

PENNANTPARK INVESTMENT CORP  
Form 10-K  
November 18, 2010  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2010

OR

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

COMMISSION FILE NUMBER: 814-00736

**PENNANTPARK INVESTMENT CORPORATION**

(Exact name of registrant as specified in its charter)

**MARYLAND**  
(State or other jurisdiction of  
incorporation or organization)

590 Madison Avenue,  
15<sup>th</sup> Floor New York, N.Y.

20-8250744  
(I.R.S. Employer  
Identification No.)

10022

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (212)-905-1000

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

| Title of Each Class                       | Name of Each Exchange on Which Registered |
|---|---|
| Common Stock, par value \$0.001 per share | The NASDAQ Global Select Market           |

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No .

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No .

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

The aggregate market value of common stock held by non-affiliates of the Registrant on September 30, 2010 based on the closing price on that date of \$10.61 on the NASDAQ Global Select Market was approximately \$375.0 million. For the purposes of calculating this amount only, all directors and executive officers of the Registrant have been treated as affiliates. There were 36,223,950 shares of the Registrant's common stock outstanding as of November 17, 2010.

Documents Incorporated by Reference: Portions of the Registrant's Proxy Statement relating to the Registrant's 2011 Annual Meeting of Stockholders to be filed not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K are incorporated by reference into Part III of this Report.

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**PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES**

**FORM 10-K**

**FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2010**

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**PART I**

*In this annual report on Form 10-K, except where the context suggests otherwise, the terms we, us, our and PennantPark Investment refer to PennantPark Investment Corporation; SBIC LP and our SBIC refer to our wholly owned, consolidated Small Business Investment Company ( SBIC ) subsidiary, PennantPark SBIC LP; PennantPark Investment Advisers or the Investment Adviser refers to PennantPark Investment Advisers, LLC; PennantPark Investment Administration or the Administrator refers to PennantPark Investment Administration, LLC. References to our portfolio and investments include investments we make through our consolidated SBIC subsidiary. Some of the statements in this annual report constitute forward-looking statements, which apply to both us and our consolidated SBIC subsidiary and relate to future events, future performance or financial condition. The forward-looking statements involve risks and uncertainties for both us and our consolidated SBIC subsidiary and actual results could differ materially from those projected in the forward-looking statements for any reason, including those factors discussed in Risk Factors and elsewhere in this report (the Report ).*

**Item 1. Business**

***General Business of PennantPark Investment Corporation***

PennantPark Investment Corporation is a business development company whose objectives are to generate both current income and capital appreciation through debt and equity investments primarily in U.S. middle-market companies in the form of senior secured loans, mezzanine debt and equity investments.

We believe the middle-market offers attractive risk-reward to investors due to the limited amount of capital available for such companies. PennantPark Investment seeks to create a diversified portfolio that includes senior secured loans, mezzanine debt and equity investments by investing approximately \$10 to \$50 million of capital, on average, in the securities of middle-market companies. We use the term middle-market to refer to companies with annual revenues between \$50 million and \$1 billion. We expect this investment size to vary proportionately with the size of our capital base. The companies in which we invest are typically highly leveraged, and, in most cases, are not rated by national rating 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. In addition, we expect our debt investments to generally range in maturity from three to ten years.

Our investment activity depends on many factors, including the amount of debt and equity capital available to middle-market companies, the level of merger and acquisition activity for such companies, the general economic environment and the competitive environment for the types of investments we make. The turmoil in the credit markets has adversely affected each of these factors and has resulted in a broad-based reduction in the demand for, and valuation of, middle-market debt instruments. These conditions may present us with attractive investment opportunities, as we believe that there are many middle-market companies that need senior secured and mezzanine debt financing. We have used, and expect to continue to use, our credit facility, the Small Business Administration ( SBA ) debentures, proceeds from the rotation of our portfolio and proceeds from public and private offerings of securities to finance our investment objectives.

For the fiscal year ended September 30, 2010, we purchased \$309.5 million of investments issued by 17 new and 12 existing portfolio companies with an overall weighted average yield of 14.9% on debt investments. This compares to purchasing \$112.7 million in 11 new and 8 existing portfolio companies with an overall average yield of 14.5% on debt investments during the fiscal year ended September 30, 2009 and purchases of \$206.8 million of investments, issued by 14 new and 2 existing portfolio companies with an overall average yield of 13.8% on debt investments for the fiscal year ended September 30, 2008.

For the fiscal year ended September 30, 2010, sales and repayments generated proceeds of \$145.2 million. This compares to sales and repayments that generated proceeds for the fiscal years ended September 30, 2009 and 2008, respectively, of \$28.0 and \$70.1 million.

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As of September 30, 2010, our portfolio totaled \$664.7 million and consisted of \$234.6 million of senior secured loans, \$156.7 million of second lien secured debt, \$223.9 million of subordinated debt and \$49.5 million of preferred and common equity investments. Our portfolio consisted of 75% fixed-rate (including 26% with a London Interbank Offering ( LIBOR ) or prime floor) and 25% variable-rate investments. Overall, the portfolio had an unrealized appreciation of \$8.0 million. Our overall portfolio consisted of 43 companies with an average investment size of \$15.5 million, a weighted average yield on debt investments of 12.7%, and was invested 35% in senior secured loans, 24% in second lien secured debt, 34% in subordinated debt and 7% in preferred and common equity investments.

As of September 30, 2009, our portfolio totaled \$469.8 million and consisted of \$150.6 million of senior secured loans, \$134.4 million of second lien secured debt, \$157.1 million of subordinated debt and \$27.7 million of preferred and common equity investments. Our portfolio consisted of 53% fixed-rate (including 13% with a LIBOR or prime floor) and 47% variable-rate investments. Overall, the portfolio had an unrealized depreciation of \$27.5 million. Our overall portfolio consisted of 42 companies with an average investment size of \$11.2 million, a weighted average yield on debt investments of 11.4%, and was invested 32% in senior secured loans, 29% in second lien secured debt, 33% in subordinated debt and 6% in preferred and common equity investments.

***Organization and Structure of PennantPark Investment Corporation***

PennantPark Investment Corporation, a Maryland corporation organized on January 11, 2007, is a closed-end, externally managed, non-diversified investment company that has elected to be treated as a business development company under the Investment Company Act of 1940 (the 1940 Act ). In addition, for tax purposes we have elected to be treated as a regulated investment company ( RIC ), under the Internal Revenue Code of 1986, as amended (the Code ).

Our wholly owned SBIC subsidiary, PennantPark SBIC LP, was organized as a Delaware limited partnership on May 7, 2010 and received a license from the SBA to operate as an SBIC under Section 301(c) of the Small Business Investment Act of 1958 (the 1958 Act ) on July 30, 2010. Our SBIC s objective is to generate both current income and capital appreciation through debt and equity investments. SBIC LP, generally, invests with us in SBA eligible businesses that meet the investment criteria used by PennantPark Investment.

***Our Investment Adviser and Administrator***

We utilize the investing experience and contacts of PennantPark Investment Advisers in developing an attractive and diversified portfolio. The senior investment professionals of the Investment Adviser have worked together for many years, and average over 20 years of experience in the mezzanine lending, leveraged finance, distressed debt and private equity businesses. In addition, our senior investment professionals have been involved in originating, structuring, negotiating, managing and monitoring investments in each of these businesses across market cycles. We believe this experience and history has resulted in a strong reputation with financial sponsors, management teams, investment bankers, attorneys and accountants, which provides us with access to substantial investment opportunities across the capital markets. Our Investment Adviser has a rigorous investment approach, which is based upon intensive financial analysis with a focus on capital preservation, diversification and active management. Since our inception in 2007, we have raised nearly \$800 million in debt and equity capital, and have invested over \$1 billion in 96 companies and 48 different financial sponsors.

Our Administrator has experienced professionals with substantial backgrounds in finance and administration of registered investment companies. In addition to furnishing us with clerical, bookkeeping and record keeping services, the Administrator also oversees our financial records as well as the preparation of our reports to stockholders and reports filed with the SEC and the SBA. The Administrator oversees the determination and publication of our net asset value, oversees the preparation and filing of our tax returns, monitors the payment of our expenses as well as the performance of administrative and professional services rendered to us by others. Furthermore, our Administrator provides, on our behalf, managerial assistance to those portfolio companies to which we are required to offer such assistance. See Risk Factors Risks Related to our Business and Structure.

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### ***Market Opportunity***

We believe that the limited amount of capital available to the middle-market companies, coupled with the desire of these companies for flexible sources of capital, creates an attractive investment environment for PennantPark Investment.

**We believe middle-market companies have faced increasing difficulty in raising debt through the capital markets.** While many middle-market companies were formerly able to raise funds by issuing high-yield bonds, we believe this approach to financing has become more difficult as institutional investors have sought to invest in larger, more liquid offerings. We believe this has made it harder for middle-market companies to raise funds by issuing high-yield debt securities.

**We believe middle-market companies have faced difficulty raising debt in private markets.** Banks, finance companies, hedge funds and collateralized loan obligation ( CLO ) funds have withdrawn capital from the middle-market resulting in opportunities for alternative funding sources.

**We believe that the current credit market dislocation for middle-market companies improves the risk-adjusted returns of our investments.** In the current credit environment, market participants have reduced lending to middle-market and non-investment grade borrowers. As a result, there is less competition in our market, more conservative capital structures, higher yields and stronger covenants.

**We believe there is a large pool of uninvested private equity capital likely to seek to combine their capital with sources of debt capital to complete private investments.** We expect that private equity firms will continue to be active investors in middle-market companies. These private equity funds generally seek to leverage their investments by combining their capital with senior secured loans and/or mezzanine debt provided by other sources, and we believe that our capital is well-positioned to partner with such equity investors. We expect such activity to be funded by the substantial amounts of private equity capital that have been raised in recent years.

**We believe there is substantial supply of opportunities resulting from refinancing.** A high volume of financings were completed between the years 2004 and 2007, which will come due in the next few years. This supply of opportunities coupled with a lack of demand offers attractive risk-adjusted returns to investors.

### ***Competitive Advantages***

We believe that we have the following competitive advantages over other capital providers in middle-market companies:

#### ***Experienced Management Team***

The senior professionals of the Investment Adviser have worked together for many years and average over 20 years of experience in mezzanine lending, leveraged finance, distressed debt and private equity businesses. The senior professionals have been involved in originating, structuring, negotiating, managing and monitoring investments in each of these businesses across economic and market cycles. We believe this extensive experience and history has resulted in a strong reputation across the capital markets.

#### ***Disciplined Investment Approach with Strong Value Orientation***

We employ a disciplined approach in selecting investments that meet the long-standing, consistent value-oriented investment criteria employed by the Investment Adviser. Our value-oriented investment philosophy focuses on preserving capital and ensuring that our investments have an appropriate return profile in relation to risk. When market conditions make it difficult for us to invest according to our criteria, we are highly selective in deploying our capital. We believe our approach has and will continue to enable us to build an attractive investment portfolio that

meets our return and value criteria over the long-term.

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We believe it is critical to conduct extensive due diligence on investment targets. In evaluating new investments we, through our Investment Adviser, conduct a rigorous due diligence process that draws from our Investment Adviser's experience, industry expertise and network of contacts. Among other things, our due diligence is designed to ensure that each prospective portfolio company will be able to meet its debt service obligations. See Business Investment Selection Criteria.

In addition to engaging in extensive due diligence, our Investment Adviser seeks to reduce risk by focusing on businesses with:

strong competitive positions;

positive cash flow that is steady and stable;

experienced management teams with strong track records;

potential for growth and viable exit strategies; and

capital structures offering appropriate risk-adjusted terms and covenants.

### ***Ability to Source and Evaluate Transactions through our Investment Adviser's Research Capability and Established Network***

The management team of the Investment Adviser has long-term relationships with financial sponsors, management consultants and management teams that we believe enable us to evaluate investment opportunities effectively in numerous industries, as well as provide us access to substantial information concerning those industries. We identify potential investments both through active origination and through dialogue with numerous financial sponsors, management teams, members of the financial community and corporate partners with whom the professionals of our Investment Adviser have long-term relationships.

### ***Flexible Transaction Structuring***

We are flexible in structuring investments and tailor investments to meet the needs of a company while also generating attractive risk-adjusted returns. We can invest in any part of a capital structure and our adviser has extensive experience in a wide variety of securities for leveraged companies throughout economic and market cycles.

Our Investment Adviser seeks to minimize the risk of capital loss without foregoing potential for capital appreciation. In making investment decisions, we seek to invest in companies that we believe can generate positive risk-adjusted returns.

We believe that the in-depth coverage and experience of our Investment Adviser will enable us to invest throughout various stages of the economic and market cycles and to provide us with ongoing market insights in addition to a significant investment sourcing engine.

### ***Longer Investment Horizon with Attractive Publicly Traded Model***

Unlike private equity and venture capital funds, we are not subject to standard periodic capital return requirements. Such requirements typically stipulate that funds raised by a private equity or venture capital fund, together with any capital gains on such invested funds, can only be invested once and must be returned to investors after a pre-agreed time period. We believe that our flexibility to make investments with a long-term view and without the capital return requirements of traditional private investment vehicles enables us to generate attractive returns on invested capital and to be a better long-term partner for our portfolio companies.

### ***Competition***



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Our primary competitors provide financing to middle-market companies and include other business development companies, commercial and investment banks, commercial finance companies and, to the extent

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they provide an alternative form of financing, private equity funds. Additionally, alternative investment vehicles, such as hedge funds, frequently invest in middle-market companies. As a result, competition for investment opportunities at middle-market companies can be intense. However, we believe that there has been a reduction in the amount of debt capital available since the downturn in the credit markets, which began in mid-2007. We believe this has resulted in a less competitive environment for making new investments.

Many of our competitors are substantially larger and have considerably greater financial, technical and marketing resources than we do. For example, we believe some competitors have a lower cost of funds and access to funding sources that are not available to us. In addition, some of our competitors have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships than us. Furthermore, many of our competitors are not subject to the regulatory restrictions that the 1940 Act imposes on us as a business development company.

For additional information concerning the competitive risks we face, please see [Risk Factors](#) [Risks Relating to our Business and Structure](#). We operate in a highly competitive market for investment opportunities.

### ***Leverage***

We maintain a five-year, multi-currency \$300.0 million senior secured credit facility (the [credit facility](#)), which matures on June 25, 2012, and is secured by substantially all of our investment portfolio assets (excluding the assets of SBIC LP) with a group of lenders, under which we had \$233.1 million (including a \$5.2 million temporary draw) and \$225.1 million (including a \$7.0 million temporary draw) of indebtedness outstanding at September 30, 2010 and 2009, respectively. Pricing of borrowings under our credit facility is set at 100 basis points over LIBOR. We believe that our capital resources will provide us with the flexibility to take advantage of market opportunities when they arise. In addition, any future additional debt capital we incur, to the extent it is available under current credit market conditions, may be issued at a higher cost and on less favorable terms and conditions than our current credit facility.

On August 5, 2010, SBIC LP received a debenture commitment from the SBA in the amount of \$33.5 million. SBA debentures offer competitive terms such as being non-recourse to us, having a 10-year maturity, requiring semi-annual interest payments, no required principal payments prior to maturity and may be prepaid at any time without penalty. The SBA debentures are secured by all the investment portfolio assets of SBIC LP and have a superior claim over such assets. As of September 30, 2010, SBIC LP had \$14.5 million (including \$14.0 million of temporary financing resetting in March 2011) of outstanding SBA debentures. See [Regulation](#) for more information.

### ***Investment Policy Overview***

PennantPark Investment, generally with our SBIC, seeks to create a diversified portfolio that includes senior secured loans, mezzanine debt and equity by targeting an investment size of \$10 to \$50 million in securities of middle-market companies. We expect this investment size to vary proportionately with the size of our capital base. The companies in which we invest are typically highly leveraged, and, in most cases, are not rated by national rating 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. In addition, we expect our debt investments to range in maturity from three to ten years.

Over time, we expect that our portfolio will continue to consist primarily of senior secured loans, mezzanine debt and, to a lesser extent, equity investments in qualifying assets such as private or thinly traded or small market-cap, public middle-market U.S. companies. In addition, we may invest up to 30% of our portfolio in non-qualifying assets. See [Regulation](#) [Qualifying Assets](#). These investments may include investments in public companies whose securities are not thinly traded or do not have a market capitalization of less than \$250 million, securities of middle-market companies located outside of the United States and investment companies as defined in the 1940 Act. Moreover, we may acquire investments in the secondary market. See [Investment Policy Overview](#) [Investment selection criteria](#).

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Our board of directors has the authority to modify or waive certain of our operating policies and strategies without prior notice and without stockholder approval (except as required by the 1940 Act). However, absent stockholder approval, we may not change the nature of our business so as to cease to be, or withdraw our election as, a business development company. We cannot predict the effect any changes to our current operating policies and strategies would have on our business, operating results and value of our stock. Nevertheless, the effects may adversely affect our business and impact our ability to make distributions.

### ***Senior Secured Debt***

Structurally, senior secured debt (which we define to include first lien debt) ranks senior in priority of payment to mezzanine debt and equity, and benefits from a senior collateral interest in the assets of the borrower. As such, other creditors rank junior to our investments in these securities in the event of insolvency. Due to its lower risk profile and often more restrictive covenants as compared to mezzanine debt, senior secured debt generally earns a lower return than mezzanine debt. In some cases senior secured lenders receive opportunities to invest directly in the equity securities of borrowers and from time to time may also receive warrants to purchase equity securities. We evaluate these investment opportunities on a case-by-case basis.

### ***Mezzanine Debt***

Structurally, mezzanine debt (which we define to include second lien secured debt and subordinated debt) usually ranks subordinate in priority of payment to senior secured loans. Our second lien secured debt is subordinated debt that benefits from a collateral interest in the borrower. As such, other creditors may rank senior to us in the event of insolvency. However, mezzanine debt ranks senior to common and preferred equity in a borrower's capital structures. Due to its higher risk profile and often less restrictive covenants as compared to senior secured loans, mezzanine debt generally earns a higher return than senior secured loans. In many cases mezzanine investors receive opportunities to invest directly in the equity investments of borrowers and from time to time may also receive warrants to purchase equity investments. We evaluate these investment opportunities on a case-by-case basis.

### ***Operating and Regulatory Structure***

Our investment activities are managed by PennantPark Investment Advisers. Under our Investment Management Agreement, we have agreed to pay our Investment Adviser an annual base management fee based on our average adjusted gross total assets as well as an incentive fee based on our investment performance. See [Business Investment Management Agreement](#) for more information.

We have also entered into an Administration Agreement with the Administrator. Under our Administration Agreement, we have agreed to reimburse the Administrator for our allocable portion of overhead and other expenses incurred by the Administrator in performing its obligations under our Administration Agreement, including rent and our allocable portion of the costs of compensation and related expenses of our chief compliance officer, chief financial officer and their respective staffs. See [Business Administration Agreement](#) for more information.

If any of our contractual obligations discussed above is terminated, our costs under new agreements that we enter into may increase. In addition, we will likely incur significant time and expense in locating alternative parties to provide the services we expect to receive under our Investment Management Agreement and our Administration Agreement. Any new Investment Management Agreement would also be subject to approval by our stockholders. Our activities are supervised by our board of directors, a majority of whom are independent of us and our Investment Adviser.

As a business development company, we are required to comply with certain regulatory requirements. Also, while we are permitted to finance investments using debt, our ability to use debt is limited in certain significant respects. We have elected to be treated for federal income tax purposes under the Code as a RIC. See [Regulation](#) for more information.

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Our wholly owned subsidiary, SBIC LP, received a license from the SBA to operate as an SBIC under Section 301(c) of the 1958 Act and is regulated by the SBA. We serve as the investment adviser and administrator to SBIC LP. As an SBIC, the SBA regulates, among other matters, SBIC LP's investing activities. See Regulation for more information.

### ***Information Available***

Our address is 590 Madison Avenue, 15th Floor, New York, NY 10022. Our phone number is (212) 905-1000 and our internet address is [www.pennantpark.com](http://www.pennantpark.com). We make available, free of charge, on our website our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports as soon as reasonably practicable after we electronically file such material with, or furnish it to, the U.S. Securities and Exchange Commission (the SEC). Information contained on our website is not incorporated by reference into this annual report on Form 10-K, and you should not consider information contained on our website to be part of this annual report on Form 10-K or any other report we file with the SEC.

### ***Our Consolidated Portfolio***

Our principal investment focus is to provide senior secured loans and mezzanine debt to U.S. middle-market companies in a variety of industries. We generally seek to target companies that generate positive cash flows from the broad variety of industries in which our Investment Adviser has direct expertise. Since inception we have invested in approximately 32 industries. We may invest in other industries if we are presented with attractive opportunities. The following is a list of the industries in which we have invested:

Aerospace and Defense

Auto Sector

Broadcasting and Entertainment

Business Services

Buildings and Real Estate

Cable Television

Cargo Transportation

Chemicals, Plastics and Rubber

Communications

Consumer Products

Containers Packaging & Glass

Distribution

Diversified/Conglomerate Services

Diversified/Conglomerate Manufacturing

Education

Energy / Utilities

Environmental Services

Financial Services

Grocery

Healthcare, Education and Childcare

Home & Office Furnishings, Housewares & Durable Consumer Products

Hotels, Motels, Inns and Gaming

Insurance

Leisure, Amusement, Motion Picture, Entertainment

Logistics

Manufacturing / Basic Industries

Media

Oil and Gas

Other Media

Printing and Publishing

Telecommunications

Retail Store

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Listed below are our top ten portfolio companies and industries represented as a percentage of our consolidated portfolio assets (excluding cash equivalents) as of:

| <b>Portfolio Company</b>            | <b>September 30,<br/>2010</b> | <b>Portfolio Company</b>                       | <b>September 30,<br/>2009</b> |
|-------------------------------------|-------------------------------|--|-------------------------------|
| Learning Care Group, Inc.           | 5%                            | CT Technologies                                | 6%                            |
| Veritext Corporation                | 5%                            | i2 Holdings, Ltd.                              | 6%                            |
| CT Technologies                     | 4%                            | UP Acquisition Sub Inc.                        | 6%                            |
| Da-Lite Screen Company, Inc.        | 4%                            | Affinion Group Holding, Inc.                   | 5%                            |
| i2 Holdings, Ltd.                   | 4%                            | Brand Energy and Infrastructure Services, Inc. | 5%                            |
| Instant Web, Inc.                   | 4%                            | Saint Acquisition Corp.                        | 5%                            |
| Saint Acquisition Corp.             | 4%                            | Specialized Technology Resources, Inc.         | 5%                            |
| Sugarhouse HSP Gaming Properties    | 4%                            | Trizetto Group, Inc.                           | 5%                            |
| Three Rivers Pharmaceutical, L.L.C. | 4%                            | IDQ Holdings, Inc.                             | 4%                            |
| Trizetto Group, Inc.                | 4%                            | Lyondell Chemical Co.                          | 4%                            |

| <b>Industry</b>   | <b>September 30,<br/>2010</b> | <b>Industry</b>                     | <b>September 30,<br/>2009</b> |
|---|-------------------------------|-------------------------------------|-------------------------------|
| Business Services   | 15%                           | Chemicals, Plastics and Rubber      | 9%                            |
| Healthcare, Education and Childcare                                   | 8%                            | Aerospace and Defense               | 8%                            |
| Hotels, Motels, Inns and Gaming                                       | 7%                            | Business Services                   | 7%                            |
| Aerospace and Defense   | 6%                            | Healthcare, Education and Childcare | 7%                            |
| Chemicals, Plastics and Rubber  | 6%                            | Hotels, Motels, Inns and Gaming     | 7%                            |
| Home and Office Furnishings, Housewares and Durable Consumer Products | 6%                            | Oil and Gas                         | 6%                            |
| Education   | 5%                            | Consumer Products                   | 5%                            |
| Insurance   | 4%                            | Energy/Utilities                    | 5%                            |
| Oil and Gas   | 4%                            | Insurance                           | 5%                            |
| Transportation  | 4%                            | Transportation                      | 5%                            |

We may invest, to the extent permitted by law, in the securities and instruments of other investment companies and companies that would be investment companies but are excluded from the definition of an investment company provided in Section 3(c) of the 1940 Act. We may also co-invest in the future on a concurrent basis with affiliates of PennantPark Investment, subject to compliance with applicable regulations and our trade allocation procedures. Some types of negotiated co-investments may be made only if we receive an order from the SEC permitting us to do so. There can be no assurance that any such order will be obtained.

On September 30, 2010, our portfolio consisted of 43 companies and was invested 35% in senior secured loans, 24% in second lien secured debt, 34% in subordinated debt, and 7% in preferred and common equity investments.

**Investment Selection Criteria**

We are committed to a value oriented philosophy used by the investment professionals who manage our portfolio and seek to minimize the risk of capital loss without foregoing potential for capital appreciation. Our SBIC subsidiary will invest in SBA eligible investments that otherwise meet the same investment criteria used by PennantPark Investment.

We have identified several criteria, discussed below, that we believe are important in identifying and investing in prospective portfolio companies. These criteria provide general guidelines for our investment decisions. However, we caution that not all of these criteria will be met by each prospective portfolio company in which we choose to invest.

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Generally, we seek to use our experience and access to market information to identify investment candidates and to structure investments quickly and effectively.

### ***Value orientation and positive cash flow***

Our investment philosophy places a premium on fundamental analysis and has a distinct value orientation. We focus on companies in which we can invest at relatively low multiples of operating cash flow and that are profitable at the time of investment on an operating cash flow basis. Typically, we do not expect to invest in start-up companies or companies having speculative business plans.

### ***Experienced management and established financial sponsor relationship***

We generally require that our portfolio companies have an experienced management team. We also require the portfolio companies to have proper incentives in place to induce management to succeed and to act in concert with our interests as investors, including having equity interests. In addition, we focus our investments in companies backed by strong financial sponsors that have a history of creating value and with whom members of our Investment Adviser have an established relationship.

