 54,322	20.1	%

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS - (continued)

(unaudited)

June 30, 2018

(in thousands, except for shares and units)

Portfolio Company ^(a)	Spread Above Index ^(b)	Interest Rate	Maturity	Principal	Amortized Cost	Fair Value ^(c)	% of Net Assets ^(d)	
Controlled Affiliate Company Investments ^(af)								
Equity Securities								
Investment Funds & Vehicles								
MRCC Senior Loan Fund I, LLC ^(e)	-	-	-	-	\$ 17,850	\$ 18,693	6.9	%
Total Controlled Affiliate Equity Securities					17,850	18,693	6.9	%
Total Controlled Affiliate Company Investments					\$ 17,850	\$ 18,693	6.9	%
TOTAL INVESTMENTS					\$ 522,734	\$ 498,235	184.0	%

(a) All of our investments are issued by eligible portfolio companies, as defined in the Investment Company Act of 1940 (the "1940 Act"), unless otherwise noted. All of our investments are issued by U.S. portfolio companies unless otherwise noted.

(b) The majority of the investments bear interest at a rate that may be determined by reference to London Interbank Offered Rate ("LIBOR" or "L") or Prime Rate ("Prime" or "P") which reset daily, monthly, quarterly, or semiannually. For each such investment, the Company has provided the spread over LIBOR or Prime and the current contractual interest rate in effect at June 30, 2018. Certain investments are subject to a LIBOR or Prime interest rate floor, or rate cap.

(c) Because there is no readily available market value for these investments, the fair value of these investments is determined in good faith using significant unobservable inputs by our board of directors as required by the Investment Company Act of 1940. (See Note 4 in the accompanying notes to the consolidated financial statements.)

(d) Percentages are based on net assets of \$270,708 as of June 30, 2018.

- (e) This investment is treated as a non-qualifying investment under Section 55(a) of the 1940 Act. Under the 1940 Act, the Company may not acquire any non-qualifying asset unless, at the time the acquisition is made, qualifying assets represent at least 70% of the Company's total assets. As of June 30, 2018, non-qualifying assets totaled 16.31% of the Company's total assets.
- (f) All or a portion of this commitment was unfunded at June 30, 2018. As such, interest is earned only on the funded portion of this commitment.
- (g) This delayed draw loan requires that certain financial covenants be met by the portfolio company prior to any fundings.
- (h) The PIK portion of the interest rate for HFZ Capital Group, LLC is structured as a fee paid upon the termination of the commitment. The fee currently accrues at 0.17% per annum.
- (i) All of this loan is held in the Company's wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP, and is therefore not collateral to the Company's revolving credit facility.
- (j) This investment represents a note convertible to preferred shares of the borrower.
- (k) A portion of this loan (principal of \$2,061) is held in the Company's wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP, and is therefore not collateral to the Company's revolving credit facility.
- (l) A portion of the PIK interest rate for Cornerstone Detention Products, Inc. is structured as a fee paid upon the termination of the commitment. The fee currently accrues at 2.33% per annum.
- (m) This investment represents a senior secured note that is traded in the secondary bond market.
- (n) This position was on non-accrual status as of June 30, 2018, meaning that the Company has ceased accruing interest income on the position. See Note 2 in the accompanying notes to the consolidated financial statements for additional information on the Company's accounting policies.
- (o) The PIK portion of the interest rate for Landpoint, LLC is structured as a fee paid upon the termination of the commitment. The fee currently accrues at 2.25% per annum.
- (p) This is an international company.

MONROE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS - (continued)

(unaudited)

June 30, 2018

(in thousands, except for shares and units)

(q) This loan is denominated in Great Britain pounds and is translated into U.S. dollars as of the valuation date.

(r) A portion of the PIK interest rate for TRG, LLC is structured as a fee paid upon the termination of the commitment. The fee currently accrues at 2.60% per annum.

(s) The Company structures its unitranche secured loans as senior secured loans. The Company obtains security interests in the assets of these portfolio companies that serve as collateral in support of the repayment of these loans. This collateral may take the form of first-priority liens on the assets of a portfolio company. Generally, the Company syndicates a "first out" portion of the loan to an investor and retains a "last out" portion of the loan, in which case the "first out" portion of the loan will generally receive priority with respect to payments of principal, interest and any other amounts due thereunder. Unitranche structures combine characteristics of traditional first lien senior secured as well as second lien and subordinated loans and the Company's unitranche secured loans will expose the Company to the risks associated with second lien and subordinated loans and may limit the Company's recourse or ability to recover collateral upon a portfolio company's bankruptcy. Unitranche secured loans typically provide for moderate loan amortization in the initial years of the facility, with the majority of the amortization deferred until loan maturity. Unitranche secured loans generally allow the borrower to make a large lump sum payment of principal at the end of the loan term, and there is a risk of loss if the borrower is unable to pay the lump sum or refinance the amount owed at maturity. In many cases the Company, together with its affiliates, are the sole or majority lender of these unitranche secured loans, which can afford the Company additional influence with a borrower in terms of monitoring and, if necessary, remediation in the event of underperformance.

(t) A portion of this loan (principal of \$5,061) is held in the Company's wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP, and is therefore not collateral to the Company's revolving credit facility.

(u) The PIK portion of the interest rate for Incipio Technologies, Inc. is structured as a fee paid upon the termination of the commitment. The fee currently accrues at 0.56% per annum.

(v) A portion of this loan (principal of \$46) is held in the Company's wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP, and is therefore not collateral to the Company's revolving credit facility.

(w) This is a demand note with no stated maturity.

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

(x) A portion of this loan (principal of \$1,015) is held in the Company's wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP, and is therefore not collateral to the Company's revolving credit facility.

(y) A portion of this loan (principal of \$1,938) is held in the Company's wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP, and is therefore not collateral to the Company's revolving credit facility.

(z) This loan is subject to a prime rate cap of 1.10%.

(aa) Represents less than 5% ownership of the portfolio company's voting securities.

(ab) Ownership of certain equity investments may occur through a holding company or partnership.

(ac) Represents a non-income producing security.

(ad) As defined in the 1940 Act, the Company is deemed to be an "Affiliated Person" of the portfolio company as it owns five percent or more of the portfolio company's voting securities. See Note 5 in the accompanying notes to the consolidated financial statements for additional information on transactions in which the issuer was an Affiliated Person (but not a portfolio company that the Company is deemed to control).

(ae) This investment is held in a wholly owned entity, MCC Holdco Equity Manager I, LLC ("MCC Holdco"), which has an independent manager who has full control over the operations of MCC Holdco, including the right to vote the shares of TPP Holdco LLC, the holding company which owns the Company's equity interest in TPP Operating, Inc. See Note 5 in the accompanying notes to the consolidated financial statements for additional information.

(af) As defined in the 1940 Act, the Company is deemed to be both an "Affiliated Person" of and to "Control" this portfolio company as it owns more than 25% in company's voting securities. See Note 5 in the accompanying notes to the consolidated financial statements for additional information on transactions in which the issuer was both an Affiliated Person and a portfolio company that the Company is deemed to Control.

n/a - not applicable

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS

December 31, 2017

(in thousands, except for shares and units)

Portfolio Company ^(a)	Spread Above Index ^(b)	Interest Rate	Maturity	Principal	Amortized Cost	Fair Value ^(c)	% of Net Assets ^(d)		
Non-Controlled/Non-Affiliate Company Investments									
Senior Secured Loans									
Banking, Finance, Insurance & Real Estate									
Echelon Funding I, LLC (Delayed Draw) ^{(e) (f) (g)}	L+10.25%	11.61	% 2/24/2021	15,750	\$ 15,415	\$ 15,654	5.6	%	
HFZ Capital Group, LLC ^(e)	L+10.00%	11.36	% 10/20/2019	18,000	17,613	17,991	6.5	%	
Liftforward SPV II, LLC ^{(e) (f)}	L+10.75%	12.32	% 11/10/2020	10,000	4,212	4,268	1.5	%	
PKS Holdings, LLC ^(e)	L+9.50%	10.85	% 11/30/2022	1,800	1,640	1,719	0.6	%	
PKS Holdings, LLC (Revolver) ^{(e) (f)}	L+9.50%	10.85	% 11/30/2022	80	—	—	0.0	%	
				45,630	38,880	39,632	14.2	%	
Beverage, Food & Tobacco									
All Holding Company, LLC ^(h)	L+7.00%	8.57	% 11/15/2021	5,328	5,246	5,368	1.9	%	
California Pizza Kitchen, Inc.	L+6.00%	7.57	% 8/23/2022	6,913	6,850	6,791	2.5	%	
				12,241	12,096	12,159	4.4	%	
Construction & Building									
Cali Bamboo, LLC	L+8.00%	9.57	% 7/10/2020	5,319	5,266	5,319	1.9	%	
Cali Bamboo, LLC (Revolver) ^(f)	L+8.00%	9.57	% 7/10/2020	2,165	1,039	1,039	0.4	%	
		10.07%							
Cornerstone Detention Products, Inc. ⁽ⁱ⁾	L+11.83%	Cash/ 3.33%	^(j) 4/8/2019	3,521	3,501	3,500	1.3	%	
		PIK							
Cornerstone Detention Products, Inc. (Revolver) ^(f)	L+8.50%	10.07	% 4/8/2019	400	200	199	0.1	%	
TRP Construction Group, LLC ^(h)	L+6.50%	8.07	% 10/5/2022	8,000	7,845	7,992	2.9	%	
TRP Construction Group, LLC (Revolver) ^(f)	L+6.50%	8.07	% 10/5/2022	2,134	—	—	0.0	%	
				21,539	17,851	18,049	6.6	%	
Consumer Goods: Durable									
Parterre Flooring & Surface Systems, LLC ^(h)	L+7.25%	8.82	% 8/22/2022	11,850	11,625	11,808	4.2	%	
Parterre Flooring & Surface Systems, LLC (Revolver) ^(f)	L+7.25%	8.82	% 8/22/2022	2,400	—	—	0.0	%	
				14,250	11,625	11,808	4.2	%	

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Consumer Goods: Non-Durable									
Gibson Brands, Inc. ^(k)	8.88%	8.88	%	8/1/2018	10,000	8,664	8,435	3.0	%
Solaray, LLC	L+6.50%	8.02	%	9/9/2023	3,264	3,236	3,264	1.2	%
Solaray, LLC (Delayed Draw)	L+6.50%	8.19	%	9/9/2023	699	699	699	0.3	%
					13,963	12,599	12,398	4.5	%
Energy: Oil & Gas									
		12.07%							
Landpoint, LLC	L+12.75%	Cash/ 2.25%	^(l)	12/20/2019	2,386	2,372	2,352	0.8	%
		PIK							
Landpoint, LLC (Revolver) ^(f)	L+10.50%	12.07	%	12/20/2019	313	—	—	0.0	%
					2,699	2,372	2,352	0.8	%
Environmental Industries									
Synergy Environmental Corporation ^(h)	L+8.00%	9.57	%	4/29/2021	3,011	2,958	3,036	1.1	%
Synergy Environmental Corporation ^(h)	L+8.00%	9.57	%	4/29/2021	504	495	508	0.2	%
Synergy Environmental Corporation (Delayed Draw) ^{(f) (g)}	L+8.00%	9.57	%	4/29/2018	1,342	859	866	0.3	%
Synergy Environmental Corporation (Revolver) ^(f)	L+8.00%	9.57	%	4/29/2021	671	47	47	0.0	%
					5,528	4,359	4,457	1.6	%

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS – (continued)

December 31, 2017

(in thousands, except for shares and units)

Portfolio Company ^(a)	Spread Above Index ^(b)	Interest Rate	Maturity	Principal	Amortized Cost	Fair Value ^(c)	% of Net Assets ^(d)		
Healthcare & Pharmaceuticals									
American Optics Holdco, Inc. ^(e) _(m)	L+8.00%	9.57	% 9/13/2022	4,133	\$ 4,055	\$ 4,136	1.5	%	
American Optics Holdco, Inc. (Revolver) ^{(e) (f) (m)}	L+8.00%	9.57	% 9/13/2022	440	—	—	0.0	%	
American Optics Holdco, Inc. ^(e) _(m)	L+8.00%	9.57	% 9/13/2022	760	746	761	0.3	%	
American Optics Holdco, Inc. (Revolver) ^{(e) (f) (m)}	L+8.00%	9.57	% 9/13/2022	440	—	—	0.0	%	
Beaver-Visitec International Holdings, Inc.	L+5.00%	6.69	% 8/19/2023	4,938	4,895	4,938	1.8	%	
Edge Systems Holdings Corp.	L+7.75%	9.32	% 12/1/2021	3,384	3,329	3,445	1.2	%	
Edge Systems Holdings Corp. (Revolver) ^(f)	P+6.75%	11.25	% 12/1/2021	260	—	—	0.0	%	
Familia Dental Group Holdings, LLC ^(h)	L+8.00%	9.57	% 4/8/2021	5,259	5,199	5,322	1.9	%	
Familia Dental Group Holdings, LLC	L+8.00%	9.57	% 4/8/2021	506	506	512	0.2	%	
Familia Dental Group Holdings, LLC (Revolver) ^(f)	L+8.00%	9.57	% 4/8/2021	573	344	344	0.1	%	
				20,693	19,074	19,458	7.0	%	
High Tech Industries									
Answers Finance, LLC	L+5.00%	6.57	% 4/15/2021	253	251	249	0.1	%	
Corbett Technology Solutions, Inc. _(h)	L+7.00%	8.57	% 11/7/2021	4,275	4,224	4,318	1.5	%	
Corbett Technology Solutions, Inc. (Revolver) ^(f)	L+7.00%	8.57	% 11/7/2021	867	607	607	0.2	%	
Energy Services Group, LLC	L+9.82%	11.39	% 5/4/2022	4,620	4,568	4,678	1.7	%	
Energy Services Group, LLC ^{(e) (n)}	L+9.82%	10.82	% 5/4/2022	2,495	2,361	2,509	0.9	%	
Energy Services Group, LLC (Delayed Draw) ^{(f) (g)}	L+9.82%	11.39	% 5/4/2022	1,313	1,096	1,126	0.4	%	
Newforma, Inc. ^(h)	L+7.50%	9.19	% 6/30/2022	14,962	14,754	15,060	5.4	%	
Newforma, Inc. (Revolver) ^(f)	L+7.50%	9.19	% 6/30/2022	1,250	—	—	0.0	%	
Prototek Sheetmetal Fabrication, LLC	L+7.50%	9.07	% 12/12/2022	3,500	3,430	3,430	1.2	%	
Prototek Sheetmetal Fabrication, LLC (Delayed Draw) ^{(f) (g)}	L+7.50%	9.07	% 12/12/2022	2,334	—	—	0.0	%	

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Prototek Sheetmetal Fabrication, LLC (Revolver) ^(f)	L+7.50%	9.07	%	12/12/2022	233	—	—	0.0	%
RPL Bidco Limited ^{(e) (m) (n)}	L+7.50%	8.02	%	11/9/2023	9,459	9,057	9,516	3.4	%
RPL Bidco Limited (Revolver) ^{(e) (f) (m) (n)}	L+7.50%	8.02	%	11/9/2023	540	—	—	0.0	%
					46,101	40,348	41,493	14.8	%
Hotels, Gaming & Leisure									
BC Equity Ventures LLC	L+6.50%	8.07	%	8/31/2022	2,586	2,543	2,624	0.9	%
Miles Partnership LLC	L+8.50%	10.19	%	3/24/2021	5,946	5,910	6,005	2.2	%
Miles Partnership LLC (Delayed Draw) ^{(f) (g)}	L+8.50%	10.19	%	3/24/2021	1,422	1,074	1,085	0.4	%
Miles Partnership LLC (Revolver) ^(f)	L+8.50%	10.19	%	3/24/2021	320	—	—	0.0	%
		8.86%							
TRG, LLC	L+12.42%	Cash/ 4.92%	^(o)	3/31/2021	17,088	17,000	17,190	6.2	%
		PIK 8.86%							
TRG, LLC (CapEx) ^(f)	L+9.50%	Cash/ 2.00%		3/31/2021	1,629	1,340	1,354	0.5	%
		PIK							
TRG, LLC (Revolver) ^(f)	L+9.50%	10.86 8.57%	%	3/31/2021	262	131	131	0.0	%
		Cash/ 2.31%	^(q)	8/20/2020	9,282	9,170	10,040	3.6	%
		PIK 8.57%							
Vacation Innovations, LLC ^(p)	L+9.31%	Cash/ 2.31%	^(q)	8/20/2020	9,282	9,170	10,040	3.6	%
		PIK 8.57%							
Vacation Innovations, LLC (Delayed Draw) ^{(f) (g)}	L+7.50%	Cash/ 0.50%		8/20/2020	2,037	—	—	0.0	%
		PIK 8.57%							
Vacation Innovations, LLC (Revolver)	L+7.50%	Cash/ 0.50%		8/20/2020	342	342	342	0.1	%
		PIK							
					40,914	37,510	38,771	13.9	%

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS – (continued)

December 31, 2017

(in thousands, except for shares and units)

Portfolio Company ^(a)	Spread Above Index ^(b)	Interest Rate	Maturity	Principal	Amortized Cost	Fair Value ^(c)	% of Net Assets ^(d)		
Media: Advertising, Printing & Publishing									
AdTheorent, Inc.	L+8.50%	9.86	% 12/22/2021	4,906	\$ 4,824	\$ 4,937	1.8	%	
Destination Media, Inc. ^(h)	L+6.50%	8.07	% 4/7/2022	7,850	7,747	7,991	2.8	%	
Destination Media, Inc. (Revolver) ^(f)	L+6.50%	8.07	% 4/7/2022	542	—	—	0.0	%	
MC Sign Lessor Corp.	L+7.00%	8.53	% 12/22/2022	10,000	9,801	9,800	3.5	%	
MC Sign Lessor Corp. (Delayed Draw) ^{(f) (g)}	L+7.00%	8.53	% 12/22/2022	2,083	—	—	0.0	%	
MC Sign Lessor Corp. (Revolver) ^(f)	L+7.00%	8.53	% 12/22/2022	625	146	146	0.1	%	
				26,006	22,518	22,874	8.2	%	
Media: Broadcasting & Subscription									
Jerry Lee Radio, LLC	L+9.50%	11.07	% 12/17/2020	11,443	11,256	11,443	4.1	%	
				11,443	11,256	11,443	4.1	%	
Retail									
Bluestem Brands, Inc.	L+7.50%	9.07	% 11/6/2020	2,597	2,581	1,829	0.7	%	
Forman Mills, Inc. ^(h)	L+7.50%	9.07	% 10/4/2021	8,479	8,345	8,441	3.0	%	
LuLu's Fashion Lounge, LLC	L+7.00%	8.57	% 8/28/2022	4,906	4,767	5,004	1.8	%	
The Worth Collection, Ltd. ^(h)	L+8.50%	10.07	% 9/29/2021	10,587	10,421	9,206	3.3	%	
Yandy Holding, LLC	L+9.00%	10.57	% 9/30/2019	4,508	4,480	4,366	1.6	%	
Yandy Holding, LLC (Revolver) ^(f)	L+9.00%	10.57	% 9/30/2019	907	106	102	0.0	%	
				31,984	30,700	28,948	10.4	%	
Services: Business									
APCO Worldwide, Inc.	L+8.00%	9.57	% 6/30/2022	5,000	4,908	5,025	1.8	%	
Burroughs, Inc. ^(h)	L+7.50%	9.03	% 12/22/2022	6,000	5,910	5,910	2.2	%	
Burroughs, Inc. (Revolver) ^(f)	L+7.50%	9.07	% 12/22/2022	750	75	75	0.0	%	
Curion Holdings, LLC ^(h)	L+7.00%	8.57	% 5/2/2022	3,884	3,832	3,841	1.4	%	
Curion Holdings, LLC (Revolver) ^(f)	L+7.00%	8.57	% 5/2/2022	308	77	76	0.0	%	
EB Employee Solutions, LLC ^(h)	L+8.50%	10.07	% 2/28/2019	3,195	3,168	3,115	1.1	%	
First Call Resolution, LLC ^(h)	L+7.00%	8.36	% 9/22/2022	5,000	4,916	5,002	1.8	%	
Madison Logic, Inc. ^(h)	L+8.00%	9.57	% 11/30/2021	10,237	10,069	10,289	3.7	%	
Madison Logic, Inc. (Delayed Draw) ^{(f) (g)}	L+8.00%	9.57	% 11/30/2021	4,818	—	—	0.0	%	
Madison Logic, Inc. (Revolver) ^(f)	L+8.00%	9.57	% 11/30/2021	988	—	—	0.0	%	

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

					40,180	32,955	33,333	12.0	%
Services: Consumer									
PeopleConnect Intermediate, LLC (formerly Intelius, Inc.)	L+6.50%	7.84	%	7/1/2020	4,518	4,462	4,538	1.7	%
PeopleConnect Intermediate, LLC (formerly Intelius, Inc.)	L+12.50%	13.84	%	7/1/2020	4,759	4,697	4,756	1.7	%
PeopleConnect Intermediate, LLC (formerly Intelius, Inc.) (Revolver) (f)	L+9.50%	11.10	%	8/11/2020	236	118	118	0.0	%
					9,513	9,277	9,412	3.4	%
Telecommunications									
		9.86%							
Peerless Network, Inc. (h)	L+9.25%	Cash/ 0.75%	(r)	12/11/2020	3,139	3,089	3,152	1.1	%
		PIK			3,139	3,089	3,152	1.1	%
Utilities: Electric									
CRCI Holdings, Inc.	L+5.50%	7.19	%	8/31/2023	2,782	2,759	2,792	1.0	%
					2,782	2,759	2,792	1.0	%
Wholesale									
Mid-West Wholesale Hardware Co. (h)	L+8.00%	9.57	%	2/9/2022	16,568	16,277	16,544	5.9	%
Mid-West Wholesale Hardware Co. (Revolver) (f)	L+8.00%	9.57	%	2/9/2022	4,421	—	—	0.0	%

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS – (continued)

December 31, 2017

(in thousands, except for shares and units)

Portfolio Company ^(a)	Spread Above Index ^(b)	Interest Rate	Maturity	Principal	Amortized Cost	Fair Value ^(c)	% of Net Assets ^(d)	
Nearly Natural, Inc. ^(h)	L+7.00%	8.59 %	12/15/2022	7,000	\$6,861	\$6,860	2.5 %	
Nearly Natural, Inc. (Revolver) ^(f)	L+7.00%	8.59 %	12/15/2022	1,522	—	—	0.0 %	
				29,511	23,138	23,404	8.4 %	
Total								
Non-Controlled/Non-Affiliate Senior Secured Loans				378,116	332,406	335,935	120.6 %	
Unitranche Secured Loans ^(ab)								
Chemicals, Plastics & Rubber MFG Chemical, LLC ^(h)	L+6.00%	7.57 %	6/23/2022	8,856	8,734	8,860	3.2 %	
				8,856	8,734	8,860	3.2 %	
Consumer Goods: Non-Durable								
Incipio Technologies, Inc. ^(s)	L+7.75%	9.32 %	12/26/2019	12,209	12,063	11,769	4.2 %	
				12,209	12,063	11,769	4.2 %	
Healthcare & Pharmaceuticals								
Collaborative Neuroscience Network, LLC	L+11.50%	13.07 %	4/27/2018	6,120	6,076	5,912	2.1 %	
		12.00%						
Collaborative Neuroscience Network, LLC	L+15.00%	Cash/ 3.00% PIK	4/27/2018	295	295	295	0.1 %	
Collaborative Neuroscience Network, LLC (Revolver)	L+10.00%	11.57 %	4/27/2018	200	191	195	0.1 %	
Priority Ambulance, LLC ^(h)	L+6.50%	8.19 %	4/12/2022	9,258	9,088	9,309	3.4 %	
Priority Ambulance, LLC (Delayed Draw) ^{(f) (g)}	L+6.50%	8.19 %	4/12/2022	677	—	—	0.0 %	
				16,550	15,650	15,711	5.7 %	
Hotels, Gaming & Leisure								
Playtime, LLC	L+7.50%	9.07 %	12/31/2021	4,214	4,214	3,955	1.4 %	
				4,214	4,214	3,955	1.4 %	
Total								
Non-Controlled/Non-Affiliate Unitranche Secured Loans				41,829	40,661	40,295	14.5 %	
Junior Secured Loans								
Aerospace & Defense								
AIM Aerospace, Inc.	L+9.00%	10.38 %	8/2/2022	5,000	4,943	5,000	1.8 %	
				5,000	4,943	5,000	1.8 %	

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Banking, Finance, Insurance &
Real Estate

Confie Seguros Holdings II Co.	L+9.50%	10.98	%	5/8/2019	8,594	8,361	8,336	3.0	%
					8,594	8,361	8,336	3.0	%

Beverage, Food & Tobacco

CSM Bakery Supplies LLC	L+7.75%	9.08	%	7/3/2021	5,792	5,792	5,611	2.0	%
					5,792	5,792	5,611	2.0	%

Healthcare & Pharmaceuticals

Heartland Dental, LLC	L+8.50%	9.75	%	7/31/2024	3,000	2,956	3,034	1.1	%
					3,000	2,956	3,034	1.1	%

High Tech Industries

Answers Finance, LLC	P+7.90%	9.00	% (ac)	9/15/2021	394	392	386	0.1	%
Micro Holdings Corp.	L+7.50%	9.09	%	8/18/2025	3,000	2,971	3,021	1.1	%
					3,394	3,363	3,407	1.2	%

Media: Broadcasting &
Subscription

Mergermarket Bidco Limited	L+7.25%	8.71	%	8/3/2025	4,500	4,456	4,522	1.6	%
					4,500	4,456	4,522	1.6	%

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS – (continued)

December 31, 2017

(in thousands, except for shares and units)

Portfolio Company ^(a)	Spread Above Index ^(b)	Interest Rate	Maturity	Principal	Amortized Cost	Fair Value ^(c)	% of Net Assets ^(d)	
Media: Diversified & Production								
The Octave Music Group, Inc. (fka SCP TPZ Acquisition, Inc.)	L+8.25%	9.62	% 5/29/2022	5,000	\$ 4,947	\$ 5,006	1.8	%
				5,000	4,947	5,006	1.8	%
Services: Consumer								
Education Corporation of America	L+11.00%	12.69	% 12/31/2018	625	620	625	0.2	%
Pre-Paid Legal Services, Inc. (Legal Shield)	L+9.00%	10.57	% 7/1/2020	3,000	3,000	3,008	1.1	%
				3,625	3,620	3,633	1.3	%
Total Non-Controlled/Non-Affiliate Junior Secured Loans				38,905	38,438	38,549	13.8	%
Equity Securities ^{(f) (u)}								
Banking, Finance, Insurance & Real Estate								
PKS Holdings, LLC (warrant to purchase 14,247 class A preferred units) ^(e)	—	—	^(v) 11/30/2027	—	116	119	0.0	%
					116	119	0.0	%
Healthcare & Pharmaceuticals								
Collaborative Neuroscience Network, LLC (warrant to purchase up to 2 LLC units)	—	—	^(v) 12/27/2022	—	—	—	0.0	%
Collaborative Neuroscience Network, LLC (warrant to purchase up to 2 LLC units)	—	—	^(v) 12/31/2027	—	—	—	0.0	%
					—	—	0.0	%
High Tech Industries								
Answers Finance, LLC (76,539 shares of common stock)	—	—	^(v) —	—	2,413	1,339	0.5	%
					2,413	1,339	0.5	%
Hotels, Gaming & Leisure								
Playtime, LLC – Preferred Units (8,665 units)	—	—	^(v) —	—	200	18	0.0	%
					200	18	0.0	%
Media: Advertising, Printing & Publishing								
	—	—	^(v) —	—	129	171	0.1	%

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

AdTheorent, Inc. (128,866 class A voting units)									
InMobi Pte, Ltd. (represents the right to purchase 2.80% of the equity) ^{(e) (m)}	—	—	(v) 9/18/2025	—	—	219	0.1	%	
					129	390	0.2	%	
Retail									
The Tie Bar Operating Company, LLC – Class A Preferred Units (1,275 units)	—	—	—	—	86	122	0.0	%	
The Tie Bar Operating Company, LLC – Class B Preferred Units (1,275 units)	—	—	—	—	1	—	0.0	%	
					87	122	0.0	%	
Services: Business									
APCO Worldwide, Inc. (100 class A voting common stock)	—	—	(v) —	—	395	399	0.1	%	
					395	399	0.1	%	
Services: Consumer									
Education Corporation of America – Series G Preferred Stock (8,333 shares)	n/a	12.00% PIK	—	—	8,366	8,429	3.0	%	
					8,366	8,429	3.0	%	

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS – (continued)

December 31, 2017

(in thousands, except for shares and units)

Portfolio Company ^(a)	Spread Above Index ^(b)	Interest Rate	Maturity	Principal	Amortized Cost	Fair Value ^(c)	% of Net Assets ^(d)	
Wholesale								
Nearly Natural, Inc. (152,174 class A units)	—	—	(v) —	—	\$ 152	\$ 152	0.1	%
					152	152	0.1	%
Total					11,858	10,968	3.9	%
Non-Controlled/Non-Affiliate Equity Securities								
Total					\$ 423,363	\$ 425,747	152.8	%
Non-Controlled/Non-Affiliate Company Investments								
Non-Controlled Affiliate Company Investments ^(w)								
Senior Secured Loans								
Banking, Finance, Insurance & Real Estate								
American Community Homes, Inc.	L+8.00%	9.57 9.57%	% 7/22/2019	7,667	7,592	7,441	2.7	%
American Community Homes, Inc.	L+12.50%	Cash/ 4.50%	7/22/2019	4,413	4,376	4,329	1.6	%
		PIK 9.57%						
American Community Homes, Inc.	L+12.50%	Cash/ 4.50%	n/a ^(x)	542	536	542	0.2	%
		PIK						
American Community Homes, Inc.	L+8.00%	9.57 9.57%	% 7/22/2019	444	435	431	0.2	%
American Community Homes, Inc.	L+12.50%	Cash/ 4.50%	7/22/2019	228	223	224	0.1	%
		PIK						
American Community Homes, Inc. (Delayed Draw) ^{(f) (g)}	L+8.00%	9.57 9.57%	% 7/22/2019	444	—	—	0.0	%
American Community Homes, Inc. (Delayed Draw) ^{(f) (g)}	L+12.50%	Cash/ 4.50%	7/22/2019	222	—	—	0.0	%
		PIK						
Consumer Goods: Non-Durable				13,960	13,162	12,967	4.8	%

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Millennial Brands LLC (fka Rocket Dog Brands, LLC)	n/a	12.00% PIK	(y)	8/29/2019	1,157	1,157	—	0.0	%
Millennial Brands LLC (fka Rocket Dog Brands, LLC)	n/a	15.00% PIK	(y)	8/29/2019	422	416	—	0.0	%
Millennial Brands LLC (fka Rocket Dog Brands, LLC)	n/a	17.00% PIK	(y)	3/30/2018	235	235	—	0.0	%
Millennial Brands LLC (fka Rocket Dog Brands, LLC)	n/a	16.50% PIK	(y)	8/29/2019	550	534	550	0.2	%
					2,364	2,342	550	0.2	%
Containers, Packaging & Glass									
Summit Container Corporation (h)	L+12.00%	12.00% Cash/2.00% PIK		1/6/2019	3,593	3,576	3,421	1.2	%
Summit Container Corporation (h)	L+12.00%	12.00% Cash/2.00% PIK		1/6/2019	1,508	1,508	1,507	0.5	%
					5,101	5,084	4,928	1.7	%
Healthcare & Pharmaceuticals									
Rockdale Blackhawk, LLC	L+13.00%	14.57 %	%	3/31/2020	10,922	10,355	10,594	3.8	%
Rockdale Blackhawk, LLC (Capex)	L+13.00%	14.57 %	%	3/31/2020	549	549	533	0.2	%
Rockdale Blackhawk, LLC (Revolver)	L+13.00%	14.57 %	%	3/31/2020	1,849	1,849	1,797	0.6	%
Rockdale Blackhawk, LLC (Revolver)	L+13.00%	14.57 %	%	3/31/2020	3,236	3,236	3,145	1.1	%
SHI Holdings, Inc. (h)	L+10.25%	11.82 %	%	7/10/2019	2,625	2,608	2,625	0.9	%
SHI Holdings, Inc. (Revolver) (f)	L+10.25%	11.82 %	%	7/10/2019	2,318	2,216	2,226	0.8	%
					21,499	20,813	20,920	7.4	%
Retail									
Luxury Optical Holdings Co.	L+8.00%	9.57% PIK		9/12/2019	4,249	4,218	3,697	1.3	%
Luxury Optical Holdings Co. (Delayed Draw) (f) (g)	L+11.50%	13.07 %	%	9/12/2019	1,176	741	741	0.3	%
Luxury Optical Holdings Co. (Revolver)	L+8.00%	9.57% PIK		9/12/2019	196	196	170	0.1	%
TPP Operating, Inc.	L+6.00%	7.57% PIK	(y)	11/8/2018	9,370	9,330	—	0.0	%

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS – (continued)

December 31, 2017

(in thousands, except for shares and units)

Portfolio Company ^(a)	Spread Above Index ^(b)	Interest Rate		Maturity	Principal	Amortized Cost	Fair Value ^(c)	% of Net Assets ^(d)	
TPP Operating, Inc.	L+6.00%	7.57	% ^(y)	11/8/2018	6,885	\$ 6,885	\$ 3,373	1.2	%
TPP Operating, Inc.	L+9.61%	11.18	% ^(y)	11/8/2018	4,593	4,593	4,593	1.6	%
					26,469	25,963	12,574	4.5	%
Total Non-Controlled Affiliate Senior Secured Loans					69,393	67,364	51,939	18.6	%
Junior Secured Loans									
Consumer Goods: Non-Durable									
Millennial Brands LLC (fka Rocket Dog Brands LLC)	n/a	15.00% PIK	^(y)	5/1/2020	2,011	2,011	—	0.0	%
					2,011	2,011	—	0.0	%
Total Non-Controlled Affiliate Company Junior Secured Loans					2,011	2,011	—	0.0	%
Equity Securities									
Banking, Finance, Insurance & Real Estate									
American Community Homes, Inc. (warrant to purchase up to 9.0% of the equity)	—	—	^(v)	10/9/2024	—	—	353	0.1	%
							—	353	0.1
Consumer Goods: Non-Durable									
Millennial Brands LLC (fka Rocket Dog Brands LLC)	—	—	^(v)	—	—	—	—	0.0	%
Millennial Brands LLC (fka Rocket Dog Brands LLC)	n/a	15.00% PIK	^(y)	—	—	967	—	0.0	%
						967	—	0.0	%
Containers, Packaging & Glass									
Summit Container Corporation (warrant to purchase up to 19.50% of the equity)	—	—	^(v)	1/6/2024	—	—	—	0.0	%
							—	—	0.0
Healthcare & Pharmaceuticals									
Rockdale Blackhawk, LLC – LLC Units (18.03% of the LLC interest)	—	—	^(v)	—	—	1,093	5,673	2.0	%
SHI Holdings, Inc. (24 shares of common stock)	—	—	^(v)	—	—	27	786	0.3	%
							1,120	6,459	2.3
Retail									

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Luxury Optical Holdings Co. (86 shares of common stock)	—	—	(v)	—	—	—	—	0.0	%
TPP Operating, Inc. (24 shares of common stock)	—	—	(v)	—	—	1,953	—	0.0	%
TPP Operating, Inc. (16 shares of common stock) ^(z)	—	—	(v)	—	—	1,302	—	0.0	%
						3,255	—	0.0	%
Total Non-Controlled Affiliate Equity Securities						5,342	6,812	2.4	%
Total Non-Controlled Affiliate Company Investments						\$ 74,717	\$ 58,751	21.0	%

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS – (continued)

December 31, 2017

(in thousands, except for shares and units)

Portfolio Company ^(a)	Spread Above Index ^(b)	Interest Rate	Maturity	Principal	Amortized Cost	Fair Value ^(c)	% of Net Assets ^(d)	
Controlled Affiliate Company								
Investments ^(aa)								
Equity Securities								
Investment Funds & Vehicles								
MRCC Senior Loan Fund I, LLC ^(e)	—	—	—	—	\$ 9,500	\$ 9,640	3.5	%
Total Controlled Affiliate Equity					9,500	9,640	3.5	%
Securities								
Total Controlled Affiliate Company					\$ 9,500	\$ 9,640	3.5	%
Investments								
TOTAL INVESTMENTS					\$ 507,580	\$ 494,138	177.3	%

All of our investments are issued by eligible portfolio companies, as defined in the Investment Company Act of (a) 1940 (the "1940 Act"), unless otherwise noted. All of our investments are issued by U.S. portfolio companies unless otherwise noted.

The majority of the investments bear interest at a rate that may be determined by reference to London Interbank Offered Rate ("LIBOR" or "L") or Prime Rate ("Prime" or "P") which reset daily, monthly, quarterly, or semiannually. For (b) each such investment, the Company has provided the spread over LIBOR or Prime and the current contractual interest rate in effect at December 31, 2017. Certain investments are subject to a LIBOR or Prime interest rate floor.

Because there is no readily available market value for these investments, the fair value of these investments is (c) determined in good faith using significant unobservable inputs by our board of directors as required by the Investment Company Act of 1940. (See Note 4 in the accompanying notes to the consolidated financial statements.)

(d) Percentages are based on net assets of \$278,699 as of December 31, 2017.

This investment is treated as a non-qualifying investment under Section 55(a) of the 1940 Act. Under the 1940 Act, (e) the Company may not acquire any non-qualifying asset unless, at the time the acquisition is made, qualifying assets represent at least 70% of the Company's total assets. As of December 31, 2017, non-qualifying assets totaled 13.13% of the Company's total assets excluding prepaid expenses.

(f) All or a portion of this commitment was unfunded at December 31, 2017. As such, interest is earned only on the funded portion of this commitment.

(g) This delayed draw loan requires that certain financial covenants be met by the portfolio company prior to any fundings.

(h) All of this loan is held in the Company's wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP and is therefore not collateral to the Company's revolving credit facility.

(i)

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

A portion of this loan (principal of \$2,113) is held in the Company's wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP and is therefore not collateral to the Company's revolving credit facility.

- (j) A portion of the PIK interest rate for Cornerstone Detention Products, Inc. is structured as a fee paid upon the termination of the commitment. The fee currently accrues at 2.33% per annum.
- (k) This investment represents a senior secured note that is traded in the secondary bond market.
- (l) The PIK portion of the interest rate for Landpoint, LLC is structured as a fee paid upon the termination of the commitment. The fee currently accrues at 2.25% per annum.
- (m) This is an international company.
- (n) This term loan is denominated in Great Britain pounds and is translated into U.S. dollars as of the valuation date.
- (o) A portion of the PIK interest rate for TRG, LLC is structured as a fee paid upon the termination of the commitment. The fee currently accrues at 2.92% per annum.
- (p) A portion of this loan (principal of \$4,099) is held in the Company's wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP and is therefore not collateral to the Company's revolving credit facility.

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS – (continued)

December 31, 2017

(in thousands, except for shares and units)

- (q) A portion of the PIK interest rate for Vacation Innovations, LLC is structured as a fee paid upon the termination of the commitment. The fee currently accrues at 1.81% per annum.
- (r) The PIK portion of the interest rate for Peerless Network, Inc. is structured as a fee paid upon the termination of the commitment. The fee currently accrues at 0.75% per annum.
- (s) A portion of this loan (principal of \$4,477) is held in the Company's wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP and is therefore not collateral to the Company's revolving credit facility.
- (t) Represents less than 5% ownership of the portfolio company's voting securities.
- (u) Ownership of certain equity investments may occur through a holding company or partnership.
- (v) Represents a non-income producing security.
As defined in the 1940 Act, the Company is deemed to be an "Affiliated Person" of the portfolio company as it owns five percent or more of the portfolio company's voting securities. See Note 5 in the accompanying notes to the consolidated financial statements for additional information on transactions in which the issuer was an Affiliated Person (but not a portfolio company that the Company is deemed to control).
- (w) This is a demand note with no stated maturity.
This position was on non-accrual status as of December 31, 2017, meaning that the Company has ceased accruing interest income on the position. See Note 2 in the accompanying notes to the consolidated financial statements for additional information on the Company's accounting policies.
This investment is held in a wholly owned entity, MCC Holdco Equity Manager I, LLC ("MCC Holdco"), which has an independent manager who has full control over the operations of MCC Holdco, including the right to vote the shares of TPP Holdco LLC, the holding company which owns the Company's equity interest in TPP. See Note 5 in the accompanying notes to the consolidated financial statements for additional information.
- (z) As defined in the 1940 Act, the Company is deemed to be both an "Affiliated Person" of and to "Control" this portfolio company as it owns more than 25% in company's voting securities. See Note 5 in the accompanying notes to the consolidated financial statements for additional information on transactions in which the issuer was both an Affiliated Person and a portfolio company that the Company is deemed to Control.
- (aa)

The Company structures its unitranche secured loans as senior secured loans. The Company obtains security interests in the assets of these portfolio companies that serve as collateral in support of the repayment of these loans. This collateral may take the form of first-priority liens on the assets of a portfolio company. Generally, the Company syndicates a "first out" portion of the loan to an investor and retains a "last out" portion of the loan, in which case the "first out" portion of the loan will generally receive priority with respect to payments of principal, interest and any other amounts due thereunder. Unitranche structures combine characteristics of traditional first lien senior secured as well as second lien and subordinated loans and the Company's unitranche secured loans will expose the Company to the risks associated with second lien and subordinated loans and may limit the Company's recourse or ability to recover collateral upon a portfolio company's bankruptcy. Unitranche secured loans typically provide for moderate loan amortization in the initial years of the facility, with the majority of the amortization deferred until loan maturity. Unitranche secured loans generally allow the borrower to make a large lump sum payment of principal at the end of the loan term, and there is a risk of loss if the borrower is unable to pay the lump sum or refinance the amount owed at maturity. In many cases the Company, together with its affiliates, are the sole or majority lender of these unitranche secured loans, which can afford the Company additional influence with a borrower in terms of monitoring and, if necessary, remediation in the event of underperformance.

(ac) This term loan is subject to a prime rate cap of 1.10%.

n/a — not applicable

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

(in thousands, except share and per share data)

Note 1. Organization and Principal Business

Monroe Capital Corporation (“Monroe Capital” and together with its subsidiaries, the “Company”) was formed in February 2011 to act as an externally managed non-diversified, closed-end management investment company and has elected to be treated as a business development company under the Investment Company Act of 1940, as amended (the “1940 Act”). The Company had no substantive operating activities prior to October 24, 2012, the date of its initial public offering. Monroe Capital’s investment objective is to maximize the total return to its stockholders in the form of current income and capital appreciation through investment in senior secured, junior secured and unitranche secured (a combination of senior secured and junior secured debt in the same facility in which the Company syndicates a “first out” portion of the loan to an investor and retains a “last out” portion of the loan) debt and, to a lesser extent, unsecured subordinated debt and equity investments. Monroe Capital is managed by Monroe Capital BDC Advisors, LLC (“MC Advisors”), a registered investment adviser under the Investment Advisers Act of 1940, as amended. In addition, for U.S. federal income tax purposes, Monroe Capital has elected to be treated as a regulated investment company (“RIC”) under Subchapter M of the Internal Revenue Code of 1986, as amended (the “Code”).

On February 28, 2014, the Company’s wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP (“MRCC SBIC”), a Delaware limited partnership, received a license from the Small Business Administration (“SBA”) to operate as a Small Business Investment Company (“SBIC”) under Section 301(c) of the Small Business Investment Act of 1958, as amended. MRCC SBIC commenced operations on September 16, 2013. As of June 30, 2018, MRCC SBIC had \$57,624 in leverageable capital and \$115,000 in SBA-guaranteed debentures outstanding. See Note 7 for additional information.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”). The accompanying consolidated financial statements of the Company and related financial information have been prepared pursuant to the requirements for reporting on Form 10-Q and Articles 6 or 10 of Regulation S-X. The Company has determined it meets the definition of an investment company and follows the accounting and reporting guidance in the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 946 — *Financial Services — Investment Companies* (“ASC Topic 946”). Certain prior period amounts have been reclassified to conform to the current period presentation.

Use of Estimates

The preparation of the consolidated financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Consolidation

As permitted under Regulation S-X and ASC Topic 946, the Company will generally not consolidate its investment in a portfolio company other than an investment company subsidiary or a controlled operating company whose business consists of providing services to the Company. Accordingly, the Company consolidated the results of the Company’s wholly-owned subsidiaries, MRCC SBIC and its wholly-owned general partner MCC SBIC GP, LLC, MRCC Holding Company I, LLC, MRCC Holding Company II, LLC, and MRCC Holding Company III, LLC, in its consolidated financial statements. All intercompany balances and transactions have been eliminated. The Company does not consolidate its non-controlling interest in MRCC Senior Loan Fund I, LLC (“SLF”). See further description of the Company’s investment in SLF in Note 3.

Fair Value of Financial Instruments

The Company applies fair value to substantially all of its financial instruments in accordance with ASC Topic 820 — *Fair Value Measurements and Disclosures* (“ASC Topic 820”). ASC Topic 820 defines fair value, establishes a framework used to measure fair value, and requires disclosures for fair value measurements, including the categorization of financial instruments into a three-level hierarchy based on the transparency of valuation inputs. See Note 4 for further discussion regarding the fair value measurements and hierarchy.

ASC Topic 820 requires disclosure of the fair value of financial instruments for which it is practical to estimate such value. The Company believes that the carrying amounts of its other financial instruments such as cash, receivables and

payables approximate the fair value of such items due to the short maturity of such instruments.

Revenue Recognition

The Company's revenue recognition policies are as follows:

Investments and related investment income: Interest and dividend income are recorded on the accrual basis to the extent that the Company expects to collect such amounts. Interest income is accrued based upon the outstanding principal amount and contractual terms of debt and preferred equity investments. Interest is accrued on a daily basis. All other income is recorded into income when earned. The Company records fees on loans based on the determination of whether the fee is considered a yield enhancement or payment for a service. If the fee is considered a yield enhancement associated with a funding of cash on a loan, the fee is generally deferred and recognized into interest income using the effective interest method if captured in the cost basis or using the straight-line method if the loan is unfunded and therefore there is no cost basis. If the fee is not considered a yield enhancement because a service was provided, and the fee is payment for that service, the fee is deemed earned and recognized as fee income in the period earned.

Dividend income on preferred equity securities is recorded as dividend income on an accrual basis to the extent that such amounts are payable by the portfolio company and are expected to be collected. Dividend income on common equity securities is recorded on the record date for private portfolio companies. Each distribution received from limited liability company ("LLC") and limited partnership ("LP") investments is evaluated to determine if the distribution should be recorded as dividend income or a return of capital. Generally, the Company will not record distributions from equity investments in LLCs and LPs as dividend income unless there are sufficient accumulated tax-basis earnings and profits in the LLC or LP prior to the distribution. Distributions that are classified as a return of capital are recorded as a reduction in the cost basis of the investment. For the three and six months ended June 30, 2018, the Company received return of capital distributions from the Company's investment in LLC equity interest in SLF of zero and \$9,500, respectively. For the three and six months ended June 30, 2017, the Company did not receive return of capital distributions from the Company's investment in LLC equity interest in SLF, as the Company did not make its investment in SLF until November 2017.

Loan origination fees, original issue discount and market discount or premiums are capitalized, and the Company then amortizes such amounts using the effective interest method as interest income over the life of the investment. Unamortized discounts and loan origination fees totaled \$6,140 and \$8,005 as of June 30, 2018 and December 31, 2017, respectively. Upfront loan origination and closing fees received for the three and six months ended June 30, 2018 totaled \$623 and \$939, respectively. For the three and six months ended June 30, 2017, upfront loan origination and closing fees received totaled \$1,287 and \$1,977, respectively. For the three and six months ended June 30, 2018, interest income included \$524 and \$1,556 of accretion of loan origination fees, original issue discounts and market discounts or premiums, respectively. For the three and six months ended June 30, 2017, interest income included \$358 and \$746 of accretion of loan origination fees, original issue discounts and market discounts or premiums, respectively. Upon the prepayment of a loan or debt security, any unamortized premium or discount or loan origination fees are recorded as interest income. For the three and six months ended June 30, 2018, interest income

included \$312 and \$445 of unamortized discount or loan origination fees recorded as interest income upon prepayment of a loan or debt security, respectively. For the three and six months ended June 30, 2017, interest income included \$322 and \$974 of unamortized discount or loan origination fees recorded as interest income upon prepayment of a loan or debt security, respectively.

The Company has certain investments in its portfolio that contain a payment-in-kind (“PIK”) interest provision, which represents contractual interest or dividends that are added to the principal balance and recorded as income. For the three and six months ended June 30, 2018, interest income included \$327 and \$656 of PIK interest, respectively. For the three and six months ended June 30, 2017, interest income included \$405 and \$1,018 of PIK interest, respectively. For the three and six months ended June 30, 2018, dividend income included \$265 and \$525 of PIK dividends, respectively. For the three and six months ended June 30, 2017, dividend income did not include PIK dividends. The Company stops accruing PIK interest when it is determined that PIK interest is no longer collectible. To maintain RIC tax treatment, and to avoid corporate tax, substantially all of this income must be paid out to stockholders in the form of distributions, even though the Company has not yet collected the cash.

Investment transactions are recorded on a trade-date basis. Realized gains or losses on portfolio investments are calculated based upon the difference between the net proceeds from the disposition and the amortized cost basis of the investment, without regard to unrealized gains and losses previously recognized. Realized gains and losses are recorded within net realized gain (loss) on investments in the consolidated statements of operations. Changes in the fair value of investments from the prior period, as determined by the Company’s board of directors (the “Board”) through the application of the Company’s valuation policy, are included within net change in unrealized gain (loss) on investments in the consolidated statements of operations.

Non-accrual: Loans or preferred equity securities are placed on non-accrual status when principal, interest or dividend payments become materially past due, or when there is reasonable doubt that principal, interest or dividends will be collected. Additionally, any original issue discount and market discount are no longer accreted to interest income as of the date the loan is placed on non-accrual status. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon management’s judgment. Non-accrual loans are restored to accrual status when past due principal, interest, or dividends are paid, and, in management’s judgment are likely to remain current. The fair value of the Company’s investments on non-accrual status totaled \$9,822 and \$8,516 at June 30, 2018 and December 31, 2017, respectively.

Partial loan sales: The Company follows the guidance in ASC Topic 860 — Transfers and Servicing (“ASC Topic 860”), when accounting for loan participations and other partial loan sales. Such guidance requires a participation or other partial loan sale to meet the definition of a “participating interest,” as defined in the guidance, in order for sale treatment to be allowed. Participations or other partial loan sales which do not meet the definition of a participating interest remain on the Company’s consolidated statements of assets and liabilities and the proceeds are recorded as a secured borrowing until the definition is met. For these partial loan sales, the interest earned on the entire loan balance is recorded within “interest income” and the interest earned by the buyer in the partial loan sale is recorded within “interest and other debt financing expenses” in the accompanying consolidated statements of operations. Changes in the fair value of secured borrowings from the prior period, as determined by the Board through the application of the Company’s valuation policy, are included as changes in unrealized gain (loss) on secured borrowings in the consolidated statements of operations. See Note 7 “Secured Borrowings” for additional information.

Distributions

Distributions to common stockholders are recorded on the record date. The amount, if any, to be distributed is determined by the Board each quarter and is generally based upon the earnings estimated by management. Net realized capital gains, if any, are generally distributed at least annually, although the Company may decide to retain such capital gains for investment.

The determination of the tax attributes for the Company's distributions is made annually, based upon its taxable income for the full year and distributions paid for the full year. Ordinary dividend distributions from a RIC do not qualify for the preferential tax rate on qualified dividend income from domestic corporations and qualified foreign corporations, except to the extent that the RIC received the income in the form of qualifying dividends from domestic corporations and qualified foreign corporations. The tax attributes for distributions will generally include both ordinary income and capital gains, but may also include qualified dividends or return of capital.

The Company has adopted a dividend reinvestment plan ("DRIP") that provides for the reinvestment of dividends on behalf of its stockholders, unless a stockholder has elected to receive dividends in cash. As a result, if the Company declares a cash dividend, the Company's stockholders who have not "opted out" of the DRIP at least three days prior to the dividend payment date will have their cash dividend automatically reinvested into additional shares of the Company's common stock. The Company has the option to satisfy the share requirements of the DRIP through the issuance of new shares of common stock or through open market purchases of common stock by the DRIP plan administrator. Newly issued shares are valued based upon the final closing price of the Company's common stock on a date determined by the Board. Shares purchased in the open market to satisfy the DRIP requirements will be valued based upon the average price of the applicable shares purchased by the DRIP plan administrator, before any associated brokerage or other costs. See Note 8 for additional information.

Earnings per Share

In accordance with the provisions of ASC Topic 260 — *Earnings per Share* ("ASC Topic 260"), basic earnings per share is computed by dividing earnings available to common stockholders by the weighted average number of shares outstanding during the period. The weighted average shares outstanding utilized in the calculation of earnings per share take into account share issues on the issuance date and the Company's repurchases of its common stock on the repurchase date. See Note 9 for additional information on the Company's share activity. For the periods presented in these consolidated financial statements, there were no potentially dilutive common shares issued.

Segments

In accordance with ASC Topic 280 — *Segment Reporting*, the Company has determined that it has a single reporting segment and operating unit structure.

Cash

The Company deposits its cash in a financial institution and, at times, such balances may be in excess of the Federal Deposit Insurance Corporation insurance limits.

Restricted Cash

Restricted cash includes amounts held within MRCC SBIC. Cash held within an SBIC is generally restricted to the originations of new loans from the SBIC and the payment of SBA debentures and related interest expense.

Unamortized Deferred Financing Costs

Deferred financing costs represent fees and other direct incremental costs incurred in connection with the Company's borrowings. As of June 30, 2018 and December 31, 2017, the Company had unamortized deferred financing costs of \$4,462 and \$4,670, respectively, presented as a direct reduction of the carrying amount of debt on the consolidated statements of assets and liabilities. These amounts are amortized and included in interest expense in the consolidated statements of operations over the estimated average life of the borrowings. Amortization of deferred financing costs for the three and six months ended June 30, 2018 was \$315 and \$596, respectively. Amortization of deferred financing costs for the three and six months ended June 30, 2017 was \$255 and \$486, respectively.

Offering Costs

Offering costs include, among other things, fees paid in relation to legal, accounting, regulatory and printing work completed in preparation of equity offerings. Offering costs are charged against the proceeds from equity offerings within the consolidated statements of changes in net assets. As of June 30, 2018 and December 31, 2017, other assets on the consolidated statements of assets and liabilities included \$537 and \$494, respectively, of deferred offering costs which will be charged against the proceeds from future equity offerings when received.

Investments Denominated in Foreign Currency

As of June 30, 2018, the Company held investments in two portfolio companies that were denominated in Great Britain pounds.

At each balance sheet date, portfolio company investments denominated in foreign currencies are translated into U.S. dollars using the spot exchange rate on the last business day of the period. Purchases and sales of foreign portfolio company investments, and any income from such investments, are translated into U.S. dollars using the rates of exchange prevailing on the respective dates of such transactions.

Although the fair values of foreign portfolio company investments and the fluctuation in such fair values are translated into U.S. dollars using the applicable foreign exchange rates described above, the Company does not isolate that portion of the change in fair values resulting from foreign currency exchange rates fluctuations from the change in fair values of the underlying investment. All fluctuations in fair value are included in net change in unrealized gain (loss) of investments in the Company's consolidated statements of operations.

Investments denominated in foreign currencies and foreign currency transactions may involve certain consideration and risks not typically associated with those of domestic origin, including unanticipated movements in the value of the foreign currency relative to the U.S. dollar.