### ***Strong and defensible competitive market position***

We seek to invest in target companies that have developed leading market positions within their respective markets and are well positioned to capitalize on growth opportunities. We also seek companies that demonstrate significant competitive advantages versus their competitors, which should help to protect their market position and profitability.

### ***Viable exit strategy***

We seek to invest in companies that we believe will provide a steady stream of cash flow to repay our loans and reinvest in their respective businesses. We expect that such internally generated cash flow, leading to the payment of interest on, and the repayment of the principal of, our investments in portfolio companies to be a key means by which we exit from our investments over time. In addition, we also seek to invest in companies whose business models and expected future cash flows offer attractive exit possibilities. These companies include candidates for strategic acquisition by other industry participants and companies that may repay our investments through an initial public offering of common stock or other capital market transaction.

### ***Due diligence***

We believe it is critical to conduct extensive due diligence on investment targets and in evaluating new investments. Our Investment Adviser conducts a rigorous due diligence process that is applied to prospective portfolio companies and draws from our Investment Adviser's experience, industry expertise and network of contacts. In conducting due diligence, our Investment Adviser uses information provided by companies, financial sponsors and publicly available information as well as information from relationships with former and current management teams, consultants, competitors and investment bankers.

Our due diligence typically includes:

review of historical and prospective financial information;

on-site visits;

interviews with management, employees, customers and vendors of the potential portfolio company;



review of loan documents;

background checks; and

research relating to the company's management, industry, markets, products and services and competitors.

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Upon the completion of due diligence and a decision to proceed with an investment in a company, the team leading the investment presents the investment opportunity to our Investment Adviser's investment committee. This committee determines whether to pursue the potential investment. All new investments are required to be reviewed by the investment committee of our Investment Adviser. The members of the investment committee receive no compensation from us. These members are employees of our Investment Adviser and receive compensation from our Investment Adviser.

Additional due diligence with respect to any investment may be conducted on our behalf by attorneys and independent auditors prior to the closing of the investment, as well as other outside advisers, as appropriate.

### *Investment structure*

Once we determine that a prospective portfolio company is suitable for investment, we work with the management of that company and its other capital providers, including senior, junior and equity capital providers, to structure an investment. We negotiate among these parties to agree on how our investment is structured relative to the other capital in the portfolio company's capital structure.

We expect our senior secured loans to have terms of three to ten years. We generally obtain security interests in the assets of our portfolio companies that will serve as collateral in support of the repayment of these loans. This collateral may take the form of first or second priority liens on the assets of a portfolio company.

Mezzanine debt may have interest-only payments in the early years, cash or payment-in-kind payments with amortization of principal deferred to the later years of the mezzanine debt. In some cases, we may enter into mezzanine debt that, by its terms, converts into equity or additional debt securities or defers payments of interest for the first few years after our investment. Also, in some cases our mezzanine debt may be collateralized by a subordinated lien on some or all of the assets of the borrower. Typically, our mezzanine debt has maturities of three to ten years.

In the case of our senior secured loan and mezzanine debt investments, we seek to tailor the terms of the investment to the facts and circumstances of the transaction and the prospective portfolio company, negotiating a structure that protects our rights and manages our risk while creating incentives for the portfolio company to achieve its business plan and improve its profitability. For example, in addition to seeking a senior position in the capital structure of our portfolio companies, we seek to limit the downside potential of our investments by:

requiring a total return on our investments (including both interest and potential equity appreciation) that compensates us for credit risk;

incorporating put rights and call protection into the investment structure; and

negotiating covenants in connection with our investments that afford our portfolio companies as much flexibility in managing their businesses as possible, consistent with preservation of our capital. Such restrictions may include affirmative and negative covenants, default penalties, lien protection, change of control provisions and board rights, including either observation or participation rights.

Our investments may include equity features, such as direct investments in the equity securities of borrowers or warrants or options to buy a minority interest in a portfolio company. Any warrants we may receive with our debt securities generally require only a nominal cost to exercise, so as a portfolio company appreciates in value, we may achieve additional investment return from these equity investments. We may structure the warrants to provide provisions protecting our rights as a minority-interest holder, as well as puts, or rights to sell such securities back to the company, upon the occurrence of specified events. In many cases, we may also obtain registration rights in connection with these equity investments, which may include demand and piggyback registration rights.

We expect to hold most of our investments to maturity or repayment, but may sell certain investments earlier if a liquidity event takes place, such as the sale or refinancing of a portfolio company. We also may turn over investments to better position the portfolio in light of market conditions.



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### *Ongoing relationships with portfolio companies*

#### *Monitoring*

The Investment Adviser monitors our portfolio companies on an ongoing basis. The Investment Adviser monitors the financial trends of each portfolio company to determine if they are meeting their respective business plans and to assess the appropriate course of action for each company.

The Investment Adviser has several methods of evaluating and monitoring the performance and fair value of our investments, which may include the following:

Assessment of success in adhering to portfolio company's business plan and compliance with covenants;

Periodic and regular contact with portfolio company management and, if appropriate, the financial or strategic sponsor, to discuss financial position, requirements and accomplishments;

Comparisons to other PennantPark Investment portfolio companies in the industry, if any;

Attendance at and participation in board meetings or presentations by portfolio companies; and

Review of monthly and quarterly financial statements and financial projections for portfolio companies.

#### *Valuation of Portfolio Investments*

Our investments generally consist of illiquid securities including debt and equity investments of middle-market companies. All of our investments are recorded using broker/dealers quotes or using fair value as determined in good faith by our board of directors in consultation with our independent third party valuation firms. Our board of directors generally uses market quotations to assess the value of our investments for which market quotations are readily available. We obtain these market values from independent pricing services or at the bid prices obtained from at least two brokers/dealers, if available, or by a principal market maker or a primary market dealer. If the board of directors has a bona fide reason to believe any such market quote does not reflect the fair value of an investment, it may independently value such investment by using the valuation procedure that it uses with respect to assets for which market quotations are not readily available. Debt and equity investments that are not publicly traded or whose market prices are not readily available are valued at fair value as determined in good faith by or under the direction of our board of directors. Such determination of fair values involves subjective judgments and estimates. Investments of sufficient credit quality purchased within 60 days of maturity are valued at cost plus accreted discount, or minus amortized premium, which approximates value. With respect to unquoted securities, our board of directors, in consultation with our independent third party valuation firms, values each investment considering, among other measures, discounted cash flow models, comparisons of financial ratios of peer companies that are public and other factors.

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



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

- (1) Our quarterly valuation process begins with each portfolio company or investment being initially valued by the investment professionals of the Investment Adviser responsible for the portfolio investment;
- (2) Preliminary valuation conclusions are then documented and discussed with the management of our Investment Adviser;
- (3) Our board of directors also engages independent valuation firms to conduct independent appraisals of our investments for which market quotations are not readily available or are readily available but deemed not reflective of the fair value of the investment. The independent valuation firms review preliminary management's valuations in light of their own independent assessment and also in light of any market quotations obtained from an independent pricing service, broker, dealer or market maker;
- (4) The audit committee of our board of directors reviews the preliminary valuations of the Investment Adviser and that of the independent valuation firms and responds and supplements the valuation recommendations of the independent valuation firms to reflect any comments; and
- (5) The board of directors discusses these valuations and determines the fair value of each investment in our portfolio in good faith based on the input of our Investment Adviser, the respective independent valuation firms and the audit committee.

The Financial Accounting Standards Board, or FASB, issued guidance related to Fair Value Measurements, or ASC 820, which clarifies the definition of fair value and requires companies to expand their disclosure about the use of fair value to measure assets and liabilities in interim and annual periods subsequent to initial recognition. Adoption of ASC 820 requires the use of 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. ASC 820 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. We adopted this statement on October 1, 2008. This adoption did not affect the PennantPark Investment's financial position or its results of operations for any period prior to October 1, 2008.

ASC 820 classifies the inputs used to measure these fair values into the following hierarchies:

Level 1: Inputs that are quoted prices (unadjusted) in active markets for identical assets or liabilities, accessible by PennantPark Investment at the measurement date.

Level 2: Inputs that are quoted prices for similar assets or liabilities in active markets, or that are quoted prices for identical or similar assets or liabilities in markets that are not active and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term, if applicable, of the financial instrument.

Level 3: Inputs that are unobservable for an asset or liability because they are based on PennantPark Investment's own assumptions about how market participants would price the asset or liability.

The inputs into the determination of fair value may require significant management judgment or estimation. Even if observable market data are available, such information may be the result of consensus pricing information or broker quotes which include a disclaimer that the broker would not be held to such a price in an actual transaction. The non-binding nature of consensus pricing and/or quotes accompanied by a disclaimer would result in classification as Level 3 information, assuming no additional corroborating evidence.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Substantially, all of our investments and long-term credit facility are classified as Level 3.



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Our investments are generally structured as debt and equity investments in the form of senior secured loans, mezzanine debt and equity co-investments. The transaction price, excluding transaction costs, is typically the best estimate of fair value at inception. When evidence supports a subsequent change to the carrying value from the original transaction price, adjustments are made to reflect the expected exit values. Ongoing reviews by our Investment Adviser and independent valuation firms are based on an assessment of each underlying investment, incorporating valuations that consider the evaluation of financing and sale transactions with third parties, expected cash flows and market-based information, including comparable transactions, and performance multiples, among other factors. These nonpublic investments are included in Level 3 of the fair value hierarchy.

### ***Managerial assistance***

We offer managerial assistance to our portfolio companies. As a business development company, we are required to make available such managerial assistance within the meaning of section 55 of the 1940 Act. See Regulation for more information.

### ***Staffing***

We do not currently have any employees. Our Investment Adviser and Administrator have hired and expect to continue to hire professionals with skills applicable to our business plan, including experience in middle-market investing, leveraged finance and capital markets.

### ***Investment Management Agreement***

PennantPark Investment has entered into an investment management agreement (the Investment Management Agreement) with the Investment Adviser under which the Investment Adviser, subject to the overall supervision of PennantPark Investment's board of directors, manages the day-to-day operations of and provides investment advisory services to, PennantPark Investment. PennantPark Investment, through the Investment Adviser, provides similar services to SBIC LP under its investment management agreement. Under the terms of our Investment Management Agreement, PennantPark Investment Advisers:

determines the composition of our portfolio, the nature and timing of the changes to our portfolio and the manner of implementing such changes;

identifies, evaluates and negotiates the structure of the investments we make (including performing due diligence on our prospective portfolio companies); and

closes and monitors the investments we make.

PennantPark Investment Advisers' services under our Investment Management Agreement are not exclusive, and it is free to furnish similar services, without the prior approval of our stockholders or our board of directors, to other entities so long as its services to us are not impaired. Our board of directors would monitor any potential conflicts that may arise upon such a development. For providing these services, the Investment Adviser receives a fee from PennantPark Investment, consisting of two components—a base management fee and an incentive fee (collectively, Management Fees).

### ***Investment Advisory Fees***

The base management fee is calculated at an annual rate of 2.00% of our gross assets (net of U.S. Treasury Bills and/or temporary draws on the credit facility or average adjusted gross assets, if any). Although the base management fee is 2.00% of our average adjusted gross assets, the Investment Adviser waived a portion of the base management fee such that the base management fee equaled 1.50% from the consummation of the initial public offering through September 30, 2007 and 1.75% from October 1, 2007 through March 31, 2008. Our base management fee has been 2.00% since March 31, 2008 and is payable in arrears. The base management fee is





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calculated based on the average value of our average adjusted gross total assets at the end of the two most recently completed calendar quarters, and appropriately adjusted for any share issuances or repurchases during the current calendar quarter. Base investment advisory fees for any partial month or quarter are appropriately prorated. For the fiscal years ended September 30, 2010, 2009 and 2008, the Investment Adviser earned base management fees, after fee waivers, if any, of \$11.6 million, \$7.7 million and \$6.7 million, respectively.

The incentive fee has two parts, as follows:

One part is calculated and payable quarterly in arrears based on our Pre-Incentive Fee Net Investment Income for the immediately preceding calendar quarter. For this purpose, Pre-Incentive Fee Net Investment Income means interest income, distribution income and any other income (including any other fees (other than fees for providing managerial assistance), such as commitment, origination, structuring, diligence and consulting fees or other fees that we receive from portfolio companies) accrued during the calendar quarter, minus our operating expenses for the quarter (including the base management fee, expenses payable under our Administration Agreement, and any interest expense and distributions paid on any issued and outstanding preferred stock, but excluding the incentive fee). Pre-Incentive Fee Net Investment Income includes, in the case of investments with a deferred interest feature (such as original issue discount, debt instruments with pay in kind interest and zero coupon securities), accrued income that we have not yet received in cash. Pre-Incentive Fee Net Investment Income does not include any realized capital gains, realized capital losses or unrealized capital appreciation or depreciation. Pre-Incentive Fee Net Investment Income, expressed as a rate of return on the value of our net assets at the end of the immediately preceding calendar quarter, will be compared to a Hurdle of 1.75% per quarter (7.00% annualized). We have agreed to pay PennantPark Investment Advisers an incentive fee with respect to our Pre-Incentive Fee Net Investment Income in each calendar quarter as follows: (1) no incentive fee in any calendar quarter in which PennantPark Investment's Pre-Incentive Fee Net Income does not exceed the hurdle rate of 1.75%, (2) 100% of our Pre-Incentive Fee Net Investment Income with respect to that portion of such Pre-Incentive Fee Net Investment Income, if any, that exceeds the Hurdle but is less than 2.1875% in any calendar quarter (8.75% annualized). We refer to this portion of our Pre-Incentive Fee Net Investment Income (which exceeds the Hurdle but is less than 2.1875%) as the catch-up. The catch-up is meant to provide our Investment Adviser with 20% of our Pre-Incentive Fee Net Investment Income as if a Hurdle did not apply if this net investment income exceeds 2.1875% in any calendar quarter, and (3) 20% of the amount of our Pre-Incentive Fee Net Investment Income, if any, that exceeds 2.1875% in any calendar quarter (8.75% annualized) is payable to our Investment Adviser (once the Hurdle is reached and the catch-up is achieved, 20% of all Pre-Incentive Fee Investment Income thereafter is allocated to our Investment Adviser). These calculations are appropriately prorated for any period of less than three months and adjusted for any share issuances or repurchases during the current quarter.

The following is a graphical representation of calculation of quarterly incentive fee based on Net Investment Income

***Pre-incentive fee net investment income***

*(expressed as a percentage of the value of net assets)*

**Percentage of pre-incentive fee net investment income**

**allocated to income-related portion of incentive fee**

The second part of the incentive fee is determined and payable in arrears as of the end of each calendar year (or upon termination of the investment advisory and management agreement, as of the termination date), commencing on December 31, 2007 and equals 20.0% of our realized capital gains, if any, on a cumulative basis

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from inception through the end of each calendar year, computed net of all realized capital losses and unrealized capital depreciation on a cumulative basis, less the aggregate amount of any previously paid capital gain incentive fees. For the fiscal years ended September 30, 2010, 2009 and 2008, the Investment Adviser earned \$8.0 million, \$5.7 million and \$3.8 million, respectively, in incentive fees.

**Examples of Quarterly Incentive Fee Calculation**

**Example 1: Income Related Portion of Incentive Fee (\*):**

**Alternative 1**

*Assumptions*

Investment income (including interest, distributions, fees, etc.) = 1.25%

Hurdle(1) = 1.75%

Base management fee(2) = 0.50%

Other expenses (legal, accounting, custodian, transfer agent, etc.)(3) = 0.20%

Pre-Incentive Fee Net Investment Income

(investment income (base management fee + other expenses)) = 0.55%

Pre-incentive net investment income does not exceed Hurdle; therefore there is no incentive fee.

**Alternative 2**

*Assumptions*

Investment income (including interest, distributions, fees, etc.) = 2.70%

Hurdle(1) = 1.75%

Base management fee(2) = 0.50%

Other expenses (legal, accounting, custodian, transfer agent, etc.)(3) = 0.20%

Pre-Incentive Fee Net Investment Income

(investment income (base management fee + other expenses)) = 2.00%

Incentive fee = 20% x Pre-Incentive Fee Net Investment Income, subject to catch-up  
 = 2.00% - 1.75%  
 = 0.25%  
 = 100% x 0.25%  
 = 0.25%

**Alternative 3**

*Assumptions*

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Investment income (including interest, distributions, fees, etc.) = 3.00%

Hurdle(1) = 1.75%

Base management fee(2) = 0.50%

Other expenses (legal, accounting, custodian, transfer agent, etc.)(3) = 0.20%

Pre-Incentive Fee Net Investment Income

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(investment income (base management fee + other expenses)) = 2.30%

Incentive fee = 20% x Pre-Incentive Fee Net Investment Income, subject to catch-up  
 Incentive fee = 100% x catch-up + (20% x (Pre-Incentive Fee Net Investment Income - 2.1875%))  
 Catch-up = 2.1875% - 1.75%  
 = 0.4375%  
 = (100% x 0.4375%) + (20% x (2.30% - 2.1875%))  
 = 0.4375% + (20% x 0.1125%)  
 = 0.4375% + 0.0225%  
 = 0.46%

**Example 2: Capital Gains Portion of Incentive Fee:**

*Assumptions*

Year 1 = no net realized capital gains or losses

Year 2 = 6% net realized capital gains and 1% realized capital losses and unrealized capital depreciation capital gain incentive fee = 20% x (realized capital gains for year computed net of all realized capital losses and unrealized capital depreciation at year end)

Year 1 incentive fee = 20% x (0)  
 = 0  
 = no incentive fee

Year 2 incentive fee = 20% x (6% - 1%)  
 = 20% x 5%  
 = 1%

(\*) The hypothetical amount of Pre-Incentive Fee Net Investment Income shown is based on a percentage of total net assets.

- (1) Represents 7.0% annualized Hurdle.
- (2) Represents 2.0% annualized base management fee. Although the management fee is 2.00% of our average adjusted gross total assets, the Investment Adviser agreed to waive a portion of the base management fee such that the base management fee equaled 1.50% from the consummation of the initial public offering through September 30, 2007, 1.75% from October 1, 2007 through March 31, 2008, and 2.00% thereafter.
- (3) Excludes organizational and offering expenses.

**Duration and Termination**

The Investment Management Agreement was re-approved by our board of directors, including a majority of our directors who are not interested persons of PennantPark Investment, in February 2010. Unless terminated earlier as described below, our Investment Management Agreement will continue in effect for a period of one year through February 2011. It will remain in effect if approved annually by our board of directors, or by the affirmative vote of the holders of a majority of our outstanding voting securities, including, in either case, approval by a majority of our directors who are not interested persons. The Investment Management Agreement will automatically terminate in the event of its assignment. The Investment Management Agreement may be terminated by either party without penalty upon not more than 60 days' written notice to the other. See Risk Factors-Risks relating to our business and structure We are dependent upon PennantPark Investment Advisers' key personnel for our future success, and if we are unable to hire and retain qualified personnel or if we lose any member of our management team, our ability to achieve our investment objectives could be significantly harmed.



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### ***Organization of the Investment Adviser***

PennantPark Investment Advisers is a registered investment adviser under the Advisers Act of 1940. The principal executive office of PennantPark Investment Advisers is located at 590 Madison Avenue, 15th Floor, New York, NY 10022.

### ***Administration Agreement***

Pursuant to the Administration Agreement, the Administrator furnishes us with office facilities, equipment and clerical, bookkeeping and record keeping services at such facilities. Under our Administration Agreement, the Administrator performs, or oversees the performance of, our required administrative services, which include, among other things, being responsible for the financial records which we are required to maintain and preparing reports to our stockholders and reports filed with the SEC. In addition, the Administrator assists us in determining and publishing our net asset value, oversees the preparation and filing of our tax returns and the printing and dissemination of reports to our stockholders, and generally oversees the payment of our expenses and the performance of administrative and professional services rendered to us by others. PennantPark Investment, through the Administrator, provides similar services to SBIC LP under its administration agreement. Payments under our Administration Agreement are equal to an amount based upon our allocable portion of the Administrator's overhead in performing its obligations under our Administration Agreement, including rent and our allocable portion of the cost of compensation and related expenses of our Chief Compliance Officer and Chief Financial Officer and their respective staffs. Under our Administration Agreement, the Administrator offers, on our behalf, managerial assistance to those portfolio companies to which we are required to offer such assistance. To the extent that our Administrator outsources any of its functions, we will pay the fees associated with such functions on a direct basis without profit to the Administrator. For the fiscal years ended September 30, 2010, 2009 and 2008, the Investment Adviser and Administrator were reimbursed \$2.1 million, \$1.7 million and \$2.0 million, respectively, from PennantPark Investment, including expenses it incurred on behalf of the Administrator for the services described above.

PennantPark Investment entered into an administration agreement with its controlled affiliate, SuttonPark Holdings, Inc. and its subsidiaries (SPH). Under the administration agreement with SPH, or the SPH Administration Agreement, PennantPark Investment through the Administrator furnishes SPH with office facilities, equipment and clerical, bookkeeping and record keeping services at such facilities. Additionally, the Administrator performs, or oversees the performance of, SPH's required administrative services, which include, among other things, maintaining financial records, preparing financial reports and filing tax returns. Payments under the SPH Administration Agreement are equal to an amount based upon SPH's allocable portion of the Administrator's overhead in performing its obligations under the SPH Administration Agreement, including rent and allocable portion of the cost of compensation and related expenses of our Chief Financial Officer and respective staff. For the fiscal year ended September 30, 2010, PennantPark Investment was reimbursed \$0.1 million, from SPH expenses it incurred on behalf of the Administrator for the services described above.

### ***Duration and Termination***

The Administration Agreement was re-approved by our board of directors, including a majority of our directors who are not interested persons of PennantPark Investment, in February 2010. Unless terminated earlier as described below, our Administration Agreement will continue in effect for a period of one year through February 2011. It will remain in effect if approved annually by our board of directors, or by the affirmative vote of the holders of a majority of our outstanding voting securities, including, in either case, approval by a majority of our directors who are not interested persons. The Administration Agreement will automatically terminate in the event of its assignment. The Administration Agreement may be terminated by either party without penalty upon not more than 60 days' written notice to the other.

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### ***Indemnification***

Our Investment Management Agreement and Administration Agreement provide that, absent willful misfeasance, bad faith or gross negligence in the performance of their duties or by reason of the reckless disregard of their duties and obligations, PennantPark Investment Advisers and PennantPark Investment Administration and their officers, manager, partners, agents, employees, controlling persons, members and any other person or entity affiliated with them are entitled to indemnification from PennantPark Investment for any damages, liabilities, costs and expenses (including reasonable attorneys' fees and amounts reasonably paid in settlement) arising from the rendering of PennantPark Investment Advisers and PennantPark Investment Administration's services under our Investment Management Agreement or Administration Agreement or otherwise as Investment Adviser or Administrator for PennantPark Investment.

### ***License Agreement***

We have entered into the License Agreement with PennantPark Investment Advisers pursuant to which PennantPark Investment Advisers has granted us a royalty-free, non-exclusive license to use the name PennantPark. Under this agreement, we have a right to use the PennantPark name, for so long as PennantPark Investment Advisers or one of its affiliates remains our Investment Adviser. Other than with respect to this limited license, we have no legal right to the PennantPark name.

## **REGULATION**

### ***Regulated Investment Company and Business Development Company Regulations***

We are a business development company under the 1940 Act, which has qualified and intends to continue to qualify to maintain an election to be treated as a RIC under Subchapter M of the Code. The 1940 Act contains prohibitions and restrictions relating to transactions between business development companies and their affiliates (including any investment advisers or sub-advisers), principal underwriters and affiliates of those affiliates or underwriters and requires that a majority of the directors be persons other than interested persons, as that term is defined in the 1940 Act. In addition, the 1940 Act provides that we may not change the nature of our business so as to cease to be, or to withdraw our election as, a business development company unless approved by a majority of our outstanding voting securities.

We may invest up to 100% of our assets in securities acquired directly from issuers in privately negotiated transactions. With respect to such securities, we may, for the purpose of public resale, be deemed an underwriter as that term is defined in the Securities Act. We may purchase or otherwise receive warrants to purchase the common stock of our portfolio companies in connection with acquisition financing or other investment. Similarly, in connection with an acquisition, we may acquire rights to require the issuers of acquired securities or their affiliates to repurchase them under certain circumstances. We also do not intend to acquire securities issued by any investment company that exceed the limits imposed by the 1940 Act. Under these limits, we generally cannot acquire more than 3% of the voting stock of any investment company, invest more than 5% of the value of our total assets in the securities of one investment company or invest more than 10% of the value of our total assets in the securities of more than one investment company. With regard to that portion of our portfolio invested in securities issued by investment companies, it should be noted that such investments might subject our stockholders to additional expenses. We may enter into hedging transactions to manage the risks associated with interest rate fluctuations. None of these policies are fundamental and may be changed without stockholder approval.



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### ***Qualifying Assets***

Under the 1940 Act, a business development company may not acquire any asset other than assets of the type listed in Section 55(a) of the 1940 Act, which are referred to as qualifying assets, unless, at the time the acquisition is made, qualifying assets represent at least 70% of the company's total assets. The principal categories of qualifying assets relevant to our business are the following:

- (1) Securities purchased in transactions not involving any public offering from the issuer of such securities, which issuer (subject to certain limited exceptions) is an eligible portfolio company, or from any person who is, or has been during the preceding 13 months, an affiliated person of an eligible portfolio company, or from any other person, subject to such rules as may be prescribed by the SEC. An eligible portfolio company is defined under the 1940 Act to include any issuer which:
  - (a) is organized under the laws of, and has its principal place of business in, the United States;
  - (b) is not an investment company (other than a small business investment company wholly owned by the business development company) or a company that would be an investment company but is excluded from the definition of an investment company by Section 3(c) of the 1940 Act; and
  - (c) does not have any class of securities listed on a national securities exchange; has any class of securities listed on a national securities exchange subject to a market capitalization maximum of \$250.0 million; or is controlled by us which has an affiliated person who is a director of such portfolio company.
- (2) Securities of any eligible portfolio company which we control.
- (3) Securities purchased in a private transaction from a U.S. operating company or from an affiliated person of the issuer, or in transactions incidental thereto, if such issuer is in bankruptcy and subject to reorganization or if the issuer, immediately prior to the purchase of its securities was unable to meet its obligations as they came due without material assistance other than conventional lending or financing arrangements.
- (4) Securities of an eligible portfolio company purchased from any person in a private transaction if there is no ready market for such securities and we already own 60% of the outstanding equity of the eligible portfolio company.
- (5) Securities received in exchange for or distributed on or with respect to securities described in (1) through (4) above, or pursuant to the exercise of warrants or rights relating to such securities.
- (6) Cash, cash equivalents, U.S. Government securities or high-quality debt securities maturing in one year or less from the time of investment.