Income Taxes

The Company has elected to be treated as a RIC under Subchapter M of the Code and operates in a manner so as to qualify for the tax treatment available to RICs. To maintain qualification as a RIC, the Company must, among other things, meet certain source-of-income and asset diversification requirements and distribute to stockholders, for each taxable year, at least 90% of the Company's "investment company taxable income," which is generally the Company's net ordinary income plus the excess, if any, of realized net short-term capital gains over realized net long-term capital losses. If the Company qualifies as a RIC and satisfies the annual distribution requirement, the Company will not have to pay corporate-level federal income taxes on any income that the Company distributes to its stockholders. The Company intends to make distributions in an amount sufficient to maintain RIC status each year and to avoid any federal income taxes on income. The Company will also be subject to nondeductible federal excise taxes if the Company does not distribute at least 98% of net ordinary income, 98.2% of any capital gain net income, if any, and any recognized and undistributed income from prior years for which it paid no federal income taxes. To the extent that the Company determines that its estimated current year annual taxable income may exceed estimated current year dividend distributions, the Company accrues excise tax, if any, calculated as 4% of the estimated excess taxable

income as taxable income is earned. For the three and six months ended June 30, 2018, zero and \$11, respectively, were recorded on the consolidated statements of operations for U.S. federal excise taxes. For the three and six months ended June 30, 2017, zero and zero, respectively, were recorded on the consolidated statements of operations for U.S. federal excise taxes. As of June 30, 2018 and December 31, 2017, payables for excise taxes of zero and \$80, respectively, were included in accounts payable and accrued expenses on the consolidated statements of assets and liabilities.

The Company accounts for income taxes in conformity with ASC Topic 740 — *Income Taxes* (“ASC Topic 740”). ASC Topic 740 provides guidelines for how uncertain tax positions should be recognized, measured, presented and disclosed in the consolidated financial statements. ASC Topic 740 requires the evaluation of tax positions taken in the course of preparing the Company’s tax returns to determine whether the tax positions are “more-likely-than-not” to be sustained by the applicable tax authority. Tax benefits of positions not deemed to meet the more-likely-than-not threshold would be recorded as a tax expense in the current year. It is the Company’s policy to recognize accrued interest and penalties related to uncertain tax benefits in income tax expense. There were no material uncertain income tax positions through June 30, 2018. The 2014 through 2017 tax years remain subject to examination by U.S. federal and state tax authorities.

Subsequent Events

The Company has evaluated the need for disclosures and/or adjustments resulting from subsequent events through the date the consolidated financial statements were issued. There have been no subsequent events that occurred during such period that would require disclosure in this Form 10-Q or would be required to be recognized in the consolidated financial statements as of and for the six months ended June 30, 2018.

Recent Accounting Pronouncements

In May 2014, the FASB issued Accounting Standards Update (“ASU”) 2014-09, *Revenue from Contracts with Customers* (ASC Topic 606) (“ASU 2014-09”). The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps: Step 1: Identify the contract(s) with a customer. Step 2: Identify the performance obligations in the contract. Step 3: Determine the transaction price. Step 4: Allocate the transaction price to the performance obligations in the contract. Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

ASU 2014-09 also specified the accounting for some costs to obtain or fulfill a contract with a customer. In addition, ASU 2014-09 requires that an entity disclose sufficient information to enable users of financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The initial effective date of ASU 2014-09 was for fiscal periods beginning after December 15, 2016.

However, in August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers* (ASC Topic 606): *Deferral of the Effective Date*, which deferred the effective date to fiscal periods beginning after December 15, 2017. The Company has adopted ASU 2014-09, and the adoption did not have a material impact on the Company's consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments — Overall* (Subtopic 825-10): *Recognition and Measurement of Financial Assets and Financial Liabilities* (“ASU 2016-01”). ASU 2016-01 retains many current requirements for the classification and measurement of financial instruments; however, it significantly revises an entity’s accounting related to (1) the classification and measurement of investments in equity securities and (2) the presentation of certain fair value changes for financial liabilities measured at fair value. ASU 2016-01 also amends certain disclosure requirements associated with the fair value of financial instruments. This guidance is effective for annual and interim periods beginning after December 15, 2017, and early adoption is not permitted for public business entities. The Company has adopted ASU 2016-01, and the adoption did not have a material impact on the Company’s consolidated financial statements.

Note 3. Investments

The following tables show the composition of the investment portfolio, at amortized cost and fair value (with corresponding percentage of total portfolio investments):

	June 30, 2018		December 31, 2017	
Amortized Cost:				
Senior secured loans	\$405,020	77.5 %	\$399,770	78.8 %
Unitranche secured loans	51,879	9.9	40,661	8.0
Junior secured loans	29,636	5.7	40,449	8.0
LLC equity interest in SLF	17,850	3.4	9,500	1.8
Equity securities	18,349	3.5	17,200	3.4
Total	\$522,734	100.0%	\$507,580	100.0 %

	June 30, 2018		December 31, 2017	
Fair Value:				
Senior secured loans	\$387,639	77.8 %	\$387,874	78.5 %
Unitranche secured loans	51,485	10.3	40,295	8.2
Junior secured loans	28,515	5.7	38,549	7.8
LLC equity interest in SLF	18,693	3.8	9,640	1.9
Equity securities	11,903	2.4	17,780	3.6
Total	\$498,235	100.0%	\$494,138	100.0 %

The following tables show the composition of the investment portfolio by geographic region, at amortized cost and fair value (with corresponding percentage of total portfolio investments). The geographic composition is determined by the location of the corporate headquarters of the portfolio company, which may not be indicative of the primary source of the portfolio company’s business:

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

	June 30, 2018		December 31, 2017	
Amortized Cost:				
International	\$18,885	3.6 %	\$13,858	2.7 %
Midwest	98,704	18.9	91,160	18.0
Northeast	149,107	28.5	142,742	28.1
Southeast	83,066	15.9	84,108	16.6
Southwest	58,746	11.2	59,335	11.7
West	114,226	21.9	116,377	22.9
Total	\$522,734	100.0%	\$507,580	100.0 %

	June 30, 2018		December 31, 2017	
Fair Value:				
International	\$19,517	3.9 %	\$14,632	3.0 %
Midwest	99,399	20.0	90,399	18.3
Northeast	149,899	30.1	143,942	29.1
Southeast	82,459	16.5	85,293	17.3
Southwest	36,904	7.4	47,968	9.7
West	110,057	22.1	111,904	22.6
Total	\$498,235	100.0%	\$494,138	100.0 %

The following tables show the composition of the investment portfolio by industry, at amortized cost and fair value (with corresponding percentage of total portfolio investments):

	June 30, 2018		December 31, 2017		
Amortized Cost:					
Aerospace & Defense	\$—	—	% \$4,943	1.0	%
Banking, Finance, Insurance & Real Estate	60,682	11.6	60,519	11.9	
Beverage, Food & Tobacco	17,797	3.4	17,888	3.5	
Capital Equipment	2,923	0.6	—	—	
Chemicals, Plastics & Rubber	12,708	2.4	8,734	1.7	
Construction & Building	17,469	3.4	17,851	3.5	
Consumer Goods: Durable	15,313	2.9	11,625	2.3	
Consumer Goods: Non-Durable	36,721	7.0	29,982	5.9	
Containers, Packaging & Glass	8,513	1.6	5,084	1.0	
Energy: Oil & Gas	2,265	0.4	2,372	0.5	
Environmental Industries	4,309	0.8	4,359	0.9	
Healthcare & Pharmaceuticals	60,243	11.5	59,613	11.7	
High Tech Industries	54,434	10.4	46,124	9.1	
Hotels, Gaming & Leisure	25,147	4.8	41,924	8.2	
Investment Funds & Vehicles	17,850	3.4	9,500	1.9	
Media: Advertising, Printing & Publishing	25,945	5.0	22,647	4.5	
Media: Broadcasting & Subscription	14,803	2.8	15,712	3.1	
Media: Diversified & Production	4,951	1.0	4,947	1.0	
Retail	59,900	11.5	60,005	11.8	
Services: Business	32,923	6.3	33,350	6.6	
Services: Consumer	18,720	3.6	21,263	4.2	
Telecommunications	—	—	3,089	0.6	
Utilities: Electric	2,760	0.5	2,759	0.5	
Utilities: Water	932	0.2	—	—	
Wholesale	25,426	4.9	23,290	4.6	
Total	\$522,734	100.0%	\$507,580	100.0%	%

	June 30, 2018		December 31, 2017		
Fair Value:					
Aerospace & Defense	\$—	—	% \$5,000	1.0	%
Banking, Finance, Insurance & Real Estate	61,442	12.3	61,407	12.4	
Beverage, Food & Tobacco	17,340	3.5	17,770	3.6	
Capital Equipment	2,969	0.6	—	—	
Chemicals, Plastics & Rubber	12,785	2.6	8,860	1.8	
Construction & Building	17,652	3.5	18,049	3.7	
Consumer Goods: Durable	15,551	3.1	11,808	2.4	
Consumer Goods: Non-Durable	31,773	6.4	24,717	5.0	
Containers, Packaging & Glass	8,382	1.7	4,928	1.0	
Energy: Oil & Gas	2,234	0.4	2,352	0.5	

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Environmental Industries	4,364	0.9	4,457	0.9
Healthcare & Pharmaceuticals	63,972	12.8	65,582	13.3
High Tech Industries	53,931	10.8	46,239	9.4
Hotels, Gaming & Leisure	26,209	5.3	42,744	8.6
Investment Funds & Vehicles	18,693	3.8	9,640	2.0
Media: Advertising, Printing & Publishing	26,830	5.4	23,264	4.7
Media: Broadcasting & Subscription	15,003	3.0	15,965	3.2
Media: Diversified & Production	5,006	1.0	5,006	1.0
Retail	33,141	6.6	41,644	8.4
Services: Business	33,094	6.6	33,732	6.8
Services: Consumer	18,207	3.7	21,474	4.3
Telecommunications	—	—	3,152	0.6
Utilities: Electric	2,785	0.6	2,792	0.6
Utilities: Water	932	0.2	—	—
Wholesale	25,940	5.2	23,556	4.8
Total	\$498,235	100.0%	\$494,138	100.0%

MRCC Senior Loan Fund I, LLC

The Company co-invests with NLV Financial Corporation (“NLV”), in senior secured loans through SLF, an unconsolidated Delaware limited liability company. SLF is capitalized as underlying investment transactions are completed, taking into account available debt and equity commitments available for funding these investments. All portfolio and investment decisions in respect to SLF must be approved by the SLF investment committee, consisting of one representative from the Company and one representative from NLV. SLF may cease making new investments upon notification of either member, but operations will continue until all investments have been sold or paid-off in the normal course of business. Investments held by SLF are measured at fair value using the same valuation methodologies as described in Note 4. The Company’s investment is illiquid in nature as SLF does not allow for withdrawal from the LLC or the sale of a member’s interest unless approved by the board of members of SLF. The full withdrawal of a member would result in an orderly wind-down of SLF.

SLF’s profits and losses are allocated to the Company and NLV in accordance with their respective ownership interests. As of both June 30, 2018 and December 31, 2017, the Company and NLV each owned 50.0% of the LLC equity interests of SLF. As of June 30, 2018, SLF had \$100,000 in equity commitments from its members (in the aggregate), of which \$35,700 was funded. As of December 31, 2017, SLF had \$100,000 in commitments from its members (in the aggregate), of which \$19,000 was funded.

As of both June 30, 2018 and December 31, 2017, the Company had committed to fund \$50,000 of LLC equity interest subscriptions to SLF. As of June 30, 2018 and December 31, 2017, \$17,850 and \$9,500 of the Company’s LLC equity interest subscriptions to SLF had been called and contributed, net of return of capital distributions subject to recall, respectively.

For the three and six months ended June 30, 2018, the Company received \$350 and \$525 dividend income from the SLF LLC equity interests, respectively. For the three and six months ended June 30, 2017, the Company did not receive dividend income from the SLF LLC equity interests, as the Company did not make its investment in SLF until November 2017.

SLF has entered into a senior secured revolving credit facility (as amended, the “SLF Credit Facility”) with Capital One, N.A., through its wholly-owned subsidiary MRCC Senior Loan Fund I Financing SPV, LLC (“SLF SPV”), which as of June 30, 2018 allowed SLF SPV to borrow up to \$100,000 at any one time, subject to leverage and borrowing base restrictions. Borrowings under the SLF Credit Facility bear interest at an annual rate of LIBOR (three-month) plus 2.25%. The maturity date on the SLF Credit Facility is March 22, 2023.

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

SLF does not pay any fees to MC Advisors or its affiliates; however, SLF has entered into an administration agreement with MC Management, pursuant to which certain loan servicing and administrative functions are delegated to MC Management. SLF may reimburse MC Management for its allocable share of overhead and other expenses incurred by MC Management. No such expenses have been incurred or charged to SLF through June 30, 2018. There are no agreements or understandings by which we guarantee any SLF obligations.

As of June 30, 2018 and December 31, 2017, SLF had total assets at fair value of \$98,627 and \$41,641, respectively. As of June 30, 2018 and December 31, 2017, SLF had zero and zero portfolio company investments on non-accrual status, respectively. The portfolio companies in SLF are in industries and geographies similar to those in which the Company may invest directly. Additionally, as of June 30, 2018 and December 31, 2017, SLF had commitments to fund various undrawn revolvers and delayed draw investments to its portfolio companies totaling \$5,205 and \$2,083, respectively.

Below is a summary of SLF's portfolio, followed by a listing of the individual investments in SLF's portfolio as of June 30, 2018 and December 31, 2017:

	As of	
	June 30, 2018	December 31, 2017
Senior secured loans ⁽¹⁾	94,729	29,438
Weighted average current interest rate on senior secured loans ⁽²⁾	7.5 %	7.1 %
Number of borrowers in SLF	28	8

(1) Represents outstanding principal amount, excluding unfunded commitments.

(2) Computed as the (a) annual stated interest rate on accruing senior secured loans divided by (b) total senior secured loans at outstanding principal amount.

MRCC SENIOR LOAN FUND I, LLC**CONSOLIDATED SCHEDULE OF INVESTMENTS****(unaudited)****June 30, 2018**

Portfolio Company (a)	Spread Above Index (b)	Interest Rate (b)	Maturity	Principal	Fair Value
Non-Controlled/Non-Affiliate Company Investments					
Senior Secured Loans					
Aerospace & Defense					
MAG Aerospace Industries, Inc. ^(c)	L+4.75%	6.84	% 6/06/2025	3,300	\$3,292
The KEYW Corporation	L+4.50%	6.53	% 5/08/2024	1,600	1,614
				4,900	4,906
Automotive					
Wheel Pros, LLC	L+4.75%	6.75	% 4/04/2025	4,000	3,990
				4,000	3,990
Banking, Finance, Insurance & Real Estate					
MTC Intermediate Holdco, Inc.	L+4.75%	6.84	% 1/30/2023	4,988	4,988
Zenith Merger Sub, Inc	L+5.50%	7.83	% 12/13/2023	3,731	3,731
				8,719	8,719
Beverage, Food & Tobacco					
Il Fornaio (America) Corporation	L+6.50%	8.59	% 11/10/2022	4,947	4,944
US Salt, LLC	L+4.75%	6.84	% 11/30/2023	3,491	3,491
				8,438	8,435
Capital Equipment					
Analogic Corp	L+6.00%	8.08	% 6/24/2024	5,000	4,950
				5,000	4,950
Chemicals, Plastics & Rubber					
Loparex International B.V.	L+4.25%	6.58	% 4/11/2025	500	503
Peach State Labs, LLC	L+6.25%	8.24	% 6/30/2021	2,869	2,891
				3,369	3,394
Construction & Building					
Fastener Acquisition, Inc.	L+4.25%	6.34	% 3/18/2025	1,330	1,333
				1,330	1,333
Consumer Goods: Durable					
International Textile Group, Inc.	L+5.00%	6.98	% 5/1/2024	1,875	1,889
				1,875	1,889
Consumer Goods: Non-Durable					
Solaray, LLC	L+6.50%	8.82	% 9/11/2023	1,617	1,617
Solaray, LLC (Delayed Draw) ^(d)	L+6.50%	8.82	% 9/11/2023	1,873	1,185
				3,490	2,802
Containers, Packaging & Glass					

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Port Townsend Holdings Company, Inc.	L+4.75%	6.75	% 4/03/2024	4,407	4,412
				4,407	4,412
Healthcare & Pharmaceuticals					
LSCS Holdings, Inc.	L+4.25%	6.34	% 3/17/2025	2,793	2,793
LSCS Holdings, Inc. (Delayed Draw) ^(d)	L+4.25%	6.34	% 3/17/2025	700	553
Radiology Partners Holdings, LLC	P+4.75%	9.75	% 12/04/2023	2,092	2,099
Radiology Partners Holdings, LLC (Delayed Draw) ^(d)	P+4.75%	9.75	% 12/04/2023	775	—
Solara Medical Supplies, LLC	L+6.00%	8.31	% 5/31/2023	5,714	5,717
Solara Medical Supplies, LLC (Delayed Draw) ^(d)	L+6.00%	8.31	% 5/31/2023	1,071	—
Solara Medical Supplies, LLC (Revolver) ^(d)	L+6.00%	8.31	% 5/31/2023	714	—
				13,859	11,162
High Tech Industries					
Corel Corporation ^(c)	L+5.00%	7.09	% 6/04/2024	2,500	2,512
Gigamon, Inc.	L+4.50%	6.83	% 12/27/2024	2,985	3,011
				5,485	5,523
Media: Diversified & Production					
Research Now Group, Inc. and Survey Sampling International, LLC	L+5.50%	7.86	% 12/20/2024	6,965	6,861
				6,965	6,861
Services: Business					
CHA Holdings, Inc.	L+4.50%	6.58	% 4/10/2025	2,054	2,059
CHA Holdings, Inc. (Delayed Draw) ^(d)	L+4.50%	6.58	% 4/10/2025	446	—
Engage2Excel, Inc.	L+6.50%	8.63	% 3/07/2023	4,364	4,392
Engage2Excel, Inc. (Revolver) ^(d)	L+6.50%	8.55	% 3/07/2023	545	36
GI Revelation Acquisition LLC	L+5.00%	7.09	% 4/16/2025	1,400	1,413
Output Services Group, Inc.	L+4.25%	6.34	% 3/27/2024	4,135	4,176
Output Services Group, Inc. (Delayed Draw) ^(d)	L+4.25%	6.34	% 3/27/2024	855	—
				13,799	12,076
Services: Consumer					
EWC Ventures, LLC	L+5.50%	7.59	% 1/18/2023	3,333	3,342
LegalZoom.com, Inc.	L+4.50%	6.59	% 11/21/2024	1,990	2,002
				5,323	5,344
Telecommunications					
Mavenir Systems, Inc.	L+6.00%	8.03	% 5/08/2025	4,000	4,010
				4,000	4,010
Wholesale					
BMC Acquisition, Inc.	L+5.25%	7.70	% 12/30/2024	4,975	5,012
				4,975	5,012
TOTAL INVESTMENTS					\$94,818

(a) All investments are U.S. companies, except for Loparex International B.V.

The majority of investments bear interest at a rate that may be determined by reference to the London Interbank

(b) Offered Rate (“LIBOR” or “L”) or Prime Rate (“Prime” or “P”) which reset daily, quarterly or semiannually. The Company has provided the spread over LIBOR or Prime and the current contractual rate of interest in effect at June 30, 2018.

Certain investments are subject to a LIBOR or Prime interest rate floor.

(c) Investment position or portion thereof unsettled as of June 30, 2018.

(d)

All or a portion of this commitment was unfunded as of June 30, 2018. Principal reflects the commitment outstanding.

MRCC SENIOR LOAN FUND I, LLC**SCHEDULE OF INVESTMENTS****December 31, 2017**

Portfolio Company ^(a)	Spread Above Index ^(b)	Interest Rate ^(b)	Maturity	Principal	Fair Value
Non-Controlled/Non-Affiliate Company Investments					
Senior Secured Loans					
Banking, Finance, Insurance & Real Estate					
Clearent Holdings LLC and Clearent, LLC ^(c)	P+3.75%	8.25	% 1/02/2024	1,056	\$1,045
Clearent Holdings LLC and Clearent, LLC ^(c)	P+3.75%	8.25	% 1/02/2024	1,257	1,244
Clearent Holdings LLC and Clearent, LLC ^{(c) (d)}	P+3.75%	8.25	% 1/02/2024	208	—
				2,521	2,289
Beverage, Food & Tobacco					
Il Fornaio (America) Corporation	L+6.50%	8.07	% 11/10/2022	5,000	5,008
US Salt, LLC ^(c)	L+4.75%	6.18	% 11/30/2023	3,500	3,500
				8,500	8,508
Consumer Goods: Non-Durable					
Solaray, LLC	L+6.50%	8.02	% 9/11/2023	1,625	1,625
Solaray, LLC (Delayed Draw) ^(d)	L+6.50%	8.02	% 9/11/2023	1,875	—
				3,500	1,625
High Tech Industries					
Gigamon, Inc. ^(c)	L+4.50%	6.03	% 12/27/2024	3,000	2,985
				3,000	2,985
Media: Diversified & Production					
Research Now Group, Inc. and Survey Sampling International, LLC ^(c)	L+5.50%	7.13	% 12/20/2024	7,000	6,714
				7,000	6,714
Services: Consumer					
LegalZoom.com, Inc. ^(c)	L+4.50%	5.94	% 11/21/2024	2,000	2,005
				2,000	2,005
Wholesale					
BMC Acquisition, Inc. ^(c)	L+5.25%	6.94	% 12/28/2024	5,000	5,000
				5,000	5,000
TOTAL INVESTMENTS					\$29,126

(a) All investments are U.S. companies.

(b) The majority of investments bear interest at a rate that may be determined by reference to the London Interbank Offered Rate (“LIBOR” or “L”) or Prime Rate (“Prime” or “P”) which reset daily, quarterly or semiannually. The Company

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

has provided the spread over LIBOR or Prime and the current contractual rate of interest in effect at December 31, 2017. Certain investments are subject to a LIBOR or Prime interest rate floor.

(c) Investment position or portion thereof unsettled as of December 31, 2017.

(d) All or a portion of this commitment was unfunded as of December 31, 2017. Principal reflects the commitment outstanding.

Below is certain summarized financial information for SLF as of June 30, 2018 and December 31, 2017 and for the three and six months ended June 30, 2018 and 2017:

	June 30, 2018 (unaudited)	December 31, 2017
Assets		
Investments, at fair value	\$ 94,818	\$ 29,126
Cash	471	12,504
Restricted cash	3,074	—
Interest receivable	264	11
Total assets	\$ 98,627	\$ 41,641
Liabilities		
Revolving credit facility	\$ 56,412	\$ —
Less: Unamortized deferred financing costs	(1,244)	—
Total debt, less unamortized deferred financing costs	55,168	—
Payable for open trades	5,742	22,304
Interest payable	223	—
Accounts payable and accrued expenses	108	57
Total liabilities	61,241	22,361
Members' capital	37,386	19,280
Total liabilities and members' capital	\$ 98,627	\$ 41,641

	Three months ended June 30,		Six months ended June 30,	
	2018	2017 (1)	2018	2017 (1)
	(unaudited)		(unaudited)	
Investment income:				
Interest income	\$ 1,399	\$ —	\$ 2,179	\$ —
Total investment income	1,399	—	2,179	—
Expenses:				
Interest and other debt financing expenses	605	—	649	—
Organizational costs	5	—	11	—
Professional fees	22	—	62	—
Total expenses	632	—	722	—
Net investment income (loss)	767	—	1,457	—
Net gain (loss) on investments:				
Net change in unrealized gain (loss) on investments	454	—	999	—
Net gain (loss) on investments	454	—	999	—
Net increase (decrease) in members' capital	\$ 1,221	\$ —	\$ 2,456	\$ —

(1) SLF commenced operations on November 14, 2017.

Note 4. Fair Value Measurements

Investments

The Company values all investments in accordance with ASC Topic 820. ASC Topic 820 requires enhanced disclosures about assets and liabilities that are measured and reported at fair value. As defined in ASC Topic 820, fair value is 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. Where available, fair value is based on observable market prices or parameters, or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models are applied. These valuation models involve some level of management estimation and judgment, the degree of which is dependent on the price transparency for the assets or liabilities or market and the assets' or liabilities' complexity.

ASC Topic 820 establishes a hierarchical disclosure framework which prioritizes and ranks the level of market price observability of inputs used in measuring investments at fair value. Market price observability is affected by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily

available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Based on the observability of the inputs used in the valuation techniques, the Company is required to provide disclosures on fair value measurements according to the fair value hierarchy. The fair value hierarchy ranks the observability of the inputs used to determine fair values. Investments carried at fair value are classified and disclosed in one of the following three categories:

Level 1 — Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 — Valuations based on inputs other than quoted prices in active markets, including quoted prices for similar assets or liabilities, which are either directly or indirectly observable.

Level 3 — Valuations based on inputs that are unobservable and significant to the overall fair value measurement. This includes situations where there is little, if any, market activity for the assets or liabilities. The inputs into the determination of fair value are based upon the best information available and may require significant management judgment or estimation.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an asset's or liability's categorization within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability. All investments, with the exception of investments measured at fair value using net asset value ("NAV"), as of June 30, 2018 and December 31, 2017 were categorized as Level 3 investments.

With respect to investments for which market quotations are not readily available, the Company's Board undertakes a multi-step valuation process each quarter, as described below:

- the quarterly valuation process begins with each portfolio company or investment being initially evaluated and rated by the investment professionals of MC Advisors responsible for the portfolio investment;

- preliminary valuation conclusions are then documented and discussed with the investment committee of the Company;

- the Board also engages one or more independent valuation firm(s) to conduct independent appraisals of a selection of investments for which market quotations are not readily available. The Company will consult with independent valuation firm(s) relative to each portfolio company at least once in every calendar year, but are generally received

quarterly;

the audit committee of the Board reviews the preliminary valuations of MC Advisors and of the independent valuation firm(s) and responds and supplements the valuation recommendations to reflect any comments; and

the Board discusses these valuations and determines the fair value of each investment in the portfolio in good faith, based on the input of MC Advisors, the independent valuation firm(s) and the audit committee.

32

The accompanying consolidated schedules of investments held by the Company consist primarily of private debt instruments (“Level 3 debt”). The Company generally uses the income approach to determine fair value, as long as it is appropriate. If there is deterioration in credit quality or a debt investment is in workout status, the Company may consider other factors in determining the fair value, including the value attributable to the debt investment from the enterprise value of the portfolio company or the proceeds that would be received in a liquidation analysis. The Company generally considers its Level 3 debt to be performing loans if the borrower is not in default, the borrower is remitting payments in a timely manner; the loan is in covenant compliance or is otherwise not deemed to be impaired. In determining the fair value of the performing Level 3 debt, the Company considers fluctuations in current interest rates, the trends in yields of debt instruments with similar credit ratings, financial condition of the borrower, economic conditions and other relevant factors, both qualitative and quantitative. In the event that a Level 3 debt instrument is not performing, as defined above, the Company will evaluate the value of the collateral utilizing the same framework described above for a performing loan to determine the value of the Level 3 debt instrument.

Under the income approach, the Company uses discounted cash flow models to determine the present value of the future cash flow streams of its debt investments, based on future interest and principal payments as set forth in the associated loan agreements. In determining fair value under the income approach, the Company also considers the following factors: applicable market yields and leverage levels, credit quality, prepayment penalties, the nature and realizable value of any collateral, the portfolio company’s ability to make payments, and changes in the interest rate environment and the credit markets that generally may affect the price at which similar investments may be made.

Under the market approach, the Company typically uses the enterprise value methodology to determine the fair value of an investment. There is no one methodology to estimate enterprise value and, in fact, for any one portfolio company, enterprise value is generally best expressed as a range of values, from which the Company derives a single estimate of enterprise value. In estimating the enterprise value of a portfolio company, the Company analyzes various factors consistent with industry practice, including but not limited to original transaction multiples, the portfolio company’s historical and projected financial results, applicable market trading and transaction comparables, applicable market yields and leverage levels, the nature and realizable value of any collateral, the markets in which the portfolio company does business, and comparisons of financial ratios of peer companies that are public. Typically, the enterprise values of private companies are based on multiples of earnings before interest, income taxes, depreciation and amortization (“EBITDA”), cash flows, net income, revenues, or in limited cases, book value.

In addition, for certain debt investments, the Company may base its valuation on indicative bid and ask prices provided by an independent third-party pricing service. Bid prices reflect the highest price that the Company and others may be willing to pay. Ask prices represent the lowest price that the Company and others may be willing to accept. The Company generally uses the midpoint of the bid/ask range as its best estimate of fair value of such investment.

Secured Borrowings

The Company has elected the fair value option under ASC Topic 825 — *Financial Instruments* (“ASC Topic 825”) relating to accounting for debt obligations at their fair value for its secured borrowings which arose due to partial loan sales which did not meet the criteria for sale treatment under ASC Topic 860. The Company reports changes in the fair value of its secured borrowings within net change in unrealized gain (loss) on secured borrowings in the consolidated statements of operations. The net gain or loss reflects the difference between the fair value and the principal amount due on maturity.

Due to the absence of a liquid trading market for these secured borrowings, they are valued by calculating the net present value of the future expected cash flow streams using an appropriate risk-adjusted discount rate model. The discount rate considers projected performance of the related loan investment, applicable market yields and leverage levels, credit quality, prepayment penalties and comparable company analysis. The Company consults with an independent valuation firm relative to the fair value of its secured borrowings at least once in every calendar year.

Fair Value Disclosures

The following table presents fair value measurements of investments and secured borrowings, by major class, as of June 30, 2018, according to the fair value hierarchy:

	Fair Value Measurements			
	Level 1	Level 2	Level 3	Total
Investments:				
Senior secured loans	\$—	\$—	\$387,639	\$387,639
Unitranche secured loans	—	—	51,485	51,485
Junior secured loans	—	—	28,515	28,515
Equity securities	—	—	11,903	11,903
Investments measured at NAV ⁽¹⁾ ⁽²⁾	—	—	—	18,693
Total Investments	\$—	\$—	\$479,542	\$498,235

Certain investments that are measured at fair value using the NAV have not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the consolidated statements of assets and liabilities.

⁽²⁾ Represents the Company’s investment in LLC equity interests in SLF. The fair value of this investment has been determined using the NAV of the Company’s ownership interest in members’ capital.

The following table presents fair value measurements of investments and secured borrowings, by major class, as of December 31, 2017, according to the fair value hierarchy:

	Fair Value Measurements			Total
	Level 1	Level 2	Level 3	
Investments:				
Senior secured loans	\$—	\$—	\$387,874	\$387,874
Unitranche secured loans	—	—	40,295	40,295
Junior secured loans	—	—	38,549	38,549
Equity securities	—	—	17,780	17,780
Investments measured at NAV ⁽¹⁾ ⁽²⁾	—	—	—	9,640
Total Investments	\$—	\$—	\$484,498	\$494,138

Certain investments that are measured at fair value using the NAV have not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the consolidated statements of assets and liabilities.

⁽²⁾ Represents the Company's investment in LLC equity interests in SLF. The fair value of this investment has been determined using the NAV of the Company's ownership interest in members' capital.

Senior, unitranche and junior secured loans are collateralized by tangible and intangible assets of the borrowers. These investments include loans to entities that have some level of challenge in obtaining financing from other, more conventional institutions, such as a bank. Interest rates on these loans are either fixed or floating, and are based on current market conditions and credit ratings of the borrower. Excluding loans on non-accrual, the contractual interest rates on the loans ranged between 7.09% to 16.59% at June 30, 2018 and 6.57% to 15.00% at December 31, 2017. The maturity dates on the loans outstanding at June 30, 2018 range between September 2018 and August 2025.

The following tables provide a reconciliation of the beginning and ending balances for investments and secured borrowings that use Level 3 inputs for the three and six months ended June 30, 2018:

	Investments				Total investments	Secured borrowings
	Senior secured loans	Unitranche secured loans	Junior secured loans	Equity securities		
Balance as of March 31, 2018	\$380,115	\$45,976	\$38,578	\$15,032	\$479,701	\$—
Net change in unrealized gain (loss) on investments	(1,559)	109	796	(4,018)	(4,672)	—

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Net realized gain (loss) on investments	—	—	—	—	—	—
Purchases of investments and other adjustments to cost ⁽¹⁾	32,886	5,501	46	889	39,322	—
Proceeds from principal payments and sales on investments ⁽²⁾	(23,803)	(101)	(10,905)	—	(34,809)	—
Net change in unrealized gain (loss) on secured borrowings	—	—	—	—	—	—
Repayments on secured borrowings	—	—	—	—	—	—
Net realized (gain) loss on secured borrowings	—	—	—	—	—	—
Balance as of June 30, 2018	\$387,639	\$ 51,485	\$ 28,515	\$ 11,903	\$ 479,542	\$ —

Investments

	Senior secured loans	Unitranche secured loans	Junior secured loans	Equity securities	Total investments	Secured borrowings
Balance as of December 31, 2017	\$387,874	\$ 40,295	\$ 38,549	\$ 17,780	\$ 484,498	\$ —
Net change in unrealized gain (loss) on investments	(5,486)	(27)	779	(7,026)	(11,760)	—
Net realized gain (loss) on investments	—	—	—	—	—	—
Purchases of investments and other adjustments to cost ⁽¹⁾	44,910	11,520	93	1,149	57,672	—
Proceeds from principal payments and sales on investments ⁽²⁾	(39,659)	(303)	(10,906)	—	(50,868)	—
Net change in unrealized gain (loss) on secured borrowings	—	—	—	—	—	—
Repayments on secured borrowings	—	—	—	—	—	—
Net realized (gain) loss on secured borrowings	—	—	—	—	—	—
Balance as of June 30, 2018	\$387,639	\$ 51,485	\$ 28,515	\$ 11,903	\$ 479,542	\$ —

(1) Includes purchases of new investments, effects of refinancing and restructurings, premium and discount accretion and amortization and PIK interest.

(2) Represents net proceeds from investments sold and principal paydowns received.

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

The following tables provide a reconciliation of the beginning and ending balances for investments and secured borrowings that use Level 3 inputs for the three and six months ended June 30, 2017:

	Investments					Secured borrowings
	Senior secured loans	Unitranche secured loans	Junior secured loans	Equity securities	Total investments	
Balance as of March 31, 2017	\$300,223	\$ 50,465	\$ 42,260	\$ 25,201	\$ 418,149	\$ 1,315
Reclassifications ⁽¹⁾	(2,795)	—	382	2,413	—	—
Net change in unrealized gain (loss) on investments	384	938	(25)	(8,567)	(7,270)	—
Net realized gain (loss) on investments	—	—	—	2,161	2,161	—
Purchases of investments and other adjustments to cost ⁽²⁾	69,640	4,432	53	—	74,125	—
Proceeds from principal payments and sales on investments ⁽³⁾	(15,961)	(18,533)	(4,961)	(2,161)	(41,616)	—
Net change in unrealized gain (loss) on secured borrowings	—	—	—	—	—	5
Repayments on secured borrowings	—	—	—	—	—	(1,254)
Net realized (gain) loss on secured borrowings	—	—	—	—	—	(66)
Balance as of June 30, 2017	\$351,491	\$ 37,302	\$ 37,709	\$ 19,047	\$ 445,549	\$ —

	Investments					Secured borrowings
	Senior secured loans	Unitranche secured loans	Junior secured loans	Equity securities	Total investments	
Balance as of December 31, 2016	\$275,253	\$ 51,638	\$ 59,366	\$ 26,663	\$ 412,920	\$ 1,314
Reclassifications ⁽¹⁾	(2,795)	—	382	2,413	—	—
Net change in unrealized gain (loss) on investments	(1,857)	828	157	(10,029)	(10,901)	—
Net realized gain (loss) on investments	41	—	—	2,287	2,328	—
Purchases of investments and other adjustments to cost ⁽²⁾	111,796	4,664	202	—	116,662	—
Proceeds from principal payments and sales on investments ⁽³⁾	(30,947)	(19,828)	(22,398)	(2,287)	(75,460)	—
Net change in unrealized gain (loss) on secured borrowings	—	—	—	—	—	6
Repayments on secured borrowings	—	—	—	—	—	(1,254)
Net realized (gain) loss on secured borrowings	—	—	—	—	—	(66)
Balance as of June 30, 2017	\$351,491	\$ 37,302	\$ 37,709	\$ 19,047	\$ 445,549	\$ —

- (1) Represents non-cash reclassifications of investment type due to restructuring of the investments in portfolio companies.
- (2) Includes purchases of new investments, effects of refinancing and restructurings, premium and discount accretion and amortization and PIK interest.
- (3) Represent net proceeds from investments sold and principal paydowns received.

The total change in unrealized gain (loss) included in the consolidated statements of operations within net change in unrealized gain (loss) on investments for the three and six months ended June 30, 2018, attributable to Level 3 investments still held at June 30, 2018, was (\$4,331) and (\$10,580), respectively. The total change in unrealized gain (loss) included in the consolidated statements of operations within net change in unrealized gain (loss) on investments for the three and six months ended June 30, 2017, attributable to Level 3 investments still held at June 30, 2017, was (\$7,373) and (\$10,152), respectively. Reclassifications impacting Level 3 of the fair value hierarchy are reported as transfers in or out of Level 3 as of the beginning of the period which the reclassifications occur. There were no transfers among Levels 1, 2 and 3 during the three and six months ended June 30, 2018 and 2017.

Significant Unobservable Inputs

ASC Topic 820 requires disclosure of quantitative information about the significant unobservable inputs used in the valuation of assets and liabilities classified as Level 3 within the fair value hierarchy. Disclosure of this information is not required in circumstances where a valuation (unadjusted) is obtained from a third-party pricing service and the information regarding the unobservable inputs is not reasonably available to the Company and as such, the disclosures provided below exclude those investments valued in that manner. The tables below are not intended to be all-inclusive, but rather to provide information on significant unobservable inputs and valuation techniques used by the Company.

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

The valuation techniques and significant unobservable inputs used in recurring Level 3 fair value measurements of assets and liabilities as of June 30, 2018 were as follows:

	Fair Value	Valuation Technique	Unobservable Input	Weighted Average Mean		Range Minimum	Maximum		
Assets:									
Senior secured loans	\$ 256,145	Discounted cash flow	EBITDA multiples	7.2	x	4.3	x	13.5	x
			Market yields	11.6	%	8.3	%	17.3	%
Senior secured loans	38,695	Discounted cash flow	Revenue multiples	2.7	x	0.4	x	3.8	x
			Market yields	11.6	%	9.0	%	17.8	%
Senior secured loans	15,941	Waterfall	Delinquency ratio	0.0	%	0.0	%	0.0	%
Senior secured loans	12,877	Discounted cash flow	Tangible book value multiples	1.4	x	1.4	x	1.4	x
			Market yields	16.3	%	14.7	%	18.8	%
Senior secured loans	9,533	Enterprise value	EBITDA multiples	7.4	x	6.8	x	8.3	x
Senior secured loans	188	Liquidation	Net realizable value of assets	33.8	%	33.8	%	33.8	%
Senior secured loans	22,003	Enterprise value	Revenue multiples	0.3	x	0.3	x	0.3	x
Unitranche secured loans	51,186	Discounted cash flow	EBITDA multiples	6.6	x	3.8	x	9.0	x
			Market yields	13.4	%	10.0	%	21.6	%
Unitranche secured loans	299	Enterprise value	EBITDA multiples	9.0	x	9.0	x	9.0	x
Junior secured loans	625	Discounted cash flow	EBITDA multiples	2.8	x	2.8	x	2.8	x
			Market yields	14.0	%	14.0	%	14.0	%
Junior secured loans	1,143	Enterprise value	EBITDA multiples	3.8	x	3.8	x	3.8	x
Equity securities	8,346	Discounted cash flow	EBITDA multiples	2.8	x	2.8	x	2.8	x
			Market yields	24.0	%	24.0	%	24.0	%
Equity securities	219	Enterprise value	Revenue multiples	2.5	x	0.3	x	2.5	x
Equity securities	2,335	Enterprise value	EBITDA multiples	7.1	x	4.3	x	10.5	x
Equity securities	161	Enterprise value	Tangible book value multiples	1.4	x	1.4	x	1.4	x
Total Level 3 Assets	\$ 419,696 (1)								

(1) Excludes loans of \$59,846 at fair value where valuation (unadjusted) is obtained from a third-party pricing service for which such disclosure is not required.

The valuation techniques and significant unobservable inputs used in recurring Level 3 fair value measurements of assets and liabilities as of December 31, 2017 were as follows:

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

	Fair Value	Valuation Technique	Unobservable Input	Weighted Average Mean		Range Minimum	Maximum		
Assets:									
Senior secured loans	\$ 300,882	Discounted cash flow	EBITDA multiples	6.8	x	3.8	x	14.0	x
			Market yields	11.6	%	8.1	%	23.5	%
Senior secured loans	15,654	Waterfall	Delinquency ratio	0.0	%	0.0	%	0.0	%
Senior secured loans	12,967	Discounted cash flow	Tangible book value multiples	1.3	x	1.2	x	1.3	x
			Market yields	14.5	%	10.3	%	19.9	%
Senior secured loans	9,516	Discounted cash flow	Revenue multiples	4.0	x	3.8	x	4.3	x
			Market yields	8.8	%	8.4	%	9.2	%
Senior secured loans	8,718	Enterprise value	EBITDA multiples	7.5	x	6.0	x	9.3	x
Senior secured loans	8,516	Enterprise value	Revenue multiples	0.3	x	0.3	x	0.6	x
Unitranche secured loans	40,000	Discounted cash flow	EBITDA multiples	6.2	x	3.8	x	8.5	x
			Market yields	15.0	%	8.8	%	23.0	%
Unitranche secured loans	295	Enterprise value	EBITDA multiples	5.0	x	4.5	x	5.5	x
Junior secured loans	5,625	Discounted cash flow	EBITDA multiples	9.1	x	3.8	x	10.3	x
			Market yields	11.1	%	10.2	%	14.0	%
Equity securities	8,429	Discounted cash flow	EBITDA multiples	4.0	x	3.8	x	4.3	x
			Market yields	21.0	%	20.0	%	22.0	%
Equity securities	5,892	Enterprise value	Revenue multiples	0.4	x	0.4	x	2.7	x
Equity securities	1,767	Enterprise value	EBITDA multiples	6.8	x	4.5	x	9.0	x
Equity securities	353	Enterprise value	Tangible book value multiples	1.3	x	1.2	x	1.3	x
Total Level 3 Assets	\$ 418,614 ⁽¹⁾								

(1) Excludes loans of \$65,884 at fair value where valuation (unadjusted) is obtained from a third-party pricing service for which such disclosure is not required.

The significant unobservable inputs used in the income approach of fair value measurement of the Company's investments is the discount rate used to discount the estimated future cash flows expected to be received from the underlying investment, which include both future principal and interest payments. Increases (decreases) in the discount rate would result in a decrease (increase) in the fair value estimate of the investment. Included in the consideration and selection of discount rates are the following factors: risk of default, rating of the investment and comparable investments, and call provisions.

The significant unobservable inputs used in the market approach of fair value measurement of the Company's investments are the market multiples of EBITDA or revenue of the comparable guideline public companies. The Company selects a population of public companies for each investment with similar operations and attributes of the portfolio company. Using these guideline public companies' data, a range of multiples of enterprise value to EBITDA or revenue is calculated. The Company selects percentages from the range of multiples for purposes of determining the portfolio company's estimated enterprise value based on said multiple and generally the latest twelve months EBITDA or revenue of the portfolio company (or other meaningful measure). Increases (decreases) in the multiple will result in an increase (decrease) in enterprise value, resulting in an increase (decrease) in the fair value estimate of the investment.

Other Financial Assets and Liabilities

ASC Topic 820 requires disclosure of the fair value of financial instruments for which it is practical to estimate such value. The Company believes that the carrying amounts of its other financial instruments such as cash, receivables and payables approximate the fair value of such items due to the short maturity of such instruments. Fair value of the Company's revolving credit facility is estimated by discounting remaining payments using applicable market rates or market quotes for similar instruments at the measurement date, if applicable. The Company believes that the carrying value of its revolving credit facility approximates fair value. SBA-guaranteed debentures are carried at cost and with their longer maturity dates, fair value is estimated by discounting remaining payments using current market rates for similar instruments and considering such factors as the legal maturity date and the ability of market participants to prepay the debentures. As of June 30, 2018 and December 31, 2017, the fair value of the Company's SBA debentures using Level 3 inputs were estimated at \$115,000 and \$109,520, respectively, which is the same as the Company's carrying value of the SBA debentures.

Note 5. Transactions with Affiliated Companies

An affiliated company is a company in which the Company has an ownership interest of 5% or more of its voting securities. A controlled affiliate company is a company in which the Company has an ownership interest of more than 25% of its voting securities. Please see the Company's consolidated schedule of investments for the type of investment, principal amount, interest rate including the spread, and the maturity date. Transactions related to the Company's

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

investments with affiliates for the six months ended June 30, 2018 and 2017 were as follows:

Portfolio Company	Fair value at December 31, 2017	Transfers in (out)	Purchases (cost)	Sales and paydowns (cost)	PIK interest (cost)	Discount accretion	Net realized gain (loss)	Net unrealized gain (loss)	Fair value at June 30, 2018
Non-controlled affiliate company investments :									
American Community Homes, Inc.	\$ 7,441	\$ —	\$ —	\$(331)	\$ —	\$ 22	\$ —	\$ 183	\$ 7,315
American Community Homes, Inc.	4,329	—	—	(165)	99	10	—	57	4,330
American Community Homes, Inc.	542	—	—	—	13	1	—	(1)	555
American Community Homes, Inc.	431	—	—	—	—	2	—	11	444
American Community Homes, Inc.	224	—	—	—	5	2	—	2	233
American Community Homes, Inc. (Delayed Draw)	—	—	—	—	—	—	—	—	—
American Community Homes, Inc. (Delayed Draw)	—	—	—	—	—	—	—	—	—
American Community Homes, Inc. (warrant to purchase up to 9.0% of the equity)	353	—	—	—	—	—	—	(192)	161
	13,320	—	—	(496)	117	37	—	60	13,038
Luxury Optical Holdings Co.	3,697	—	—	—	214	9	—	(17)	3,903
Luxury Optical Holdings Co. (Delayed Draw)	741	—	—	(118)	—	—	—	(1)	622
Luxury Optical Holdings Co. (Revolver)	170	—	—	—	10	—	—	—	180
Luxury Optical Holdings Co. (86 shares of common stock)	—	—	—	—	—	—	—	—	—
	4,608	—	—	(118)	224	9	—	(18)	4,705
Millennial Brands LLC	—	—	—	—	—	—	—	—	—
Millennial Brands LLC	—	—	—	—	—	—	—	—	—
Millennial Brands LLC	—	—	—	—	—	—	—	—	—
Millennial Brands LLC	550	—	—	—	—	—	—	(362)	188
Millennial Brands LLC	—	—	—	—	—	—	—	—	—
Millennial Brands LLC (10 preferred units)	—	—	—	—	—	—	—	—	—
Millennial Brands LLC (75,502 common units)	—	—	—	—	—	—	—	—	—

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

	550	—	—	—	—	—	—	(362)	188
Rockdale Blackhawk, LLC	10,594	—	—	—	—	110	—	2,049	12,753
Rockdale Blackhawk, LLC (Capex)	533	—	—	—	—	—	—	108	641
Rockdale Blackhawk, LLC (Revolver)	1,797	—	—	—	—	—	—	362	2,159
Rockdale Blackhawk, LLC (Revolver)	3,145	—	—	—	—	—	—	633	3,778
Rockdale Blackhawk, LLC (Revolver)	—	—	2,288	—	—	—	—	384	2,672
Rockdale Blackhawk, LLC – LLC Units (22.65% of the LLC interest) ⁽¹⁾	5,673	—	—	—	—	—	—	(5,673)	—
	21,742	—	2,288	—	—	110	—	(2,137)	22,003
SHI Holdings, Inc.	2,625	—	—	(13)	—	6	—	(7)	2,611
SHI Holdings, Inc. (Revolver)	2,226	—	614	—	—	3	—	(4)	2,839
SHI Holdings, Inc. (24 shares of common stock)	786	—	—	—	—	—	—	(230)	556
	5,637	—	614	(13)	—	9	—	(241)	6,006
Summit Container Corporation	3,421	—	—	—	37	13	—	24	3,495
Summit Container Corporation	1,507	—	—	(1,523)	15	—	—	1	—
Summit Container Corporation (Revolver)	—	—	7,253	(2,366)	—	—	—	—	4,887
Summit Container Corporation (warrant to purchase up to 19.50% of the equity)	—	—	—	—	—	—	—	—	—
	4,928	—	7,253	(3,889)	52	13	—	25	8,382
TPP Operating, Inc. ⁽²⁾⁽³⁾	—	—	—	—	—	—	—	—	—
TPP Operating, Inc. ⁽²⁾⁽³⁾	3,373	724	63	(42)	—	—	—	(4,118)	—
TPP Operating, Inc. ⁽²⁾⁽³⁾	4,593	(724)	467	(47)	—	—	—	(4,289)	—
TPP Operating, Inc. (24 shares of common stock) ⁽²⁾⁽³⁾	—	—	—	—	—	—	—	—	—
TPP Operating, Inc. (16 shares of common stock) ⁽²⁾⁽³⁾	—	—	—	—	—	—	—	—	—
	7,966	—	530	(89)	—	—	—	(8,407)	—
Total non-controlled affiliate company investments	\$ 58,751	\$ —	\$ 10,685	\$ (4,605)	\$ 393	\$ 178	\$ —	\$ (11,080)	\$ 54,322

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Controlled affiliate company investments :									
MRCC Senior Loan Fund I, LLC	\$ 9,640	\$ —	\$ 17,850	\$ (9,500)	\$ —	\$ —	\$ —	\$ 703	\$ 18,693
	9,640	—	17,850	(9,500)	—	—	—	703	18,693
Total controlled affiliate company investments	\$ 9,640	\$ —	\$ 17,850	\$ (9,500)	\$ —	\$ —	\$ —	\$ 703	\$ 18,693

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Portfolio Company	Fair value at December 31, 2016	Transfers in (out)	Purchases (cost)	Sales and paydowns (cost)	PIK interest (cost)	Discount accretion	Net realized gain (loss)	Net unrealized gain (loss)	Fair value at June 30, 2017
Non-controlled affiliate company investments :									
American Community Homes, Inc.	\$ 7,816	\$ —	\$ —	\$ —	\$ —	\$ 20	\$ —	\$ (93)	\$ 7,743
American Community Homes, Inc.	4,301	—	—	—	98	10	—	(52)	4,357
American Community Homes, Inc.	518	—	—	—	12	2	—	(2)	530
American Community Homes, Inc.	—	—	431	—	—	1	—	17	449
American Community Homes, Inc.	—	—	216	—	1	—	—	8	225
American Community Homes, Inc. (warrant to purchase up to 9.0% of the equity)	1,315	—	—	—	—	—	—	(44)	1,271
	13,950	—	647	—	111	33	—	(166)	14,575
Millennial Brands LLC	464	—	—	—	33	—	—	(497)	—
Millennial Brands LLC	365	—	—	—	15	(1)	—	(136)	243
Millennial Brands LLC	225	—	—	—	10	—	—	(59)	176
Millennial Brands LLC	—	—	—	—	72	—	—	(72)	—
Millennial Brands LLC (10 preferred units)	—	—	—	—	—	—	—	—	—
Millennial Brands LLC (75,502 common units)	—	—	—	—	—	—	—	—	—
	1,054	—	—	—	130	(1)	—	(764)	419
Rockdale Blackhawk, LLC	10,933	—	—	—	—	96	—	(227)	10,802
Rockdale Blackhawk, LLC (Capex)	565	—	—	(16)	—	—	—	(6)	543
Rockdale Blackhawk, LLC (Revolver)	924	—	925	—	—	—	—	(24)	1,825
Rockdale Blackhawk, LLC - LLC Units (11.56% of the LLC interest)	14,655	—	—	—	—	—	—	(8,122)	6,533
	27,077	—	925	(16)	—	96	—	(8,379)	19,703
SHI Holdings, Inc.	2,625	—	—	—	—	8	—	(8)	2,625
SHI Holdings, Inc. (Revolver)	1,203	—	723	—	—	2	—	(2)	1,926
SHI Holdings, Inc. (24 shares of common stock)	469	—	—	—	—	—	—	120	589
	4,297	—	723	—	—	10	—	110	5,140

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Summit Container Corporation	3,550	—	—	(102)	37	12	—	(100)	3,397
Summit Container Corporation (warrant to purchase up to 19.50% of the equity)	113	—	—	—	—	—	—	(57)	56
	3,663	—	—	(102)	37	12	—	(157)	3,453
Total non-controlled affiliate company investments	\$ 50,041	\$ —	\$ 2,295	\$ (118)	\$ 278	\$ 150	\$ —	\$ (9,356)	\$ 43,290
Controlled affiliate company investments :									
TPP Operating, Inc. ⁽³⁾	\$ 1,799	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ (1,499)	\$ 300
TPP Operating, Inc. ⁽³⁾	4,344	980	—	—	—	—	—	(735)	4,589
TPP Operating, Inc. ⁽³⁾	2,756	(980)	2,807	—	—	—	—	—	4,583
TPP Operating, Inc. (40 shares of common stock) ⁽³⁾	—	—	—	—	—	—	—	—	—
TPP Acquisition, Inc. (829 shares of common stock) ⁽³⁾	—	—	—	—	—	—	—	—	—
	8,899	—	2,807	—	—	—	—	(2,234)	9,472
Total controlled affiliate company investments	\$ 8,899	\$ —	\$ 2,807	\$ —	\$ —	\$ —	\$ —	\$ (2,234)	\$ 9,472

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Portfolio Company	For the six months ended June 30,					
	2018			2017		
	Interest income	Dividend income	Fee income	Interest income	Dividend income	Fee income
Non-controlled affiliate company investments :						
American Community Homes, Inc.	\$568	\$ —	\$ —	\$387	\$ —	\$ —
American Community Homes, Inc.	426	—	—	310	—	—
American Community Homes, Inc.	54	—	—	38	—	—
American Community Homes, Inc.	35	—	—	5	—	—
American Community Homes, Inc.	23	—	—	4	—	—
American Community Homes, Inc. (Delayed Draw)	—	—	—	—	—	—
American Community Homes, Inc. (Delayed Draw)	—	—	—	—	—	—
American Community Homes, Inc. (Warrant)	—	—	—	—	—	—
	1,106	—	—	744	—	—
Luxury Optical Holdings Co.	222	—	—	—	—	—
Luxury Optical Holdings Co. (Delayed Draw)	44	—	—	—	—	—
Luxury Optical Holdings Co. (Revolver)	10	—	—	—	—	—
Luxury Optical Holdings Co. (Common stock)	—	—	—	—	—	—
	276	—	—	—	—	—
Millennial Brands LLC	—	—	—	32	—	—
Millennial Brands LLC	—	—	—	13	—	—
Millennial Brands LLC	—	—	—	10	—	—
Millennial Brands LLC	—	—	—	71	—	—
Millennial Brands LLC	—	—	—	—	—	—
Millennial Brands LLC (Preferred units)	—	—	—	—	—	—
Millennial Brands LLC (Common units)	—	—	—	—	—	—
	—	—	—	126	—	—
Rockdale Blackhawk, LLC	920	—	—	375	—	—
Rockdale Blackhawk, LLC (Capex)	41	—	—	33	—	—
Rockdale Blackhawk, LLC (Revolver)	137	—	—	100	—	—
Rockdale Blackhawk, LLC (Revolver)	240	—	—	—	—	—
Rockdale Blackhawk, LLC (Revolver)	104	—	—	—	—	—
Rockdale Blackhawk, LLC (LLC interest)	—	—	—	381	—	—
	1,442	—	—	889	—	—
SHI Holdings, Inc.	165	—	—	147	—	—
SHI Holdings, Inc. (Revolver)	155	—	—	85	—	—
SHI Holdings, Inc. (Common stock)	—	—	—	—	—	—
	320	—	—	232	—	—
Summit Container Corporation	304	—	83	316	—	—
Summit Container Corporation	108	—	—	—	—	—
Summit Container Corporation (Revolver)	23	—	—	—	—	—
Summit Container Corporation (Warrant)	—	—	—	—	—	—

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

	435	—	83	316	—	—
TPP Operating, Inc.	—	—	—	—	—	—
TPP Operating, Inc.	—	—	—	—	—	—
TPP Operating, Inc.	—	—	—	—	—	—
TPP Operating, Inc. (Common stock)	—	—	—	—	—	—
TPP Operating, Inc. (Common stock)	—	—	—	—	—	—
	—	—	—	—	—	—
Total non-controlled affiliate company investments	\$3,579	\$ —	\$ 83	\$2,307	\$ —	\$ —
Controlled affiliate company investments :						
MRCC Senior Loan Fund I, LLC	\$—	\$ 525	\$ —	\$—	\$ —	\$ —
TPP Acquisition, Inc. (Common stock)	—	—	—	—	—	—
TPP Operating, Inc.	—	—	—	143	—	—
TPP Operating, Inc.	—	—	—	251	—	—
	—	525	—	394	—	—
Total controlled affiliate company investments	\$—	\$ 525	\$ —	\$394	\$ —	\$ —

The Company provided a follow-on investment to Rockdale Blackhawk, LLC (“Rockdale”) during the six months (1) ended June 30, 2018. In conjunction with the follow-on investment, the Company also received an additional 4.62% of the equity of Rockdale, increasing total equity ownership to 22.65%.