In addition, a business development company must have been organized and have its principal place of business in the United States and must be operated for the purpose of making investments in the types of securities described in (1), (2) or (3) above.

### ***Managerial Assistance to Portfolio Companies***

## Edgar Filing: PENNANTPARK INVESTMENT CORP - Form 10-K

As a business development company, we are required to make available managerial assistance to our portfolio companies that constitute a qualifying asset within the meaning of Section 55 of the 1940 Act. However, if a business development company purchases securities in conjunction with one or more other persons acting together, one of the other persons in the group may make available such managerial assistance. Making available managerial assistance means any arrangement whereby the business development company, through its directors, officers or employees, offers to provide, and, if accepted, does provide, significant guidance and counsel concerning the management, operations or business objectives and policies of a portfolio company. Our Administrator may provide such assistance on our behalf to portfolio companies that request such assistance. Officers of our Investment Adviser and Administrator provide assistance to our controlled affiliate.

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### *Temporary Investments*

Pending investments in other types of qualifying assets, as described above, may consist of cash, cash equivalents, U.S. Government securities or high-quality debt securities maturing in one year or less from the time of investment, which we refer to, collectively, as temporary investments, so that 70% of our assets are qualifying assets. We may invest in U.S. Treasury bills or in repurchase agreements, provided that such agreements are fully collateralized by cash or securities issued by the U.S. Government or its agencies. A repurchase agreement involves the purchase by an investor, such as us, of a specified security and the simultaneous agreement by the seller to repurchase it at an agreed-upon future date and at a price which is greater than the purchase price by an amount that reflects an agreed-upon interest rate. There is no percentage restriction on the proportion of our assets that may be invested in such repurchase agreements. However, if more than 25% of our total assets constitute repurchase agreements from a single counterparty, we would not meet the Diversification Tests, as defined later in this report, in order to qualify as a RIC for federal income tax purposes. Thus, we do not intend to enter into repurchase agreements with a single counterparty in excess of this limit. Our Investment Adviser will monitor the creditworthiness of the counterparties with which we enter into repurchase agreement transactions.

### *Senior Securities*

We are permitted, under specified conditions, to issue multiple classes of indebtedness and one class of stock senior to our common stock if our asset coverage, as defined in the 1940 Act, is at least equal to 200% immediately after each such issuance. In addition, while any senior securities remain outstanding, we must make provisions to prohibit any distribution to our stockholders or the repurchase of such securities or shares unless we meet the applicable asset coverage ratios at the time of the distribution or repurchase. We may also borrow amounts up to 5% of the value of our total assets for temporary or emergency purposes without regard to asset coverage. For a discussion of the risks associated with leverage, see Risk Factors Risks relating to our business and structure Regulations governing our operation as a business development company will affect our ability to, and the way in which we, raise additional capital.

### *Proxy Voting Policies and Procedures*

We have delegated our proxy voting responsibility to our Investment Adviser. The Proxy Voting Policies and Procedures of our Investment Adviser are set forth below. The guidelines are reviewed periodically by our Investment Adviser and our non-interested directors, and, accordingly, are subject to change. For purposes of these Proxy Voting Policies and Procedures described below, we our and us refers to our Investment Adviser.

### *Introduction*

As an Investment Adviser registered under the Advisers Act, we have a fiduciary duty to act solely in the best interests of our clients. As part of this duty, we recognize that we must vote client securities in a timely manner free of conflicts of interest and in the best interests of our clients.

These policies and procedures for voting proxies for our investment advisory clients are intended to comply with Section 206 of, and Rule 206(4)-6 under, the Advisers Act.

### *Proxy Policies*

We vote proxies relating to our portfolio securities in what we perceive to be the best interest of our clients' stockholders. We review on a case-by-case basis each proposal submitted to a shareholder vote to determine its impact on the portfolio securities held by our clients. Although we will generally vote against proposals that may have a negative impact on our clients' portfolio securities, we may vote for such a proposal if there exists compelling long-term reasons to do so.

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Our proxy voting decisions are made by the senior officers who are responsible for monitoring each of our clients' investments. To ensure that our vote is not the product of a conflict of interest, we require that: (1) anyone involved in the decision making process disclose to our Chief Compliance Officer any potential conflict that he or she is aware of and any contact that he or she has had with any interested party regarding a proxy vote; and (2) employees involved in the decision making process or vote administration are prohibited from revealing how we intend to vote on a proposal in order to reduce any attempted influence from interested parties.

### *Proxy Voting Records*

You may obtain information about how we voted proxies by making a written request for proxy voting information to: Aviv Efrat, Chief Financial Officer and Treasurer, 590 Madison Avenue, 15th Floor, New York, New York 10022.

### *Joint Code of Ethics and Code of Conduct*

We and PennantPark Investment Advisers have each adopted joint code of ethics pursuant to Rule 17j-1 under the 1940 Act that establish procedures for personal investments and restricts certain personal securities transactions. Personnel subject to each code may invest in securities for their personal investment accounts, including securities that may be purchased or held by us, so long as such investments are made in accordance with the codes' requirements. Our joint code of ethics and code of conduct are available, free of charge, on our website at [www.pennantpark.com](http://www.pennantpark.com). You may read and copy the code of ethics at the SEC's Public Reference Room in Washington, D.C. You may obtain information on the operation of the Public Reference Room by calling the SEC at (202) 551-8090. In addition, the joint code of ethics is attached as an exhibit to this Report and is available on the EDGAR Database on the SEC's Internet site at [www.sec.gov](http://www.sec.gov). You may also obtain copies of our joint code of ethics, after paying a duplicating fee, by electronic request at the following email address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the SEC's Public Reference Section, 100 F Street, N.E., Washington, D.C. 20549.

### *Privacy and Protection Principles*

We are committed to maintaining the privacy of our stockholders and to safeguarding their non-public personal information. The following information is provided to help you understand what personal information we collect, how we protect that information and why, in certain cases, we may share information with select other parties.

Generally, we do not receive any non-public personal information relating to our stockholders, although certain non-public personal information of our stockholders may become available to us. We do not disclose any non-public personal information about our stockholders or former stockholders to anyone, except as permitted by law or as is necessary in order to service stockholder accounts (for example, to a transfer agent or third party Administrator).

We restrict access to non-public personal information about our stockholders to employees of our Investment Adviser and its affiliates with a legitimate business need for the information. We maintain physical, electronic and procedural safeguards designed to protect the non-public personal information of our stockholders.

Our privacy and protection policies are available, free of charge, on our website at [www.pennantpark.com](http://www.pennantpark.com). In addition, the privacy policy is available on the EDGAR Database on the SEC's Internet site at [www.sec.gov](http://www.sec.gov). You may also obtain copies of our privacy policy, after paying a duplicating fee, by electronic request at the following email address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the SEC's Public Reference Section, 100 F Street, N.E., Washington, D.C. 20549.

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### ***Other***

We may also be prohibited under the 1940 Act from knowingly participating in certain transactions with our affiliates without the prior approval of our board of independent directors and, in some cases, prior approval by the SEC.

We will be periodically examined by the SEC for compliance with the 1940 Act.

We are required by law to provide and maintain a bond issued by a reputable fidelity insurance company to protect us against larceny and embezzlement. Furthermore, as a business development company, we are prohibited from protecting any director or officer against any liability to PennantPark Investment or our stockholders arising from willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of such person's office.

We and PennantPark Investment Advisers have each adopted and implemented written policies and procedures reasonably designed to prevent violation of the federal securities laws. We review these policies and procedures annually for their adequacy and the effectiveness of their implementation, and we designate a chief compliance officer to be responsible for administering the policies and procedures.

### ***Sarbanes-Oxley Act of 2002***

The Sarbanes-Oxley Act of 2002 imposes several regulatory requirements on publicly held companies and their insiders. Many of these requirements affect us. For example:

pursuant to Rule 13a-14 of the Exchange Act, our Chief Executive Officer and Chief Financial Officer must certify the accuracy of the financial statements contained in our periodic reports;

pursuant to Item 307 of Regulation S-K, our periodic reports must disclose our conclusions about the effectiveness of our disclosure controls and procedures;

pursuant to Rule 13a-15 of the Exchange Act, our management must prepare an annual report regarding its assessment of our internal controls over financial reporting, which must be audited by our independent registered public accounting firm; and

pursuant to Item 308 of Regulation S-K and Rule 13a-15 of the 1934 Act, our periodic reports must disclose whether there were significant changes in our internal controls over financial reporting or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

The Sarbanes-Oxley Act requires us to review our current policies and procedures to determine whether we comply with the Sarbanes-Oxley Act and the regulations promulgated there-under. We continue to monitor our compliance with all regulations that are adopted under the Sarbanes-Oxley Act and continue to take actions necessary to ensure that we are in compliance with that act.

### ***Election to be Taxed as a RIC***

We have elected to be taxed, and intend to qualify annually to maintain our election to be taxed, as a RIC under Subchapter M of the Code. To maintain RIC tax benefits, we must, among other requirements, meet certain source-of-income and quarterly asset diversification requirements (as described below). We also must annually distribute dividends of at least 90% of the sum of our ordinary income and realized net short-term capital gains, if any, out of the assets legally available for distribution (the Annual Distribution Requirement). Although not required for us to maintain our RIC tax status, in order to preclude the imposition of a 4% nondeductible federal excise tax imposed on RICs, we may distribute during each calendar year an amount at least equal to the sum of (1) 98% of our ordinary income for the calendar year, (2) 98% of our realized net short-term capital gains for the



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one-year period ending on October 31 of the calendar year and (3) any ordinary income and net capital gains for preceding years that were not distributed during such years (the *Excise Tax Avoidance Requirement* ). In addition, although we may distribute realized net capital gains (i.e., net long-term capital gains in excess of short-term capital losses), if any, at least annually, out of the assets legally available for such distributions, we may decide to retain such net capital gains or ordinary income to provide us with additional liquidity.

In order to qualify as a RIC for federal income tax purposes, we must:

maintain an election to be treated as a business development company under the 1940 Act at all times during each taxable year;

derive in each taxable year at least 90% of our gross income from distributions, interest, payments with respect to certain securities loans, gains from the sale of stock or other securities, net income from certain qualified publicly traded partnerships or other income derived with respect to our business of investing in such stock or securities (the *90% Income Test* ); and

diversify our holdings so that at the end of each quarter of the taxable year:

at least 50% of the value of our assets consists of cash, cash equivalents, U.S. Government securities, securities of other RICs, and other securities if such other securities of any one issuer neither represents more than 5% of the value of our assets nor more than 10% of the outstanding voting securities of the issuer; and

no more than 25% of the value of our assets is invested in the securities, other than U.S. Government securities or securities of other RICs, of one issuer or of two or more issuers that are controlled, as determined under applicable tax rules, by us and that are engaged in the same or similar or related trades or businesses or in certain qualified publicly traded partnerships (the *Diversification Tests* ).

***Taxation as a RIC***

If we qualify as a RIC, and satisfy the Annual Distribution Requirement, then we will not be subject to federal income tax on the portion of our investment company taxable income and net capital gain (i.e., realized net long-term capital gains in excess of realized net short-term capital losses) we distribute to stockholders. We will be subject to U.S. federal income tax at the regular corporate rates on any income or capital gain not distributed (or deemed distributed) to our stockholders.

We may be required to recognize taxable income in circumstances in which we do not receive cash. For example, if we hold debt obligations that are treated under applicable tax rules as having original issue discount (such as debt instruments with pay in kind interest or, in certain cases, increasing interest rates or issued with warrants), we must include in income each year a portion of the original issue discount that accrues over the life of the obligation, regardless of whether cash representing such income is received by us in the same taxable year. Because any original issue discount accrued will be included in our investment company taxable income for the year of accrual, we may be required to make a distribution to our stockholders in order to satisfy the Annual Distribution Requirement, even though we will not have received any corresponding cash amount.

Gain or loss realized by us from warrants acquired by us as well as any loss attributable to the lapse of such warrants generally will be treated as capital gain or loss. Such gain or loss generally will be long-term or short-term, depending on how long we held a particular warrant.

Although we do not presently expect to do so, we are authorized to borrow funds and to sell assets in order to satisfy distribution requirements. However, under the 1940 Act, we are not permitted to make distributions to our stockholders while our debt obligations and other senior securities are outstanding unless certain *asset coverage* tests are met. Moreover, our ability to dispose of assets to meet our distribution requirements may be limited by (1) the illiquid nature of our portfolio and/or (2) other requirements relating to our status as a RIC,

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including the Diversification Tests. If we dispose of assets in order to meet the Annual Distribution Requirement or the Excise Tax Avoidance Requirement, we may make such dispositions at times that, from an investment standpoint, are not advantageous.

### ***Failure to Qualify as a RIC***

If we fail to satisfy the Annual Distribution Requirement or fail to qualify as a RIC in any taxable year, we will be subject to tax in that year on all of our taxable income, regardless of whether we make any distributions to our stockholders. In that case, all of our income will be subject to corporate-level federal income tax, reducing the amount available to be distributed to our stockholders. In contrast, assuming we qualify as a RIC, our corporate-level federal income tax should be substantially reduced or eliminated. See *Election to be Taxed as a RIC* above.

If we are unable to maintain our status as a RIC, we would be subject to tax on all of our taxable income at regular corporate rates. We would not be able to deduct distributions to stockholders, nor would they be required to be made. Distributions would generally be taxable to our stockholders as ordinary distribution income eligible for the 15% maximum rate to the extent of our current and accumulated earnings and profits. Subject to certain limitations under the Code, dividends paid by us to corporate distributees would be eligible for the dividends received deduction. Distributions in excess of our current and accumulated earnings and profits would be treated first as a return of capital to the extent of the stockholder's tax basis in our common stock, and any remaining distributions would be treated as a capital gain.

### ***Small Business Administration Regulations***

Our consolidated subsidiary, SBIC LP, is licensed under the SBA as a SBIC under Section 301(c) of the 1958 Act. SBIC LP received its license effective July 30, 2010 and its initial debenture commitment of \$33.5 million effective August 5, 2010.

SBICs are designed to stimulate the flow of capital to businesses that meet specified eligibility requirements discussed below. Under SBA regulations, SBIC LP is subject to regulatory requirements including making investments in SBA eligible businesses, investing at least 25% of regulatory capital in eligible smaller businesses, placing certain limitations on the financing terms of investments, prohibiting investing in certain industries, required capitalization thresholds, and is subject to periodic audits and examinations among other regulations. If SBIC LP subsidiary fails to comply with applicable SBA regulations, the SBA could, depending on the severity of the violation, limit or prohibit its use of debentures, declare outstanding debentures immediately due and payable, and/or limit SBIC LP from making new investments. In addition, the SBA can revoke or suspend a license for willful or repeated violation of, or willful or repeated failure to observe, any provision of the 1958 Act or any rule or regulation promulgated thereunder. These actions by the SBA would, in turn, negatively affect us because SBIC LP subsidiary is our wholly owned subsidiary.

### ***Eligible Small and Smaller Businesses***

Under present SBA regulations, eligible small business include businesses that (together with their affiliates) have tangible net worth not exceeding \$18.0 million and have average annual net income of \$6.0 million for the two most recent fiscal years. In addition, an SBIC must invest at least 25% of investments in smaller concerns. A smaller concern is a business that has tangible net worth not exceeding \$6.0 million and has average annual net income not exceeding \$2.0 million for the two most recent fiscal years or, as an alternative to the aforementioned requirement, meet the size requirements based on either the number of employees or gross revenue, which is based on the industry in which the smaller concern operates. Once an SBIC has invested in a company, it may continue to make follow-on investments in the company, regardless of the size of the business, up and until the time a business offers its securities in a public market.



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### *Financing Limitations, Terms and Changes in Control*

The SBA prohibits an SBIC from financing small businesses in certain industries such as re-lending, gambling, oil and gas exploration and other passive businesses. Additional SBA prohibitions include investing outside the United States, investing more than 20% of regulatory capital in one company and lending money to any officer, director or employee or to invest in any affiliate thereof. The SBA places certain limits on the financing terms of investments by SBICs in portfolio companies such as limiting the interest rate on debt securities and loans provided to portfolio companies of the SBIC. The SBA also limits fees, prepayment terms and other economic arrangements that are typically charged in lending arrangements.

The SBA also prohibits, without prior written approval, a change in control of an SBIC or transfers that would result in any person or group owning 10% or more of a class of capital stock (or its equivalent in the case of a partnership) of a licensed SBIC. A change of control is any event which would result in the transfer of power, direct or indirect, to direct management and policies of an SBIC, whether through ownership, contractual arrangements or otherwise.

### *Idle Funds Limitation*

The SBA limits an SBIC from investing idle funds to the following types of securities:

direct obligations of, or obligations guaranteed as to principal and interest by, the United States government, which mature 15 months from the date of the investment;

repurchase agreements with federally insured institutions with a maturity of seven days or less (and the securities underlying the repurchase obligations must be direct obligations of or guaranteed by the federal government);

certificates of deposit with a maturity of one year or less, issued by a federally insured institution; or

a deposit account in a federally insured institution that is subject to withdrawal restriction of one year or less;

### *SBA Leverage or Debentures*

SBA-guaranteed debentures are non-recourse to us, have a 10-year maturity, and may be prepaid at any time without penalty. The interest rate of SBA-guaranteed debentures is fixed at the time of issuance at a market-driven spread over 10-year U.S. Treasury Notes. Leverage through SBA-guaranteed debentures is subject to required capitalization thresholds. SBA current regulations limit the amount that SBIC LP may borrow to a maximum of \$150 million, which is up to twice its regulatory capital. This means that SBIC LP may access the maximum borrowing if it has \$75 million in regulatory capital, which generally equates to the amount of its equity capital paid-in. However, we have capitalized SBIC LP with a lesser amount.

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**Item 1A. Risk Factors**

*Before you invest in our securities, you should be aware of various risks, including those described below. You should carefully consider these risk factors, together with all of the other information included in this Form 10-K, before you decide whether to make an investment in our securities. The risks set out below are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results. If any of the following events occur, our business, financial condition and results of operations could be materially adversely affected. In such case, our net asset value and the trading price of our common stock could decline and you may lose all or part of your investment.*

**RISKS RELATING TO OUR BUSINESS AND STRUCTURE**

*Global capital markets could enter a period of severe disruption and instability. These market conditions have historically and could again have a materially adverse affect on debt and equity capital markets in the United States, which could have a negative impact on our business and operations.*

During the past three years, the U.S. capital markets have experienced a period of disruption characterized by the freezing of credit, a lack of liquidity in the debt capital markets, significant losses in the principal value of investments, the re-pricing of credit risk in the broadly syndicated credit market and the failure of major financial institutions. During this period of disruption, general economic conditions deteriorated with material and adverse consequences for the broader financial and credit markets, and the availability of debt and equity capital for the market as a whole, and financial services firms in particular, was reduced significantly. These conditions could and may reoccur for a prolonged period of time again or even materially worsen in the future. While current conditions have improved, we may have difficulty accessing debt and equity capital in order to grow. A return of severe disruption and instability in the global financial markets or deterioration in credit and financing conditions could have a material adverse effect on our business, financial condition and results of operations.

*Volatility or a prolonged disruption in the credit markets could materially damage our business.*

We are required to record our assets at fair value, as determined in good faith by our board of directors in accordance with our valuation policy. As a result, volatility in the capital markets may adversely affect our valuations and our net asset value, even if we intend to hold investments to maturity. Volatility or dislocation in the capital markets may depress our stock price below our net asset value per share and create a challenging environment in which to raise debt and equity capital. As a business development company, we are generally not able to issue additional shares of our common stock at a price less than net asset value without first obtaining approval for such issuance from our stockholders and our independent directors. Additionally, our ability to incur indebtedness is limited by applicable regulations such that our asset coverage under the 1940 Act must equal at least 200% of total indebtedness immediately after each time we incur indebtedness. Shrinking portfolio values negatively impact our ability to borrow additional funds under our credit facility because our net asset value is reduced for purposes of the 200% asset leverage test. If the fair value of our assets declines substantially, we may fail to maintain the asset coverage ratios stipulated by the 1940 Act, which could, in turn, cause us to lose our status as a business development company and materially impair our business operations. A protracted disruption in the credit markets could also materially decrease demand for our investments.

The significant disruption in the capital markets experienced in the past had and may in the future have a negative effect on the valuations of our investments, and on the potential for liquidity events involving our investments. The debt capital that will be available to us, if at all, may be at a higher cost and on less favorable terms and conditions in the future. A prolonged inability to raise capital will require us to reduce the volume of loans we originate and could have a material adverse impact on our business, financial condition or results of operations. This may also increase the probability that other structural risks negatively impact us. These situations may arise due to circumstances that we may be unable to control, such as a protracted disruption in the credit markets, a severe decline in the value of the U.S. dollar, a sharp economic downturn or an operational problem that affects third parties or us, and could materially damage our business.

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*Market developments may adversely affect our business and results of operations by reducing availability under our credit facility and SBIC LP's SBA debentures.*

In addition to the applicable asset coverage test that restricts our ability to borrow under our credit facility, the credit facility contains various covenants which, if not complied with, could accelerate repayment under the facility, thereby materially and adversely affecting our liquidity, financial condition and results of operations. Our borrowings under our credit facility are collateralized by the assets in our investment portfolio, excluding those portfolio investments held by SBIC LP. The agreements governing the credit facility require us to comply with certain financial and operational covenants. These covenants include:

A requirement to retain our status as a RIC;

A requirement to maintain a minimum amount of shareholder's equity; and

A requirement that our outstanding borrowings under the credit facility not exceed a certain percentage of the values of our portfolio companies.

In addition to the credit facility, SBIC LP has issued SBA debentures that require our SBIC to generate sufficient cash flow to make required interest payments. Further, SBIC LP must maintain a minimum capitalization that if impaired could materially and adversely affect our liquidity, financial condition and results of operations by accelerating repayment under the SBA debenture. Our borrowings under our SBA debentures are collateralized by the assets of SBIC LP.

Our continued compliance with these covenants depends on many factors, some of which are beyond our control. Material net asset devaluation in connection with additional borrowings could result in an inability to comply with our obligation to restrict the level of indebtedness that we are able to incur in relation to the value of our assets or to maintain a minimum level of shareholders' equity. This could have a material adverse effect on our operations, as it would trigger mandatory pre-payment obligations under the terms of the credit facility and SBA debentures.

*We rely in part on over-the-counter investments to provide us with adequate liquidity, but even these investments may face liquidity constraints under adverse market conditions.*

The market for other over-the-counter traded securities has weakened in the past as the viability of any over-the-counter secondary market depends on the continued willingness of dealers and other participants to purchase the investments. Such willingness to transact on investments has decreased under recent market conditions.

*PennantPark Investment incurs credit risk when it loans money or commits to loan money to a portfolio company.*

Our primary business exposes us to credit risk, and the quality of our portfolio will have a significant impact on our earnings. Credit risk is a component part of our fair valuation of our portfolio companies. Negative credit events will lead to a decrease in the fair value of our portfolio companies.

In addition, current market conditions have affected consumer confidence levels which may result in adverse changes in payment patterns. Increased delinquencies and default rates would impact our results of operations. Deterioration in the quality of our credit portfolio could have a material adverse effect on our capital, financial condition and results of operations.

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*Any unrealized losses we experience on our investment portfolio may be an indication of future realized losses, which could reduce our income available for distribution.*

As a business development company, we are required to carry our investments at market value or, if no market value is ascertainable or if market value does not reflect the fair value of such investment in the bona fide determination of our board of directors, then, at fair value as determined in good faith by or under the direction of our board of directors. Decreases in the market values or fair values of our investments will be recorded as unrealized depreciation. The fair value of our portfolio companies on the whole has increased over the past two fiscal years. Unrealized losses of any given portfolio company could be an indication of such company's inability in the future to meet its repayment obligations to us. If the fair value of our portfolio companies reflects future realized losses, this would ultimately result in reductions of our income available for distribution in future periods and could materially harm our results of operations.

*Our wholly owned SBIC subsidiary may be unable to make distributions to us that will enable us to meet or maintain RIC status.*

In order for us to continue to qualify for RIC tax treatment and to minimize corporate-level taxes, we will be required to distribute substantially all of our consolidated net ordinary income and net capital gain income, including income from our SBIC subsidiary. We will be partially dependent on our SBIC subsidiary for cash distributions to enable us to meet the RIC distribution requirements. Our SBIC subsidiary may be limited by the SBA regulations governing SBICs from making certain distributions to us that may be necessary to maintain our status as a RIC. We may have to request a waiver of the SBA's restrictions for our SBIC subsidiary to make certain distributions to maintain our RIC status. We cannot assure you that the SBA will grant such waiver and if our SBIC subsidiary is unable to obtain a waiver, compliance with the SBA regulations may result in an entity-level tax on us.

*Following periods of volatility in the market price of a company's securities, securities class action litigation has often been brought against that company.*

If our stock price fluctuates significantly, we may be the target of securities litigation in the future. Securities litigation could result in substantial costs and divert management's attention and resources from our business.