In December 2017, the Company transferred 16% of the equity interest in TPP Operating, Inc. (“TPP”) shares to a wholly-owned entity, MCC Holdco Equity Manager I, LLC (“MCC Holdco”), which has an independent manager who has full control over the operations of MCC Holdco, including the right to vote the shares of TPP Holdco LLC, the holding company which owns the Company’s equity interest in TPP. As a result, the Company then only controlled 24.0% of the voting interests in TPP and TPP Acquisition, Inc. was no longer considered a controlled affiliate company investment. As a result, TPP is presented as a non-controlled affiliate company investment for (2) the six months ended June 30, 2018 and a controlled affiliate company investment for the six months ended June 30, 2017. During the three months ended June 30, 2018, TPP ceased operations and the Company, along with the other owners, appointed an assignee and pursuant to Delaware state law completed a General Assignment for the Benefit of Creditors to the assignee. The purpose of the assignment was to wind down the TPP business and distribute the assets to its creditors. The assignee has informed the Company that it will have de minimis assets, if any, to distribute to its creditors. As a result, while the Company still has debt and equity positions in TPP, the Company has valued these positions at zero as of June 30, 2018.

On September 2, 2016, TPP Acquisition, Inc. filed for bankruptcy as part of a restructuring process. The existing lenders, including the Company, submitted a credit bid to purchase certain assets of TPP Acquisition, Inc., which was approved by the bankruptcy court. The sale closed on November 8, 2016. A new operating company, TPP (3) Operating, Inc., was formed to acquire certain of the assets of TPP Acquisition, Inc. and continue business operations. These new operations are no longer encumbered by significant lease liabilities. The Company initially owned 40% of the equity interests in the new operating company, TPP Operating, Inc. and owned 40.0% of the equity interests in TPP Acquisition, Inc., the former operating company, until its dissolution during the year ended December 31, 2017.

Note 6. Transactions with Related Parties

The Company has entered into an Investment Advisory and Management Agreement with MC Advisors, under which MC Advisors, subject to the overall supervision of the Board, provides investment advisory services to the Company. The Company pays MC Advisors a fee for its services under the Investment Advisory and Management Agreement consisting of two components — a base management fee and an incentive fee. The base management fee is calculated at an annual rate equal to 1.75% of invested assets (calculated as total assets excluding cash, which includes assets financed using leverage) and is payable in arrears. Base management fees for the three and six months ended June 30, 2018 were \$2,202 and \$4,365, respectively. Base management fees for the three and six months ended June 30, 2017 were \$1,903 and \$3,708, respectively.

The incentive fee consists of two parts. The first part is calculated and payable quarterly in arrears and equals 20% of “pre-incentive fee net investment income” for the immediately preceding quarter, subject to a 2% (8% annualized) preferred return, or “hurdle,” and a “catch up” feature. The foregoing incentive fee is subject to a total return requirement, which provides that no incentive fee in respect of pre-incentive fee net investment income will be payable except to the extent that 20% of the cumulative net increase in net assets resulting from operations over the then current and 11 preceding calendar quarters exceeds the cumulative incentive fees accrued and/or paid for the 11 preceding calendar quarters (the “Incentive Fee Limitation”). Therefore, any ordinary income incentive fee that is payable in a calendar quarter will be limited to the lesser of (1) 20% of the amount by which pre-incentive fee net investment income for such calendar quarter exceeds the 2% hurdle, subject to the “catch-up” provision, and (2) (x) 20% of the cumulative net increase in net assets resulting from operations for the then current and 11 preceding calendar quarters minus (y) the cumulative incentive fees accrued and/or paid for the 11 preceding calendar quarters. For the foregoing purpose, the “cumulative net increase in net assets resulting from operations” is the sum of pre-incentive fee net investment income, realized gains and losses and unrealized gains and losses for the then current and 11 preceding calendar quarters. The second part of the incentive fee is determined and payable in arrears as of the end of each fiscal year in an amount equal to 20% of realized capital gains, if any, on a cumulative basis from inception through the end of the year, computed net of all realized capital losses on a cumulative basis and unrealized depreciation, less the aggregate amount of any previously paid capital gain incentive fees.

Incentive fees for the three and six months ended June 30, 2018 were \$990 and \$1,751, respectively. Incentive fees for the three and six months ended June 30, 2018, consisted solely of part one incentive fees (based on net investment income) of \$990 and \$1,751, respectively. The part one incentive fees include the effect of \$790 and \$1,874, respectively, of Incentive Fee Limitation as described above. Incentive fees for the three months ended June 30, 2017 consisted solely of part one incentive fees (based on net investment income) of \$1,460. Incentive fees for the six months ended June 30, 2017, consisted of part one incentive fees of \$2,925 and part two incentive fees (based upon net realized and unrealized gains and losses, or capital gains) of (\$175). Part two incentive fees reduced total incentive fees for the six months ended June 30, 2017, primarily as a result of net unrealized losses during the period. The Company accrues, but does not pay, a capital gains incentive fee in connection with any unrealized capital appreciation, as appropriate. If, on a cumulative basis, the sum of net realized gains (losses) plus net unrealized gain (loss) decreases during a period, the Company will reverse any excess capital gains incentive fee previously accrued such that the amount of capital gains incentive fee accrued is no more than 20% of the sum of net realized gains

(losses) plus net unrealized gain (loss). For the three and six months ended June 30, 2018, no incentive fees were waived. For the three and six months ended June 30, 2017, MC Advisors waived part one incentive fees of \$250 and \$250, respectively.

The Company has entered into an Administration Agreement with Monroe Capital Management Advisors, LLC (“MC Management”), under which the Company reimburses MC Management (subject to the review and approval of the Board) for its allocable portion of overhead and other expenses, including the costs of furnishing the Company with office facilities and equipment and providing clerical, bookkeeping, record-keeping and other administrative services at such facilities, and the Company’s allocable portion of the cost of the chief financial officer and chief compliance officer and their respective staffs. To the extent that MC Management outsources any of its functions, the Company will pay the fees associated with such functions on a direct basis, without incremental profit to MC Management. For the three and six months ended June 30, 2018, the Company incurred \$849 and \$1,656, respectively, in administrative expenses (included within Professional fees, Administrative service fees and General and administrative expenses on the consolidated statements of operations) under the Administration Agreement, of which \$322 and \$646, respectively, was related to MC Management overhead and salary allocation and paid directly to MC Management. For the three and six months ended June 30, 2017, the Company incurred \$846 and \$1,676, respectively, in administrative expenses (included within Professional fees, Administrative service fees and General and administrative expenses on the consolidated statements of operations) under the Administration Agreement, of which \$301 and \$631, respectively, was related to MC Management overhead and salary allocation and paid directly to MC Management. As of June 30, 2018 and December 31, 2017, \$322 and \$322, respectively, of expenses were due to MC Management under this agreement and are included in accounts payable and accrued expenses on the consolidated statements of assets and liabilities.

The Company has entered into a license agreement with Monroe Capital LLC under which Monroe Capital LLC has agreed to grant the Company a non-exclusive, royalty-free license to use the name “Monroe Capital” for specified purposes in its business. Under this agreement, the Company will have a right to use the “Monroe Capital” name at no cost, subject to certain conditions, for so long as the Advisor or one of its affiliates remains its investment advisor. Other than with respect to this limited license, the Company has no legal right to the “Monroe Capital” name.

As of June 30, 2018 December 31, 2017, the Company had no accounts payable to members of the Board, representing accrued and unpaid fees for their services.

Note 7. Borrowings

On June 20, 2018, the Company's stockholders approved the application of the reduced asset coverage requirements in Section 61(a)(2) of the Investment Company Act to the Company. As a result of this approval, the Company is now permitted to borrow amounts such that its asset coverage ratio, as defined in the Investment Company Act, is at least 150% after such borrowing (if certain requirements are met), rather than 200%, as previously required. As of June 30, 2018 and December 31, 2017, the Company's asset coverage ratio based on aggregate borrowings outstanding was 312% and 334%, respectively.

Revolving Credit Facility: As of June 30, 2018, the Company had U.S. dollar borrowings of \$105,950 and non-U.S. dollar borrowings denominated in Great Britain pounds of £14,800 (\$19,546 in U.S. dollars) under its revolving credit facility with ING Capital LLC, as agent, to finance the purchase of the Company's assets. As of December 31, 2017, the Company had U.S. dollar borrowings of \$105,200 and non-U.S. dollar borrowings denominated in Great Britain pounds of £8,800 (\$11,892 in U.S. dollars) under its revolving credit facility with ING Capital LLC, as agent, to finance the purchase of the Company's assets. The borrowings denominated in Great Britain pounds may be positively or negatively affected by movements in the rate of exchange between the U.S. dollar and the Great Britain pound. These movements are beyond the control of the Company and cannot be predicted. The borrowings denominated in Great Britain pounds are translated into U.S. dollars based on the spot rate at each balance sheet date. The impact resulting from changes in foreign currency borrowings is included in net change in unrealized gain (loss) on foreign currency borrowings in the Company's consolidated statements of operations and totaled \$795 and \$353 for the three and six months ended June 30, 2018 and (\$16) and (\$16) for the three and six months ended June 30, 2017, respectively. As of June 30, 2018, the maximum amount the Company was able to borrow was \$200,000 and this borrowing can be increased to \$300,000 pursuant to an accordion feature (subject to maintaining 200% asset coverage, as defined by the 1940 Act). On February 22, 2017, the Company closed a \$40,000 upside to the revolving credit facility, bringing the maximum amount the Company is able to borrow from \$160,000 to the now current maximum amount of \$200,000, in accordance with the facility's accordion feature. The maturity date on the facility is December 14, 2020.

The revolving credit facility is secured by a lien on all of the Company's assets, including cash on hand, but excluding the assets of the Company's wholly-owned subsidiary, MRCC SBIC. The Company's ability to borrow under the revolving credit facility is subject to availability under a defined borrowing base, which varies based on portfolio characteristics and certain eligibility criteria and concentration limits, as well as required valuation methodologies. The Company may make draws under the revolving credit facility to make or purchase additional investments through December 2019 and for general working capital purposes until the maturity date of the revolving credit facility. Borrowings under the revolving credit facility bear interest, at the Company's election, at an annual rate of LIBOR (one-month, two-month, three-month or six-month at our discretion based on the term of the borrowing) plus 2.75% or at a daily rate equal to 1.75% per annum plus the greater of the prime interest rate, the federal funds rate plus 0.5% or LIBOR plus 1.0%. In addition to the stated interest rate on borrowings under the revolving credit facility, the Company is required to pay a fee of 0.5% per annum on any unused portion of the revolving credit facility if the unused portion of the facility is less than 65% of the then available maximum borrowing or a fee of 1.0% per annum on any unused portion of the revolving credit facility if the unused portion of the facility is greater than or equal to

65% of the then available maximum borrowing. As of June 30, 2018 and December 31, 2017, the outstanding borrowings were accruing at a weighted average interest rate of 4.6% and 4.4%, respectively. The weighted average interest rate of the revolving credit facility borrowings (excluding debt issuance costs) for the three and six months ended June 30, 2018 was 4.7% and 4.6%, respectively. The weighted average fee rate on the unused portion of the revolving credit facility for the three and six months ended June 30, 2018 was 0.5% and 0.5%, respectively. The weighted average interest rate of the revolving credit facility borrowings (excluding debt issuance costs) for the three and six months ended June 30, 2017 was 4.0% and 4.1%, respectively. The weighted average fee rate on the unused portion of the revolving credit facility for the three and six months ended June 30, 2017 was 0.5% and 0.5%, respectively.

The Company's ability to borrow under the revolving credit facility is subject to availability under the borrowing base, which permits the Company to borrow up to 70% of the fair market value of its portfolio company investments depending on the type of the investment the Company holds and whether the investment is quoted. The Company's ability to borrow is also subject to certain concentration limits, and continued compliance with the representations, warranties and covenants given by the Company under the facility. The revolving credit facility contains certain financial and restrictive covenants, including, but not limited to, the Company's maintenance of: (1) a minimum consolidated total net assets at least equal to the greater of (a) 40% of the consolidated total assets on the last day of each quarter or (b) \$120,000 plus 65% of the net proceeds to the Company from sales of its securities after December 14, 2015; (2) a ratio of total assets (less total liabilities other than indebtedness) to total indebtedness of not less than 2.1 times; and (3) a ratio of earnings before interest and taxes to interest expense of at least 2.5 times. The revolving credit facility also requires the Company to undertake customary indemnification obligations with respect to ING Capital LLC and other members of the lending group and to reimburse the lenders for expenses associated with entering into the credit facility. The revolving credit facility also has customary provisions regarding events of default, including events of default for nonpayment, change in control transactions at both Monroe Capital Corporation and MC Advisors, failure to comply with financial and negative covenants, and failure to maintain our relationship with MC Advisors. If the Company incurs an event of default under the revolving credit facility and fails to remedy such default under any applicable grace period, if any, then the entire revolving credit facility could become immediately due and payable, which would materially and adversely affect the Company's liquidity, financial condition, results of operations and cash flows.

On April 25, 2018, the Company entered into an amendment to the revolving credit facility which, among other things, removes the pricing step-down related to the Company's net worth to fix the interest rate the revolving credit facility bears to LIBOR plus 2.75% and makes certain borrowing base changes to allow more flexibility under the revolving credit facility. The Company paid the lenders an amendment fee of \$200 in conjunction with the amendment which has been capitalized within unamortized deferred financing costs and will be amortized into interest expense over the estimated average life of the borrowings.

The Company's revolving credit facility also imposes certain conditions that may limit the amount of the Company's distributions to stockholders. Distributions payable in the Company's common stock under the DRIP are not limited by the revolving credit facility. Distributions in cash or property other than common stock are generally limited to 115% of the amount of distributions required to maintain the Company's status as a RIC.

SBA Debentures: On February 28, 2014, the Company’s wholly-owned subsidiary, MRCC SBIC received a license from the SBA to operate as a SBIC under Section 301(c) of the Small Business Investment Act of 1958, as amended. MRCC SBIC commenced operations on September 16, 2013.

The SBIC license allows MRCC SBIC to obtain leverage by issuing SBA-guaranteed debentures, subject to the issuance of a leverage commitment by the SBA and other customary procedures. SBA-guaranteed debentures are non-recourse, interest only debentures with interest payable semi-annually and have a ten year maturity. The principal amount of SBA-guaranteed debentures is not required to be paid prior to maturity but may be prepaid at any time without penalty. The interest rate of SBA-guaranteed debentures is fixed on a semi-annual basis (pooling date) at a market-driven spread over U.S. Treasury Notes with 10-year maturities. The SBA, as a creditor, has a superior claim to MRCC SBIC’s assets over the Company’s stockholders in the event the Company liquidates MRCC SBIC or the SBA exercises its remedies upon an event of default.

SBA regulations currently limit the amount that an individual SBIC may borrow to a maximum of \$150,000 when it has at least \$75,000 in regulatory capital, receives a leverage commitment from the SBA and has been through an audit examination by the SBA subsequent to licensing. The SBA also historically limited a related group of SBICs (commonly referred to as a “family of funds”) to a maximum of \$225,000 in total borrowings. On December 18, 2015, this family of funds limitation was raised to \$350,000 in total borrowings. As the Company has other affiliated SBICs already in operation, MRCC SBIC was historically limited to a maximum of \$40,000 in borrowings. Pursuant to the increase in the family of funds limitation, the Company submitted a commitment application to the SBA and on April 13, 2016, MRCC SBIC was approved by the SBA for an additional \$75,000 in SBA-guaranteed debentures, for a total of \$115,000 in available debentures.

As of June 30, 2018, MRCC SBIC had \$57,624 in leverageable capital and \$115,000 in SBA-guaranteed debentures outstanding. As of December 31, 2017, MRCC SBIC had \$57,624 in leverageable capital and \$109,520 in SBA-guaranteed debentures outstanding.

As of June 30, 2018, MRCC SBIC had the following SBA-guaranteed debentures outstanding:

Maturity Date	Interest Rate		Amount
September 2024	3.4	%	\$ 12,920
March 2025	3.3	%	14,800
March 2025	2.9	%	7,080
September 2025	3.6	%	5,200
March 2027	3.5	%	20,000
September 2027	3.2	%	32,100
March 2028	3.9	%	18,520

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

September 2028	3.3	% ⁽¹⁾	2,180
September 2028	3.4	% ⁽¹⁾	2,200
Total			\$ 115,000

As of December 31, 2017, MRCC SBIC had the following SBA-guaranteed debentures outstanding:

Maturity Date	Interest Rate		Amount
September 2024	3.4	%	\$ 12,920
March 2025	3.3	%	14,800
March 2025	2.9	%	7,080
September 2025	3.6	%	5,200
March 2027	3.5	%	20,000
September 2027	3.2	%	32,100
March 2028	2.5	% ⁽¹⁾	9,160
March 2028	2.6	% ⁽¹⁾	2,780
March 2028	2.7	% ⁽¹⁾	5,480
Total			\$ 109,520

(1) Represents an interim rate of interest as the SBA-guaranteed debentures had not yet pooled.

On October 2, 2014, the Company was granted exemptive relief from the SEC for permission to exclude the debt of MRCC SBIC guaranteed by the SBA from the asset coverage test under the 1940 Act. The receipt of this exemption for this SBA-guaranteed debt increases flexibility under the asset coverage test.

Secured Borrowings: Certain partial loan sales do not qualify for sale accounting under ASC Topic 860 because these sales do not meet the definition of a “participating interest,” as defined in the guidance, in order for sale treatment to be allowed. Participations or other partial loan sales which do not meet the definition of a participating interest remain as an investment on the accompanying consolidated statements of assets and liabilities and the portion sold is recorded as a secured borrowing in the liabilities section of the consolidated statements of assets and liabilities. For these partial loan sales, the interest earned on the entire loan balance is recorded within “interest income” and the interest earned by the buyer in the partial loan sale is recorded within “interest and other debt financing expenses” in the accompanying consolidated statements of operations. As of June 30, 2018 and December 31, 2017, there were no secured borrowings.

Components of interest expense: The components of the Company's interest expense and other debt financing expenses are as follows:

	Three months ended June 30,	
	2018	2017
Interest expense – revolving credit facility	\$ 1,551	\$ 1,385
Interest expense – SBA guaranteed debentures	970	518
Amortization of deferred financing costs	315	255
Interest expense – secured borrowings	—	13
Other	—	13
Total interest and other debt financing expenses	\$ 2,836	\$ 2,184

	Six months ended June 30,	
	2018	2017
Interest expense – revolving credit facility	\$ 3,108	\$ 2,730
Interest expense – SBA guaranteed debentures	1,838	924
Amortization of deferred financing costs	596	486
Interest expense – secured borrowings	—	34
Other	—	20
Total interest and other debt financing expenses	\$ 5,542	\$ 4,194

Note 8. Distributions

The Company's distributions are recorded on the record date. The following table summarizes distributions declared during the six months ended June 30, 2018 and 2017:

Date Declared	Record Date	Payment Date	Amount Per Share	Cash Distribution	DRIP Shares Issued	DRIP Shares Value	DRIP Shares Repurchased in the Open Market	Cost of DRIP Shares Repurchased
Six months ended June 30, 2018:								
March 1, 2018	March 16, 2018	March 30, 2018	\$ 0.35	\$ 7,084	—	\$ —	23,908	\$ 301
June 1, 2018	June 15, 2018	June 29, 2018	0.35	6,786	22,308	301	—	—
Total distributions declared			\$ 0.70	\$ 13,870	22,308	\$ 301	23,908	\$ 301
Six months ended June 30, 2017:								
March 7, 2017	March 17, 2017	March 31, 2017	\$ 0.35	\$ 5,549	16,217	\$ 254	—	\$ —

May 31, 2017	June 15, 2017	June 30, 2017	0.35	6,807	17,932	271	—	—
Total distributions declared			\$ 0.70	\$ 12,356	34,149	\$ 525	—	\$ —

Note 9. Stock Issuances and Repurchases

Stock Issuances: On July 1, 2016, the Company amended the ATM securities offering program with MLV & Co. LLC (“MLV”) and JMP Securities LLC (“JMP”) to replace MLV with FBR Capital Markets & Co. (“FBR”), an affiliate of MLV (the “Prior ATM Program”). On May 12, 2017, the Company entered into new equity distribution agreements with each FBR and JMP that reference the Company’s current registration statement (the “ATM Program”). All other material terms of the Prior ATM Program remain unchanged under the ATM Program. During the six months ended June 30, 2017, the Company sold 173,939 shares at an average price of \$15.71 per share for gross proceeds of \$2,732 under the Prior ATM Program and no shares were sold under the ATM Program. Aggregate underwriters’ discounts and commissions were \$41 and offering costs were \$23, resulting in net proceeds of approximately \$2,668. During the six months ended June 30, 2018, the Company sold 17,140 shares at an average price of \$14.21 per share for gross proceeds of \$243 under the ATM Program. Aggregate underwriters’ discounts and commissions were \$3 and offering costs were \$31, resulting in net proceeds of approximately \$209.

On June 9, 2017, the Company closed a public offering of 3,000,000 shares of its common stock at a public offering price of \$15.00 per share, raising approximately \$45,000 in gross proceeds. On June 14, 2017, pursuant to the underwriters’ exercise of the over-allotment option, the Company sold an additional 450,000 shares of its common stock, at a public offering price of \$15.00 per share, raising an additional \$6,750 in gross proceeds for a total of \$51,750. Aggregate underwriters’ discounts and commissions were \$2,070 and offering costs were \$127, resulting in net proceeds of approximately \$49,553.

Note 10. Commitments and Contingencies

Commitments: As of June 30, 2018 and December 31, 2017, the Company had \$38,350 and \$41,238, respectively, in outstanding commitments to fund investments under undrawn revolvers, capital expenditure loans and delayed draw commitments. As described in Note 3, the Company had commitments up to \$32,150 and \$40,500, respectively, to SLF, as of June 30, 2018 and December 31, 2017 that may be contributed primarily for the purpose of funding new investments approved by the SLF investment committee.

Indemnifications: In the normal course of business, the Company enters into contracts and agreements that contain a variety of representations and warranties that provide general indemnifications. The Company's maximum exposure under these agreements is unknown, as these involve future claims that may be made against the Company but that have not occurred. The Company expects the risk of any future obligations under these indemnifications to be remote.

Concentration of credit and counterparty risk: Credit risk arises primarily from the potential inability of counterparties to perform in accordance with the terms of the contract. In the event that the counterparties do not fulfill their obligations, the Company may be exposed to risk. The risk of default depends on the creditworthiness of the counterparties or issuers of the instruments. It is the Company's policy to review, as necessary, the credit standing of each counterparty.

Market risk: The Company's investments and borrowings are subject to market risk. Market risk is the potential for changes in the value due to market changes. Market risk is directly impacted by the volatility and liquidity in the markets in which the investments and borrowings are traded.

Legal proceedings: In the normal course of business, the Company may be subject to legal and regulatory proceedings that are generally incidental to its ongoing operations. While there can be no assurance of the ultimate disposition of any such proceedings, the Company is not currently aware of any such proceedings or disposition that would have a material adverse effect on the Company's consolidated financial statements.

Note 11. Financial Highlights

The following is a schedule of financial highlights for the six months ended June 30, 2018 and 2017:

	June 30, 2018	June 30, 2017
Per share data:		
Net asset value at beginning of period	\$ 13.77	\$ 14.52
Net investment income ⁽¹⁾	0.81	0.71
Net gain (loss) on investments, secured borrowings, foreign currency transactions and foreign currency borrowings ⁽¹⁾	(0.53)	(0.50)
Net increase in net assets from operations ⁽¹⁾	0.28	0.21
Stockholder distributions ⁽²⁾	(0.70)	(0.70)
Effect of share issuances above (below) NAV ⁽³⁾	—	0.02
Net asset value at end of period	\$ 13.35	\$ 14.05

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Net assets at end of period	\$ 270,708		\$ 284,308	
Shares outstanding at end of period	20,279,405		20,239,957	
Per share market value at end of period	\$ 13.48		\$ 15.23	
Total return based on market value ⁽⁴⁾	3.38	%	3.58	%
Total return based on average net asset value ⁽⁵⁾	2.07	%	1.41	%
Ratio/Supplemental data:				
Ratio of net investment income to average net assets ⁽⁶⁾	12.69	%	10.59	%
Ratio of total expenses to average net assets ⁽⁶⁾⁽⁷⁾	9.21	%	8.62	%
Average debt outstanding	\$ 237,567		\$ 184,799	
Average debt outstanding per share	\$ 11.74		\$ 10.88	
Portfolio turnover ⁽⁸⁾	12.17	%	17.73	%

(1) Calculated using the weighted average shares outstanding during the periods presented.

(2) Management monitors available taxable earnings, including net investment income and realized capital gains, to determine if a tax return of capital may occur for the year. To the extent the Company's taxable earnings fall below the total amount of the Company's distributions for that fiscal year, a portion of those distributions may be deemed a tax return of capital to the Company's stockholders. The tax character of distributions will be determined at the end of the fiscal year. However, if the character of such distributions were determined as of June 30, 2018 and 2017, none of the distributions would have been characterized as a tax return of capital to the Company's stockholders; this tax return of capital may differ from the return of capital calculated with reference to net investment income for financial reporting purposes.

(3) Includes the effect of share issuances above (below) net asset value and the impact of different share amounts used in calculating per share data as a result of calculating certain per share data based on weighted average shares outstanding during the period and certain per share data based on shares outstanding as of a period end or transaction date.

(4) Total return based on market value is calculated assuming a purchase of common shares at the market value on the first day and a sale at the market value on the last day of the periods reported. Distributions, if any, are assumed for purposes of this calculation to be reinvested at prices obtained under the Company's DRIP. Total return based on market value does not reflect brokerage commissions. Return calculations are not annualized.

(5) Total return based on average net asset value is calculated by dividing the net increase in net assets from operations by the average net asset value. Return calculations are not annualized.

(6) Ratios are annualized. Incentive fees included within the ratio are not annualized.

(7) The following is a schedule of supplemental ratios for the six months ended June 30, 2018 and 2017. These ratios have been annualized unless otherwise noted.

	June 30, 2018		June 30, 2017	
Ratio of interest and other debt financing expenses to average net assets	4.08	%	3.32	%
Ratio of total expenses (without incentive fees) to average net assets	8.57	%	7.64	%
Ratio of incentive fees, net of incentive fee waiver, to average net assets (not annualized) ⁽⁹⁾	0.64	%	0.98	%

(8) Ratios are not annualized.

(9) The ratio of waived incentive fees to average net assets was zero and 0.10% for six months ended June 30, 2018 and 2017, respectively.

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

Except as otherwise specified, references to “we,” “us” and “our” refer to Monroe Capital Corporation and its consolidated subsidiaries. The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes appearing in our annual report on Form 10-K (the “Annual Report”) for the year ended December 31, 2017, filed with the U.S. Securities and Exchange Commission (“SEC”) on March 14, 2018. The information contained in this section should also be read in conjunction with our unaudited consolidated financial statements and related notes and other financial information appearing elsewhere in this quarterly report on Form 10-Q (the “Quarterly Report”).

FORWARD-LOOKING STATEMENTS

This Quarterly Report, including Management’s Discussion and Analysis of Financial Condition and Results of Operations, contains statements that constitute forward-looking statements, which relate to future events or our future performance or future financial condition. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about our company, our industry, our beliefs and our assumptions. The forward-looking statements contained in this Quarterly Report involve risks and uncertainties, including statements as to:

- our future operating results;
- our business prospects and the prospects of our portfolio companies;
- the dependence of our future success on the general economy and its impact on the industries in which we invest;
- the impact of a protracted decline in the liquidity of credit markets on our business;
- the impact of increased competition;
- the impact of fluctuations in interest rates on our business and our portfolio companies;
- our contractual arrangements and relationships with third parties;

- the valuation of our investments in portfolio companies, particularly those having no liquid trading market;
- actual and potential conflicts of interest with MC Advisors and other affiliates of Monroe Capital;
- the ability of our portfolio companies to achieve their objectives;
- the use of borrowed money to finance a portion of our investments;
- the adequacy of our financing sources and working capital;
- the timing of cash flows, if any, from the operations of our portfolio companies;
- the ability of MC Advisors to locate suitable investments for us and to monitor and administer our investments;
- the ability of MC Advisors or its affiliates to attract and retain highly talented professionals;
- our ability to qualify and maintain our qualification as a regulated investment company and as a business development company; and
- the impact of future legislation and regulation on our business and our portfolio companies.

We use words such as “anticipates,” “believes,” “expects,” “intends,” “seeks,” “plans,” “estimates,” “targets,” “expects” and similar expressions to identify forward-looking statements. The forward looking statements contained in this Quarterly Report involve risks and uncertainties. Our actual results could differ materially from those implied or expressed in the forward-looking statements for any reason, including the factors set forth in “*Part I—Item 1A. Risk Factors*” in our Annual Report and “*Part II—Item 1A. Risk Factors*” in this Quarterly Report.

Although we believe that the assumptions on which these forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate, and as a result, the forward-looking statements based on those assumptions also could be inaccurate. Important assumptions include our ability to originate new loans and investments, certain margins and levels of profitability and the availability of additional capital. In light of these and other uncertainties, the inclusion of a projection or forward-looking statement in this Quarterly Report should not be regarded as a representation by us that our plans and objectives will be achieved.

We have based the forward-looking statements included in this Quarterly Report on information available to us on the date of this Quarterly Report, and we assume no obligation to update any such forward-looking statements. Although we undertake no obligation to revise or update any forward-looking statements in this Quarterly Report, whether as a result of new information, future events or otherwise, you are advised to consult any additional disclosures that we may make directly to you or through reports that we in the future may file with the SEC, including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and current reports on Form 8-K.

Overview

Monroe Capital Corporation is an externally managed, closed-end, non-diversified management investment company that has elected to be treated as a business development company (“BDC”) under the Investment Company Act of 1940, as amended (the “1940 Act”). In addition, for tax purposes, we have elected to be treated as a regulated investment company (“RIC”) under the subchapter M of the Internal Revenue Code of 1986, as amended (the “Code”). We were incorporated under the Maryland General Corporation Law on February 9, 2011. We are a specialty finance company focused on providing financing solutions primarily to lower middle-market companies in the United States and Canada. We provide customized financing solutions focused primarily on senior secured, junior secured and unitranche secured (a combination of senior secured and junior secured debt in the same facility in which we syndicate a “first out” portion of the loan to an investor and retain a “last out” portion of the loan) debt and, to a lesser extent, unsecured subordinated debt and equity, including equity co-investments in preferred and common stock, and warrants.

Our shares are currently listed on the NASDAQ Global Select Market under the symbol “MRCC”.

Our investment objective is to maximize the total return to our stockholders in the form of current income and capital appreciation through investment in senior, unitranche secured and junior secured debt and, to a lesser extent, subordinated debt and equity investments. We seek to use our extensive leveraged finance origination infrastructure and broad expertise in sourcing loans to invest in primarily senior, unitranche secured and junior secured debt of middle-market companies. Our investments in senior, unitranche, junior secured debt and other investments generally will range between \$2.0 million and \$18.0 million each, although this investment size may vary proportionately with the size of our capital base. As of June 30, 2018, our portfolio included approximately 77.8% senior secured debt,

10.3% unitranche secured debt, 5.7% junior secured debt and 6.2% equity securities, compared to December 31, 2017, when our portfolio included approximately 78.5% senior secured debt, 8.2% unitranche secured debt, 7.8% junior secured debt and 5.5% equity securities. We expect that the companies in which we invest may be leveraged, often as a result of leveraged buy-outs or other recapitalization transactions, and, in certain cases, will not be rated by national ratings agencies. If such companies were rated, we believe that they would typically receive a rating below investment grade (between BB and CCC under the Standard & Poor's system) from the national rating agencies.

While our primary focus is to maximize current income and capital appreciation through debt investments in thinly traded or private U.S. companies, we may invest a portion of the portfolio in opportunistic investments in order to seek to enhance returns to stockholders. Such investments may include investments in high-yield bonds, distressed debt, private equity or securities of public companies that are not thinly traded and securities of middle-market companies located outside of the United States. We expect that these public companies generally will have debt securities that are non-investment grade.

On February 28, 2014, our wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP ("MRCC SBIC"), a Delaware limited partnership, received a license from the Small Business Administration ("SBA") to operate as a Small Business Investment Company ("SBIC") under Section 301(c) of the Small Business Investment Act of 1958. MRCC SBIC commenced operations on September 16, 2013. As of June 30, 2018, MRCC SBIC had \$57.6 million in leverageable capital and \$115.0 million in SBA-guaranteed debentures outstanding. See "*SBA Debentures*" below for more information.

Investment income

We generate interest income on the debt investments in portfolio company investments that we originate or acquire. Our debt investments, whether in the form of senior, junior or unitranche secured debt, typically have an initial term of three to seven years and bear interest at a fixed or floating rate. In some instances we receive payments on our debt investment based on scheduled amortization of the outstanding balances. In addition, we receive repayments of some of our debt investments prior to their scheduled maturity date. In some cases, our investments provide for deferred interest of payment-in-kind ("PIK") interest. In addition, we may generate revenue in the form of commitment, origination, amendment, structuring or due diligence fees, fees for providing managerial assistance and consulting fees. Loan origination fees, original issue discount and market discount or premium are capitalized, and we accrete or amortize such amounts as interest income. We record prepayment premiums and prepayment gains (losses) on loans as interest income. As the frequency or volume of the repayments which trigger these prepayment premiums and prepayment gains (losses) may fluctuate significantly from period to period, the associated interest income recorded may also fluctuate significantly from period to period. Interest and fee income is recorded on the accrual basis to the extent we expect to collect such amounts. Interest income is accrued based upon the outstanding principal amount and contractual terms of debt and preferred equity investments. Interest is accrued on a daily basis. All other income is recorded into income when earned. We record fees on loans based on the determination of whether the fee is considered a yield enhancement or payment for a service. If the fee is considered a yield enhancement associated with a funding of cash on a loan, the fee is generally deferred and recognized into interest income using the effective interest method if captured in the cost basis or using the straight-line method if the loan is unfunded and therefore there is no cost basis. If the fee is not considered a yield enhancement because a service was provided, and the fee is payment for that service, the fee is deemed earned and recognized as fee income in the period earned.

Dividend income on preferred equity securities is recorded as dividend income on an accrual basis to the extent that such amounts are payable by the portfolio company and are expected to be collected. Dividend income on common equity securities is recorded on the record date for private portfolio companies. Each distribution received from limited liability company (“LLC”) and limited partnership (“LP”) investments is evaluated to determine if the distribution should be recorded as dividend income or a return of capital. Generally, we will not record distributions from equity investments in LLCs and LPs as dividend income unless there are sufficient accumulated tax-basis earnings and profits in the LLC or LP prior to the distribution. Distributions that are classified as a return of capital are recorded as a reduction in the cost basis of the investment. The frequency and volume of the distributions on common equity securities and LLC and LP investments may fluctuate significantly from period to period.

Expenses

Our primary operating expenses include the payment of fees to MC Advisors under the Investment Advisory and Management Agreement (management and incentive fees), and the payment of fees to Monroe Capital Management Advisors, LLC (“MC Management”) for our allocable portion of overhead and other expenses under the Administration Agreement and other operating costs. See Note 6 to our consolidated financial statements and “*Related Party Transactions*” below for additional information on our Investment Advisory and Management Agreement and Administration agreement. Our expenses also include interest expense on our revolving credit facility, our SBA-guaranteed debentures and our secured borrowings. We bear all other out-of-pocket costs and expenses of our operations and transactions.

Net gain (loss) on investments, secured borrowings and foreign currency transactions

We recognize realized gains or losses on investments based on the difference between the net proceeds from the disposition and the cost basis of the investment without regard to unrealized gains or losses previously recognized. We record current period changes in fair value of investments, secured borrowings, and foreign currency transactions within net change in unrealized gain (loss) on investments, secured borrowings, and foreign currency borrowings in the consolidated statements of operations.

Portfolio and Investment Activity

During the three months ended June 30, 2018, we invested \$13.6 million in five new portfolio companies and \$26.7 million in 14 existing portfolio companies and had \$34.8 million in aggregate amount of sales and principal repayments, resulting in net investments of \$5.5 million for the period.

During the six months ended June 30, 2018, we invested \$18.5 million in six new portfolio companies and \$54.3 million in 19 existing portfolio companies and had \$60.4 million in aggregate amount of sales and principal repayments, resulting in net investments of \$12.4 million for the period.

During the three months ended June 30, 2017, we invested \$62.4 million in eight new portfolio companies and \$11.0 million in 12 existing portfolio companies and had \$41.6 million in aggregate amount of sales and principal repayments, resulting in net investments of \$31.8 million for the period.

During the six months ended June 30, 2017, we invested \$89.7 million in 10 new portfolio companies and \$25.2 million in 18 existing portfolio companies and had \$75.5 million in aggregate amount of sales and principal repayments, resulting in net investments of \$39.4 million for the period.

The following table shows yield by debt and preferred equity security type:

	June 30, 2018				December 31, 2017			
	Weighted Average Contractual Coupon Yield (1)		Weighted Average Annualized Effective Yield (2)		Weighted Average Contractual Coupon Yield (1)		Weighted Average Annualized Effective Yield (2)	
Senior secured loans	9.9	%	9.9	%	9.6	%	9.6	%
Unitranche secured loans	10.2		10.5		9.3		11.3	
Junior secured loans	9.8		9.8		9.4		9.4	
Preferred equity securities	10.8		10.8		10.8		10.8	
Total	9.9	%	10.0	%	9.8	%	10.0	%

The weighted average annualized contractual coupon yield at period end is computed by dividing (a) the interest income on debt investments and preferred equity investments (with a stated coupon rate) at the period end (1)contractual coupon rate for each investment by (b) the par value of our debt investments (excluding debt investments on non-accrual status acquired for no cost in a restructuring) and the cost basis of our preferred equity investments.

The weighted average annualized effective yield on portfolio investments at period end is computed by dividing (a) interest income on debt investments and preferred equity investments (with a stated coupon rate) at the period end effective rate for each investment by (b) the par value of our debt investments (excluding debt investments on (2)non-accrual status acquired for no cost in a restructuring) and the cost basis of our preferred equity investments. The weighted average annualized effective yield on portfolio investments is a metric on the investment portfolio alone and does not represent a return to stockholders. This metric is not inclusive of our fees and expenses, the impact of leverage on the portfolio or sales load that may be paid by investors.

The following table shows the composition of the investment portfolio (dollars in thousands):

	June 30, 2018		December 31, 2017	
Fair Value:				
Senior secured loans	\$387,639	77.8 %	\$387,874	78.5 %
Unitranche secured loans	51,485	10.3	40,295	8.2
Junior secured loans	28,515	5.7	38,549	7.8
LLC equity interest in SLF	18,693	3.8	9,640	1.9
Equity securities	11,903	2.4	17,780	3.6
Total	\$498,235	100.0%	\$494,138	100.0 %

Our portfolio composition remained relatively consistent with December 31, 2017, with the largest shift in portfolio composition a result of the additional investments made in SLF during the six months ended June 30, 2018. The overall contractual and effective yield on the portfolio was relatively flat as compared to December 31, 2017. General increases in LIBOR during the six months ended June 30, 2018 were partially offset by market spread compression as new portfolio investments during the six months ended June 30, 2018 were at a slightly lower average spread than the average spread in the existing portfolio.

The following table shows the portfolio composition by industry grouping at fair value (dollars in thousands):

June 30, 2018		December 31, 2017	
Investments	Percentage of	Investments	Percentage of
at	Total	at	Total

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

	Fair Value	Portfolio	Fair Value	Portfolio	
Aerospace & Defense	\$—	—	% \$ 5,000	1.0	%
Banking, Finance, Insurance & Real Estate	61,442	12.3	61,407	12.4	
Beverage, Food & Tobacco	17,340	3.5	17,770	3.6	
Capital Equipment	2,969	0.6	—	—	
Chemicals, Plastics & Rubber	12,785	2.6	8,860	1.8	
Construction & Building	17,652	3.5	18,049	3.7	
Consumer Goods: Durable	15,551	3.1	11,808	2.4	
Consumer Goods: Non-Durable	31,773	6.4	24,717	5.0	
Containers, Packaging & Glass	8,382	1.7	4,928	1.0	
Energy: Oil & Gas	2,234	0.4	2,352	0.5	
Environmental Industries	4,364	0.9	4,457	0.9	
Healthcare & Pharmaceuticals	63,972	12.8	65,582	13.3	
High Tech Industries	53,931	10.8	46,239	9.4	
Hotels, Gaming & Leisure	26,209	5.3	42,744	8.6	
Investment Funds & Vehicles	18,693	3.8	9,640	2.0	
Media: Advertising, Printing & Publishing	26,830	5.4	23,264	4.7	
Media: Broadcasting & Subscription	15,003	3.0	15,965	3.2	
Media: Diversified & Production	5,006	1.0	5,006	1.0	
Retail	33,141	6.6	41,644	8.4	
Services: Business	33,094	6.6	33,732	6.8	
Services: Consumer	18,207	3.7	21,474	4.3	
Telecommunications	—	—	3,152	0.6	
Utilities: Electric	2,785	0.6	2,792	0.6	
Utilities: Water	932	0.2	—	—	
Wholesale	25,940	5.2	23,556	4.8	
Total	\$498,235	100.0	% \$ 494,138	100.0	%

Portfolio Asset Quality

MC Advisors' portfolio management staff closely monitors all credits, with senior portfolio managers covering agented and more complex investments. MC Advisors segregates our capital markets investments by industry. The MC Advisors' monitoring process and projections developed by Monroe Capital both have daily, weekly, monthly and quarterly components and related reports, each to evaluate performance against historical, budget and underwriting expectations. MC Advisors' analysts will monitor performance using standard industry software tools to provide consistent disclosure of performance. MC Advisors also monitors our investment exposure using a proprietary trend analysis tool. When necessary, MC Advisors will update our internal risk ratings, borrowing base criteria and covenant compliance reports.

As part of the monitoring process, MC Advisors regularly assesses the risk profile of each of our investments and rates each of them based on an internal proprietary system that uses the categories listed below, which we refer to as MC Advisors' investment performance rating. For any investment rated in grades 3, 4 or 5, MC Advisors will increase its monitoring intensity and prepare regular updates for the investment committee, summarizing current operating results and material impending events and suggesting recommended actions. MC Advisors monitors and, when appropriate, changes the investment ratings assigned to each investment in our portfolio. In connection with our valuation process, MC Advisors reviews these investment ratings on a quarterly basis, and our board of directors (the "Board") reviews and affirms such ratings. A definition of the rating system follows:

Investment

Performance Summary Description

Risk Rating

Grade 1	Includes investments exhibiting the least amount of risk in our portfolio. The issuer is performing above expectations or the issuer's operating trends and risk factors are generally positive.
Grade 2	Includes investments exhibiting an acceptable level of risk that is similar to the risk at the time of origination. The issuer is generally performing as expected or the risk factors are neutral to positive.
Grade 3	Includes investments performing below expectations and indicates that the investment's risk has increased somewhat since origination. The issuer may be out of compliance with debt covenants; however, scheduled loan payments are generally not past due.
Grade 4	Includes an issuer performing materially below expectations and indicates that the issuer's risk has increased materially since origination. In addition to the issuer being generally out of compliance with debt covenants, scheduled loan payments may be past due (but generally not more than six months past due). For grade 4 investments, we intend to increase monitoring of the issuer.
Grade 5	Indicates that the issuer is performing substantially below expectations and the investment risk has substantially increased since origination. Most or all of the debt covenants are out of compliance or payments are substantially delinquent. Investments graded 5 are not anticipated to be repaid in full and

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

we will reduce the fair market value of the loan to the amount we expect to recover.

Our investment performance risk ratings do not constitute any rating of investments by a nationally recognized statistical rating organization or reflect or represent any third-party assessment of any of our investments.

In the event of a delinquency or a decision to rate an investment grade 4 or grade 5, the applicable analyst, in consultation with a member of the investment committee, will develop an action plan. Such a plan may require a meeting with the borrower's management or the lender group to discuss reasons for the default and the steps management is undertaking to address the under-performance, as well as required amendments and waivers that may be required. In the event of a dramatic deterioration of a credit, MC Advisors intends to form a team or engage outside advisors to analyze, evaluate and take further steps to preserve its value in the credit. In this regard, we would expect to explore all options, including in a private equity sponsored investment, assuming certain responsibilities for the private equity sponsor or a formal sale of the business with oversight of the sale process by us. Several of Monroe Capital's professionals are experienced in running work-out transactions and bankruptcies.

The following table shows the distribution of our investments on the 1 to 5 investment performance rating scale as of June 30, 2018 (dollars in thousands):

Investment Performance Rating	Investments at Fair Value	Percentage of Total Investments	
1	\$ 3,451	0.7	%
2	402,031	80.7	
3	57,475	11.5	
4	35,090	7.1	
5	188	—	
Total	\$ 498,235	100.0	%

The following table shows the distribution of our investments on the 1 to 5 investment performance rating scale as of December 31, 2017 (dollars in thousands):

Investment Performance Rating	Investments at Fair Value	Percentage of Total Investments	
1	\$ 3,445	0.7	%
2	415,094	84.0	
3	57,547	11.6	
4	18,052	3.7	
5	—	—	
Total	\$ 494,138	100.0	%

As of June 30, 2018, we had four borrowers with loans and preferred equity securities on non-accrual status (Gibson Brands, LLC senior secured note, Incipio Technologies, Inc. third lien tranches, Millennial Brands LLC and TPP Operating, Inc.), which comprised 2.0% of our total investments at fair value. As of December 31, 2017, we had two borrowers with loans and preferred equity securities on non-accrual status (Millennial Brands LLC and TPP Operating, Inc.), which comprised 1.7% of our total investments at fair value. Loans or preferred equity securities are placed on non-accrual status when principal, interest or dividend payments become materially past due, or when there is reasonable doubt that principal, interest or dividends will be collected.

Results of Operations

Operating results were as follows (in thousands):

	Three months ended June 30,	
	2018	2017
Total investment income	\$ 14,820	\$ 12,268
Total expenses, net of incentive fee waiver	6,914	6,180
Net investment income	7,906	6,088
Net realized gain (loss) on investments	—	2,161
Net realized gain (loss) on secured borrowings	—	66
Net realized gain (loss) on foreign currency transactions	(9)	—
Net change in unrealized gain (loss) on investments	(4,412)	(7,270)
Net change in unrealized gain (loss) on secured borrowings	—	(5)
Net change in unrealized gain (loss) on foreign currency borrowings	795	(16)
Net increase (decrease) in net assets resulting from operations	\$ 4,280	\$ 1,024

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

	Six months ended June 30,	
	2018	2017
Total investment income	\$ 29,770	\$ 24,274
Total expenses, net of incentive fee waiver	13,399	12,152
Net investment income	16,371	12,122
Net realized gain (loss) on investments	—	2,328
Net realized gain (loss) on secured borrowings	—	66
Net realized gain (loss) on foreign currency transactions	3	—
Net change in unrealized gain (loss) on investments	(11,057)	(10,901)
Net change in unrealized gain (loss) on secured borrowings	—	(6)
Net change in unrealized gain (loss) on foreign currency borrowings	353	(16)
Net increase (decrease) in net assets resulting from operations	\$ 5,670	\$ 3,593

Investment Income

The composition of our investment income was as follows (in thousands):

	Three months ended June 30,	
	2018	2017
Interest income	\$ 12,703	\$ 10,701
Dividend income	615	250
Fee income	666	637
Prepayment gain (loss)	312	322
Accretion of discounts and amortization of premium	524	358
Total investment income	\$ 14,820	\$ 12,268

	Six months ended June 30,	
	2018	2017
Interest income	\$ 25,329	\$ 21,089
Dividend income	1,050	500
Fee income	1,390	965
Prepayment gain (loss)	445	974
Accretion of discounts and amortization of premium	1,556	746
Total investment income	\$ 29,770	\$ 24,274

The increase in investment income of \$2.6 million and \$5.5 million during the three and six months ended June 30, 2018 as compared to the three and six months ended June 30, 2017, is primarily due to an increase in average outstanding loan balances, an increase in the effective rate on the portfolio and an increase in the net accretion of discounts on portfolio assets. During the six months ended June 30, 2018, these increases were also partially offset by a decrease in prepayment gain (loss) as a result of a reduction in the volume of loan payoff activity. The increase in dividend income during the three and six months ended June 30, 2018, as compared to the prior year period, is primarily driven by an increase in dividend income from our investment in SLF of \$0.3 million and \$0.5 million, respectively.

Operating Expenses

The composition of our operating expenses was as follows (dollars in thousands):

	Three months ended June 30,	
	2018	2017
Interest and other debt financing expenses	\$ 2,836	\$ 2,184
Base management fees	2,202	1,903
Incentive fees, net of incentive fee waiver ⁽¹⁾	990	1,210
Professional fees	302	286
Administrative service fees	322	301
General and administrative expenses	225	259
Directors' fees	37	37
Total expenses, net of incentive fee waiver	\$ 6,914	\$ 6,180

	Six months ended June 30,	
	2018	2017
Interest and other debt financing expenses	\$ 5,542	\$ 4,194
Base management fees	4,365	3,708
Incentive fees, net of incentive fee waiver ⁽¹⁾	1,751	2,500
Professional fees	609	577
Administrative service fees	646	631
General and administrative expenses	401	468
Excise taxes	11	—
Directors' fees	74	74
Total expenses, net of incentive fee waiver	\$ 13,399	\$ 12,152

(1)

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

During the three and six months ended June 30, 2018, no incentive fees were waived. During the three and six months ended June 30, 2017, incentive fees of \$0.3 million and \$0.3 million, respectively, were waived. Incentive fees during the three and six months ended June 30, 2018 were limited by \$0.8 million and \$1.9 million, respectively, due to the Incentive Fee Limitation. During the three and six months ended June 30, 2017, incentive fees were not limited. See Note 6 in our attached consolidated financial statements for additional information on the Incentive Fee Limitation.

The composition of our interest and other debt financing expenses was as follows (dollars in thousands):

	Three months ended June 30,	
	2018	2017
Interest expense – revolving credit facility	\$ 1,551	\$ 1,385
Interest expense – SBA guaranteed debentures	970	518
Amortization of deferred financing costs	315	255
Interest expense – secured borrowings	—	13
Other	—	13
Total interest and other debt financing expenses	\$ 2,836	\$ 2,184

	Six months ended June 30,	
	2018	2017
Interest expense – revolving credit facility	\$ 3,108	\$ 2,730
Interest expense – SBA guaranteed debentures	1,838	924
Amortization of deferred financing costs	596	486
Interest expense – secured borrowings	—	34
Other	—	20
Total interest and other debt financing expenses	\$ 5,542	\$ 4,194

The increase in expenses of \$0.7 million and \$1.2 million, respectively, during the three and six months ended June 30, 2018 as compared to the three and six months ended June 30, 2017, is primarily due to an increase in interest expense as a result of additional borrowings (including SBA-guaranteed debentures) required to support the growth of the portfolio and an increase in base management fees due to the growth in invested assets, partially offset by a decrease in incentive fees due to the Incentive Fee Limitation during the three and six months ended June 30, 2018.

Net Realized Gain (Loss) on Investments, Secured Borrowings and Foreign Currency Transactions

During the three months ended June 30, 2018 and 2017, we had sales of investments of zero and \$2.2 million, respectively, resulting in zero and \$2.2 million of net realized gain (loss), respectively. During the six months ended June 30, 2018 and 2017, we had sales of investments of zero and \$4.2 million resulting in zero and \$2.3 million of net realized gain (loss), respectively.

During the three months ended June 30, 2018 and 2017, we had sales of secured borrowings of zero and \$1.3 million resulting in zero and \$66 thousand of net realized gain (loss), respectively. During the six months ended June 30, 2018 and 2017, we had sales of secured borrowings of zero and \$1.3 million resulting in zero and \$66 thousand of net realized gain (loss), respectively.

During the three months ended June 30, 2018 and 2017, we had (\$9) thousand and zero of net realized gain (loss) on foreign currency transactions, respectively. During the six months ended June 30, 2018 and 2017, we had \$3 thousand and zero of net realized gain (loss) on foreign currency transactions, respectively.

Net Change in Unrealized Gain (Loss) on Investments, Secured Borrowings and Foreign Currency Borrowings

For the three months ended June 30, 2018 and 2017, our investments had (\$4.4) million and (\$7.3) million of net change in unrealized gain (loss), respectively. The net change in unrealized gain (loss) includes both unrealized gain on investments in our portfolio with mark-to-market gains during the period and unrealized loss on investments in our portfolio with mark-to-market losses during the period. The largest contributor to the net unrealized mark-to-market losses during the three months ended June 30, 2018 was our debt investment in TPP Operating, Inc. ("TPP") of (\$3.6) million. During the three months ended June 30, 2018, TPP ceased operations and we, along with the other owners, appointed an assignee and pursuant to Delaware state law completed a General Assignment for the Benefit of Creditors to the assignee. The purpose of the assignment was to wind down the TPP business and distribute assets to its creditors. The assignee has informed us that it will have de minimis assets, if any, to distribute to its creditors. As a result, while we still have debt and equity positions in TPP, we have valued these positions at zero as of June 30, 2018. For the three months ended June 30, 2018 and 2017, our secured borrowings had zero and (\$5) thousand of net

change in unrealized gain (loss), respectively. For the three months ended June 30, 2018 and 2017, our foreign currency borrowings had \$795 thousand and (\$16) thousand of net change in unrealized gain (loss), respectively.

For the six months ended June 30, 2018 and 2017, our investments had (\$11.1) million and (\$10.9) million of net unrealized gain (loss), respectively. The largest contributor to the net unrealized mark-to-market losses during the six months ended June 30, 2018 were our investments in TPP and Rockdale Blackhawk, LLC which contributed net mark-to-market losses of (\$8.4) million and (\$2.1) million, respectively. For the six months ended June 30, 2018 and 2017, our secured borrowings had zero and (\$6) thousand of net unrealized gain (loss), respectively. For the six months ended June 30, 2018 and 2017, our foreign currency borrowings had \$353 thousand and (\$16) thousand of net change in unrealized gain (loss), respectively.

Net Increase (Decrease) in Net Assets Resulting from Operations

For the three months ended June 30, 2018 and 2017, the net increase in net assets from operations was \$4.3 million and \$1.0 million, respectively. Based on the weighted average shares of common stock outstanding for the three months ended June 30, 2018 and 2017, our per share net increase in net assets resulting from operations was \$0.21 and \$0.06, respectively. The \$3.3 million increase during the three months ended June 30, 2018 as compared to the three months ended June 30, 2017, is primarily the result of a decrease in net unrealized mark-to-market losses on investments in the portfolio and an increase in net investment income.

For the six months ended June 30, 2018 and 2017, the net increase in net assets from operations was \$5.7 million and \$3.6 million, respectively. Based on the weighted average shares of common stock outstanding for the six months ended June 30, 2018 and 2017, our per share net increase in net assets resulting from operations was \$0.28 and \$0.21, respectively. The \$2.1 million increase during the six months ended June 30, 2018, as compared to six months ended June 30, 2017, is primarily the result of an increase in net investment income, partially offset by a decline in net realized gains on investments in the portfolio.

Liquidity and Capital Resources

As of June 30, 2018, we had \$2.8 million in cash, \$4.3 million in cash at MRCC SBIC, \$125.5 million of total debt outstanding on our revolving credit facility and \$115.0 million in outstanding SBA-guaranteed debentures. We had \$74.5 million available for additional borrowings on our revolving credit facility. See “*Borrowings*” below for additional information.

Cash Flows

For the six months ended June 30, 2018 and 2017, we experienced a net increase (decrease) in cash and restricted cash of (\$0.2) million and \$6.9 million, respectively. For the six months ended June 30, 2018, operating activities used \$0.4 million, primarily as a result of purchases of portfolio investments, partially offset by sales of and principal repayments on portfolio investments. For the six months ended June 30, 2017, operating activities used \$29.4 million, primarily as a result of purchases of portfolio investments, partially offset by sales of and principal repayments on portfolio investments. During the six months ended June 30, 2018, we generated \$0.2 million from financing activities, primarily as a result of net proceeds from net borrowings on our revolving credit facility and SBA debenture borrowings, partially offset by distributions to stockholders. During the six months ended June 30, 2017, we generated \$36.4 million from financing activities primarily as a result of net proceeds from capital raises and SBA debenture borrowings during the period, partially offset by net repayments on our revolving credit facility and distributions to stockholders.