*Our borrowers may default on their payments, which may have a materially negative effect on our financial performance.*

We make long-term loans and invest in equity securities, which may involve a high degree of repayment risk. We invest in companies that may have limited financial resources, may be highly leveraged and may be unable to obtain financing from traditional sources. Accordingly, a general economic downturn or severe tightening in the credit markets could materially impact the ability of our borrowers to repay their loans, which could significantly damage our business. Numerous other factors may affect a borrower's ability to repay its loan, including the failure to meet its business plan or a downturn in its industry. A portfolio company's failure to satisfy financial or operating covenants imposed by us or other lenders could lead to defaults and, potentially, termination of its loans or foreclosure on its secured assets. This could trigger cross defaults under other agreements and jeopardize our portfolio company's ability to meet its obligations under the loans or debt securities that we hold. In addition, our portfolio companies may have, or may be permitted to incur, other debt that ranks senior to or equally with our securities. This means that payments on such senior-ranking securities may have to be made before we receive any payments on our subordinated loans or debt securities. Deterioration in a borrower's financial condition and prospects may be accompanied by deterioration in any related collateral and may have a materially negative effect on our financial results.

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*We are dependent upon our Investment Adviser's key personnel for our future success, and if we or our Investment Adviser is unable to hire and retain qualified personnel or if we lose any member of our management team, our ability to achieve our investment objectives could be significantly harmed.*

We depend on the diligence, skill and network of business contacts of the investment professionals of our Investment Adviser. We also depend, to a significant extent, on PennantPark Investment Advisers' access to the investment information and deal flow generated by these investment professionals and any others that may be hired by PennantPark Investment Advisers. Managers of our Investment Adviser evaluate, negotiate, structure, close and monitor our investments. Our future success depends on the continued service of management personnel of our Investment Adviser. The departure of managers of PennantPark Investment Advisers could have a material adverse effect on our ability to achieve our investment objectives. In addition, we can offer no assurance that PennantPark Investment Advisers will remain our Investment Adviser.

*Our financial condition and results of operation will depend on our ability to manage future growth effectively.*

Our ability to achieve our investment objectives will depend on our ability to grow, which will depend, in turn, on our Investment Adviser's ability to identify, invest in and monitor companies that meet our investment criteria. Accomplishing this result on a cost-effective basis will be largely a function of our Investment Adviser's structuring of the investment process, its ability to provide competent, attentive and efficient services to us and our access to financing on acceptable terms. The management team of PennantPark Investment Advisers has substantial responsibilities under our Investment Management Agreement. In order to grow, we and our Investment Adviser will need to hire, train, supervise and manage new employees. However, we can offer no assurance that any such employees will contribute effectively to the work of the Investment Adviser. We caution you that the principals of our Investment Adviser or Administrator may also be called upon to provide managerial assistance to portfolio companies and other investment vehicles which may be managed by the Investment Adviser. Such demands on their time may distract them or slow our rate of investment. Any failure to manage our future growth effectively could have a material adverse effect on our business, financial condition and results of operations.

*We operate in a highly competitive market for investment opportunities.*

A number of entities compete with us to make the types of investments that we make in middle-market companies. We compete with public and private funds, including other business development companies, commercial and investment banks, commercial financing companies, CLO funds and, to the extent they provide an alternative form of financing, private equity funds. Additionally, alternative investment vehicles, such as hedge funds, also invest in middle-market companies. As a result, competition for investment opportunities at middle-market companies can be intense. Most of our potential competitors are substantially larger and have considerably greater financial, technical and marketing resources than we do. For example, we believe some competitors have a lower cost of funds and access to funding sources that are not available to us. In addition, some of our competitors have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships than us. Furthermore, many of our competitors are not subject to the regulatory restrictions that the 1940 Act imposes on us as a business development company. We cannot offer any assurances that the competitive pressures we face will not have a material adverse effect on our business, financial condition and results of operations. Also, as a result of this competition, we may not be able to take advantage of attractive investment opportunities from time to time, and we can offer no assurance that we will be able to identify and make investments that are consistent with our investment objectives.

Entrants in our industry compete on several factors, including price, flexibility in transaction structuring, customer service, reputation, market knowledge and speed in decision-making. We do not seek to compete primarily based on the interest rates we offer, and we believe that some of our competitors may make loans with interest rates that are lower than the rates we offer. We may lose investment opportunities if we do not match our competitors' pricing, terms and structure. However, if we match our competitors' pricing, terms and structure, we may experience decreased net interest income and increased risk of credit loss.

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***Any failure on our part to maintain our status as a business development company would reduce our operating flexibility.***

If we do not remain a business development company, we might be regulated as a closed-end investment company under the 1940 Act, which would subject us to substantially more regulatory restrictions under the 1940 Act and correspondingly decrease our operating flexibility.

***Loss of RIC tax treatment would substantially reduce net assets and income available for debt service and dividends.***

We have operated so as to qualify as a RIC under Subchapter M of the Code. If we meet source of income, quarterly asset diversification, and distribution requirements, we generally will not be subject to corporate-level income taxation on income we timely distribute, or deem to distribute, to our stockholders as dividends. We would cease to qualify for such tax treatment if we were unable to comply with these requirements. In addition, we may have difficulty meeting the requirement to make distributions to our stockholders because in certain cases we may recognize income before or without receiving cash representing such income. If we fail to qualify as a RIC, we will have to pay corporate-level taxes on all of our income whether or not we distribute it, which would substantially reduce the amount of income available for debt service as well as reduce and/or affect the character and amount of our distributions to our stockholders. Even if we qualify as a RIC, we generally will be subject to a corporate-level income tax on the income we do not distribute. If we do not distribute at least 98% of our annual taxable income (excluding net long-term capital gains retained or deemed to be distributed) in the year earned, we generally will be required to pay an excise tax on amounts carried over and distributed to shareholders in the next year equal to 4% of the amount by which 98% of our annual taxable income available for distribution exceeds the distributions from such income for the current year.

***We may have difficulty paying our required distributions if we recognize income before or without receiving cash representing such income.***

For federal income tax purposes, we will include in income certain amounts that we have not yet received in cash, such as original issue discount or contracted payment-in-kind, or PIK, interest, which represents contractual interest added to the loan balance and due at the end of the loan term. Original issue discount, which could be significant relative to our overall investment assets, and increases in loan balances as a result of contracted PIK interest will be included in income before we receive any corresponding cash payments. We also may be required to include in income certain other amounts that we will not receive in cash.

The part of the incentive fee payable by us that relates to our net investment income is computed and paid on income that may include interest that has been accrued but not yet received in cash. If a portfolio company defaults on a loan that is structured to provide accrued interest, it is possible that accrued interest previously used in the calculation of the incentive fee will become uncollectible.

In some cases we may recognize income before or without receiving cash representing such income. As a result, we may have difficulty meeting the tax requirement to distribute at least 90% of the sum of our ordinary income and realized net short-term capital gains, if any, to obtain RIC tax benefits. Accordingly, we may have to sell some of our investments at times we would not consider advantageous, raise additional debt or equity capital or reduce new investment originations to meet these distribution requirements. If we are not able to obtain cash from other sources, we may fail to qualify for RIC tax benefits and thus be subject to corporate level income tax.

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

Our business requires a substantial amount of capital. We may acquire additional capital from the issuance of senior securities or other indebtedness, the issuance of additional shares of our common stock, the issuance of warrants or subscription rights to purchase certain of our securities, or from securitization transactions. However, we may not be able to raise additional capital in the future on favorable terms or at all. We may issue debt

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securities or preferred securities, which we refer to collectively as senior securities, and we may borrow money from banks or other financial institutions, up to the maximum amount permitted by the 1940 Act. The 1940 Act permits us to issue senior securities or incur indebtedness only in amounts such that our asset coverage, as defined in the 1940 Act, equals at least 200% after such issuance or incurrence. Our ability to pay dividends or issue additional senior securities would be restricted if our asset coverage ratio were not at least 200%. If the value of our assets declines, we may be unable to satisfy this test. If that happens, we may be required to liquidate a portion of our investments and repay a portion of our indebtedness at a time when such sales may be disadvantageous, which could materially damage our business.

*Senior Securities.* As a result of issuing senior securities, we would also be exposed to typical risks associated with leverage, including an increased risk of loss. If we issue preferred securities, they would rank senior to common stock in our capital structure. Preferred stockholders would have separate voting rights and may have rights, preferences or privileges more favorable than those of holders of our common stock. Furthermore, the issuance of preferred securities could have the effect of delaying, deferring or preventing a transaction or a change of control that might involve a premium price for our common stockholders or otherwise be in your best interest.

*Additional Common Stock.* Our board of directors may decide to issue common stock to finance our operations rather than issuing debt or other senior securities. As a business development company, we are generally not able to issue our common stock at a price below net asset value without first obtaining required approvals from our stockholders and our board of directors. We have obtained such approval from our shareholders in February 2010, which will remain in effect for twelve months. Also, subject to the requirements of the 1940 Act, we may issue rights to acquire our common stock at a price below the current net asset value of the common stock if our board of directors determines that such sale is in our best interests and the best interests of our common stockholders. In any such case, the price at which our securities are to be issued and sold may not be less than a price, that in the determination of our board of directors, closely approximates the market value of such securities. We will not offer transferable subscription rights to our stockholders at a price equivalent to less than the then current net asset value per share of common stock, excluding underwriting commissions, unless we first file a post-effective amendment that is declared effective by the SEC with respect to such issuance and the common stock to be purchased in connection with the rights represents no more than one-third of our outstanding common stock at the time such rights are issued. In addition, we note that for us to file a post-effective amendment to a registration statement on Form N-2, we must then be qualified to register our securities on Form S-3. If we raise additional funds by issuing more common stock or warrants or senior securities convertible into, or exchangeable for, our common stock, the percentage ownership of our common stockholders at that time would decrease, and our common stockholders may experience dilution.

*Securitization.* In addition to issuing securities to raise capital as described above, we anticipate that in the future, as market conditions permit, we may securitize our loans to generate cash for funding new investments. To securitize loans, we may create a wholly owned subsidiary, contribute a pool of loans to the subsidiary and have the subsidiary issue primarily investment grade debt securities to purchasers who we would expect to be willing to accept a substantially lower interest rate than the loans earn. We would retain all or a portion of the equity in the securitized pool of loans. Our retained equity would be exposed to any losses on the portfolio of loans before any of the debt securities would be exposed to such losses. Accordingly, if the pool of loans experienced a low level of losses due to defaults, we would earn an incremental amount of income on our retained equity but we would be exposed, up to the amount of equity we retained, to that proportion of any losses we would have experienced if we had continued to hold the loans in our portfolio. We would not treat the debt issued by such a subsidiary as senior securities. An inability to successfully securitize our loan portfolio could limit our ability to grow our business and fully execute our business strategy and adversely affect our earnings, if any. Moreover, the successful securitization of a portion of our loan portfolio might expose us to losses as the residual loans in which we do not sell interests will tend to be those that are riskier and more apt to generate losses.

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*SBA Debentures.* In addition to issuing securities and using securitizations to raise capital as described above, we anticipate that in the future, as permitted under SBA regulations, we may, through our wholly owned subsidiary, SBIC LP, issue SBA debentures to generate cash for funding new investments. To issue SBA debentures, we may request commitments for debt capital from the SBA. SBIC LP would be exposed to any losses on its portfolio of loans, however, such debentures are non-recourse to us.

***Our wholly owned SBIC subsidiary is licensed by the SBA and is subject to SBA regulations.***

Effective July 30, 2010, our wholly owned subsidiary, SBIC LP, received a license from the SBA to operate as an SBIC under the 1958 Act and is regulated by the SBA. The SBA places certain limitations on the financing terms of investments by SBICs in portfolio companies and regulates the types of financings and prohibits investing in certain industries. Compliance with SBIC requirements may cause our SBIC subsidiary to invest at less competitive rates according to applicable SBA regulations.

Further, SBA regulations require that a licensed SBIC be periodically examined and audited by the SBA to determine its compliance with the relevant SBA regulations. If our SBIC subsidiary fails to comply with applicable SBA regulations, the SBA could, depending on the severity of the violation, limit or prohibit its use of debentures, declare outstanding debentures immediately due and payable, and/or limit it from making new investments. In addition, the SBA can revoke or suspend a license for willful or repeated violation of, or willful or repeated failure to observe, any provision of the Small Business Investment Act of 1958 or any rule or regulation promulgated thereunder. These actions by the SBA would, in turn, negatively affect us because our SBIC subsidiary is our wholly owned subsidiary.

SBA-guaranteed debentures are non-recourse to us, have a 10-year maturity, and may be prepaid at any time without penalty. The interest rate of SBA-guaranteed debentures is fixed at the time of issuance at a market-driven spread over 10-year U.S. Treasury Notes. Leverage through SBA-guaranteed debentures is subject to required capitalization thresholds. SBA current regulations limit the amount that SBIC LP may borrow to a maximum of \$150 million, which is up to twice its regulatory capital. This means that SBIC LP may access the maximum borrowing if it has \$75 million in regulatory capital, which generally equates to the amount of its equity capital. However, we have capitalized SBIC LP with a lesser amount.

***We currently use borrowed funds to make investments and are exposed to the typical risks associated with leverage.***

Because we borrow funds to make investments we are exposed to increased risk of loss due to our use of debt to make investments. A decrease in the value of our investments will have a greater negative impact on the net asset value attributable to our common stock than it would if we did not use debt. Our ability to pay distributions is restricted when our asset coverage ratio is not at least 200%, and any amounts that we use to service our indebtedness are not available for distribution to our common stockholders.

Our current and future debt is governed by the terms of our credit facility and may be governed by an indenture or other instrument containing covenants restricting our operating flexibility. We, and indirectly our stockholders, bear the cost of issuing and servicing debt. Any convertible or exchangeable securities that we issue in the future may have rights, preferences and privileges more favorable than those of our common stock.

Additionally, our subsidiary, SBIC LP, has received borrowed funds from the SBA through its debenture program and has received commitments for additional SBA debentures. In connection with the filing of its SBA license application, PennantPark Investment applied for exemptive relief from the SEC to permit us to exclude the debt of SBIC LP from our consolidated asset coverage ratio.

There can be no assurance that we will be able to capitalize SBIC LP with sufficient regulatory capital to access the maximum borrowing amount available or that we will receive an exemptive relief from the SEC with respect to the SBA debentures. If we are granted exemptive relief, our ratio of total assets on a consolidated basis to outstanding indebtedness may be greater than 200%, which while providing increased investment flexibility, would also increase our exposure to risks associated with leverage.



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*Market conditions may make it difficult to extend the maturity of or refinance our existing indebtedness and any failure to do so could have a material adverse effect on our business.*

We currently utilize a revolving five-year, \$300.0 million credit facility to make investments in our portfolio companies. Our credit facility expires in June 2012. The life of our investments typically exceeds the duration of our indebtedness under our credit facility. This means that we will have to extend the maturity of our credit facility or refinance our indebtedness under our credit facility in order to continue to maintain control over our portfolio assets. In addition, under current market conditions, we believe it will be difficult to renew or refinance our credit facility on terms as favorable as those in our existing credit facility. In particular, market interest rates have escalated significantly for borrowers such as us since we entered into our credit facility in June 2007. If we fail to refinance the indebtedness outstanding under our credit facility at the time it becomes due and payable, the administrative agent of the credit facility may elect to exercise various remedies, including the sale of all or a portion of the collateral securing the credit facility, subject to certain restrictions. The illiquidity of our investments may make it difficult for us to sell such investments. If we are required to sell our investments on short-term notice, we may not receive the value that we have recorded for such investments, and this could materially damage our results of operations.

*If we incur additional debt, it could increase the risk of investing in our shares.*

We have indebtedness outstanding pursuant to our credit facility and expect in the future to borrow additional amounts under our credit facility and, subject to market availability, to increase the size of our credit facility. Lenders have fixed dollar claims on our assets that are superior to the claims of our common stockholders or preferred stockholders, if any, and we have granted a security interest in our assets, excluding those of SBIC LP, in connection with our credit facility borrowings. In the case of a liquidation event, those lenders would receive proceeds before our stockholders. Additionally, the SBA as a lender and an administrative agent, has a superior claim over the assets of our SBIC in relation to our lender. In addition, borrowings or SBA debentures, also known as leverage, magnify the potential for gain or loss on amounts invested and, therefore, increase the risks associated with investing in our securities. Leverage is generally considered a speculative investment technique. If the value of our assets decreases, leveraging would cause the net asset value attributable to our common stock to decline more than it otherwise would have had we not leveraged. Similarly, any decrease in our revenue would cause our net income to decline more than it would have had we not borrowed funds and could negatively affect our ability to make distributions on our common or preferred stock. Our ability to service any debt that we incur depends largely on our financial performance and is subject to prevailing economic conditions and competitive pressures.

As of September 30, 2010, we had outstanding borrowings of \$233.1 million under our credit facility (including a temporary draw of \$5.2 million) and \$14.5 million outstanding under the SBA debentures (including temporary financings of \$14.0 million). Our consolidated debt outstanding was \$ 247.6 million and had a weighted average annual interest rate at the time of 1.32% exclusive of the fee on undrawn commitment of 0.20% and 3.43% upfront fees on the SBA debentures. Accordingly, to cover the annual interest on our borrowings outstanding at September 30, 2010, at the then current rate, we would have to receive an annual yield of at least 0.46%. This example is for illustrative purposes only, and actual interest rates on our credit facility borrowings and SBA debentures are likely to fluctuate. The costs associated with our borrowings, including any increase in the management fee payable to our Investment Adviser, will be borne by our common stockholders.

As a business development company, we generally are required to meet a coverage ratio of total assets to total borrowings and other senior securities, which include all of our borrowings and any preferred stock we may issue in the future, of at least 200% of total indebtedness. If this ratio declines below 200%, we may not be able to incur additional debt and may need to sell a portion of our investments to repay some debt when it is disadvantageous to do so, and we may not be able to make distributions.

The following table is designed to illustrate the effect on return to a holder of our common stock of the leverage created by our use of borrowing at September 30, 2010 of 33% of total assets (including such borrowed

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funds), at a weighted average rate at the time of 1.32%, and assuming hypothetical annual returns on our portfolio of minus 10 to plus 10 percent. The table also assumes that we will maintain a constant level and weighted average rate of leverage. The amount of leverage that we use will vary from time to time. As can be seen, leverage generally increases the return to stockholders when the portfolio return is positive and decreases return when the portfolio return is negative. Actual returns may be greater or less than those appearing in the table.

|  |        |        |       |      |       |
|--|--------|--------|-------|------|-------|
| Assumed return on portfolio (net of expenses) <sup>(1)</sup> | -10.0% | -5.0%  | 0     | 5.0% | 10.0% |
| Corresponding return to common stockholders <sup>(2)</sup>   | -19.2% | -10.0% | -0.8% | 8.4% | 17.6% |

- (1) The assumed portfolio return is required by regulation of the SEC and is not a prediction of, and does not represent, our projected or actual performance.
- (2) In order to compute the corresponding return to common stockholders, the assumed return on portfolio is multiplied by the total value of our assets at the beginning of the period to obtain an assumed return to us. From this amount, all interest expense expected to be accrued during the period is subtracted to determine the return available to stockholders. The return available to stockholders is then divided by the total value of our net assets as of the beginning of the period to determine the corresponding return to common stockholders.

***We are exposed to risks associated with changes in interest rates that may affect our cost of capital and net investment income.***

Since we borrow money to make investments, our net investment income depends, in part, upon the difference between the rate at which we borrow funds and the rate at which we invest those funds. As a result, we can offer no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income. In the period from June 25, 2007, when we executed our credit facility, through September 30, 2010, the applicable LIBOR rate has decreased from 5.3% to 0.3%. In periods of rising interest rates, our cost of funds will increase, which could reduce our net investment income. We may use interest rate risk management techniques in an effort to limit our exposure to interest rate fluctuations. These techniques may include various interest rate hedging activities to the extent permitted by the 1940 Act. These activities may limit our ability to participate in the benefits of lower interest rates with respect to the hedged portfolio. Adverse developments resulting from changes in interest rates or hedging transactions could have a material adverse effect on our business, financial condition and results of operations. Also, we have limited experience in entering into hedging transactions, and we will initially have to purchase or develop such expertise. See Management's Discussion and Analysis of Financial Conditions and Results of Operations Quantitative and Qualitative Disclosures about Market Risk.

A rise in the general level of interest rates can be expected to lead to higher interest rates applicable to our debt investments. Accordingly, an increase in interest rates would make it easier for us to meet or exceed the incentive fee hurdle and may result in a substantial increase of the amount of incentive fees payable to our Investment Adviser with respect to Pre-Incentive Fee Net Investment Income.

Furthermore, the initial rate on SBIC LP's temporary SBA debentures will be reset in March 2011, the next pooling date, at a spread above the 10-year treasury and will remain fixed for 10 years from such date. Thus, while the rate is fixed from September 30, 2010 until March 2011, we are exposed to risks associated with changes in interest rates until March 2011 on any current and future temporary borrowings. In addition, SBA debentures incurred the future may bear significantly less attractive borrowing terms depending upon the then-applicable fixed rates.

General interest rate fluctuations may have a substantial negative impact on our investments, the value of our common stock and our rate of return on invested capital. A reduction in the interest rates on new investments relative to interest rates on current investments could also have an adverse impact on our net interest income. An

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increase in interest rates could decrease the value of any investments we hold which earn fixed interest rates and also could increase our interest expense, thereby decreasing our net income. Also, an increase in interest rates available to investors could make investment in our common stock less attractive if we are not able to increase our dividend rate, which could reduce the value of our common stock.

***We may in the future determine to fund a portion of our investments with preferred stock, which would magnify the potential for loss and the risks of investing in us in the same way as our borrowings.***

Preferred stock, which is another form of leverage, has the same risks to our common stockholders as borrowings because the dividends on any preferred stock we issue must be cumulative. If we issue preferred securities they would rank senior to common stock in our capital structure. Payment of dividends on, and repayment of the liquidation preference of, such preferred stock would typically take preference over any dividends or other payments to our common stockholders. Also, preferred stockholders are not, typically, subject to any of our expenses or losses and are not entitled to participate in any income or appreciation in excess of their stated preference. Furthermore, preferred stockholders would have separate voting rights and may have rights, preferences or privileges more favorable than those of our common stock. Also, the issuance of preferred securities could have the effect of delaying, deferring or preventing a transaction or a change of control that might involve a premium price for our common stockholders or otherwise be in your best interest.

***We may in the future determine to fund a portion of our investments with debt securities, which would magnify the potential for loss and the risks of investing in us in the same way as our borrowings.***

As a result of an issuance of debt securities, we would be exposed to typical risks associated with leverage, including an increased risk of loss and an increase in expenses, which are ultimately borne by our common stockholders. Payment of interest on such debt securities must take preference over any other dividends or other payments to our common stockholders. If we issue debt securities, it is likely that such securities will be governed by an indenture or other instrument containing covenants restricting our operating flexibility. In addition, such securities may be rated by rating agencies, and in obtaining a rating for such securities, we may be required to abide by operating and investment guidelines that could further restrict our operating flexibility. Furthermore, any amounts that we use to service our indebtedness would not be available for distributions to our common stockholders.

***If we issue preferred stock and/or debt securities, the net asset value and market value of our common stock may become more volatile.***

We cannot assure you that the issuance of preferred stock and/or debt securities would result in a higher yield or return to the holders of our common stock. The issuance of preferred stock and/or debt securities would likely cause the net asset value and market value of our common stock to become more volatile. If the dividend rate on the preferred stock, or the interest rate on the debt securities, were to approach the net rate of return on our investment portfolio, the benefit of leverage to the holders of our common stock would be reduced. If the dividend rate on the preferred stock, or the interest rate on the debt securities, were to exceed the net rate of return on our portfolio, the use of leverage would result in a lower rate of return to the holders of common stock than if we had not issued the preferred stock or debt securities. Any decline in the net asset value of our investment would be borne entirely by the holders of our common stock. Therefore, if the market value of our portfolio were to decline, the leverage would result in a greater decrease in net asset value to the holders of our common stock than if we were not leveraged through the issuance of preferred stock. This decline in net asset value would also tend to cause a greater decline in the market price for our common stock.

There is also a risk that, in the event of a sharp decline in the value of our net assets, we would be in danger of failing to maintain required asset coverage ratios which may be required by the preferred stock and/or debt securities or of a downgrade in the ratings of the preferred stock and/or debt securities or our current investment income might not be sufficient to meet the dividend requirements on the preferred stock or the interest payments

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on the debt securities. In order to counteract such an event, we might need to liquidate investments in order to fund redemption of some or all of the preferred stock and/or debt securities. In addition, we would pay (and the holders of our common stock would bear) all costs and expenses relating to the issuance and ongoing maintenance of the preferred stock and/or debt securities. Holders of preferred stock and/or debt securities may have different interests than holders of common stock and may at times have disproportionate influence over our affairs.

***Holders of any preferred stock that we may issue will have the right to elect members of the board of directors and have class voting rights on certain matters.***

The 1940 Act requires that holders of shares of preferred stock must be entitled as a class to elect two directors at all times and to elect a majority of the directors if dividends on such preferred stock are in arrears by two years or more, until such arrearage is eliminated. In addition, certain matters under the 1940 Act require the separate vote of the holders of any issued and outstanding preferred stock, including changes in fundamental investment restrictions and conversion to open-end status and, accordingly, preferred stockholders could veto any such changes. Restrictions imposed on the declarations and payment of dividends or other distributions to the holders of our common stock and preferred stock, both by the 1940 Act and by requirements imposed by rating agencies, might impair our ability to maintain our qualification as a RIC for U.S. federal income tax purposes.

***The trading market or market value of any publicly issued debt securities may be volatile.***

If we publicly issue debt securities, they may or may not have an established trading market. We cannot assure investors that a trading market for our publicly issued debt securities would develop or be maintained if developed. In addition to our creditworthiness, many factors may materially adversely affect the trading market for, and market value of, our publicly issued debt securities. These factors include the following:

the time remaining to the maturity of these debt securities;

the outstanding principal amount of debt securities with terms identical to these debt securities;

the supply of debt securities trading in the secondary market, if any;

the redemption or repayment features, if any, of these debt securities;

the level, direction and volatility of market interest rates generally; and

market rates of interest higher or lower than rates borne by the debt securities.

There also may be a limited number of buyers for our debt securities. This too may materially adversely affect the market value of the debt securities or the trading market for the debt securities.

***Our credit ratings may not reflect all risks of an investment in debt securities.***

Our credit ratings, if any, are an assessment of our ability to pay our obligations. Consequently, real or anticipated changes in our credit ratings will generally affect the market value of any publicly issued debt securities. Our credit ratings, however, may not reflect the potential impact of risks related to market conditions generally or other factors discussed above on the market value of, or trading market for, any publicly issued debt securities.

***Terms relating to redemption may materially adversely affect the return on any debt securities.***

If we issue debt securities that are redeemable at our option, we may choose to redeem the debt securities at times when prevailing interest rates are lower than the interest rate paid on the debt securities. In addition, if the debt securities are subject to mandatory redemption, we may be

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required to redeem the debt securities at times when prevailing interest rates are lower than the interest rate paid on the debt securities. In this circumstance, a holder of our debt securities may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as the debt securities being redeemed.

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*If we issue subscription rights or warrants for our common stock, your interest in us may be diluted as a result of such rights or warrants offering.*

Stockholders who do not fully exercise rights or warrants issued to them in an offering of subscription rights or warrants to purchase our common stock should expect that they will, at the completion of the offering, own a smaller proportional interest in us than would otherwise be the case if they fully exercised their rights or warrants. We cannot state precisely the amount of any such dilution in share ownership because we do not know what proportion of the common stock would be purchased as a result of any such offering.

In addition, if the subscription price or warrant price is less than our net asset value per share of common stock at the time of such offering, then our stockholders would experience an immediate dilution of the aggregate net asset value of their shares as a result of the offering. The amount of any such decrease in net asset value is not predictable because it is not known at this time what the subscription price, warrant price or net asset value per share will be on the expiration date of such rights offering or what proportion of our common stock will be purchased as a result of any such offering.

*We may experience fluctuations in our quarterly results.*

We could experience fluctuations in our quarterly operating results due to a number of factors, including the interest rate payable on the debt securities we acquire, the default rate on such securities, the level of our expenses, variations in, and the timing of the recognition of, realized and unrealized gains or losses, the degree to which we encounter competition in our markets and general economic conditions. However, as a result of our irrevocable election to apply the fair value option to our credit facility future decreases of fair value of our debt will have a corresponding increase to our net asset value. Further increases of fair value of our debt will have the opposite effect. This will tend to mitigate volatility in our earnings and net asset value. As a result of these factors, results for any period should not be relied upon as being indicative of performance in future periods.

*There are significant potential conflicts of interest which could impact our investment returns.*

The professionals of our Investment Adviser and Administrator may serve as officers, directors or principals of entities that operate in the same or a related line of business as we do or of investment funds managed by affiliates of PennantPark Investment that may be formed in the future. The Investment Adviser and Administrator may be engaged by such funds at any time and without the prior approval of our stockholders or our board of directors. Our board of directors monitors any potential conflict that may arise upon such a development. Accordingly, if this occurs, they may have obligations to investors in those entities, the fulfillment of which might not be in the best interests of us or our stockholders. Officers of our Investment Adviser and Administrator are currently providing managerial assistance to our controlled affiliate.

In the course of our investing activities, we will pay investment advisory and incentive fees to our Investment Adviser, and will reimburse our Investment Adviser for certain expenses it incurs. As a result, investors in our common stock will invest on a gross basis and receive distributions on a net basis after expenses, resulting in a lower rate of return than an investor might achieve through direct investments. Accordingly, there may be times when the management team of the Investment Adviser has interests that differ from those of our stockholders, giving rise to a conflict.

We have entered into a license agreement (the License Agreement) with PennantPark Investment Advisers, pursuant to which our Investment Adviser has agreed to grant us a royalty-free non-exclusive license to use the name PennantPark. Under the License Agreement, we will have the right to use the PennantPark name for so long as the Investment Adviser or one of its affiliates remains our investment adviser. Other than with respect to this limited license, we have no legal right to the PennantPark name. In addition, we pay PennantPark Investment Administration, an affiliate of the Investment Adviser, our allocable portion of overhead and other expenses incurred by PennantPark Investment Administration in performing its obligations under our

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Administration Agreement, including rent and our allocable portion of the cost of our chief financial officer and chief compliance officer and their respective staffs. These arrangements may create conflicts of interest that our board of directors must monitor.

*Changes in laws or regulations governing our operations may adversely affect our business.*

We and our portfolio companies are subject to regulation by laws at the local, state and federal levels. These laws and regulations, as well as their interpretation, may be changed from time to time. Accordingly, any change in these laws or regulations could have a material adverse effect on our business.

*Our board of directors may change our investment objectives, operating policies and strategies without prior notice or stockholder approval.*

Our board of directors has the authority to modify or waive certain of our operating policies and strategies without prior notice and without stockholder approval (except as required by the 1940 Act). However, absent stockholder approval, we may not change the nature of our business so as to cease to be, or withdraw our election as, a business development company. We cannot predict the effect any changes to our current operating policies and strategies would have on our business, operating results and value of our stock. Nevertheless, the effects may adversely affect our business and impact our ability to make distributions.

## **RISKS RELATING TO THE ILLIQUID NATURE OF OUR PORTFOLIO ASSETS**

*We invest in illiquid assets, and our valuation procedures with respect to such assets may result in recording values that are materially different than the values we ultimately receive upon disposition of such assets.*

All of our investments are recorded using broker/dealers quotes, or at fair value as determined in good faith by our board of directors. We expect that primarily most, if not all, of our investments (other than cash and cash equivalents) and credit facility borrowings will be classified as Level 3 under ASC 820, Fair Value Measurements. This means that our portfolio valuations will be based on unobservable inputs and our own assumptions about how market participants would price the asset or liability. We expect that inputs into the determination of fair value of our portfolio investments and credit facility borrowings will require significant management judgment or estimation. Even if observable market data is available, such information may be the result of consensus pricing information or broker quotes which include a disclaimer that the broker would not be held to such a price in an actual transaction. The non-binding nature of consensus pricing and/or quotes accompanied by disclaimer materially reduces the reliability of such information.

Determining fair value requires that judgment be applied to the specific facts and circumstances of each portfolio investment while employing a consistently applied valuation process for the types of investments we make. In determining fair value in good faith, we generally obtain financial and other information from portfolio companies, which may represent unaudited, projected or pro forma financial information. Unlike banks, we are not permitted to provide a general reserve for anticipated loan losses; we are instead required by the 1940 Act to specifically fair value each individual investment on a quarterly basis. We record unrealized appreciation if we believe that the underlying portfolio company has appreciated in value. Likewise, we record unrealized depreciation if we believe that the underlying portfolio company has depreciated in value. As a result, there will be uncertainty as to the value of our portfolio investments.

We adjust quarterly the valuation of our portfolio to reflect our board of directors' determination of the fair value of each investment in our portfolio. Any changes in fair value are recorded in the statement of operations as net change in unrealized appreciation or depreciation.

At September 30, 2010, most of our portfolio assets were recorded at fair value as determined in good faith by our board of directors. As we invest a greater percentage of our total assets in private investments, more of our portfolio assets will be recorded at fair value as determined in good faith by our board of directors. Our board of

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directors uses the services of one or more nationally recognized independent valuation firms to aid it in determining the fair value of these securities. The factors that may be considered in fair value pricing of our investments include the nature and realizable value of any collateral, the portfolio company's ability to make payments and its earnings and cash flows, the markets in which the portfolio company does business, comparison to publicly traded companies and other relevant factors. Because valuations may fluctuate over short periods of time and may be based on estimates, our determinations of fair value may differ materially from the values that would have been used if a ready market for these securities existed. Additionally, valuations of private securities and private companies are inherently uncertain. Our net asset value could be adversely affected if our determinations regarding the fair value of our investments were materially higher than the values that we ultimately realize upon the disposal of such securities.

### ***The lack of liquidity in our investments may adversely affect our business.***

We may acquire our investments directly from the issuer in privately negotiated transactions. Substantially all of these securities are subject to legal and other restrictions on resale or are otherwise less liquid than publicly traded securities. We typically exit our investments when the portfolio company has a liquidity event such as a sale, refinancing, or initial public offering of the company, but we are not required to do so.

The illiquidity of our investments may make it difficult or impossible for us to sell such investments if the need arises, particularly in light of recent market developments in which investor appetite for illiquid securities was substantially diminished. In addition, if we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we have previously recorded our investments. In addition, we may face other restrictions on our ability to liquidate an investment in a portfolio company to the extent that we have material non-public information regarding such portfolio company.

Securities purchased by us that are liquid at the time of purchase may subsequently become illiquid due to events relating to the issuer of the securities, market events, economic conditions or investor perceptions. Domestic and foreign markets are complex and interrelated, so that events in one sector of the world markets or economy, or in one geographical region, can reverberate and have materially negative consequences for other market, economic or regional sectors in a manner that may not be foreseen and which may materially harm our business.

### ***A general disruption in the credit markets could materially damage our business.***

We are susceptible to the risk of significant loss if we are forced to discount the value of our investments in order to provide liquidity to meet our liability maturities. Our borrowings under our credit facility are collateralized by the assets in our investment portfolio. A general disruption in the credit markets could result in a diminished appetite for our securities. In addition, with respect to over-the-counter traded securities, the continued viability of any over-the-counter secondary market depends on the continued willingness of dealers and other participants to purchase the securities.

If the fair value of our assets declines substantially, we may fail to maintain the asset coverage ratios stipulated by the 1940 Act, which could, in turn, cause us to lose our status as a business development company and materially impair our business operations. Our liquidity could be impaired further by an inability to access the capital markets or to draw down our credit facility. These situations may arise due to circumstances that we may be unable to control, such as a general disruption in the credit markets, a severe decline in the value of the U.S. dollar, a sharp economic downturn or an operational problem that affects third parties or us, and could materially damage our business.

### ***We rely in part on our over-the-counter securities to provide us with adequate liquidity, but even these securities did face liquidity constraints under recent market conditions.***

The market for other over-the-counter traded securities has weakened in the recent past as the viability of any over-the-counter secondary market depends on the continued willingness of dealers and other participants to purchase the securities.



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**RISKS RELATED TO OUR INVESTMENTS**

*Our investments in prospective portfolio companies may be risky, and you could lose all or part of your investment.*

We intend to invest primarily in senior secured loans, mezzanine debt and selected equity investments issued by U.S. middle-market companies.

*Senior Secured Loans:* When we extend senior secured loans, we will generally take a security interest in the available assets of these portfolio companies, including the equity interests of their subsidiaries, although this will not always be the case. We expect this security interest, if any, to help mitigate the risk that we will not be repaid. However, there is a risk that the collateral securing our loans may decrease in value over time, may be difficult to sell in a timely manner, may be difficult to appraise and may fluctuate in value based upon the success of the business and market conditions, including as a result of the inability of the portfolio company to raise additional capital. Also, in some circumstances, our lien could be subordinated to claims of other creditors. In addition, deterioration in a portfolio company's financial condition and prospects, including its inability to raise additional capital, may be accompanied by deterioration in the value of the collateral for the loan. Consequently, the fact that a loan is secured does not guarantee that we will receive principal and interest payments according to the loan's terms, or at all, or that we will be able to collect on the loan should we be forced to enforce our remedies.

*Mezzanine Debt:* Our mezzanine debt investments will generally be subordinated to senior secured loans and will generally be unsecured. This may result in an above average amount of risk and volatility or a loss of principal. These investments may involve additional risks that could adversely affect our investment returns. To the extent interest payments associated with such debt are deferred, such debt may be subject to greater fluctuations in valuations, and such debt could subject us and our stockholders to non-cash income. Since we will not receive cash prior to the maturity of some of our mezzanine debt investments, such investments may be of greater risk than cash paying loans.

*Equity Investments:* We have made and expect to continue to make selected equity investments. In addition, when we invest in senior secured loans or mezzanine debt, we may acquire warrants to purchase equity investments from time to time. Our goal is ultimately to dispose of these equity investments and realize gains upon our disposition of such interests. However, the equity investments we receive may not appreciate in value and, in fact, may decline in value. Accordingly, we may not be able to realize gains from our equity investments, and any gains that we do realize on the disposition of any equity investments may not be sufficient to offset any other losses we experience.

In addition, investing in middle-market companies involves a number of significant risks, including:

companies may have limited financial resources and may be unable to meet their obligations under their debt securities that we hold, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of us realizing any guarantees we may have obtained in connection with our investment;

they typically have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and changing market conditions, as well as general economic downturns;

they are more likely to depend on the management talents and efforts of a small group of persons; therefore, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on our portfolio company and, in turn, on us;

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they generally have less predictable operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence, and may require substantial additional capital to support their operations, finance

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expansion or maintain their competitive position. In addition, our executive officers, directors and our Investment Adviser may, in the ordinary course of business, be named as defendants in litigation arising from our investments in the portfolio companies; and

they may have difficulty accessing the capital markets to meet future capital needs, which may limit their ability to grow or to repay their outstanding indebtedness upon maturity.

***We may invest up to 30% of our assets in investments that are not qualifying assets for business development companies under the 1940 Act. If we do not invest a sufficient portion of our assets in qualifying assets, we could be precluded from investing in assets that we deem to be attractive.***

As a business development company, we may not acquire any asset other than qualifying assets, as defined under the 1940 Act, unless at the time the acquisition is made such qualifying assets represent at least 70% of the value of our total assets. Qualifying assets include investments in U.S. operating companies whose securities are not listed on a national securities exchange and companies listed on a national securities exchange subject to a market capitalization limit of \$250 million. Qualifying assets also include cash, cash items, government securities and high quality debt securities maturing in one year or less from the time of investment.

We believe that most of our senior secured loans and mezzanine debt investments will constitute qualifying assets. However, we may be precluded from investing in what we believe are attractive investments if such investments are not qualifying assets for purposes of the 1940 Act. If we do not invest a sufficient portion of our assets in qualifying assets, we will be prohibited from making any additional investment that is not a qualifying asset and could be forced to forgo attractive investment opportunities. Similarly, these rules could prevent us from making follow-on investments in existing portfolio companies (which could result in the dilution of our position) or could require us to dispose of investments at inappropriate times in order to comply with the 1940 Act. If we need to dispose of such investments quickly, it would be difficult to dispose of such investments on favorable terms. For example, we may have difficulty in finding a buyer and, even if we do find a buyer, we may have to sell the investments at a substantial loss.

***We are a non-diversified investment company within the meaning of the 1940 Act, and therefore we generally are not limited with respect to the proportion of our assets that may be invested in securities of a single issuer.***

We are classified as a non-diversified investment company within the meaning of the 1940 Act, which means that we are not limited by the 1940 Act with respect to the proportion of our assets that we may invest in securities of a single issuer, excluding limitations on stake holdings in investment companies. To the extent that we assume large positions in the securities of a small number of issuers, our net asset value may fluctuate to a greater extent than that of a diversified investment company as a result of changes in the financial condition or the market's assessment of the issuer. We may also be more susceptible to any single economic or regulatory occurrence than a diversified investment company. Beyond our income tax diversification requirements, we do not have fixed guidelines for diversification, and our investments could be concentrated in relatively few portfolio companies.

***Economic recessions or downturns could impair our portfolio companies and harm our operating results.***

Many of our portfolio companies are susceptible to economic slowdowns or recessions and may be unable to repay our loans during these periods. Therefore, our non-performing assets are likely to increase, and the value of our portfolio is likely to decrease during these periods. Adverse economic conditions also may decrease the value of collateral securing some of our loans and the value of our equity investments. Economic slowdowns or recessions could lead to financial losses in our portfolio and a material decrease in revenues, net income and assets. Unfavorable economic conditions also could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us. These events could prevent us from increasing investments and materially harm our operating results.

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A portfolio company's failure to satisfy financial or operating covenants imposed by us or other lenders could lead to defaults and potential termination of its loans and foreclosure on its secured assets, which could trigger cross-defaults under other agreements and jeopardize our portfolio company's ability to meet its obligations under the debt securities that we hold. We may incur expenses to the extent necessary to seek recovery upon default or to negotiate new terms with a defaulting portfolio company. Depending on the facts and circumstances of our investments and the extent of our involvement in the management of a portfolio company, upon the bankruptcy of a portfolio company, a bankruptcy court may recharacterize our debt investments as equity investments and subordinate all or a portion of our claim to that of other creditors. This could occur even though we may have structured our investment as a senior secured loan.

***If we fail to make follow-on investments in our portfolio companies, this could impair the value of our portfolio.***

Following an initial investment in a portfolio company, we may make additional investments in that portfolio company as follow-on investments, in order to:

increase or maintain in whole or in part our equity ownership percentage;

exercise warrants, options or convertible securities that were acquired in the original or subsequent financing; or

attempt to preserve or enhance the value of our investment.

We have the discretion to make any follow-on investments, subject to the availability of capital resources. We may elect not to make follow-on investments or otherwise lack sufficient funds to make those investments. Any failure to make follow-on investments may, in some circumstances, jeopardize the continued viability of a portfolio company and our initial investment, or may result in a missed opportunity for us to increase our participation in a successful operation. Even if we have sufficient capital to make a desired follow-on investment, we may elect not to make a follow-on investment because we may not want to increase our concentration of risk, because we prefer other opportunities, or because we are inhibited by compliance with business development company requirements or the desire to maintain our tax status.

***Because we do not generally hold controlling equity interests in our portfolio companies, we are not in a position to exercise control over our portfolio companies or to prevent decisions by management of our portfolio companies that could decrease the value of our investments.***

Because we do not, generally, have controlling equity positions in our portfolio companies, we are subject to the risk that a portfolio company may make business decisions with which we disagree, and the stockholders and management of a portfolio company may take risks or otherwise act in ways that are adverse to our interests. Due to the lack of liquidity for the debt and equity investments that we typically hold in our portfolio companies, we may not be able to dispose of our investments in the event we disagree with the actions of a portfolio company, and may therefore suffer a decrease in the value of our investments.

***An investment strategy focused primarily on privately held companies, including controlled equity interests, presents certain challenges, including the lack of available or comparable information about these companies, a dependence on the talents and efforts of only a few key portfolio company personnel and a greater vulnerability to economic downturns.***

We have invested and intend to continue to invest primarily in privately held companies. Generally, little public information exists about these companies, and we will rely on the ability of our Investment Adviser's investment professionals to obtain adequate information to evaluate the potential returns from investing in these companies. If they are unable to uncover all material information about these companies, we may not make a fully informed investment decision, and we may lose value on our investments. Also, privately held companies

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frequently have less diverse product lines and smaller market presence than larger competitors. These factors could materially adversely affect our investment returns as compared to companies investing primarily in the securities of public companies.

### ***Our portfolio companies may incur debt that ranks equally with, or senior to, our investments in such companies.***

We invest primarily in senior secured loans, mezzanine debt and equity investments issued by our portfolio companies. The portfolio companies usually will have, or may be permitted to incur, other debt that ranks equally with, or senior to, the debt securities in which we invest. By their terms, such debt instruments may provide that the holders are entitled to receive payment of interest or principal on or before the dates on which we are entitled to receive payments in respect of the debt securities in which we invest. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a portfolio company, holders of debt instruments ranking senior to our investment in that portfolio company would typically be entitled to receive payment in full before we receive any distribution in respect of our investment. After repaying such senior creditors, the portfolio company may not have any remaining assets to use for repaying its obligation to us. In the case of debt ranking equally with debt securities in which we invest, we would have to share on an equal basis any distributions with other creditors holding such debt in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company.

### ***Our incentive fee may induce the Investment Adviser to make speculative investments.***

The incentive fee payable by us to PennantPark Investment Advisers may create an incentive for PennantPark Investment Advisers to make investments on our behalf that are risky or more speculative than would be the case in the absence of such compensation arrangement. The incentive fee payable to our Investment Adviser is calculated based on a percentage of our return on invested capital. This may encourage our Investment Adviser to use leverage to increase the return on our investments. Under certain circumstances, the use of leverage may increase the likelihood of default, which would disfavor the holders of our common stock. In addition, our Investment Adviser will receive the incentive fee based, in part, upon net capital gains realized on our investments. Unlike that portion of the incentive fee based on income, there is no hurdle applicable to the portion of the incentive fee based on net capital gains. As a result, the Investment Adviser may have a tendency to invest more capital in investments that are likely to result in capital gains as compared to income producing securities. Such a practice could result in our investing in more speculative securities than would otherwise be the case, which could result in higher investment losses, particularly during economic downturns.

### ***We may make investments that cause our shareholders to bear investment advisory fees and other expenses on such investments in addition to our management fees and expenses.***

We may invest, to the extent permitted by law, in the securities and instruments of other investment companies and companies that would be investment companies but are excluded from the definition of investment company provided in Section 3(c) of the 1940 Act. To the extent we so invest, we will bear our ratable share of any such investment company's expenses, including management and performance fees. We will also remain obligated to pay investment advisory fees, consisting of a base management fee and incentive fees, to PennantPark Investment Advisers with respect to investments in the securities and instruments of other investment companies under our Investment Management Agreement. With respect to any such investments, each of our stockholders will bear his or her share of the investment advisory fees of PennantPark Investment Advisers as well as indirectly bearing the investment advisory fees and other expenses of any investment companies in which we invest.

### ***We may be obligated to pay our Investment Adviser incentive compensation even if we incur a loss.***

Our investment adviser is entitled to incentive compensation for each fiscal quarter in an amount equal to a percentage of the excess of our investment income for that quarter (before deducting incentive compensation, net operating losses and certain other items) above a threshold return for that quarter. Our pre-incentive fee net

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investment income for incentive compensation purposes excludes realized and unrealized capital losses that we may incur in the fiscal quarter, even if such capital losses result in a net loss on our statement of operations for that quarter. Thus, we may be required to pay our manager incentive compensation for a fiscal quarter even if there is a decline in the value of our portfolio or we incur a net loss for that quarter.

### ***Our investments in foreign debt securities may involve significant risks in addition to the risks inherent in U.S. investments.***

Our investment strategy contemplates potential investments in securities of companies located outside of the United States. Investing in companies located outside of the United States may expose us to additional risks not typically associated with investing in U.S. companies. These risks include changes in exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, less developed bankruptcy laws, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

Although most of our investments will be U.S. dollar-denominated, any investments denominated in a foreign currency will be subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation, and political developments. We may employ hedging techniques to minimize these risks, but we can offer no assurance that we will, in fact, hedge currency risk or, that if we do, such strategies will be effective.

### ***We may expose ourselves to risks if we engage in hedging transactions.***

If we engage in hedging transactions, we may expose ourselves to risks associated with such transactions. We may borrow under a credit facility in currencies selected to minimize our foreign currency exposure or use instruments such as forward contracts, currency options and interest rate swaps, caps, collars and floors to seek to hedge against fluctuations in the relative values of our portfolio positions from changes in currency exchange rates and market interest rates. Hedging against a decline in the values of our portfolio positions does not eliminate the possibility of fluctuations in the values of such positions or prevent losses if the values of such positions decline. However, such hedging can establish other positions designed to gain from those same developments, thereby offsetting the decline in the value of such portfolio positions. Such hedging transactions may also limit the opportunity for gain if the values of the underlying portfolio positions should increase. Moreover, it may not be possible to hedge against an exchange rate or interest rate fluctuation that is so generally anticipated that we are not able to enter into a hedging transaction at an acceptable price.

While we may enter into such transactions to seek to reduce currency exchange rate and interest rate risks, unanticipated changes in currency exchange rates or interest rates may result in poorer overall investment performance than if we had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions being hedged may vary. Moreover, for a variety of reasons, we may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Any such imperfect correlation may prevent us from achieving the intended hedge and expose us to risk of loss. In addition, it may not be possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in non-U.S. currencies because the value of those securities is likely to fluctuate as a result of factors not related to currency fluctuations.

### ***Provisions of the Maryland General Corporation Law and of our charter and bylaws could deter takeover attempts and have an adverse impact on the price of our common stock.***

The Maryland General Corporation Law, our charter and our bylaws contain provisions that may discourage, delay or make more difficult a change in control of PennantPark Investment or the removal of our

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directors. We are subject to the Maryland Business Combination Act, the application of which is subject to any applicable requirements of the 1940 Act. Our board of directors has adopted a resolution exempting us from the Business Combination Act any business combination between us and any other person, subject to prior approval of such business combination by our board, including approval by a majority of our disinterested directors. If the resolution exempting business combinations is repealed or our board does not approve a business combination, the Business Combination Act may discourage third parties from trying to acquire control of us and increase the difficulty of consummating such an offer. Our bylaws exempt from the Maryland Control Share Acquisition Act acquisitions of our common stock by any person. If we amend our bylaws to repeal the exemption from the Control Share Acquisition Act, the Control Share Acquisition Act also may make it more difficult for a third party to obtain control of us and increase the difficulty of consummating such an offer.

We have also adopted other measures that may make it difficult for a third party to obtain control of us, including provisions of our charter classifying our board of directors in three classes serving staggered three-year terms, and provisions of our charter authorizing our board of directors to classify or reclassify shares of our stock in one or more classes or series, to cause the issuance of additional shares of our stock, and to amend our charter, without stockholder approval, to increase or decrease the number of shares of stock that we have authority to issue. These provisions, as well as other provisions of our charter and bylaws, may delay, defer or prevent a transaction or a change in control that might otherwise be in the best interests of our stockholders.

**RISKS RELATING TO AN INVESTMENT IN OUR COMMON STOCK**

*We have obtained and may again obtain, the approval of our stockholders to issue shares of our common stock at prices below the then current net asset value per share of our common stock. We have also issued, and in the future we may again issue shares of our common stock at a price below the then current net asset value per share of common stock. Any such issuance could materially dilute your interest in our common stock and reduce our net asset value per share.*

On February 2, 2010, our stockholders approved a proposal that authorizes us to sell shares of our common stock below the then current net asset value per share of our common stock in one or more offerings for a 12-month period. Our most recent offering was on August 23, 2010, where we sold shares of our common stock below the then current net asset value per share of common stock. Such approval has allowed and will continue to allow us to access the capital markets in a way that we were previously unable to as a result of restrictions that, absent stockholder approval, apply to business development companies under the 1940 Act. Any decision to sell shares of our common stock below the then current net asset value per share of our common stock in one or more offerings is subject to the determination by our board of directors that such issuance and sale is in our and our stockholders' best interests.