Capital Resources

As a BDC, we distribute substantially all of our net income to our stockholders and have an ongoing need to raise additional capital for investment purposes. We intend to generate additional cash primarily from future offerings of securities, future borrowings and cash flows from operations, including income earned from investments in our portfolio companies. On both a short-term and long-term basis, our primary use of funds will be to invest in portfolio companies and make cash distributions to our stockholders.

As a BDC, we are generally not permitted to issue and sell our common stock at a price below net asset value per share. We may, however, sell our common stock, or warrants, options or rights to acquire our common stock, at a price below the then-current net asset value per share of our common stock if our Board, including independent directors, determines that such sale is in the best interests of us and our stockholders, and if our stockholders have approved such sales. On June 20, 2018 our stockholders voted to allow us to sell or otherwise issue common stock at a price below net asset value per share for a period of one year, subject to certain limitations. As of June 30, 2018 and December 31, 2017, we had 20,279,405 and 20,239,957 shares outstanding, respectively.

On June 24, 2015, our stockholders approved a proposal to authorize us to issue warrants, options or rights to subscribe to, convert to, or purchase our common stock in one or more offerings. This is a standing authorization and does not require annual re-approval by our stockholders.

On March 27, 2018, our Board approved the application of the modified asset coverage requirements set forth in Section 61(a)(2) of the 1940 Act. On June 20, 2018, our stockholders approved a proposal to accelerate the effective date of the modified asset coverage requirements. As a result, the asset coverage ratio test applicable to us was decreased from 200% to 150%, effective June 21, 2018.

Stock Issuances : On July 1, 2016, we amended the ATM securities offering program with MLV & Co. LLC (“MLV”) and JMP Securities LLC (“JMP”) to replace MLV with FBR Capital Markets & Co. (“FBR”), an affiliate of MLV (the “Prior ATM Program”). On May 12, 2017, we entered into new equity distribution agreements with each of FBR and JMP that reference our current registration statement (the “ATM Program”). All other material terms of the Prior ATM Program remain unchanged under the ATM Program. During the six months ended June 30, 2017, we sold 173,939 shares at an average price of \$15.71 per share for gross proceeds of \$2.7 million under the Prior ATM Program and no shares were sold under the ATM Program. Aggregate underwriters’ discounts and commissions were \$41 thousand and offering costs were \$23 thousand, resulting in net proceeds of approximately \$2.7 million. During the six months ended June 30, 2018, we sold 17,140 shares at an average price of \$14.21 per share for gross proceeds of \$0.2 million under the ATM. Aggregate underwriters’ discounts and commissions were \$3 thousand and offering costs were \$31 thousand, resulting in net proceeds of approximately \$0.2 million.

On June 9, 2017, we closed a public offering of 3,000,000 shares of our common stock at a public offering price of \$15.00 per share, raising approximately \$45.0 million in gross proceeds. On June 14, 2017, pursuant to the underwriters’ exercise of the over-allotment option, we sold an additional 450,000 shares of our common stock, at a public offering price of \$15.00 per share, and additional \$6.8 million in gross proceeds for a total of \$51.8 million. Aggregate underwriters’ discounts and commissions were \$2.1 million and offering costs were \$0.1 million, resulting in net proceeds of approximately \$49.6 million.

Borrowings

On June 20, 2018, our stockholders approved the application of the reduced asset coverage requirements in Section 61(a)(2) of the Investment Company Act to the Company. As a result of this approval, we are now permitted to borrow amounts such that our asset coverage ratio, as defined in the Investment Company Act, is at least 150% after such borrowing (if certain requirements are met), rather than 200%, as previously required. As of June 30, 2018 and December 31, 2017, our asset coverage ratio based on aggregate borrowings outstanding was 312% and 334%, respectively.

Revolving Credit Facility: As of June 30, 2018, we had U.S. dollar borrowings of \$106.0 million and non-U.S. dollar borrowings denominated in Great Britain pounds of £14.8 million (\$19.5 million in U.S. dollars) under our revolving credit facility with ING Capital LLC, as agent, to finance the purchase of our assets. As of December 31, 2017, we had U.S. dollar borrowings of \$105.2 million and non-U.S. dollar borrowings denominated in Great Britain pounds of £8.8 million (\$11.9 million in U.S. dollars) under our revolving credit facility with ING Capital LLC, as agent, to finance the purchase of our assets. The borrowings denominated in Great Britain pounds may be positively or negatively affected by movements in the rate of exchange between the U.S. dollar and the Great Britain pound. These movements are beyond our control and cannot be predicted. The borrowings denominated in Great Britain pounds are

translated into U.S. dollars based on the spot rate at each balance sheet date. The impact resulting from changes in foreign currency borrowings is included in net change in unrealized gain (loss) on foreign currency borrowings in our consolidated statements of operations and totaled \$0.8 million and \$0.4 million for the three and six months ended June 30, 2018, and (\$16) thousand and (\$16) thousand for the three and six months ended June 30, 2017 respectively. As of June 30, 2018, the maximum amount we were able to borrow was \$200.0 million and this borrowing can be increased to \$300.0 million pursuant to an accordion feature (subject to maintaining 200% asset coverage, as defined by the 1940 Act). On February 22, 2017, we closed a \$40.0 million upside to the revolving credit facility, bringing the maximum amount we are able to borrow from \$160.0 million to the now current maximum amount of \$200.0 million, in accordance with the facility's accordion feature. The maturity date on the facility is December 14, 2020.

The revolving credit facility is secured by a lien on all of our assets, including cash on hand, but excluding the assets of our wholly-owned subsidiary, MRCC SBIC. Our ability to borrow under the revolving credit facility is subject to availability under a defined borrowing base, which varies based on portfolio characteristics and certain eligibility criteria and concentration limits, as well as required valuation methodologies. We may make draws under the revolving credit facility to make or purchase additional investments through December 2019 and for general working capital purposes until the maturity date of the revolving credit facility. Borrowings under the revolving credit facility bear interest, at our election, at an annual rate of LIBOR (one-month, two-month, three-month or six-month at our discretion based on the term of the borrowing) plus 2.75% or at a daily rate equal to 1.75% per annum plus the greater of the prime interest rate, the federal funds rate plus 0.5% or LIBOR plus 1.0%. In addition to the stated interest rate on borrowings under the revolving credit facility, we are required to pay a fee of 0.5% per annum on any unused portion of the revolving credit facility if the unused portion of the facility is less than 65% of the then available maximum borrowing or a fee of 1.0% per annum on any unused portion of the revolving credit facility if the unused portion of the facility is greater than or equal to 65% of the then available maximum borrowing. As of June 30, 2018 and December 31, 2017, the outstanding borrowings were accruing at a weighted average interest rate of 4.6% and 4.4%, respectively. The weighted average interest rate of the revolving credit facility borrowings (excluding debt issuance costs) for the three and six months ended June 30, 2018 was 4.7% and 4.6%, respectively. The weighted average fee rate on the unused portion of the revolving credit facility for the three and six months ended June 30, 2018 was 0.5% and 0.5%, respectively. The weighted average interest rate of the revolving credit facility borrowings (excluding debt issuance costs) for the three and six months ended June 30, 2017 was 4.0% and 4.1%, respectively. The weighted average fee rate on the unused portion of the revolving credit facility for the three and six months ended June 30, 2017 was 0.5% and 0.5%, respectively.

Our ability to borrow under the revolving credit facility is subject to availability under the borrowing base, which permits us to borrow up to 70% of the fair market value of our portfolio company investments depending on the type of the investment we hold and whether the investment is quoted. Our ability to borrow is also subject to certain concentration limits, and our continued compliance with the representations, warranties and covenants given by us under the facility. The revolving credit facility contains certain financial and restrictive covenants, including, but not limited to, our maintenance of: (1) a minimum consolidated total net assets at least equal to the greater of (a) 40% of the consolidated total assets on the last day of each quarter or (b) \$120.0 million plus 65% of the net proceeds to us from sales of our securities after December 14, 2015; (2) a ratio of total assets (less total liabilities other than indebtedness) to total indebtedness of not less than 2.1 times; and (3) a ratio of earnings before interest and taxes to interest expense of at least 2.5 times. The revolving credit facility also requires us to undertake customary indemnification obligations with respect to ING Capital LLC and other members of the lending group and to reimburse the lenders for expenses associated with entering into the credit facility. The revolving credit facility also has customary provisions regarding events of default, including events of default for nonpayment, change in control transactions at both Monroe Capital Corporation and MC Advisors, failure to comply with financial and negative covenants, and failure to maintain our relationship with MC Advisors. If we incur an event of default under the revolving credit facility and fail to remedy such default under any applicable grace period, if any, then the entire revolving credit facility could become immediately due and payable, which would materially and adversely affect our liquidity, financial condition, results of operations and cash flows.

On April 25, 2018, we entered into an amendment to the revolving credit facility which, among other things, removes the pricing step-down related to our net worth to fix the interest rate the revolving credit facility bears to LIBOR plus

2.75% and makes certain borrowing base changes to allow more flexibility under the revolving credit facility. We paid the lenders an amendment fee of \$0.2 million in conjunction with the amendment which has been capitalized within unamortized deferred financing costs and will be amortized into interest expense over the estimated average life of the borrowings.

Our revolving credit facility also imposes certain conditions that may limit the amount of our distributions to stockholders. Distributions payable in our common stock under the DRIP are not limited by the revolving credit facility. Distributions in cash or property other than common stock are generally limited to 115% of the amount of distributions required to maintain our status as a RIC.

SBA Debentures: On February 28, 2014, our wholly-owned subsidiary, MRCC SBIC, received a license from the SBA to operate as a SBIC under Section 301(c) of the Small Business Investment Act of 1958, as amended. MRCC SBIC commenced operations on September 16, 2013.

The SBIC license allows MRCC SBIC to obtain leverage by issuing SBA-guaranteed debentures, subject to the issuance of a leverage commitment by the SBA and other customary procedures. SBA-guaranteed debentures are non-recourse, interest only debentures with interest payable semi-annually and have a ten year maturity. The principal amount of SBA-guaranteed debentures is not required to be paid prior to maturity but may be prepaid at any time without penalty. The interest rate of SBA-guaranteed debentures is fixed on a semi-annual basis (pooling date) at a market-driven spread over U.S. Treasury Notes with 10-year maturities. The SBA, as a creditor, has a superior claim to MRCC SBIC's assets over our stockholders in the event we liquidate MRCC SBIC or the SBA exercises its remedies upon an event of default.

SBA regulations currently limit the amount that an individual SBIC may borrow to a maximum of \$150.0 million when it has at least \$75.0 million in regulatory capital, receives a leverage commitment from the SBA and has been through an audit examination by the SBA subsequent to licensing. The SBA also historically limited a related group of SBICs (commonly referred to as a "family of funds") to a maximum of \$225.0 million in total borrowings. On December 18, 2015, this family of funds limitation was raised to \$350.0 million in total borrowings. As we have other affiliated SBICs already in operation, MRCC SBIC was historically limited to a maximum of \$40.0 million in borrowings. Pursuant to the increase in the family of funds limitation, we submitted a commitment application to the SBA and on April 13, 2016 we were approved for \$75.0 million in additional SBA-guaranteed debentures for MRCC SBIC for a total of \$115.0 million in available debentures.

As of June 30, 2018, MRCC SBIC had \$57.6 million in leverageable capital and \$115.0 million in SBA-guaranteed debentures outstanding. As of December 31, 2017, MRCC SBIC had \$57.6 million in leverageable capital and \$109.5 million in SBA-guaranteed debentures outstanding.

As of June 30, 2018, MRCC SBIC had the following SBA-guaranteed debentures outstanding (dollars in thousands):

Maturity Date	Interest Rate		Amount
September 2024	3.4	%	\$ 12,920
March 2025	3.3	%	14,800
March 2025	2.9	%	7,080
September 2025	3.6	%	5,200
March 2027	3.5	%	20,000
September 2027	3.2	%	32,100
March 2028	3.9	%	18,520
September 2028	3.3	% ⁽¹⁾	2,180
September 2028	3.4	% ⁽¹⁾	2,200
Total			\$ 115,000

As of December 31, 2017, MRCC SBIC had the following SBA-guaranteed debentures outstanding (dollars in thousands):

Maturity Date	Interest Rate		Amount
September 2024	3.4	%	\$ 12,920
March 2025	3.3	%	14,800
March 2025	2.9	%	7,080
September 2025	3.6	%	5,200
March 2027	3.5	%	20,000
September 2027	3.2	%	32,100
March 2028	2.5	% ⁽¹⁾	9,160
March 2028	2.6	% ⁽¹⁾	2,780
March 2028	2.7	% ⁽¹⁾	5,480
Total			\$ 109,520

(1) Represents an interim rate of interest as the SBA-guaranteed debentures had not yet pooled.

On October 2, 2014, the Company was granted exemptive relief from the SEC for permission to exclude the debt of MRCC SBIC guaranteed by the SBA from the asset coverage test under the 1940 Act. The receipt of this exemption for this SBA-guaranteed debt increases flexibility under the asset coverage test.

Secured Borrowings: Certain partial loan sales do not qualify for sale accounting under Accounting Standards Codification (“ASC”) Topic 860 — *Transfers and Servicing* (“ASC Topic 860”) because these sales do not meet the definition of a “participating interest,” as defined in the guidance, in order for sale treatment to be allowed. Participations or other partial loan sales which do not meet the definition of a participating interest remain as an investment on the accompanying consolidated statements of assets and liabilities and the portion sold is recorded as a secured borrowing in the liabilities section of the consolidated statements of assets and liabilities. For these partial loan sales, the interest earned on the entire loan balance is recorded within “interest income” and the interest earned by the buyer in the partial loan sale is recorded within “interest and other debt financing expenses” in the accompanying consolidated statements of operations. As of June 30, 2018 and December 31, 2017, there were no secured borrowings.

Distribution Policy

Our Board will determine the timing and amount, if any, of our distributions. We intend to pay distributions on a quarterly basis. In order to avoid corporate-level tax on the income we distribute as a RIC, we must distribute to our stockholders at least 90% of our ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, on an annual basis out of the assets legally available for such distributions. In addition, we also intend to distribute any realized net capital gains (i.e., realized net long-term capital gains in excess of realized net short-term capital losses) at least annually out of the assets legally available for such distributions. Distributions to stockholders for the three and six months ended June 30, 2018, totaled \$7.1 million (\$0.35 per share) and \$14.2 million (\$0.70 per share), respectively. Distributions to stockholders for the three and six months ended June 30, 2017, totaled \$7.1 million (\$0.35 per share) and \$12.9 million (\$0.70 per share), respectively. The tax character of such distributions is determined at the end of the fiscal year. However, if the character of such distributions were determined as of June 30, 2018 and 2017, no portion of these distributions would have been characterized as a tax return of capital to stockholders.

We have adopted an “opt out” dividend reinvestment plan (“DRIP”) for our common stockholders. As a result, if we declare a distribution, our stockholders’ cash distributions will be automatically reinvested in additional shares of our common stock unless a stockholder specifically “opts out” of our DRIP. If a stockholder opts out, that stockholder will receive cash distributions. Although distributions paid in the form of additional shares of our common stock will generally be subject to U.S. federal, state and local taxes in the same manner as cash distributions, stockholders participating in our DRIP will not receive any corresponding cash distributions with which to pay any such applicable taxes.

MRCC Senior Loan Fund I, LLC

We co-invest with NLV Financial Corporation (“NLV”), in senior secured loans through SLF, an unconsolidated Delaware limited liability company. SLF is capitalized as underlying investment transactions are completed, taking into account available debt and equity commitments available for funding these investments. All portfolio and investment decisions in respect to SLF must be approved by the SLF investment committee, consisting of one representative of each of us and NLV. SLF may cease making new investments upon notification of either member, but operations will continue until all investments have been sold or paid-off in the normal course of business. Investments held by SLF are measured at fair value using the same valuation methodologies as described below. The Company’s investment is illiquid in nature as SLF does not allow for withdrawal from the LLC or the sale of a member’s interest unless approved by the board of members of SLF. The full withdrawal of a member would result in an orderly wind-down of SLF.

SLF’s profits and losses are allocated to us and NLV in accordance with the respective ownership interests. As of both June 30, 2018 and December 31, 2017, we and NLV each owned 50.0% of the LLC equity interests of SLF. As of June 30, 2018, SLF had \$100.0 million in equity commitments from its members (in the aggregate), of which \$35.7 million was funded. As of December 31, 2017, SLF had \$100.0 million in commitments from its members (in the aggregate), of which \$19.0 million was funded.

As of both June 30, 2018 and December 31, 2017, we have committed to fund \$50.0 million of LLC equity interest subscriptions to SLF. As of June 30, 2018 and December 31, 2017, \$17.9 million and \$9.5 million of our LLC equity interest subscriptions to SLF had been called and contributed, net of return of capital distributions subject to recall, respectively.

For the three and six months ended June 30, 2018, we received \$0.3 million and \$0.5 million dividend income from the SLF LLC equity interests, respectively. For the three and six months ended June 30, 2017, we did not receive dividend income from the SLF LLC equity interests, as we did not make its investment in SLF until November 2017.

SLF has entered into a senior secured revolving credit facility (as amended, the “SLF Credit Facility”) with Capital One, N.A., through its wholly-owned subsidiary MRCC Senior Loan Fund I Financing SPV, LLC (“SLF SPV”), which as of June 30, 2018 allowed SLF SPV to borrow up to \$100.0 million at any one time, subject to leverage and borrowing base restrictions. Borrowings under the SLF Credit Facility bear interest at an annual rate of LIBOR (three-month) plus 2.25%. The maturity date on the SLF Credit Facility is March 22, 2023.

SLF does not pay any fees to MC Advisors or its affiliates; however, SLF has entered into an administration agreement with MC Management, pursuant to which certain loan servicing and administrative functions are delegated to MC Management. SLF may reimburse MC Management for its allocable share of overhead and other expenses incurred by MC Management. No such expenses have been incurred or charged to SLF through June 30, 2018. There are no agreements or understandings by which we guarantee any SLF obligations.

As of June 30, 2018 and December 31, 2017, SLF had total assets at fair value of \$98.6 million and \$41.6 million, respectively. As of June 30, 2018 and December 31, 2017, SLF had zero and zero portfolio company investments on non-accrual status, respectively. The portfolio companies in SLF are in industries and geographies similar to those in which we may invest directly. Additionally, as of June 30, 2018 and December 31, 2017, SLF had commitments to fund various undrawn revolving credit and delayed draw loans to its portfolio companies totaling \$5.2 million and \$2.1 million, respectively.

Below is a summary of SLF’s portfolio, followed by a listing of the individual investments in SLF’s portfolio as of June 30, 2018 and December 31, 2017 (in thousands):

	As of	
	June 30, 2018	December 31, 2017
Senior secured loans ⁽¹⁾	94,729	29,438
Weighted average current interest rate on senior secured loans ⁽²⁾	7.5 %	7.1 %
Number of borrowers in SLF	28	8

(1) Represents outstanding principal amount, excluding unfunded commitments.

(2) Computed as the (a) annual stated interest rate on accruing senior secured loans divided by (b) total senior secured loans at outstanding principal amount.

MRCC SENIOR LOAN FUND I, LLC**CONSOLIDATED SCHEDULE OF INVESTMENTS****(unaudited)****June 30, 2018****(in thousands)**

Portfolio Company ^(a)	Spread Above Index ^(b)	Interest Rate ^(b)	Maturity	Principal	Fair Value
Non-Controlled/Non-Affiliate Company Investments					
Senior Secured Loans					
Aerospace & Defense					
MAG Aerospace Industries, Inc. ^(c)	L+4.75%	6.84	% 6/06/2025	3,300	\$3,292
The KEYW Corporation	L+4.50%	6.53	% 5/08/2024	1,600	1,614
				4,900	4,906
Automotive					
Wheel Pros, LLC	L+4.75%	6.75	% 4/04/2025	4,000	3,990
				4,000	3,990
Banking, Finance, Insurance & Real Estate					
MTC Intermediate Holdco, Inc.	L+4.75%	6.84	% 1/30/2023	4,988	4,988
Zenith Merger Sub, Inc	L+5.50%	7.83	% 12/13/2023	3,731	3,731
				8,719	8,719
Beverage, Food & Tobacco					
Il Fornaio (America) Corporation	L+6.50%	8.59	% 11/10/2022	4,947	4,944
US Salt, LLC	L+4.75%	6.84	% 11/30/2023	3,491	3,491
				8,438	8,435
Capital Equipment					
Analogic Corp	L+6.00%	8.08	% 6/24/2024	5,000	4,950
				5,000	4,950
Chemicals, Plastics & Rubber					
Loparex International B.V.	L+4.25%	6.58	% 4/11/2025	500	503
Peach State Labs, LLC	L+6.25%	8.24	% 6/30/2021	2,869	2,891
				3,369	3,394
Construction & Building					
Fastener Acquisition, Inc.	L+4.25%	6.34	% 3/18/2025	1,330	1,333
				1,330	1,333
Consumer Goods: Durable					
International Textile Group, Inc.	L+5.00%	6.98	% 5/1/2024	1,875	1,889
				1,875	1,889
Consumer Goods: Non-Durable					
Solaray, LLC	L+6.50%	8.82	% 9/11/2023	1,617	1,617
Solaray, LLC (Delayed Draw) ^(d)	L+6.50%	8.82	% 9/11/2023	1,873	1,185

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

				3,490	2,802
Containers, Packaging & Glass					
Port Townsend Holdings Company, Inc.	L+4.75%	6.75	% 4/03/2024	4,407	4,412
				4,407	4,412
Healthcare & Pharmaceuticals					
LSCS Holdings, Inc.	L+4.25%	6.34	% 3/17/2025	2,793	2,793
LSCS Holdings, Inc. (Delayed Draw) ^(d)	L+4.25%	6.34	% 3/17/2025	700	553
Radiology Partners Holdings, LLC	P+4.75%	9.75	% 12/04/2023	2,092	2,099
Radiology Partners Holdings, LLC (Delayed Draw) ^(d)	P+4.75%	9.75	% 12/04/2023	775	—
Solara Medical Supplies, LLC	L+6.00%	8.31	% 5/31/2023	5,714	5,717
Solara Medical Supplies, LLC (Delayed Draw) ^(d)	L+6.00%	8.31	% 5/31/2023	1,071	—
Solara Medical Supplies, LLC (Revolver) ^(d)	L+6.00%	8.31	% 5/31/2023	714	—
				13,859	11,162
High Tech Industries					
Corel Corporation ^(c)	L+5.00%	7.09	% 6/04/2024	2,500	2,512
Gigamon, Inc.	L+4.50%	6.83	% 12/27/2024	2,985	3,011
				5,485	5,523
Media: Diversified & Production					
Research Now Group, Inc. and Survey Sampling International, LLC	L+5.50%	7.86	% 12/20/2024	6,965	6,861
				6,965	6,861
Services: Business					
CHA Holdings, Inc.	L+4.50%	6.58	% 4/10/2025	2,054	2,059
CHA Holdings, Inc. (Delayed Draw) ^(d)	L+4.50%	6.58	% 4/10/2025	446	—
Engage2Excel, Inc.	L+6.50%	8.63	% 3/07/2023	4,364	4,392
Engage2Excel, Inc. (Revolver) ^(d)	L+6.50%	8.55	% 3/07/2023	545	36
GI Revelation Acquisition LLC	L+5.00%	7.09	% 4/16/2025	1,400	1,413
Output Services Group, Inc.	L+4.25%	6.34	% 3/27/2024	4,135	4,176
Output Services Group, Inc. (Delayed Draw) ^(d)	L+4.25%	6.34	% 3/27/2024	855	—
				13,799	12,076
Services: Consumer					
EWC Ventures, LLC	L+5.50%	7.59	% 1/18/2023	3,333	3,342
LegalZoom.com, Inc.	L+4.50%	6.59	% 11/21/2024	1,990	2,002
				5,323	5,344
Telecommunications					
Mavenir Systems, Inc.	L+6.00%	8.03	% 5/08/2025	4,000	4,010
				4,000	4,010
Wholesale					
BMC Acquisition, Inc.	L+5.25%	7.70	% 12/30/2024	4,975	5,012
				4,975	5,012
TOTAL INVESTMENTS					\$94,818

(a) All investments are U.S. companies, except Loparex International B.V.

(b) The majority of investments bear interest at a rate that may be determined by reference to the London Interbank Offered Rate (“LIBOR” or “L”) or Prime Rate (“Prime” or “P”) which reset daily, quarterly or semiannually. The Company has provided the spread over LIBOR or Prime and the current contractual rate of interest in effect at June 30, 2018.

Certain investments are subject to a LIBOR or Prime interest rate floor.

(c) Investment position or portion thereof unsettled as of June 30, 2018.

(d) All or a portion of this commitment was unfunded as of June 30, 2018. Principal reflects the commitment outstanding.

MRCC SENIOR LOAN FUND I, LLC**SCHEDULE OF INVESTMENTS****December 31, 2017****(in thousands)**

Portfolio Company ^(a)	Spread Above Index ^(b)	Interest Rate ^(b)	Maturity	Principal	Fair Value
Non-Controlled/Non-Affiliate Company Investments					
Senior Secured Loans					
Banking, Finance, Insurance & Real Estate					
Clearent Holdings LLC and Clearent, LLC ^(c)	P+3.75%	8.25	% 1/02/2024	1,056	\$1,045
Clearent Holdings LLC and Clearent, LLC ^(c)	P+3.75%	8.25	% 1/02/2024	1,257	1,244
Clearent Holdings LLC and Clearent, LLC ^{(c)(d)}	P+3.75%	8.25	% 1/02/2024	208	—
				2,521	2,289
Beverage, Food & Tobacco					
Il Fornaio (America) Corporation	L+6.50%	8.07	% 11/10/2022	5,000	5,008
US Salt, LLC ^(c)	L+4.75%	6.18	% 11/30/2023	3,500	3,500
				8,500	8,508
Consumer Goods: Non-Durable					
Solaray, LLC	L+6.50%	8.02	% 9/11/2023	1,625	1,625
Solaray, LLC (Delayed Draw) ^(d)	L+6.50%	8.02	% 9/11/2023	1,875	—
				3,500	1,625
High Tech Industries					
Gigamon, Inc. ^(c)	L+4.50%	6.03	% 12/27/2024	3,000	2,985
				3,000	2,985
Media: Diversified & Production					
Research Now Group, Inc. and Survey Sampling International, LLC ^(c)	L+5.50%	7.13	% 12/20/2024	7,000	6,714
				7,000	6,714
Services: Consumer					
LegalZoom.com, Inc. ^(c)	L+4.50%	5.94	% 11/21/2024	2,000	2,005
				2,000	2,005
Wholesale					
BMC Acquisition, Inc. ^(c)	L+5.25%	6.94	% 12/28/2024	5,000	5,000
				5,000	5,000
TOTAL INVESTMENTS					\$29,126

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

(a) All investments are U.S. companies.

The majority of investments bear interest at a rate that may be determined by reference to the London Interbank Offered Rate (“LIBOR” or “L”) or Prime Rate (“Prime” or “P”) which reset daily, quarterly or semiannually. The Company

(b) has provided the spread over LIBOR or Prime and the current contractual rate of interest in effect at December 31, 2017. Certain investments are subject to a LIBOR or Prime interest rate floor.

(c) Investment position or portion thereof unsettled as of December 31, 2017.

(d) All or a portion of this commitment was unfunded as of December 31, 2017. Principal reflects the commitment outstanding.