Any sale or other issuance of shares of our common stock at a price below net asset value per share has resulted and will continue to result in an immediate dilution to your interest in our common stock and a reduction of our net asset value per share. This dilution would occur as a result of a proportionately greater decrease in a stockholder's interest in our earnings and assets and voting interest in us than the increase in our assets resulting from such issuance. Because the number of future shares of common stock that may be issued below our net asset value per share and the price and timing of such issuances are not currently known, we cannot predict the actual dilutive effect of any such issuance. We also cannot determine the resulting reduction in our net asset value per share of any such issuance at this time. We caution you that such effects may be material, and we undertake to describe all the material risks and dilutive effects of any offering that we make at a price below our then current net asset value in the future in a prospectus supplement issued in connection with any such offering.

*Because we intend to distribute substantially all of our income to our stockholders to maintain our status as a RIC, we will need to raise additional capital to finance our growth. If funds are not available to us, we may need to curtail new investments, and our common stock value could decline.*

In order to satisfy the requirements applicable to a RIC, we intend to distribute to our stockholders substantially all of our net ordinary income and net capital gain income except for certain net long-term capital

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gains, some or all of which we may retain, pay applicable income taxes with respect thereto and elect to treat as deemed distributions to our stockholders. As a business development company, we generally are required to meet a coverage ratio of total assets to total senior securities, which includes all of our borrowings and any preferred stock we may issue in the future, of at least 200% of indebtedness. This requirement limits the amount we may borrow. 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 or sell additional common stock and, depending on the nature of our leverage, to repay a portion of our indebtedness at a time when such sales and repayments may be disadvantageous. In addition, the issuance of additional securities could dilute the percentage ownership of our current stockholders in us.

We will be partially dependent on our SBIC subsidiary for cash distributions to enable us to meet the RIC distribution requirements. Our SBIC subsidiary may be limited by the SBA regulations governing SBICs, from making certain distributions to us that may be necessary to maintain our status as a RIC. We may have to request a waiver of the SBA's restrictions for our SBIC subsidiary to make certain distributions to maintain our RIC status. We cannot assure you that the SBA will grant such waiver and if our SBIC subsidiary is unable to obtain a waiver, compliance with the SBA regulations may result in an entity-level tax on us.

***There is a risk that our stockholders may not receive distributions or that our distributions may not grow over time.***

We intend to make distributions on a quarterly basis to our stockholders out of assets legally available for distribution. We cannot assure you that we will achieve investment results that will allow us to make a specified level of cash distributions or year-to-year increases in cash distributions. In addition, due to the asset coverage test applicable to us as a business development company, we may be limited in our ability to make distributions. Further, if more stockholders opt to receive cash dividends and other distributions rather than participate in our dividend reinvestment plan, we may be forced to liquidate some of our investments and raise cash in order to make distribution payments, which could materially harm our business. Finally, to the extent we make distributions to stockholders which include a return of capital, that portion of the distribution essentially constitutes a return of the stockholders' investment. Although such return of capital may not be taxable, such distributions may increase an investor's tax liability for capital gains upon the future sale of our common stock.

***Investing in our shares may involve an above average degree of risk.***

The investments we make in accordance with our investment objectives may result in a higher amount of risk and volatility than alternative investment options or loss of principal. Our investments in portfolio companies may be highly speculative and aggressive and therefore, an investment in our shares may not be suitable for someone with lower risk tolerance. See "Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities" for more information.

***There is a risk that our common stockholders may receive our stock as dividends.***

In January 2010, the Internal Revenue Service extended a revenue procedure that temporarily allows a RIC to distribute its own stock as a dividend for the purpose of fulfilling its distribution requirements. Pursuant to this revenue procedure, a RIC may treat a distribution of its own stock as a dividend if (1) the stock is publicly traded on an established securities market in the United States, (2) the distribution is declared with respect to a taxable year ending on or before December 31, 2011 and (3) each shareholder may elect to receive his or her entire distribution in either cash or stock of the RIC subject to a limitation on the aggregate amount of cash to be distributed to all shareholders, which must be at least 10% of the aggregate declared distribution. If too many shareholders elect to receive cash, each shareholder electing to receive cash will receive a pro rata amount of cash (with the balance of the distribution paid in stock). In no event will any shareholder electing to receive cash receive less than 10% of his or her entire distribution in cash. We have not elected to distribute stock as a dividend but reserve the right to do so.



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If we distribute our common stock as a dividend of our taxable income, a shareholder could receive up to 90% of the amount of the dividend declared in shares of our common stock with the remaining amount in cash. The total dividend declared would be taxable income to a shareholder although he or she may only receive 10% of the dividend in cash to pay any taxes due on the dividend.

*We may allocate the net proceeds from an offering in ways with which you may not agree.*

We have significant flexibility in investing the net proceeds of an offering and may use the net proceeds from an offering in ways with which you may not agree or for purposes other than those contemplated at the time of the offering.

*Our shares may trade at discounts from net asset value or at premiums that are unsustainable over the long term.*

Shares of business development companies may trade at a market price that is less than the net asset value that is attributable to those shares. Our shares have traded above and below our NAV. Our shares traded on NASDAQ Global Select Market at \$10.61 and \$8.11 as of September 30, 2010 and 2009, respectively. Our NAV was \$10.69 and \$11.85, as of September 30, 2010 and 2009, respectively. The possibility that our shares of common stock will trade at a discount from net asset value or at a premium that is unsustainable over the long term is separate and distinct from the risk that our net asset value will decrease. It is not possible to predict whether our shares will trade at, above or below net asset value in the future.

*The market price of our common stock may fluctuate significantly.*

The market price and liquidity of the market for shares of our common stock may be significantly affected by numerous factors, some of which are beyond our control and may not be directly related to our operating performance. These factors include:

significant volatility in the market price and trading volume of securities of business development companies or other companies in our sector, which are not necessarily related to the operating performance of these companies;

changes in regulatory policies or tax guidelines, particularly with respect to RICs, business development companies or SBICs;

any loss of RIC or SBIC status;

changes in earnings or variations in operating results;

changes in the value of our portfolio of investments;

any shortfall in revenue or net income or any increase in losses from levels expected by investors or securities analysts;

the inability of our Investment Adviser to employ additional experienced investment professionals or the departure of any of the Investment Adviser's key personnel;

operating performance of companies comparable to us;

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general economic trends and other external factors; and

loss of a major funding source.

Since our initial listing on the NASDAQ Global Select Market, our shares of common stock have traded at a wide range of prices. We can offer no assurance that our shares of common stock will not display similar volatility in future periods.

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*We may be unable to invest the net proceeds raised from offerings on acceptable terms, which would harm our financial condition and operating results.*

Until we identify new investment opportunities, we intend to either invest the net proceeds of future offerings in cash equivalents, U.S. government securities and other high-quality debt investments that mature in one year or less or use the net proceeds from such offerings to reduce then-outstanding obligations under our credit facility. We cannot assure you that we will be able to find enough appropriate investments that meet our investment criteria or that any investment we complete using the proceeds from an offering will produce a sufficient return.

The SBA also limits an SBIC from investing idle funds to the following types of securities:

direct obligations or, or obligations guaranteed as to principal and interest by, the United States government, which mature 15 months from the date of the investment;

repurchase agreements with federally insured institutions with a maturity of seven days or less (and the securities underlying the repurchase obligations must be direct obligations of or guaranteed by the federal government);

certificates of deposit with a maturity of one year or less, issued by a federally insured institution; or

a deposit account in a federally insured institution that is subject to withdrawal restriction of one year or less.

*Sales of substantial amounts of our securities may have an adverse effect on the market price of our securities.*

Sales of substantial amounts of our securities, or the availability of such securities for sale, could adversely affect the prevailing market prices for our securities. If this occurs and continues it could impair our ability to raise additional capital through the sale of securities should we desire to do so.

### **Item 1B. Unresolved Staff Comments**

None

### **Item 2. Properties**

As of September 30, 2010, we did not own any real estate or other physical properties materially important to our operation. We believe that the office facilities of the Investment Adviser are suitable and adequate for our business as it is contemplated to be conducted.

### **Item 3. Legal Proceedings**

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

**Item 4. Submission of Matters to a Vote of Security Holders**  
None

**Table of Contents****PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**  
**PRICE RANGE OF COMMON STOCK**

Our common stock is traded on the NASDAQ Global Select Market under the symbol "PNNT". The following table lists the high and low closing sale price for our common stock, the closing sale price as a percentage of net asset value, or NAV, and quarterly dividends per share since shares of our common stock began being regularly quoted on the NASDAQ Global Select Market.

| Period                                      | Closing Sales Price |          |         | High Sales Price to NAV <sup>(2)</sup> | Low Sales Price to NAV <sup>(2)</sup> | Dividends Declared |
|---|---------------------|----------|---------|--|---------------------------------------|--------------------|
|   | NAV <sup>(1)</sup>  | High     | Low     |  |                                       |                    |
| <b>Fiscal year ended September 30, 2010</b> |                     |          |         |  |                                       |                    |
| Fourth quarter                              | \$ 10.69            | \$ 10.69 | \$ 9.17 | 100%                                   | 86%                                   | \$ 0.26            |
| Third quarter                               | 10.94               | 11.84    | 9.02    | 108                                    | 82                                    | 0.26               |
| Second quarter                              | 11.07               | 10.77    | 8.88    | 97                                     | 80                                    | 0.26               |
| First quarter                               | 11.86               | 9.15     | 7.63    | 77                                     | 64                                    | 0.25               |
| <b>Fiscal year ended September 30, 2009</b> |                     |          |         |  |                                       |                    |
| Fourth quarter                              | 11.85               | 9.06     | 6.28    | 76                                     | 53                                    | \$ 0.24            |
| Third quarter                               | 11.72               | 7.65     | 3.85    | 65                                     | 33                                    | 0.24               |
| Second quarter                              | 12.00               | 4.05     | 2.64    | 34                                     | 22                                    | 0.24               |
| First quarter                               | 10.24               | 7.81     | 2.35    | 76                                     | 23                                    | 0.24               |
| <b>Fiscal year ended September 30, 2008</b> |                     |          |         |  |                                       |                    |
| Fourth quarter                              | 10.00               | 8.50     | 5.92    | 85                                     | 59                                    | 0.24               |
| Third quarter                               | 10.77               | 8.60     | 7.05    | 80                                     | 65                                    | 0.22               |
| Second quarter                              | 10.26               | 11.31    | 8.38    | 110                                    | 82                                    | 0.22               |
| First quarter                               | 12.07               | 14.49    | 9.08    | 120                                    | 75                                    | 0.22               |
| <b>Fiscal year ended September 30, 2007</b> |                     |          |         |  |                                       |                    |
| Fourth quarter                              | 12.83               | 14.76    | 12.61   | 115                                    | 98                                    | 0.22               |
| Third quarter*                              | 13.74               | 15.03    | 14.04   | 109                                    | 102                                   | 0.14               |

(1) NAV per share is determined as of the last day in the relevant quarter and therefore may not reflect the NAV per share on the date of the high and low sales prices. The NAVs shown are based on outstanding shares at the end of each period.

(2) Calculated as of the respective high or low closing sales price divided by the quarter end NAV.

\* From April 24, 2007 (initial public offering) to June 30, 2007.

While our common stock has from time to time traded in excess of our net asset value, there can be no assurance, however, that it will trade at such a premium (to net asset value) in the future.

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We intend to continue making quarterly distributions to our stockholders. The timing and amount of our quarterly distributions, if any, is determined by our board of directors. Any distributions to our stockholders are declared out of assets legally available for distribution. We monitor available net investment income to determine if a tax return of capital may occur for the fiscal year. To the extent our taxable earnings fall below the total amount of our distributions for any given fiscal year, a portion of those distributions may be deemed to be a tax return of capital to our common stockholders. The following table reflects the cash distributions, including dividends and returns of capital per share that we have declared on our common stock since our inception (See Note 8 to our consolidated financial statements):

| <b>Record Dates</b>                         | <b>Payment Dates</b> | <b>Dividends Declared</b> |
|---|----------------------|---------------------------|
| <b>Fiscal year ended September 30, 2010</b> |                      |                           |
| September 14, 2010                          | October 1, 2010      | \$ 0.26                   |
| June 24, 2010                               | July 1, 2010         | \$ 0.26                   |
| March 25, 2010                              | April 1, 2010        | \$ 0.26                   |
| December 24, 2009                           | January 4, 2010      | \$ 0.25                   |
| <b>Total</b>                                |                      | \$ 1.03                   |
| <b>Fiscal year ended September 30, 2009</b> |                      |                           |
| September 8, 2009                           | October 1, 2009      | \$ 0.24                   |
| June 24, 2009                               | July 1, 2009         | \$ 0.24                   |
| March 25, 2009                              | April 1, 2009        | \$ 0.24                   |
| December 23, 2008                           | January 4, 2009      | \$ 0.24                   |
| <b>Total</b>                                |                      | \$ 0.96                   |
| <b>Fiscal year ended September 30, 2008</b> |                      |                           |
| September 24, 2008                          | October 1, 2008      | \$ 0.24                   |
| June 23, 2008                               | June 30, 2008        | \$ 0.22                   |
| March 24, 2008                              | March 31, 2008       | \$ 0.22                   |
| December 24, 2007                           | December 31, 2007    | \$ 0.22                   |
| <b>Total</b>                                |                      | \$ 0.90                   |
| <b>Fiscal year ended September 30, 2007</b> |                      |                           |
| September 25, 2007                          | September 28, 2007   | \$ 0.22                   |
| June 22, 2007                               | June 29, 2007        | \$ 0.14                   |
| <b>Total</b>                                |                      | \$ 0.36*                  |

\* \$0.00107 per share is a tax return of capital

In January 2011, a Form 1099-DIV will be sent to stockholders that will state the amount and composition of distributions and provide information with respect to appropriate tax treatment of our distributions.

We maintain an opt out dividend reinvestment plan for our common stockholders. As a result, if we declare a dividend or other distribution, then stockholders' cash distributions will be automatically reinvested in additional shares of our common stock, unless they specifically opt out of the dividend reinvestment plan so as to receive cash distributions.

In January 2010, the Internal Revenue Service extended a revenue procedure that temporarily allows a RIC to distribute its own stock as a dividend for the purpose of fulfilling its distribution requirements. Pursuant to this revenue procedure, a RIC may treat a distribution of its own stock as a dividend if (1) the stock is publicly traded on an established securities market, (2) the distribution is declared with respect to a taxable year ending on or before December 31, 2011 and (3) each shareholder may elect to receive his or her entire distribution in either cash or stock of the RIC subject to a limitation on the aggregate amount of cash to be distributed to all shareholders, which must be at least 10% of the aggregate

declared distribution. If too many shareholders elect to

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receive cash, each shareholder electing to receive cash will receive a pro rata amount of cash (with the balance of the distribution paid in stock). In no event will any shareholder electing to receive cash receive less than 10% of his or her entire distribution in cash. We have not elected to distribute stock as a dividend but reserve the right to do so.

We may not be able to achieve operating results that will allow us to make dividends and distributions at a specific level or to increase the amount of these dividends and distributions from time to time. In addition, we may be limited in our ability to make dividends and distributions due to the asset coverage test for borrowings when applicable to us as a business development company under the 1940 Act and due to provisions in future credit facilities. If we do not distribute a certain percentage of our income annually, we will suffer adverse tax consequences, including possible loss of our RIC status. We cannot assure stockholders that they will receive any dividends and distributions or dividends and distributions at a particular level.

### ***Sale of Unregistered Securities***

We did not engage in any sales of unregistered securities during the fiscal year ended September 30, 2010.

### ***Stock Performance Graph***

This graph compares the return on our common stock with that of the Standard & Poor's 500 Stock Index and the Russell 2000 Financial Services Index, for the period from April 24, 2007 (initial public offering) through September 30, 2010. The graph assumes that, on April 24, 2007, a person invested \$100 in each of our common stock, the S&P 500 Index, and the Russell 2000 Financial Services Index. The graph measures total stockholder return, which takes into account both changes in stock price and dividends. It assumes that dividends paid are invested in like securities.



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The graph and other information furnished under this Part II Item 5 of this Form 10-K shall not be deemed to be soliciting material or to be filed with the SEC or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the 1934 Act. The stock price performance included in the above graph is not necessarily indicative of future stock price performance.

**Item 6. Selected Financial Data**

We have derived the financial information below from our audited and unaudited financial data and, in the opinion of management, such information reflects all adjustments (consisting of normal recurring adjustments) that are necessary to present fairly the results of such periods. The Statement of operations data, Per share data and Balance sheet data for the fiscal years ended September 30, 2010, 2009 and 2008, and for the period from January 11, 2007 (inception) through September 30, 2007 are derived from our financial statements which have been audited by KPMG LLP, our independent registered public accounting firm. This selected financial data should be read in conjunction with our financial statements and related notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations.

|  | Year ended<br>September 30,<br>2010 | Year ended<br>September 30,<br>2009 | Year ended<br>September 30,<br>2008 | For the period from<br>January 11,<br>2007<br>(inception)<br>through<br>September 30,<br>2007 |
|--|-------------------------------------|-------------------------------------|-------------------------------------|---|
| (Dollar amounts in thousands, except per share data)                           | Audited                             | Audited                             | Audited                             | Audited   |
| <b>Statement of operations data:</b>   |                                     |                                     |                                     |   |
| Total investment income  | \$ 60,140                           | \$ 45,119                           | \$ 39,811                           | \$ 13,107   |
| Net expenses before base management fee waiver                                 | 28,065                              | 22,400                              | 21,676                              | 6,444   |
| Net expenses after base management fee waiver <sup>(1)</sup>                   | 28,065                              | 22,400                              | 21,255                              | 5,803   |
| Net investment income  | 32,075                              | 22,719                              | 18,556                              | 7,304   |
| Net realized and unrealized (loss) gain  | (15,539)                            | 13,083                              | (59,259)                            | (24,004)  |
| Net increase/(decrease) in net assets resulting from operations                | 16,535                              | 35,802                              | (40,703)                            | (16,699)  |
| <b>Per share data:</b>   |                                     |                                     |                                     |   |
| Net asset value (at period end)  | 10.69                               | 11.85                               | 10.00                               | 12.83   |
| Net investment income <sup>(2)</sup>   | 1.09                                | 1.08                                | 0.88                                | 0.35  |
| Net realized and unrealized (loss) gain <sup>(2)</sup>                         | (0.53)                              | 0.62                                | (2.81)                              | (1.15)  |
| Net increase/(decrease) in net assets resulting from operations <sup>(2)</sup> | 0.56                                | 1.70                                | (1.93)                              | (0.80)  |
| Distributions declared <sup>(2),(6)</sup>                                      | (1.09)                              | (0.96)                              | (0.90)                              | (0.36)  |
| <b>Balance sheet data (at period end):</b>                                     |                                     |                                     |                                     |   |
| Total assets   | 711,494                             | 512,381                             | 419,811                             | 555,008   |
| Total investment portfolio   | 664,724                             | 469,760                             | 372,148                             | 291,017   |
| Borrowings outstanding   | 233,641 <sup>(5)</sup>              | 175,475 <sup>(5)</sup>              | 202,000                             | 10,000  |
| Payable for investments and unfunded investments                               | 74,988                              | 25,821                              |                                     | 273,334   |
| Total net asset value  | 386,575                             | 300,580                             | 210,728                             | 270,393   |
| <b>Other data:</b>   |                                     |                                     |                                     |   |
| Total return <sup>(3)</sup>  | 44.79%                              | 30.39%                              | (38.58)%                            | (8.29)%   |
| Number of portfolio companies (at period end) <sup>(4)</sup>                   | 43                                  | 42                                  | 37                                  | 38  |
| Yield on debt portfolio (at period end) <sup>(4)</sup>                         | 12.7%                               | 11.4%                               | 11.1%                               | 10.1%   |

(1) The base management fee waiver was in effect from Inception through March 31, 2008. See Certain Relationships and Transaction in the accompanying prospectus.

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- (2) Based on the weighted average shares outstanding for the respective periods.
- (3) Based on the change in market price per share during the periods and takes into account dividends and distributions, if any, reinvested in accordance with our dividend reinvestment plan. Total return is not annualized for a period less than one year.
- (4) Unaudited.
- (5) At fair value in the case of our credit facility.
- (6) Determined based on taxable income calculated in accordance with income tax regulations which may differ from amounts determined under U.S. generally accepted accounting principles.

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**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations  
FORWARD-LOOKING STATEMENTS**

This Report, including the 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 financial condition. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about our industry, our beliefs and our assumptions. The forward-looking statements contained in this Report involve risks and uncertainties, including statements as to:

our future operating results;

our business prospects and the prospects of our prospective 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 investments that we expect to make;

the impact of fluctuations in interest rates on our business;

our contractual arrangements and relationships with third parties;

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

the ability of our prospective portfolio companies to achieve their objectives;

our expected financings and investments;

the adequacy of our cash resources and working capital;

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

the ability of the Investment Adviser to locate suitable investments for us and to monitor and administer our investments.

We use words such as anticipates, believes, expects, intends, seeks and similar expressions to identify forward-looking statements. Undue influence should not be placed on the forward looking statements as our actual results could differ materially from those projected in the forward-looking statements for any reason, including the factors in Risk Factors and elsewhere in this Report.

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We have based the forward-looking statements included in this report on information available to us on the date of this 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 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, reports on Form 10-Q and current reports on Form 8-K.

The following analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes thereto contained elsewhere in this Report.

### *Overview*

PennantPark Investment Corporation is a business development company whose objectives are to generate both current income and capital appreciation through debt and equity investments primarily in U.S. middle-market companies in the form of senior secured loans, mezzanine debt and equity investments.

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We believe the middle-market offers attractive risk-reward to investors due to the limited amount of capital available for such companies. PennantPark Investment seeks to create a diversified portfolio that includes senior secured loans, mezzanine debt and equity investments by investing approximately \$10 to \$50 million of capital, on average, in the securities of middle-market companies. We use the term middle-market to refer to companies with annual revenues between \$50 million and \$1 billion. We expect this investment size to vary proportionately with the size of our capital base. The companies in which we invest are typically highly leveraged, and, in most cases, are not rated by national rating 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. In addition, we expect our debt investments to generally range in maturity from three to ten years.

Our investment activity depends on many factors, including the amount of debt and equity capital available to middle-market companies, the level of merger and acquisition activity for such companies, the general economic environment and the competitive environment for the types of investments we make. The turmoil in the credit markets has adversely affected each of these factors and has resulted in a broad-based reduction in the demand for, and valuation of, middle-market debt instruments. These conditions may present us with attractive investment opportunities, as we believe that there are many middle-market companies that need senior secured and mezzanine debt financing. We have used, and expect to continue to use, our credit facility, the SBA debentures, proceeds from the rotation of our portfolio and proceeds from public and private offerings of securities to finance our investment objectives.

### ***Organization and Structure of PennantPark Investment Corporation***

PennantPark Investment Corporation was organized under the Maryland General Corporation Law in January 2007. We are a closed-end, externally managed, non-diversified investment company that has elected to be treated as a business development company under the 1940 Act. As such, we are required to comply with certain regulatory requirements. For instance, we generally have to invest at least 70% of our total assets in qualifying assets, including securities of U.S. private companies or thinly traded public companies, public companies with a market capitalization of less than \$250 million, cash, cash equivalents, U.S. government securities and high quality debt investments that mature in one year or less.

Our wholly owned SBIC subsidiary, PennantPark SBIC LP, was organized as a Delaware limited partnership on May 7, 2010 and received a license from the SBA to operate as an SBIC under Section 301(c) of the 1958 Act on July 30, 2010. Our SBIC's objective is to generate both current income and capital appreciation through debt and equity investments. SBIC LP, generally, invests with us in SBA eligible businesses that meet the investment criteria used by PennantPark Investment.

Our investment activities are managed by PennantPark Investment Advisers. Under our Investment Management Agreement, we have agreed to pay our Investment Adviser an annual base management fee based on our average adjusted gross total assets as well as an incentive fee based on our investment performance. PennantPark Investment, through the Investment Adviser, provides similar services to SBIC LP under its investment management agreement with us, with no effect on management and incentive fees on a consolidated basis. We have also entered into an Administration Agreement with PennantPark Investment Administration. Under our Administration Agreement, we have agreed to reimburse the Administrator for our allocable portion of overhead and other expenses incurred by the Administrator in performing its obligations under our Administration Agreement, including rent and our allocable portion of the costs of compensation and related expenses of our chief compliance officer, chief financial officer and their respective staffs. PennantPark Investment, through the Administrator, provides similar services to SBIC LP under its administration agreement with us. Our board of directors, a majority of whom are independent of us and PennantPark Investment Advisers supervise our activities.

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### ***Revenues***

We generate revenue in the form of interest income on the debt securities we hold and capital gains and distributions, if any, on investment securities that we may acquire in portfolio companies. Our debt investments, whether in the form of senior secured loans or mezzanine debt, typically have a term of three to ten years and bear interest at a fixed or floating rate. Interest on debt securities is generally payable quarterly or semiannually. In some cases, some of our investments provide for deferred interest payments or PIK. The principal amount of the debt securities and any accrued but unpaid interest generally becomes due at the maturity date. In addition, we may generate revenue in the form of commitment, origination, structuring or diligence fees, fees for providing managerial assistance and possibly consulting fees. Loan origination fees, original issue discount and market discount or premium are capitalized, and we accrete or amortize such amounts as income. We record prepayment premiums on loans and debt securities as income. Dividend income, if any, is recognized on an accrual basis on the ex-dividend date to the extent that we expect to collect such amounts.

### ***Expenses***

Our primary operating expenses include the payment of management fees to our Investment Adviser, our allocable portion of overhead under our Administration Agreement and other operating costs as detailed below. Our management fee compensates our Investment Adviser for its work in identifying, evaluating, negotiating, consummating and monitoring our investments. Additionally, we pay interest expense on the outstanding debt we accrue under our credit facility and SBA debentures. We bear all other direct or indirect costs and expenses of our operations and transactions, including:

the cost of calculating our net asset value, including the cost of any third-party valuation services;

the cost of effecting sales and repurchases of shares of our common stock and other securities;

fees payable to third parties relating to, or associated with, making investments, including fees and expenses associated with performing due diligence and reviews of prospective investments or complimentary businesses;

expenses incurred by the Investment Adviser in performing due diligence and reviews of investments;

transfer agent and custodial fees;

fees and expenses associated with marketing efforts;

federal and state registration fees and any stock exchange listing fees;

federal, state and local taxes;

independent directors' fees and expenses;

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brokerage commissions;

fidelity bond, directors and officers/errors and omissions liability insurance and other insurance premiums;

direct costs such as printing, mailing, long distance telephone and staff;

fees and expenses associated with independent audits and outside legal costs;

costs associated with our reporting and compliance obligations under the 1940 Act, the 1958 Act and applicable federal and state securities laws; and

all other expenses incurred by either the Administrator or us in connection with administering our business, including payments under our Administration Agreement that will be based upon our allocable portion of overhead, and other expenses incurred by the Administrator in performing its obligations under our Administration Agreement, including rent and our allocable portion of the costs of compensation and related expenses of our chief compliance officer, chief financial officer and their respective staffs.

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**PORTFOLIO AND INVESTMENT ACTIVITY**

As of September 30, 2010, our portfolio totaled \$664.7 million and consisted of \$234.6 million of senior secured loans, \$156.7 million of second lien secured debt, \$223.9 million of subordinated debt and \$49.5 million of preferred and common equity investments. Our portfolio consisted of 75% fixed-rate (including 26% with a LIBOR or prime floor) and 25% variable-rate investments. Overall, the portfolio had an unrealized appreciation of \$8.0 million. Our overall portfolio consisted of 43 companies with an average investment size of \$15.5 million, a weighted average yield on debt investments of 12.7%, and was invested 35% in senior secured loans, 24% in second lien secured debt, 34% in subordinated debt and 7% in preferred and common equity investments.

As of September 30, 2009, our portfolio totaled \$469.8 million and consisted of \$150.6 million of senior secured loans, \$134.4 million of second lien secured debt, \$157.1 million of subordinated debt and \$27.7 million of preferred and common equity investments. Our debt portfolio consisted of 53% fixed-rate (including 13% with a LIBOR or prime floor) and 47% variable-rate investments. Overall, the portfolio had an unrealized depreciation of \$27.5 million. Our overall portfolio consisted of 42 companies with an average investment size of \$11.2 million and a weighted average yield on debt investments of 11.4%, and was invested 32% in senior secured loans, 29% in second lien secured debt, 33% in subordinated debt and 6% in preferred and common equity investments.

For the fiscal year ended September 30, 2010, we purchased \$309.5 million of investments issued by 17 new and 12 existing portfolio companies with an overall weighted average yield of 14.9% on debt investments. This compares to purchasing \$112.7 million in 11 new and 8 existing portfolio companies with an overall weighted average yield of 14.5% on debt investments, and compares to purchasing \$206.8 million in 14 new and 2 existing portfolio companies with an overall weighted average yield of 13.8% on debt investments for the fiscal years ended September 30, 2009 and 2008, respectively.

**CRITICAL ACCOUNTING POLICIES**

The discussion of our financial condition and results of operation is based upon our financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles, or GAAP. The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Changes in the economic environment, financial markets and any other parameters used in determining such estimates could cause actual results to differ. In addition to the discussion below, we describe our critical accounting policies in the notes to our consolidated financial statements.

***Valuation of Portfolio Investments***

Our investments generally consist of illiquid securities including debt and equity investments of middle-market companies. All of our investments are recorded using broker/dealers quotes or using fair value as determined in good faith by our board of directors in consultation with our independent third party valuation firms. Our board of directors generally uses market quotations to assess the value of our investments for which market quotations are readily available. We obtain these market values from independent pricing services or at the bid prices obtained from at least two broker/dealers, if available, or by a principal market maker or a primary market dealer. If the board of directors has a bona fide reason to believe any such market quote does not reflect the fair value of an investment, it may independently value such investment by using the valuation procedure that it uses with respect to assets for which market quotations are not readily available. Debt and equity investments that are not publicly traded or whose market prices are not readily available are valued at fair value as determined in good faith by or under the direction of our board of directors. Such determination of fair values involves subjective judgments and estimates. Investments of sufficient credit quality purchased within 60 days of maturity are valued at cost plus accreted discount, or minus amortized premium, which approximates fair value. With respect to unquoted securities, our board of directors, in consultation with our independent third party valuation firms, values each investment considering, among other measures, discounted cash flow models, comparisons of financial ratios of peer companies that are public and other factors.



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

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

- (1) Our quarterly valuation process begins with each portfolio company or investment being initially valued by the investment professionals of the Investment Adviser responsible for the portfolio investment;
- (2) Preliminary valuation conclusions are then documented and discussed with the management of our Investment Adviser;
- (3) Our board of directors also engages independent valuation firms to conduct independent appraisals of our investments for which market quotations are not readily available or are readily available but deemed not reflective of the fair value of an investment. The independent valuation firm review management's preliminary valuations in light of its own independent assessment and also in light of any market quotations obtained from an independent pricing service, broker, dealer or market maker;
- (4) The audit committee of our board of directors reviews the preliminary valuations of the Investment Adviser and that of the independent valuation firms and responds and supplements the valuation recommendations of the independent valuation firms to reflect any comments; and
- (5) The board of directors discusses the valuations and determines the fair value of each investment in our portfolio in good faith, based on the input of our Investment Adviser, the independent valuation firms and the audit committee.

The Financial Accounting Standards Board, or FASB, issued guidance related to Fair Value Measurements, or ASC 820, which clarifies the definition of fair value and requires companies to expand their disclosure about the use of fair value to measure assets and liabilities in interim and annual periods subsequent to initial recognition. Adoption of ASC 820 requires the use of 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. ASC 820 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. We adopted this statement on October 1, 2008. This adoption did not affect the PennantPark Investment's financial position or its results of operations.

ASC 820 classifies the inputs used to measure these fair values into the following hierarchies:

Level 1: Inputs that are quoted prices (unadjusted) in active markets for identical assets or liabilities, accessible by PennantPark Investment at the measurement date.

Level 2: Inputs that are quoted prices for similar assets or liabilities in active markets, or that are quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term, if applicable, of the financial instrument.

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Level 3: Inputs that are unobservable for an asset or liability because they are based on PennantPark Investment's own assumptions about how market participants would price the asset or liability.

The inputs into the determination of fair value may require significant management judgment or estimation. Even if observable market data is available, such information may be the result of consensus pricing information or broker quotes which include a disclaimer that the broker would not be held to such a price in an actual transaction. The non-binding nature of consensus pricing and/or quotes accompanied by disclaimer would result in classification as Level 3 information, assuming no additional corroborating evidence.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Generally, all of our investments (other than cash and cash equivalents) and long-term credit facility are classified as Level 3.

Our investments are generally structured as debt and equity investments in the form of senior secured loans, mezzanine debt and equity co-investments. The transaction price, excluding transaction costs, is typically the best estimate of fair value at inception. When evidence supports a subsequent change to the carrying value from the original transaction price, adjustments are made to reflect the expected exit values. Ongoing reviews by our Investment Adviser and independent valuation firms are based on an assessment of each underlying investment, incorporating valuations that consider the evaluation of financing and sale transactions with third parties, expected cash flows and market-based information, including comparable transactions, and performance multiples, among other factors. These nonpublic investments are included in Level 3 of the fair value hierarchy.

The FASB issued guidance on, *The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB 115, or ASC 825-10*. This statement permits an entity to choose to measure many financial instruments and certain other items at fair value. This statement applies to all reporting entities, and contains financial statement presentation and disclosure requirements for assets and liabilities reported at fair value as a consequence of the election. This statement is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. We adopted ASC 825-10 on October 1, 2008 and have made an irrevocable election to apply the fair value option to our credit facility liability. The fair value option was elected for our credit facility to align the measurement attributes of both the assets and liabilities while mitigating volatility in earnings from using different measurement attributes. Upon adoption, our net asset value increased by \$41.8 million, or \$1.99 per share, due to the fair value adjustment related to our credit facility. For the fiscal years ended September 30, 2010 and 2009, our long-term credit facility had a net change in unrealized (appreciation) depreciation of \$(35.7) million and \$7.8 million, respectively. On September 30, 2010 and 2009, net unrealized appreciation on our long-term credit facility totaled \$13.9 million and \$49.6 million, respectively, which included the cumulative effect of adoption of ASC 825-10 on our credit facility of \$41.8 million. We use a nationally recognized independent valuation services to measure the fair value of our credit facility in a manner consistent with the valuation process that our board of directors uses to value our investments. After adoption, subsequent changes in the fair value of our credit facility will be recorded in the consolidated statement of operations. We have not elected to apply ASC 825-10 to any other financial assets or liabilities.

FASB guidance on, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly, or ASC 820-10-35-51A*. ASC 820-10-35-51A amends ASC 820 to provide additional guidance for estimating fair value when the volume and level of activity for the asset or liability have significantly decreased and includes guidance on identifying circumstances that indicate a transaction is not orderly. It emphasizes that even if there has been a significant decrease in the volume and level of activity for the asset or liability and regardless of the valuation technique used, the objective of a fair value measurement remains the same that the fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. The guidance in ASC 820-10-35-51A is effective for periods ending after June 15, 2009. We adopted ASC 820-10-35-51A on June 30, 2009, and it did not have a material impact on our financial statements.

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### ***Revenue Recognition***

We record interest income on an accrual basis to the extent that we expect to collect such amounts. For loans and debt investments with contractual PIK interest which represents contractual interest accrued and added to the loan balance that generally becomes due at maturity, we will generally 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 investments if we determine that it is probable that we will not be able to collect such interest. Loan origination fees, original issue discount, market discount or premium and deferred financing costs on our debt are capitalized, and we then amortize such amounts as interest income or expense as applicable. We record prepayment premiums on loans and debt investments as income. Dividend income, if any, is recognized on an accrual basis on the ex-dividend date to the extent that we expect to collect such amounts.

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

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

### ***Payment-in-Kind Interest***

We have investments in our portfolio which contain a PIK interest provision. PIK interest is added to the principal balance of the investment and is recorded as income. For us to maintain our status as a RIC, substantially all of this income must be paid out to stockholders in the form of dividends, even though we have not collected any cash with respect to PIK securities.

### ***Federal Income Taxes***

We operate so as to qualify to maintain our election to be taxed as a RIC under Subchapter M of the Code and intend to continue to do so. Accordingly, we are not subject to federal income tax on the portion of our taxable income and gains distributed to stockholders. To qualify as a RIC, we are required to distribute at least 90% of our investment company taxable income as defined by the Code. If we do not distribute at least 98% of our annual taxable income (excluding net long-term capital gains retained or deemed to be distributed) in the year earned, we generally will be required to pay an excise tax on amounts carried over and distributed to shareholders in the next year equal to 4% of the amount by which 98% of our annual taxable income available for distribution exceeds the distributions from such income for the current year.

Because federal income tax regulations differ from GAAP, distributions in accordance with tax regulations may differ from net investment income and realized gains recognized for financial reporting purposes. Differences may be permanent or temporary. Permanent differences are reclassified among capital accounts in the financial statements to reflect their tax character. Temporary differences arise when certain items of income, expense, gain or loss are recognized at some time in the future. Differences in classification may also result from the treatment of short-term gains as ordinary income for tax purposes.

## **RESULTS OF OPERATIONS**

Set forth below are our results of operations for the fiscal years ended September 30, 2010, 2009 and 2008.

### ***Investment Income***

Investment income for the fiscal year ended September 30, 2010, was \$60.1 million, and was primarily attributable to \$16.9 million from senior secured loan investments, \$13.2 million from second lien secured debt

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investments, and \$24.7 million from subordinated debt investments for the same period. The remaining investment income was primarily attributed to interest income from net accretion of discount and amortization of premium. The increase in investment income over the prior year was due to growth of our portfolio which was also driven by investment of the proceeds from our equity offerings and rotation out of lower yielding assets.

Investment income for the fiscal year ended September 30, 2009, was \$45.1 million, and was primarily attributable to \$6.0 million from senior secured loan investments, \$12.2 million from second lien secured debt investments, and \$24.1 million from subordinated debt investments for the same period. The remaining investment income was primarily attributed to interest income from net accretion of discount and amortization of premium. The increase in investment income over the prior year was due to the growth in our overall portfolio.

Investment income for the fiscal year ended September 30, 2008, was \$39.8 million, and was primarily attributable to \$16.2 from senior secured loan investments, \$14.7 million from second lien secured debt investments, and \$7.2 million from subordinated debt investments for the same period. The remaining investment income was primarily attributed to interest income from short-term investments and to net accretion of discount and amortization of premium. The increase in investment income over the prior year was due to the growth of our portfolio and the transition of the portfolio from temporary to long-term investments.

### ***Expenses***

Expenses for the fiscal year ended September 30, 2010, totaled \$28.0 million. Base management fee for the same period totaled \$11.6 million, performance-based incentive fee totaled \$8.0 million, credit facility and SBA debentures related expenses totaled \$3.7 million, general and administrative expenses totaled \$4.6 million and an excise tax of \$0.1 million was incurred. The increase in expenses over the prior year was primarily due to the growth of our portfolio and net investment income.

Expenses for the fiscal year ended September 30, 2009, totaled \$22.4 million. Base management fee for the same period totaled \$7.7 million, performance-based incentive fee totaled \$5.7 million, credit facility related expenses totaled \$4.6 million and general and administrative expenses totaled \$4.4 million. The increase in expenses over the prior year was primarily due to the growth of our portfolio and offset by the reduced borrowing costs under our credit facility.

Net expenses for the fiscal year ended September 30, 2008, totaled \$21.2 million. Net base management fee for the same period totaled \$6.7 million, performance-based incentive fee totaled \$3.8 million, credit facility related expense totaled \$6.3 million and general and administrative expenses totaled \$4.4 million. The increase in expenses over the prior year was due to the growth of our portfolio and the incurrence of additional borrowing costs under our credit facility.

### ***Net Investment Income***

Net investment income totaled \$32.1 million or \$1.09 per share, \$22.7 million or \$1.08 per share and \$18.6 million or \$0.88 per share, respectively, for the fiscal years ended September 30, 2010, 2009 and 2008. The increase in per share net investment income from 2009 to 2010 was the result of the growth of our portfolio offset by the dilutive effect of issuing shares below our net asset value.

### ***Net Realized Losses***

Sales and repayments of long-term investments for the fiscal years ended September 30, 2010, 2009 and 2008, totaled \$145.2 million, \$28.0 million and \$70.1 million, respectively, and net realized losses totaled \$15.4 million, \$39.2 million and \$11.2 million, respectively. Net realized losses decreased over the prior year due to improvements in the overall leveraged finance markets.

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***Net Change in Unrealized Appreciation (Depreciation) on Investments and Credit Facility***

Net change in unrealized appreciation (depreciation) on investments totaled \$35.5 million, \$44.5 million and \$(48.1) million for the fiscal years ended September 30, 2010, 2009, and 2008, respectively. Net change in unrealized (appreciation) depreciation on credit facility totaled \$(35.7) million and \$7.8 million for the fiscal years ended September 30, 2010 and 2009, respectively. Net change in unrealized appreciation on investments improved over the prior year due to the overall improvements in the leveraged finance markets. Net change in unrealized (appreciation) on our credit facility over the prior year is the result of it approaching maturity.

***Net Increase (Decrease) in Net Assets Resulting From Operations***

Net increase (decrease) in net assets resulting from operations totaled \$16.5 million, or \$0.56 per share, \$35.8 million, or \$1.70 per share, and \$(40.7) million, or \$(1.93) per share for the fiscal years ended September 30, 2010, 2009 and 2008, respectively. The net increase in net assets from operations over the prior year was due to the continued growth in net investment income as a result of growing our portfolio, offset by realized losses and the appreciation in the value of our credit facility as it approaches maturity. The net increase in net assets resulting from operations decreased from 2008 to 2009, primarily due to a decline in the leveraged finance markets.

**LIQUIDITY AND CAPITAL RESOURCES**

Our liquidity and capital resources are derived from our credit facility, SBA debentures and cash flows from operations, including investment sales and repayments, and income earned. Our primary use of funds from operations includes investments in portfolio companies and payments of fees and other operating expenses we incur. We have used, and expect to continue to use, our credit facility, the SBA debentures, proceeds from the rotation of our portfolio and proceeds from public and private offerings of securities to finance our investment objectives.

On June 25, 2007, PennantPark Investment entered into its credit facility, among us, various lenders and SunTrust Bank, as administrative agent for the lenders. SunTrust Robinson Humphrey Capital Markets acted as the joint lead arranger and JPMorgan Chase (Chase Lincoln First Commercial as successor in interest of Bear Stearns Corporate Lending Inc.) acted as joint lead arranger and syndication agent. As of September 30, 2010, we had outstanding borrowings of \$233.1 million (including a \$5.2 million temporary draw) with a fair value of \$219.1 million and a weighted average interest rate at the time of 1.34% exclusive of the fee on undrawn commitment of 0.20%.

Under the credit facility, the lenders agreed to extend us credit in an initial aggregate principal or face amount not exceeding \$300.0 million at any one time outstanding. The credit facility is a five-year revolving facility (with a stated maturity date of June 25, 2012) and is secured by substantially all of our investment portfolio assets, except for those assets of SBIC LP. Pricing of borrowings under our credit facility is set at 100 basis points over LIBOR.

The credit facility contains affirmative and restrictive covenants, including but not limited to maintenance of a minimum shareholders' equity of the greater of (i) 40% of the total assets of PennantPark Investment and its subsidiaries as of the last day of any fiscal quarter and (ii) the sum of (A) \$120,000,000 plus (B) 25% of the net proceeds from the sale of equity interests in PennantPark Investment and its subsidiaries after the closing date of the credit facility and maintenance of a ratio of total assets (less total liabilities other than indebtedness) to total indebtedness, in each case of PennantPark Investment, of not less than 2.0:1.0, (excluding any exemptive relief granted by the SEC with respect to the indebtedness of any SBIC subsidiary). In addition to the asset coverage ratio described in the preceding sentence, borrowings under our credit facility (and the incurrence of certain other permitted debt) will be subject to compliance with a borrowing base that will apply different advance rates to different types of assets in PennantPark Investment's portfolio. As of September 30, 2010, we are in compliance with the terms of our credit facility.

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We may raise additional equity or debt capital through both registered offerings off a shelf registration and by private offerings of securities, by securitizing a portion of our investments or borrow from the SBA through our SBIC subsidiary, among other considerations. Any future additional debt capital we incur, to the extent it is available under current credit market conditions, may be issued at a higher cost and on less favorable terms and conditions than our current credit facility. We continuously monitor conditions in the credit markets and seek opportunities to enhance our debt structure considering our credit facility matures in June 2012. Furthermore, our credit facility availability depends on various covenants and restrictions as discussed in the preceding paragraph. The primary use of existing funds and any funds raised in the future is expected to be for repayment of indebtedness, investments in portfolio companies, cash distributions to our shareholders or for other general corporate purposes.

On February 2, 2010, our stockholders approved a proposal that authorizes us to sell shares of our common stock below the then current net asset value per share of our common stock in one or more offerings for a period of 12 months. For the fiscal year ended September 30, 2010, we sold 10.8 million shares of our common stock below the then current net asset value per share, inclusive of the underwriters' over-allotment options, resulting in net proceeds of \$101.7 million. This compares to selling 4.3 million shares of common stock resulting in net proceeds of \$32.5 million in the prior year, excluding the underwriters' over-allotment option. Any decision to sell shares below the then current net asset value per share of our common stock in one or more offerings is subject to the determination by our board of directors that such issuance and sale is in our and our stockholders' best interests. Any sale or other issuance of shares of our common stock at a price below net asset value per share has resulted and will continue to result in an immediate dilution to our stockholders' interest in our common stock and a reduction of our net asset value per share.

SBIC LP is able to borrow funds from the SBA against regulatory capital that is paid-in, subject to customary regulatory requirements including but not limited to an examination by the SBA. As of September 30, 2010, we have committed \$50.0 million to SBIC LP, funded it with equity capital of \$14.5 million and had SBA debentures outstanding of \$14.5 million. SBA debentures are non-recourse to us, have a 10-year maturity, and may be prepaid at any time without penalty. The interest rate of SBA debentures is fixed at the time of issuance, often referred to as pooling, at a market-driven spread over 10-year U.S. Treasury Notes. SBA current regulations limit the amount that SBIC LP may borrow to a maximum of \$150 million, which is up to twice its potential regulatory capital. This means that SBIC LP may access the maximum borrowing if it has \$75 million in regulatory capital.

On August 5, 2010, SBIC LP received a SBA debenture commitment of \$33.5 million. As of September 30, 2010, \$14.5 million of the \$33.5 million debt commitment was drawn with a weighted average interest rate of 0.93% exclusive of the 3.43% in upfront fees. Of the \$14.5 million of SBA debentures outstanding, \$0.5 million is fixed for 10-years with a rate of 3.50% (inclusive of the SBA annual fee) and \$14.0 million is temporary financing currently bearing a rate of 0.84% that will reset to a market-driven rate in March 2011. Additionally, SBA debentures require an upfront commitment fee of 1% and are issued at a 2.43% discount to face. Both fees are amortized over the life of the loan. The remaining unused SBA debentures totaled \$19.0 million as of September 30, 2010, subject to customary regulatory requirements. See recent developments for information pertaining to the increased commitment and availability under the SBA debenture program.

The SBIC program is designed to stimulate the flow of capital into eligible businesses. Under SBA regulations, SBIC LP is subject to regulatory requirements including making investments in SBA eligible businesses, investing at least 25% of regulatory capital in eligible smaller businesses, as defined under the 1958 Act, placing certain limitations on the financing terms of investments, prohibiting investment in certain industries, requiring capitalization thresholds that limit distributions to us, and is subject to periodic audits and examinations. As of September 30, 2010, SBIC LP is in compliance with its regulatory requirements.

PennantPark Investment applied for exemptive relief from the SEC to permit us to exclude the debt of SBIC LP from our consolidated asset coverage ratio. There can be no assurance that we will be able to capitalize SBIC LP with sufficient regulatory capital to access the maximum borrowing amount available or that we will receive an exemptive relief from the SEC with respect to the SBA-guaranteed debentures.

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If we are granted exemptive relief, our ratio of total assets on a consolidated basis to outstanding to indebtedness may be greater than 200%, which while providing increased investment flexibility, would also increase our exposure to risks associated with leverage. See Risk Factors. If we incur additional debt, it could increase the risk of investing in our shares.

At September 30, 2010, we had over \$100 million of assets bearing a coupon of 9% or lower. We will look to rotate these assets into new higher yielding investments over time.

Our operating activities used cash of \$127.1 million for the fiscal year ended September 30, 2010, and our financing activities provided net cash proceeds of \$95.6 million for the same period. Our operating activities used cash primarily for investing that was provided from, primarily, proceeds from our follow-on public offerings of common stock and draws under the credit facility and SBA debentures.

Our operating activities used cash of \$42.4 million for the fiscal year ended September 30, 2009, and our financing activities provided net cash proceeds of \$35.4 million for the same period, primarily from proceeds from a follow-on public offering of common stock. Our operating activities used cash primarily for investing, that was provided from proceeds from a secondary public offering and draws under the credit facility.

Our operating activities used cash of \$395.8 million for the fiscal year ended September 30, 2008, and our financing activities provided cash proceeds of \$178.1 million for the same period, primarily from borrowings under our credit facility. Our operating activities used cash primarily for investing that was provided from proceeds from our credit facility.

**Contractual Obligations**

A summary of our significant contractual payment obligations including, but not limited to, borrowings under our multi-currency \$300.0 million, five-year, revolving credit facility maturing in June 2012 and other contractual obligations are as follows:

|   | Total    | Payments due by period (in millions) |              |              |                      |
|---|----------|--------------------------------------|--------------|--------------|----------------------|
|   |          | Less than<br>1 year                  | 1-3<br>years | 3-5<br>years | More than<br>5 years |
| Senior secured revolving credit facility <sup>(1)</sup> | \$ 233.1 | \$                                   | \$ 233.1     | \$           | \$                   |
| SBA debentures <sup>(2)</sup>                           | 14.5     |                                      |              |              | 14.5                 |
| Subtotal debt outstanding <sup>(3)</sup>                | 247.6    |                                      | 233.1        |              | 14.5                 |
| Unfunded investments <sup>(4)</sup>                     | 22.2     | 3.6                                  | 18.6         |              |                      |
| Total contractual obligations                           | \$ 269.8 | \$ 3.6                               | \$ 251.7     | \$           | \$ 14.5              |

- (1) As of September 30, 2010, we had \$66.9 million of unused borrowing capacity under our credit facility, subject to maintenance of the applicable total assets to debt ratio of 200%, maintenance of a blended percentage of the values of our portfolio companies and restrictions on certain payments and issuance of debt. Amount outstanding included a \$5.2 million temporary draw.
- (2) As of September 30, 2010, SBIC LP had \$19.0 million of unused borrowing capacity under SBIC LP's commitment from the SBA and \$14.0 million of SBA debentures that will have a rate reset in March 2011.
- (3) The weighted average interest rate on the total debt outstanding as of September 30, 2010 is 1.32% exclusive of the fee on undrawn commitment of 0.20% and 3.43% of upfront fees on SBIC LP's SBA debentures.
- (4) Unfunded debt investments described in the statement of assets and liabilities represent unfunded delayed draws on investments in first lien secured debt and subordinated debt investments.