Below is certain summarized financial information for SLF as of June 30, 2018 and December 31, 2017 and for the three and six months ended June 30, 2018 and 2017 (dollars in thousands):

	June 30, 2018 (unaudited)	December 31, 2017
Assets		
Investments, at fair value	\$ 94,818	\$ 29,126
Cash	471	12,504
Restricted cash	3,074	—
Interest receivable	264	11
Total assets	\$ 98,627	\$ 41,641
Liabilities		
Revolving credit facility	\$ 56,412	\$ —
Less: Unamortized deferred financing costs	(1,244)	—
Total debt, less unamortized deferred financing costs	55,168	—
Payable for open trades	5,742	22,304
Interest payable	223	—
Accounts payable and accrued expenses	108	57
Total liabilities	61,241	22,361
Members’ capital	37,386	19,280
Total liabilities and members’ capital	\$ 98,627	\$ 41,641

	Three months ended June 30, 2018 (unaudited)	2017 ⁽¹⁾	Six months ended June 30, 2018 (unaudited)	2017 ⁽¹⁾
Investment income:				
Interest income	\$ 1,399	\$ —	\$ 2,179	\$ —
Total investment income	1,399	—	2,179	—
Expenses:				
Interest and other debt financing expenses	605	—	649	—
Organizational costs	5	—	11	—
Professional fees	22	—	62	—
Total expenses	632	—	722	—
Net investment income (loss)	767	—	1,457	—
Net gain (loss) on investments:				
Net change in unrealized gain (loss) on investments	454	—	999	—
Net gain (loss) on investments	454	—	999	—
Net increase (decrease) in members' capital	\$ 1,221	\$ —	\$ 2,456	\$ —

(1) SLF commenced operations on November 14, 2017.

Related Party Transactions

We have a number of business relationships with affiliated or related parties, including the following:

We have an Investment Advisory and Management Agreement with MC Advisors, an investment advisor registered with the SEC, to manage our day-to-day operating and investing activities. We pay MC Advisors a fee for its services under the Investment Advisory and Management Agreement consisting of two components — a base management fee and an incentive fee. See Note 6 to our consolidated financial statements and “Significant Accounting Estimates and Critical Accounting Policies — *Capital Gains Incentive Fee*” for additional information.

We have an Administration Agreement with MC Management to provide us with the office facilities and administrative services necessary to conduct our day-to-day operations. See Note 6 to our consolidated financial statements for additional information.

SLF has an Administration Agreement with MC Management to provide SLF with certain loan servicing and administrative functions. SLF may reimburse MC Management for its allocable share of overhead and other expenses incurred by MC Management. No such expenses have been incurred or charged to SLF through June 30, 2018.

Theodore L. Koenig, our Chief Executive Officer and Chairman of our Board is also a manager of MC Advisors and the President and Chief Executive Officer of MC Management. Aaron D. Peck, our Chief Financial Officer and Chief Investment Officer, serves as a director on our Board and is also a managing director of MC Management.

We have a license agreement with Monroe Capital LLC, under which Monroe Capital LLC has agreed to grant us a non-exclusive, royalty-free license to use the name “Monroe Capital” for specified purposes in our business.

In addition, we have adopted a formal code of ethics that governs the conduct of MC Advisors’ officers, directors and employees. Our officers and directors also remain subject to the duties imposed by both the 1940 Act and Maryland General Corporation Law.

Commitments and Contingencies and Off-Balance Sheet Arrangements

Commitments and Contingencies

As of June 30, 2018 and December 31, 2017, we had \$38.4 million and \$41.2 million, respectively, in outstanding commitments to fund investments under undrawn revolvers, capital expenditure loans and delayed draw commitments. As described in Note 3, we had commitments up to \$32.1 million and \$40.5 million, respectively, to SLF, as of June 30, 2018 and December 31, 2017 that may be contributed primarily for the purpose of funding new investments approved by the SLF investment committee. Drawdowns of the commitments to SLF require explicit authorization of our representatives on SLF’s board of managers. Additionally, we have entered into certain contracts with other parties that contain a variety of indemnifications. Our maximum exposure under these arrangements is unknown. However, we have not experienced claims or losses pursuant to these contracts and believe the risk of loss related to such indemnifications to be remote.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Market Trends

We have identified the following trends that may affect our business:

Target Market: We believe that small and middle-market companies in the U.S. with annual revenues between \$10.0 million and \$2.5 billion represent a significant growth segment of the U.S. economy and often require substantial capital investments to grow. Middle-market companies have generated a significant number of investment opportunities for investment funds managed or advised by Monroe Capital, and we believe that this market segment will continue to produce significant investment opportunities for us.

Specialized Lending Requirements: We believe that several factors render many U.S. financial institutions ill-suited to lend to U.S. middle-market companies. For example, based on the experience of our management team, lending to U.S. middle-market companies (1) is generally more labor intensive than lending to larger companies due to the smaller size of each investment and the fragmented nature of information for such companies, (2) requires due diligence and underwriting practices consistent with the demands and economic limitations of the middle-market and (3) may also require more extensive ongoing monitoring by the lender.

Demand for Debt Capital: We believe there is a large pool of uninvested private equity capital for middle-market companies. We expect private equity firms will seek to leverage their investments by combining equity capital with senior secured loans and mezzanine debt from other sources, such as us.

Competition from Other Lenders: We believe that many traditional bank lenders, in recent years, de-emphasized their service and product offerings to middle-market businesses in favor of lending to large corporate clients and managing capital market transactions. In addition, many commercial banks face significant balance sheet constraints as they seek to build capital and meet future regulatory capital requirements. These factors may result in opportunities for alternative funding sources to middle-market companies and therefore drive increased new investment opportunities for us. Conversely, there is increased competitive pressure in the BDC and investment company marketplace for

senior and subordinated debt which could result in lower yields for increasingly riskier assets.

Pricing and Deal Structures : We believe that the volatility in global markets over the last several years and current macroeconomic issues such as a weakened U.S. economy has reduced access to, and availability of, debt capital to middle-market companies, causing a reduction in competition and generally more favorable capital structures and deal terms. Recent capital raises in the BDC and investment company marketplace have created increased competition; however, we believe that current market conditions may continue to create favorable opportunities to invest at attractive risk-adjusted returns.

Significant Accounting Estimates and Critical Accounting Policies

Revenue Recognition

We record interest and fee income on an accrual basis to the extent that we expect to collect such amounts. For loans and debt securities with contractual PIK interest, we do not accrue PIK interest if the portfolio company valuation indicates that such PIK interest is not collectible. We do not accrue as a receivable interest on loans and debt securities if we have reason to doubt our ability to collect such interest. Loan origination fees, original issue discount and market discount or premium are capitalized, and we then amortize such amounts using the effective interest method as interest income over the life of the investment. Upon the prepayment of a loan or debt security, any unamortized premium or discount or loan origination fees are recorded as interest income. We record prepayment premiums on loans and debt securities as interest income when we receive such amounts. Interest income is accrued based upon the outstanding principal amount and contractual terms of debt and preferred equity investments. Interest is accrued on a daily basis. All other income is recorded into income when earned. We record fees on loans based on the determination of whether the fee is considered a yield enhancement or payment for a service. If the fee is considered a yield enhancement associated with a funding of cash on a loan, the fee is generally deferred and recognized into interest income using the effective interest method if captured in the cost basis or using the straight-line method if the loan is unfunded and therefore there is no cost basis. If the fee is not considered a yield enhancement because a service was provided, and the fee is payment for that service, the fee is deemed earned and recognized as fee income in the period earned.

Dividend income on preferred equity securities is recorded as dividend income on an accrual basis to the extent that such amounts are payable by the portfolio company and are expected to be collected. Dividend income on common equity securities is recorded on the record date for private portfolio companies. Each distribution received from limited liability company (“LLC”) and limited partnership (“LP”) investments is evaluated to determine if the distribution should be recorded as dividend income or a return of capital. Generally, we will not record distributions from equity investments in LLCs and LPs as dividend income unless there are sufficient accumulated tax-basis earnings and profits in the LLC or LP prior to the distribution. Distributions that are classified as a return of capital are recorded as a reduction in the cost basis of the investment.

Valuation of Portfolio Investments

As a BDC, we generally invest in illiquid securities including debt and, to a lesser extent, equity securities of middle-market companies. Under procedures established by our Board, we value investments for which market quotations are readily available and within a recent date at such market quotations. We obtain these market values from an independent pricing service or at the mean between the bid and ask prices obtained from at least two brokers or dealers (if available, otherwise by a principal market maker or a primary market dealer). When doing so, we determine whether the quote obtained is sufficient in accordance with generally accepted accounting principles in the United States of America (“GAAP”) to determine the fair value of the security. Debt and equity securities that are not publicly traded or whose market prices are not readily available or whose market prices are not regularly updated are valued at fair value as determined in good faith by our Board. Such determination of fair values may involve subjective judgments and estimates. Investments purchased within 60 days of maturity are valued at cost plus accreted discount, or minus amortized premium, which approximates fair value.

Our Board is ultimately and solely responsible for determining the fair value of the portfolio investments that are not publicly traded, whose market prices are not readily available on a quarterly basis in good faith or any other situation where portfolio investments require a fair value determination. Because we expect that there will not be a readily available market for many of the investments in our portfolio, we expect to value many of our portfolio investments at fair value as determined in good faith by our Board using a documented valuation policy and a consistently applied valuation process. Due to the inherent uncertainty of determining the fair value of investments that do not have a readily available market value, the fair value of our investments may differ significantly from the values that would have been used had a readily available market value existed for such investments, and the differences could be material.

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

- the quarterly valuation process begins with each portfolio company or investment being initially evaluated and rated by the investment professionals responsible for the credit monitoring of the portfolio investment;

- preliminary valuation conclusions are then documented and discussed with the investment committee;

- our Board engages one or more independent valuation firm(s) to conduct fair value appraisals of material investments for which market quotations are not readily available. These fair value appraisals for material investments are received at least once in every calendar year for each portfolio company investment, but are generally received quarterly;

our audit committee of the Board reviews the preliminary valuations of MC Advisors and of the independent valuation firm(s) and responds and supplements the valuation recommendations to reflect any comments; and

our Board discusses these valuations and determines the fair value of each investment in the portfolio in good faith, based on the input of MC Advisors, the independent valuation firm(s) and the audit committee.

The Board, together with our independent valuation firms, generally uses the income approach to determine fair value for loans where market quotations are not readily available, as long as it is appropriate. If there is deterioration in credit quality or a debt investment is in workout status, we may consider other factors in determining the fair value, including the value attributable to the debt investment from the enterprise value of the portfolio company under the market approach or the proceeds that would be received in a liquidation analysis. We generally consider our debt to be performing if the borrower is not in default, the borrower is remitting payments in a timely manner; the loan is in covenant compliance or is otherwise not deemed to be impaired. In determining the fair value of the performing debt, we consider fluctuations in current interest rates, the trends in yields of debt instruments with similar credit ratings, financial condition of the borrower, economic conditions and other relevant factors, both qualitative and quantitative. In the event that a debt instrument is not performing, as defined above, we will evaluate the value of the collateral utilizing the same framework described above for a performing loan to determine the value of the loan.

Under the income approach, we utilize discounted cash flow models to determine the present value of the future cash flow streams of our debt investments, based on future interest and principal payments as set forth in the associated loan agreements. In determining fair value under the income approach, we also consider the following factors: applicable market yields and leverage levels, credit quality, prepayment penalties, the nature and realizable value of any collateral, the portfolio company's ability to make payments, and changes in the interest rate environment and the credit markets that generally may affect the price at which similar investments may be made.

Under the market approach, we typically use the enterprise value methodology to determine the fair value of an investment. There is no one methodology to estimate enterprise value and, in fact, for any one portfolio company, enterprise value is generally best expressed as a range of values, from which we derive a single estimate of enterprise value. In estimating the enterprise value of a portfolio company, we analyze various factors consistent with industry practice, including but not limited to original transaction multiples, the portfolio company's historical and projected financial results, applicable market trading and transaction comparables, applicable market yields and leverage levels, the nature and realizable value of any collateral, the markets in which the portfolio company does business, and comparisons of financial ratios of peer companies that are public. Typically, the enterprise values of private companies are based on multiples of earnings before interest, income taxes, depreciation and amortization ("EBITDA"), cash flows, net income, revenues, or in limited cases, book value.

In addition, for certain debt investments, we may base our valuation on indicative bid and ask prices provided by an independent third-party pricing service. Bid prices reflect the highest price that we and others may be willing to pay. Ask prices represent the lowest price that we and others may be willing to accept. We generally use the midpoint of the bid/ask range as our best estimate of fair value of such investment.

Net Realized Gains or Losses and Net Change in Unrealized Gain or Loss

We measure realized gains or losses by the difference between the net proceeds from the sale and the amortized cost basis of the investment, without regard to unrealized gain or loss previously recognized. Net change in unrealized gain or loss reflects the change in portfolio investment values during the reporting period, including any reversal of previously recorded unrealized gain or loss, when gains or losses are realized. Additionally, we do not isolate the portion of the change in fair value resulting from foreign currency exchange rate fluctuations from the changes in fair values of the underlying investment. All fluctuations in fair value are included in net change in unrealized gain (loss) on investments in fair value on our consolidated statements of operations. We report changes in the fair value of secured borrowings that are measured at fair value as a component of the net change in unrealized gain (loss) on secured borrowings in the consolidated statements of operations. The impact resulting from changes in foreign exchange rates on the revolving credit facility borrowings is included in change in unrealized gain (loss) on foreign currency borrowings.

Capital Gains Incentive Fee

Pursuant to the terms of the Investment Advisory and Management Agreement with MC Advisors, the incentive fee on capital gains earned on liquidated investments of our portfolio is determined and payable in arrears as of the end of each calendar year (or upon termination of the investment advisory and administrative services agreement). This fee equals 20% of our incentive fee capital gains (i.e., our realized capital gains on a cumulative basis from inception, calculated as of the end of the applicable period, net of all realized capital losses and unrealized capital depreciation on a cumulative basis), less the aggregate amount of any previously paid capital gains incentive fees. On a quarterly basis, we accrue for the capital gains incentive fee by calculating such fee as if it were due and payable as of the end of such period.

While the Investment Advisory and Management Agreement with MC Advisors neither includes nor contemplates the inclusion of unrealized gains in the calculation of the capital gains incentive fee, pursuant to an interpretation of an American Institute for Certified Public Accountants Technical Practice Aid for investment companies, we include unrealized gains in the calculation of the capital gains incentive fee expense and related accrued capital gains incentive fee. This accrual reflects the incentive fees that would be payable to MC Advisors if our entire portfolio was liquidated at its fair value as of the balance sheet date even though MC Advisors is not entitled to an incentive fee with respect to unrealized gains unless and until such gains are actually realized.

During the three and six months ended June 30, 2018, we did not accrue capital gains incentive fees. During the three and six months ended June 30, 2017, we had a reduction in accrued capital gains incentive fees of zero and \$0.2 million, respectively, primarily as a result of net declines in portfolio valuations during the period.

New Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, *Revenue from Contracts with Customers* (ASC Topic 606) (“ASU 2014-09”). The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps: Step 1: Identify the contract(s) with a customer. Step 2: Identify the performance obligations in the contract. Step 3: Determine the transaction price. Step 4: Allocate the transaction price to the performance obligations in the contract. Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

ASU 2014-09 also specified the accounting for some costs to obtain or fulfill a contract with a customer. In addition, ASU 2014-09 requires that an entity disclose sufficient information to enable users of financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The initial effective date of ASU 2014-09 was for fiscal periods beginning after December 15, 2016. However, in August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers* (ASC Topic 606): *Deferral of the Effective Date*, which deferred the effective date to fiscal periods beginning after December 15, 2017. We have adopted ASU 2014-09, and the adoption did not have a material impact on our consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, Financial Instruments — *Overall* (Subtopic 825-10): *Recognition and Measurement of Financial Assets and Financial Liabilities* (“ASU 2016-01”). ASU 2016-01 retains many current requirements for the classification and measurement of financial instruments; however, it significantly revises an entity’s accounting related to (1) the classification and measurement of investments in equity securities and (2) the presentation of certain fair value changes for financial liabilities measured at fair value. ASU 2016-01 also amends certain disclosure requirements associated with the fair value of financial instruments. This guidance is effective for annual and interim periods beginning after December 15, 2017, and early adoption is not permitted for public business entities. We have adopted ASU 2016-01, and the adoption did not have a material impact on our consolidated financial statements for the periods presented.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are subject to financial market risks, including changes in interest rates. The majority of the loans in our portfolio have floating interest rates, and we expect that our loans in the future may also have floating interest rates. These loans are usually based on a floating LIBOR and typically have interest rate re-set provisions that adjust applicable interest rates under such loans to current market rates on a monthly or quarterly basis. The majority of the loans in our current portfolio have interest rate floors which have effectively converted the loans to fixed rate loans in the current interest rate environment. In addition, our credit facility has a floating interest rate provision and we expect that other credit facilities into which we enter in the future may have floating interest rate provisions.

Assuming that the consolidated statement of financial condition as of June 30, 2018 were to remain constant and that we took no actions to alter our existing interest rate sensitivity, the following table shows the annualized impact of hypothetical base rate changes in interest rates.

Change in Interest Rates	Increase (decrease) in interest income	(decrease) (increase) in interest expense	Net increase (decrease) in net investment income
	(in thousands)		
Down 25 basis points	\$ (1,067)	\$ (314)) \$ (753)
Up 100 basis points	4,429	1,255	3,174
Up 200 basis points	8,995	2,510	6,485
Up 300 basis points	13,561	3,765	9,796

Although we believe that this analysis is indicative of our existing sensitivity to interest rate changes, it does not adjust for changes in the credit market, credit quality, the size and composition of the assets in our portfolio and other business developments, including borrowing under the credit facility or other borrowings that could affect net increase in net assets resulting from operations, or net income. Accordingly, we can offer no assurances that actual results would not differ materially from the analysis above.

We may in the future hedge against interest rate fluctuations by using standard hedging instruments such as futures, options and forward contracts to the extent permitted under the 1940 Act and applicable commodities laws. While hedging activities may insulate us against adverse changes in interest rates, they may also limit our ability to participate in the benefits of lower interest rates with respect to the investments in our portfolio with fixed interest rates or interest rate floors.

We may also have exposure to foreign currencies (currently the Great Britain pound) related to certain investments. Such investments are translated into U.S. dollars based on the spot rate at each balance sheet date, exposing us to

movements in the exchange rate. In order to reduce our exposure to fluctuations in exchange rates, we generally borrow in Great Britain pounds under our revolving credit facility to finance such investments. As of June 30, 2018, we have non-U.S. dollar borrowings denominated in Great Britain pounds of £14.8 million (\$19.5 million U.S. dollars) outstanding under the revolving credit facility.

ITEM 4. CONTROLS AND PROCEDURES

In accordance with Rules 13a-15(b) and 15d-15(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act). Based on that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that, at the end of the period covered by our Quarterly Report on Form 10-Q, our disclosure controls and procedures were effective and provided reasonable assurance that information required to be disclosed in our periodic SEC filings is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Notwithstanding the foregoing, a control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that it will detect or uncover failures within the Company to disclose material information otherwise required to be set forth in the Company’s periodic reports.

No change occurred in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act) during the three months ended June 30, 2018 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

OTHER INFORMATION

Item 1. Legal Proceedings

Neither we nor our investment adviser are currently subject to any material legal proceedings.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC on March 14, 2018, which could materially affect our business, financial condition and/or operating results. The risks described in our Annual Report on Form 10-K are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially and adversely affect our business, financial condition and/or operating results. Other than as set forth below, there have been no material changes during the three months ended June 30, 2018 to the risk factors discussed in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2017.

Recent legislation allows us to incur additional leverage, which could increase the risk of investing in us.

The 1940 Act generally prohibits us from incurring indebtedness unless immediately after such borrowing we have an asset coverage for total borrowings of at least 200% (i.e., the amount of debt may not exceed 50% of the value of our total assets). However, on March 23, 2018, the Small Business Credit Availability Act (the "SBCAA") was signed into law, which included various changes to regulations under the federal securities laws that impact BDCs. The SBCAA amended the 1940 Act to allow BDCs to decrease their asset coverage requirement from 200% to 150% (i.e. the amount of debt may not exceed 66.7% of the value of our total assets), if certain requirements are met. Under the SBCAA, we are allowed to reduce our asset coverage requirement to 150%, and thereby increase our leverage capacity, if shareholders representing at least a majority of the votes cast, when quorum is met, approve a proposal to do so. If we receive stockholder approval, we would be allowed to reduce our asset coverage requirement to 150% on the first day after such approval. Alternatively, the SBCAA allows the majority of our independent directors to approve the reduction in our asset coverage requirement to 150%, and such approval would become effective after one year. In either case, we would be required to make certain disclosures on our website and in SEC filings regarding,

among other things, the receipt of approval to reduce our asset coverage requirement to 150%, our leverage capacity and usage, and risks related to leverage.

On March 27, 2018, our board of directors unanimously approved the application of the modified asset coverage requirements set forth in Section 61(a)(2) of the 1940 Act, as amended by the SBCAA. As a result, our asset coverage requirements for senior securities will be changed from 200% to 150%, effective March 27, 2019. On March 27, 2018, our board of directors also recommended the submission of a proposal for stockholders to approve the application of the 150% minimum asset coverage requirements at our annual meeting of stockholders to be held on June 20, 2018. At the annual meeting, our stockholders approved this proposal and we became subject to the 150% minimum asset coverage ratio, effective June 21, 2018.

Leverage is generally considered a speculative investment technique and increases the risk of investing in our securities. Leverage magnifies the potential for loss on investments in our indebtedness and on invested equity capital. As we use leverage to partially finance our investments, you will experience increased risks of investing in our securities. If the value of our assets increases, then leveraging would cause the net asset value attributable to our common stock to increase more sharply than it would have had we not leveraged. Conversely, if the value of our assets decreases, leveraging would cause net asset value to decline more sharply than it otherwise would have had we not leveraged our business. Similarly, any increase in our income in excess of interest payable on the borrowed funds would cause our net investment income to increase more than it would without the leverage, while any decrease in our income would cause net investment income to decline more sharply than it would have had we not borrowed. Such a decline could negatively affect our ability to pay common stock dividends, scheduled debt payments or other payments related to our securities. The effects of leverage would cause any decrease in net asset value for any losses to be greater than any increase in net asset value for any corresponding gains. If we incur additional leverage, you will experience increased risks of investing in our common stock.

We maintain a revolving credit facility and may use other borrowed funds to make investments or fund our business operations, which exposes us to risks typically associated with leverage and increases the risk of investing in us.

We maintain a revolving credit facility and may borrow money, including through the issuance of debt securities or preferred stock, to leverage our capital structure, which is generally considered a speculative investment technique. As a result:

our common stock is exposed to an increased risk of loss because a decrease in the value of our investments would have a greater negative impact on the value of our common stock than if we did not use leverage;

if we do not appropriately match the assets and liabilities of our business, adverse changes in interest rates could reduce or eliminate the incremental income we make with the proceeds of any leverage;

our ability to pay distributions on our common stock may be restricted if our asset coverage ratio, as provided in the 1940 Act, is not at least 150% and any amounts used to service indebtedness or preferred stock would not be available for such distributions;

any credit facility is subject to periodic renewal by its lenders, whose continued participation cannot be guaranteed;

our revolving credit facility with ING Capital LLC, as agent, is, and any other credit facility we may enter into would be, subject to various financial and operating covenants, including that our portfolio of investments satisfies certain eligibility and concentration limits as well as valuation methodologies;

such securities would be governed by an indenture or other instrument containing covenants restricting our operating flexibility;

- we bear the cost of issuing and paying interest or distributions on such securities, which costs are entirely borne by our common stockholders; and

any convertible or exchangeable securities that we issue may have rights, preferences and privileges more favorable than those of our common stock.

The following table illustrates the effect of leverage on returns from an investment in our common stock assuming various annual returns, net of expenses. The calculations in the table below are hypothetical and actual returns may be

higher or lower than those appearing in the table below.

	Assumed Return on Our Portfolio (Net of Expenses)⁽¹⁾				
	-10%	-5%	0%	5%	10%
Corresponding return to common stockholder ^{(1) (2) (3)}	-47.65%	-29.01%	-10.37%	8.27%	26.91%

(1) The assumed return on our portfolio is required by regulation of the SEC to assist investors in understanding the effects of leverage and is not a prediction of, and does not represent, our projected or actual performance.

Assumes \$507.0 million in total portfolio assets, \$371.0 million in total debt outstanding, of which \$261.0 million is senior securities outstanding, \$136.0 million in net assets and an average cost of funds of 3.80%, which was the (2) weighted average interest rate of borrowings on our revolving credit facility and SBA-guaranteed debentures as of December 31, 2017. The interest rate on our revolving credit facility is a variable rate. Actual interest payments may be different.

(3) In order for us to cover our annual interest payments on indebtedness, we must achieve annual returns on our December 31, 2017 total portfolio assets of at least 2.78%.

The terms of our revolving credit facility may contractually limit our ability to incur additional indebtedness.

Even though our stockholders approved the proposal to apply the modified asset coverage requirements to us at our 2018 annual meeting of stockholders that was held on June 20, 2018, a covenant under our existing revolving credit facility may limit our ability to incur additional indebtedness. Currently, our revolving credit facility contains a covenant requiring that we maintain asset coverage of at least 210%. We may not be able to amend our revolving credit facility to change this covenant and if we are successful in amending our revolving credit facility, we will incur costs to do so and the other terms of such amended facility, such as interest rate, may not be as favorable to us as the current terms. An inability on our part to amend the revolving credit facility and access additional leverage could limit our ability to take advantage of the potential benefits related to our ability to incur additional leverage and could decrease our earnings, if any, which would have an adverse effect on our results of operations and the value of our shares of common stock.

Regulations governing our operation as a business development company affect our ability to and the way in which we raise additional capital.

We may issue debt securities or preferred stock and/or borrow money from banks or other financial institutions, which we refer to collectively as “senior securities,” up to the maximum amount permitted by the 1940 Act. Under the provisions of the 1940 Act, we are permitted as a business development company to issue senior securities in amounts such that our asset coverage ratio, as defined in the 1940 Act, equals at least 150% (as of June 21, 2018) of total assets (other than the SBA debentures of an SBIC subsidiary, as permitted by exemptive relief we have been granted by the SEC) less all liabilities and indebtedness not represented by senior securities, immediately after each issuance of senior securities (other than the SBA debentures of an SBIC subsidiary, as permitted by exemptive relief we have been granted by the SEC). If the value of our assets declines, we may be unable to satisfy this test. If that happens, we may be required to sell a portion of our investments and, depending on the nature of our leverage, repay a portion of our indebtedness at a time when such sales may be disadvantageous. This could have a material adverse effect on our operations and we may not be able to make distributions in an amount sufficient to be subject to taxation as a RIC, or at all. In addition, issuance of securities could dilute the percentage ownership of our current stockholders in us.

No person or entity from which we borrow money will have a veto power or a vote in approving or changing any of our fundamental policies. If we issue preferred stock, the preferred stock would rank “senior” to common stock in our capital structure, preferred stockholders would have separate voting rights on certain matters and might have other rights, preferences or privileges more favorable than those of our common stockholders, and the issuance of preferred stock could have the effect of delaying, deferring or preventing a transaction or a change of control that might involve a premium price for holders of our common stock or otherwise be in your best interest. Holders of our common stock will directly or indirectly bear all of the costs associated with offering and servicing any preferred stock that we issue. In addition, any interests of preferred stockholders may not necessarily align with the interests of holders of our common stock and the rights of holders of shares of preferred stock to receive dividends would be senior to those of holders of shares of our common stock.

As a business development company, we generally are not able to issue our common stock at a price below net asset value per share without first obtaining the approval of our stockholders and our independent directors. If we raise additional funds by issuing more common stock or senior securities convertible into, or exchangeable for, our common stock, then percentage ownership of our stockholders at that time would decrease, and you might experience dilution. We have stockholder approval to sell our common stock below net asset value through June 20, 2019. We may seek further stockholder approval to sell shares below net asset value in the future.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit

Number Description of Document

- 10.1 Amendment No. 2 to Amended and Restated Senior Secured Revolving Credit Agreement among the Registrant, as borrower, the Lenders party thereto, and ING Capital LLC, as Administrative Agent, dated April 25, 2018 (Incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K (File No. 814-00866) filed on April 27, 2018)
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

68

SIGNATURES

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

Date: August 7, 2018 By/s/ Theodore L. Koenig
Theodore L. Koenig
Chairman, Chief Executive Officer and Director
(Principal Executive Officer)
Monroe Capital Corporation

Date: August 7, 2018 By/s/ Aaron D. Peck
Aaron D. Peck
Chief Financial Officer, Chief Investment Officer and Director
(Principal Financial and Accounting Officer)
Monroe Capital Corporation