We have entered into certain contracts under which we have material future commitments. Under our Investment Management Agreement, which was renewed in February 2010, PennantPark Investment Advisers serves as our investment adviser in accordance with the terms of that Investment Management Agreement. PennantPark Investment, through the Investment Adviser, provides similar services to SBIC LP under its investment management agreement with us, with no effect on the management or incentive fees on a consolidated basis. Payments under our

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Investment Management Agreement in each reporting period is equal to (1) a management fee equal to a percentage of the value of our gross assets and (2) an incentive fee based on our performance. See note 3 to the consolidated financial statements.



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Under our Administration Agreement, which was renewed in February 2010, PennantPark Investment Administration furnishes us with office facilities and administrative services necessary to conduct our day-to-day operations. PennantPark Investment, through the Administrator, provides similar services to SBIC LP under its administration agreement which is intended to have no effect on the consolidated administration fee. If requested to provide managerial assistance to our portfolio companies, we or PennantPark Investment Administration will be paid an additional amount based on the services provided, which amount will not in any case exceed the amount we receive from the portfolio companies for such services. Payment under our Administration Agreement is based upon our allocable portion of the Administrator's overhead in performing its obligations under our Administration Agreement, including rent, technology systems, insurance and our allocable portion of the costs of our chief compliance officer, chief financial officer and their respective staffs. See note 3 to the consolidated financial statements.

If any of our contractual obligations discussed above is terminated, our costs under new agreements that we enter into may increase. In addition, we will likely incur significant time and expense in locating alternative parties to provide the services we expect to receive under our Investment Management Agreement and our Administration Agreement. Any new Investment Management Agreement would also be subject to approval by our stockholders.

***Off-Balance Sheet Arrangements***

We currently engage in no off-balance sheet arrangements, including any risk management of commodity pricing or other hedging practices.

***Distributions***

In order to qualify as a RIC and to not be subject to corporate-level tax on income, we are required, under Subchapter M of the Code, to distribute at least 90% of the sum of our ordinary income and realized net short-term capital gains, if any to our stockholders on an annual basis. Although not required for us to maintain our RIC tax status, we also must distribute at least 98% of our income (both ordinary income and net capital gains) in order to preclude the imposition of an entity level excise tax. For the fiscal year ended September 30, 2010, we have elected to retain a portion of our calendar year income and record an excise tax of \$0.1 million.

During the fiscal years ended September 30, 2010, 2009 and 2008, we declared to stockholders distributions of \$1.03, \$0.96 and \$0.90 per share, respectively, for total distributions of \$32.3 million, \$20.2 million and \$19.0 million, respectively. We monitor available net investment income to determine if a tax return of capital may occur for the fiscal year. To the extent our taxable earnings fall below the total amount of our distributions for any given fiscal year, a portion of those distributions may be deemed to be a tax return of capital to our common stockholders. Tax characteristics of all distributions will be reported to stockholders on Form 1099 after the end of the calendar year.

We intend to continue to distribute quarterly dividends to our stockholders. Our quarterly dividends, if any, are determined by our board of directors.

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

We maintain an opt out dividend reinvestment plan for our common stockholders. As a result, if we declare a dividend, then stockholders' cash dividends will be automatically reinvested in additional shares of our common stock, unless they specifically opt out of the dividend reinvestment plan so as to receive cash dividends.

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In January 2010, the Internal Revenue Service issued a revenue procedure that temporarily allows a RIC to distribute its own stock as a dividend for the purpose of fulfilling its distribution requirements. Pursuant to this revenue procedure, a RIC may treat a distribution of its own stock as a dividend if (1) the stock is publicly traded on an established securities market, (2) the distribution is declared with respect to a taxable year ending on or before December 31, 2011 and (3) each shareholder may elect to receive his or her entire distribution in either cash or stock of the RIC subject to a limitation on the aggregate amount of cash to be distributed to all shareholders, which must be at least 10% of the aggregate declared distribution. If too many shareholders elect to receive cash, each shareholder electing to receive cash will receive a pro rata amount of cash (with the balance of the distribution paid in stock). In no event will any shareholder electing to receive cash receive less than 10% of his or her entire distribution in cash. We have not elected to distribute stock as a dividend but reserve the right to do so.

We may not be able to achieve operating results that will allow us to make dividends and distributions at a specific level or to increase the amount of these dividends and distributions from time to time. In addition, we may be limited in our ability to make dividends and distributions due to the asset coverage test for borrowings when applicable to us as a business development company under the 1940 Act and due to provisions in future credit facilities. If we do not distribute a certain percentage of our income annually, we will suffer adverse tax consequences, including possible loss of RIC status. We cannot assure stockholders that they will receive any dividends and distributions at a particular level.

### ***Recent Developments***

On November 4, 2010, SBIC LP received a debt commitment from the SBA for an additional \$66.5 million bringing its total debt commitment from the SBA to \$100.0 million. Subsequent to September 30, 2010, SBIC LP completed its SBA examination in order to gain access to the full SBA commitment subject to customary regulatory requirements.

### **Item 7A. Quantitative And Qualitative Disclosures About Market Risk**

We are subject to financial market risks, including changes in interest rates. During the period covered by this report, many of the loans in our portfolio had floating interest rates. These loans are usually based on a floating LIBOR rate and typically have durations of three months after which they reset to current market interest rates.

Assuming that the balance sheet as of September 30, 2010 was to remain constant and no actions were taken to alter the existing interest rate sensitivity, a hypothetical immediate 1% change in interest rates may affect net income by more than 1% over a one-year horizon. Although management believes that this measure is indicative of our sensitivity to interest rate changes, it does not adjust for potential changes in the credit market, credit quality, size and composition of the assets on the balance sheet and other business developments that could affect net increase in net assets resulting from operations, or net income. Accordingly, no assurances can be given that actual results would not differ materially from the statement above.

Because we borrow money to make investments, our net investment income is dependent upon the difference between the rate at which we borrow funds and the rate at which we invest these funds. In periods of declining interest rates, our cost of funds would decrease, which may reduce our net investment income. As a result, there can be no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income.

We may hedge against interest rate fluctuations by using standard hedging instruments such as futures, options and forward contracts subject to the requirements of the 1940 Act. While hedging activities may insulate us against adverse changes in interest rates, they may also limit our ability to participate in benefits of lower interest rates with respect to our portfolio of investments with fixed interest rates. During the periods covered by this Report, we did not engage in interest rate hedging activities.

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**Management's Report on Internal Control over Financial Reporting**

The management of PennantPark Investment Corporation and its Subsidiaries, (except where the context suggests otherwise, the terms we, us, our and PennantPark Investment refer to PennantPark Investment Corporation and its Subsidiaries), are responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control system is a process designed to provide reasonable assurance to our management and board of directors regarding the preparation and fair presentation of published financial statements.

PennantPark Investment's internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions recorded necessary to permit the preparation of financial statements in accordance with U.S. generally accepted accounting principles. Our policies and procedures also provide reasonable assurance that receipts and expenditures are being made only in accordance with authorizations of management and the directors of PennantPark Investment, and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of PennantPark Investment's internal control over financial reporting as of September 30, 2010. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control - Integrated Framework*. Based on the assessment management believes that, as of September 30, 2010, our internal control over financial reporting is effective based on those criteria.

PennantPark Investment's independent registered public accounting firm that audited the financial statements has issued an audit report on the effectiveness of our internal control over financial reporting as of September 30, 2010. This report appears on page 69.

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**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders

PennantPark Investment Corporation and its Subsidiaries:

We have audited the accompanying consolidated statements of assets and liabilities of PennantPark Investment Corporation and its Subsidiaries (the Company), including the consolidated schedules of investments as of September 30, 2010 and 2009, and the related consolidated statements of operations, changes in net assets, and cash flows for the years ended September 30, 2010, 2009 and 2008. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of PennantPark Investment Corporation and its Subsidiaries as of September 30, 2010 and 2009, and the results of their operations and their cash flows for the years ended September 30, 2010, 2009 and 2008, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), PennantPark Investment Corporation's internal control over financial reporting as of September 30, 2010, based on criteria established in *Internal Control - Integrated Framework*, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated November 17, 2010 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

New York, New York

November 17, 2010

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**Report of Independent Registered Public Accounting Firm**

**On Internal Control Over Financial Reporting**

The Board of Directors and Stockholders

PennantPark Investment Corporation and its Subsidiaries:

We have audited PennantPark Investment Corporation and its Subsidiaries (the Company) internal control over financial reporting as of September 30, 2010, based on criteria established in *Internal Control Integrated Framework*, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Management of the Company is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included on page 67 of the Annual Report on Form 10-K, and Item 9A., Controls and Procedures Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, PennantPark Investment Corporation and its Subsidiaries maintained, in all material respects, effective internal control over financial reporting as of September 30, 2010, based on criteria established in *Internal Control Integrated Framework*, issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the statements of assets and liabilities of PennantPark Investment Corporation and its Subsidiaries, including the schedules of investments as of September 30, 2010 and 2009, and the related statements of operations, changes in net assets, and cash flows for the years ended September 30, 2010, 2009 and 2008, and our report dated November 17, 2010 expressed an unqualified opinion on those financial statements.

/s/ KPMG LLP

New York, New York

November 17, 2010

**Table of Contents****PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES**

|  | September 30,         |                       |
|--|-----------------------|-----------------------|
|  | 2010                  | 2009                  |
| <b>Assets</b>  |                       |                       |
| Investments at fair value  |                       |                       |
| Non-controlled, non-affiliated investments, at fair value (cost \$631,280,755 and \$479,909,805, respectively)                                     | \$ 641,290,626        | \$ 453,644,335        |
| Non-controlled, affiliated investments, at fair value (cost \$17,427,648 and \$17,378,081, respectively)   | 15,433,680            | 16,115,738            |
| Controlled, affiliated investments, at fair value (cost \$8,000,100 and \$0, respectively)   | 8,000,100             |                       |
| Total of Investments, at fair value (cost \$656,708,503 and \$497,287,886, respectively)   | 664,724,406           | 469,760,073           |
| Cash equivalents (See Note 9)  | 1,814,451             | 33,247,666            |
| Interest receivable  | 12,814,096            | 5,539,056             |
| Receivables for investments sold   | 30,254,774            | 2,726,007             |
| Prepaid expenses and other assets  | 1,886,119             | 1,108,567             |
| <b>Total assets</b>  | <b>711,493,846</b>    | <b>512,381,369</b>    |
| <b>Liabilities</b>   |                       |                       |
| Distributions payable  | 9,401,281             | 5,056,505             |
| Payable for investments purchased  | 52,785,000            | 19,489,525            |
| Unfunded investments   | 22,203,434            | 6,331,385             |
| Credit facility payable (Cost: \$233,100,000 and \$225,100,000, respectively), (See Notes 5 and 11)  | 219,141,125           | 175,475,380           |
| SBA debentures payable (Cost: \$14,500,000 and \$0, respectively), (See Notes 5 and 11)  | 14,500,000            |                       |
| Interest payable on credit facility and SBA debentures   | 215,135               | 72,788                |
| Management fee payable (See Note 3)  | 3,286,816             | 2,220,110             |
| Performance-based incentive fee payable (See Note 3)   | 2,239,011             | 1,508,164             |
| Accrued other expenses   | 1,146,821             | 1,647,244             |
| <b>Total liabilities</b>   | <b>324,918,623</b>    | <b>211,801,101</b>    |
| <b>Net Assets</b>  |                       |                       |
| Common stock, par value \$0.001 per share, 100,000,000 shares authorized and 36,158,772 and 25,368,772 shares issued and outstanding, respectively | 36,159                | 25,369                |
| Paid-in capital in excess of par   | 428,675,184           | 327,062,304           |
| Undistributed net investment income  | 1,800,646             | 1,890,235             |
| Accumulated net realized loss on investments and cash equivalents  | (65,911,544)          | (50,494,447)          |
| Net unrealized appreciation (depreciation) on investments  | 8,015,903             | (27,527,813)          |
| Net unrealized depreciation on credit facility   | 13,958,875            | 49,624,620            |
| <b>Total net assets</b>  | <b>\$ 386,575,223</b> | <b>\$ 300,580,268</b> |
| <b>Total liabilities and net assets</b>  | <b>\$ 711,493,846</b> | <b>\$ 512,381,369</b> |
| <b>Net asset value per share</b>   | <b>\$ 10.69</b>       | <b>\$ 11.85</b>       |





**Table of Contents****PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS**

|   | Years ended September 30, |                   |                     |
|---|---------------------------|-------------------|---------------------|
|   | 2010                      | 2009              | 2008                |
| <b>Investment income:</b>   |                           |                   |                     |
| From non-controlled, non-affiliated investments:  |                           |                   |                     |
| Interest  | \$ 57,467,862             | \$ 43,613,233     | \$ 38,405,757       |
| Other   | 1,069,514                 | 154,311           |                     |
| From non-controlled, affiliated investments:  |                           |                   |                     |
| Interest  | 1,358,031                 | 1,351,227         | 1,405,205           |
| Other   | 34,350                    |                   |                     |
| From controlled, affiliated investments:  |                           |                   |                     |
| Interest  | 210,000                   |                   |                     |
| <b>Total investment income</b>  | <b>60,139,757</b>         | <b>45,118,771</b> | <b>39,810,962</b>   |
| <b>Expenses:</b>  |                           |                   |                     |
| Base management fee (See Note 3)  | 11,618,773                | 7,715,615         | 7,136,580           |
| Performance-based incentive fee (See Note 3)  | 8,018,309                 | 5,683,388         | 3,791,900           |
| Interest and expenses on the credit facility and SBA debentures (See Note 11)                         | 3,672,444                 | 4,628,564         | 6,308,933           |
| Administrative services expenses (See Note 3)   | 2,328,210                 | 2,319,759         | 2,301,973           |
| Other general and administrative expenses   | 2,329,110                 | 2,052,530         | 2,136,303           |
| <b>Expenses before base management fee waiver</b>   | <b>27,966,846</b>         | <b>22,399,856</b> | <b>21,675,689</b>   |
| Base management fee waiver  |                           |                   | (420,731)           |
| Income tax expense  | 98,294                    |                   |                     |
| <b>Net expenses</b>   | <b>28,065,140</b>         | <b>22,399,856</b> | <b>21,254,958</b>   |
| <b>Net investment income</b>  | <b>32,074,617</b>         | <b>22,718,915</b> | <b>18,556,004</b>   |
| <b>Realized and unrealized (loss) gain on investments, cash equivalents and credit facility:</b>      |                           |                   |                     |
| Net realized loss on non-controlled, non-affiliated investments                                       | (15,417,097)              | (39,243,879)      | (11,154,735)        |
| Net change in unrealized appreciation (depreciation) on:  |                           |                   |                     |
| Non-controlled, non-affiliated investments  | 36,275,341                | 46,954,325        | (49,052,812)        |
| Non-controlled, affiliated investments  | (731,625)                 | (2,455,952)       | 948,604             |
| Credit facility (See Note 5)  | (35,665,745)              | 7,828,620         |                     |
| <b>Net change in unrealized (depreciation) appreciation</b>   | <b>(122,029)</b>          | <b>52,326,993</b> | <b>(48,104,208)</b> |
| <b>Net realized and unrealized (loss) gain from investments, cash equivalents and credit facility</b> | <b>(15,539,126)</b>       | <b>13,083,114</b> | <b>(59,258,943)</b> |
| Net increase (decrease) in net assets resulting from operations                                       | \$ 16,535,491             | \$ 35,802,029     | \$ (40,702,939)     |
|   | \$ 0.56                   | \$ 1.70           | \$ (1.93)           |

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Net increase (decrease) in net assets resulting from operations per common share  
(See Note 7)

|  |    |      |    |      |    |      |
|--|----|------|----|------|----|------|
| Net investment income per common share | \$ | 1.09 | \$ | 1.08 | \$ | 0.88 |
|--|----|------|----|------|----|------|

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**Table of Contents****PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS**

|   | Years ended September 30, |                   |                     |
|---|---------------------------|-------------------|---------------------|
|   | 2010                      | 2009              | 2008                |
| <b>Net increase (decrease) in net assets from operations:</b>                   |                           |                   |                     |
| Net investment income   | \$ 32,074,617             | \$ 22,718,915     | \$ 18,556,004       |
| Net realized loss on investments and cash equivalents                           | (15,417,097)              | (39,243,879)      | (11,154,735)        |
| Net change in unrealized appreciation (depreciation) on investments             | 35,543,716                | 44,498,373        | (48,104,208)        |
| Net change in unrealized (appreciation) depreciation on credit facility         | (35,665,745)              | 7,828,620         |                     |
| <b>Net increase (decrease) in net assets resulting from operations</b>          | <b>16,535,491</b>         | <b>35,802,029</b> | <b>(40,702,939)</b> |
| <b>Dividends and distributions to stockholders:</b>                             |                           |                   |                     |
| Dividends from net investment income  | (32,264,036)              | (20,226,021)      | (18,961,895)        |
| <b>Capital share transactions:</b>  |                           |                   |                     |
| Issuance of shares of common stock  | 107,710,000               | 34,400,000        |                     |
| Offering costs  | (5,986,500)               | (1,920,000)       |                     |
| <b>Net increase in net assets resulting from capital share transactions</b>     | <b>101,723,500</b>        | <b>32,480,000</b> |                     |
| <b>Total increase (decrease) in net assets</b>                                  | <b>85,994,955</b>         | <b>48,056,008</b> | <b>(59,664,834)</b> |
| <b>Net Assets:</b>  |                           |                   |                     |
| Beginning of period   | 300,580,268               | 210,728,260       | 270,393,094         |
| Cumulative effect of adoption of fair value option (See Note 5)                 |                           | 41,796,000        |                     |
| Adjusted beginning of period balance  | 300,580,268               | 252,524,260       | 270,393,094         |
| End of period   | \$ 386,575,223            | \$ 300,580,268    | \$ 210,728,260      |
| Undistributed (distributions in excess of) net investment income, at period end | \$ 1,800,646              | \$ 1,890,235      | \$ (602,660)        |
| <b>Capital Share Activity:</b>  |                           |                   |                     |
| Shares issued from public offerings   | 10,790,000                | 4,300,000         |                     |

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**Table of Contents****PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

|   | Years ended September 30, |               |                 |
|---|---------------------------|---------------|-----------------|
|   | 2010                      | 2009          | 2008            |
| <b>Cash flows from operating activities:</b>  |                           |               |                 |
| Net increase (decrease) in net assets resulting from operations   | \$ 16,535,491             | \$ 35,802,029 | \$ (40,702,939) |
| Adjustments to reconcile net increase (decrease) in net assets resulting from operations to net cash used for operating activities: |                           |               |                 |
| Net change in net unrealized (appreciation) depreciation on investments   | (35,543,716)              | (44,498,373)  | 48,104,208      |
| Net change in unrealized appreciation (depreciation) on credit facility   | 35,665,745                | (7,828,620)   |                 |
| Net realized loss on investments and cash equivalents   | 15,417,097                | 39,243,879    | 11,154,735      |
| Net accretion of discount and amortization of premium   | (4,203,920)               | (2,890,687)   | (1,285,365)     |
| Purchase of investments   | (309,455,078)             | (112,693,490) | (206,790,979)   |
| Payment-in-kind interest  | (6,416,075)               | (4,729,590)   | (2,434,562)     |
| Proceeds from disposition of investments  | 145,237,359               | 27,956,008    | 70,120,751      |
| (Increase) Decrease in interest receivable  | (7,275,040)               | 507,143       | (1,528,349)     |
| (Increase) in receivables for investments sold  | (27,528,767)              | (2,726,007)   |                 |
| (Decrease) in payables for cash equivalents purchased   |                           |               | (252,759,931)   |
| Increase (Decrease) in payables for investments purchased   | 33,295,475                | 19,489,525    | (16,583,921)    |
| Increase (Decrease) in unfunded investments   | 15,872,049                | 6,331,385     | (3,989,948)     |
| Increase (Decrease) in interest payable on credit facility and SBA debentures   | 142,347                   | (652,529)     | 554,328         |
| (Increase) Decrease in prepaid expenses and other assets  | (90,927)                  | 258,912       | 146,104         |
| Increase (Decrease) in management fee payable   | 1,066,706                 | 2,134,214     | (288,585)       |
| Increase in performance-based incentive fee payable   | 730,847                   | 1,385,131     | 123,033         |
| (Decrease) Increase in accrued other expenses   | (500,423)                 | 555,556       | 356,376         |
| Net cash used for operating activities  | (127,050,830)             | (42,355,514)  | (395,805,044)   |
| <b>Cash flows from financing activities:</b>  |                           |               |                 |
| Proceeds from issuance of common stock  | 107,710,000               | 34,400,000    |                 |
| Offering costs  | (5,986,500)               | (1,920,000)   |                 |
| Dividends and distributions paid  | (27,919,260)              | (20,226,021)  | (13,905,390)    |
| Borrowings under SBA debentures (See Note 11)   | 14,500,000                |               |                 |
| Borrowing costs capitalized   | (686,625)                 |               |                 |
| Borrowings under credit facility (See Note 11)  | 256,000,000               | 169,600,000   | 461,040,000     |
| Repayments under credit facility (See Note 11)  | (248,000,000)             | (146,500,000) | (269,040,000)   |
| Net cash provided by financing activities   | 95,617,615                | 35,353,979    | 178,094,610     |
| <b>Net decrease in cash equivalents</b>   | (31,433,215)              | (7,001,535)   | (217,710,434)   |
| <b>Cash equivalents, beginning of year</b>  | 33,247,666                | 40,249,201    | 257,959,635     |
| <b>Cash equivalents, end of year</b>  | \$ 1,814,451              | \$ 33,247,666 | \$ 40,249,201   |

**Supplemental disclosure of cash flow information and non-cash activity  
(See Note 5):**

|   |              |              |              |
|---|--------------|--------------|--------------|
| Interest paid   | \$ 3,161,048 | \$ 5,014,055 | \$ 4,982,247 |
| Income taxes paid   | 98,294       |              |              |
| Cumulative effect of adoption of fair value option on credit facility |              | 41,796,000   |              |

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS



**Table of Contents****PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES****CONSOLIDATED SCHEDULE OF INVESTMENTS****SEPTEMBER 30, 2010**

| <b>Issuer Name</b>  | <b>Maturity</b> | <b>Industry</b>   | <b>Current Coupon</b> | <b>Basis Point Spread</b> | <b>Par/ Shares</b> | <b>Cost</b>   | <b>Fair Value<sup>(3)</sup></b> |
|---|-----------------|---|-----------------------|---------------------------|--------------------|---------------|---------------------------------|
| <b>Investments in Non-Controlled, Non-Affiliated Portfolio Companies 165.9%<sup>(1),(2)</sup></b> |                 |   |                       |                           |                    |               |                                 |
| <b>First Lien Secured Debt 59.3%</b>  |                 |   |                       |                           |                    |               |                                 |
| Airvana Networks Solution, Inc.   | 08/27/2014      | Communications  | 11.00%                | L+900 <sup>(8)</sup>      | \$ 13,583,333      | \$ 13,316,337 | \$ 13,447,500                   |
| Birch Communications, Inc.  | 06/21/2015      | Telecommunications  | 15.00%                | L+1,300 <sup>(8)</sup>    | 16,363,636         | 15,786,257    | 16,363,636                      |
| Birch Communications, Inc. <sup>(9)</sup>   | 01/31/2011      | Telecommunications  |                       |                           | 3,636,364          | 3,636,364     | 3,636,364                       |
| CEVA Group PLC <sup>(5),(10)</sup>  | 10/01/2016      | Logistics   | 11.63%                |                           | 7,500,000          | 7,305,603     | 7,912,500                       |
| CEVA Group PLC <sup>(5),(10)</sup>  | 04/01/2018      | Logistics   | 11.50%                |                           | 1,000,000          | 987,774       | 1,045,000                       |
| Chester Downs and Marina, LLC   | 07/31/2016      | Hotels, Motels, Inns and Gaming                                       | 12.38%                | L+988 <sup>(8)</sup>      | 9,250,000          | 8,765,468     | 9,296,250                       |
| Columbus International, Inc. <sup>(5),(10)</sup>  | 11/20/2014      | Communications  | 11.50%                |                           | 10,000,000         | 10,000,000    | 11,048,000                      |
| EnviroSolutions, Inc. <sup>(9)</sup>  | 07/29/2013      | Environmental Services  |                       |                           | 6,666,666          | 6,666,666     | 6,666,666                       |
| Fairway Group Acquisition Company   | 10/01/2014      | Grocery   | 12.00%                | L+950 <sup>(8)</sup>      | 11,905,025         | 11,650,744    | 11,845,500                      |
|   |                 |   |                       | P+850                     |                    |               |                                 |
| Hanley-Wood, L.L.C.   | 03/08/2014      | Other Media   | 2.62%                 | L+225                     | 8,752,500          | 8,752,500     | 3,894,863                       |
| Instant Web, Inc.   | 08/07/2014      | Printing and Publishing   | 14.50%                | L+950 <sup>(8)</sup>      | 24,875,000         | 24,402,321    | 24,875,000                      |
| Jacuzzi Brands Corp.  | 02/07/2014      | Home and Office Furnishings, Housewares and Durable Consumer Products | 2.71%                 | L+225                     | 9,744,595          | 9,744,595     | 7,874,850                       |
| K2 Pure Solutions NoCal, L.P.   | 09/10/2015      | Chemicals, Plastics and Rubber  | 10.00%                | L+675 <sup>(8)</sup>      | 19,000,000         | 17,866,826    | 18,240,000                      |
| Learning Care Group, Inc.   | 04/27/2016      | Education   | 12.00%                |                           | 26,052,631         | 25,481,512    | 26,052,631                      |
| Mattress Holding Corp.  | 01/18/2014      | Home and Office Furnishings, Housewares and Durable Consumer Products | 2.54%                 | L+225                     | 3,844,931          | 3,844,931     | 3,345,090                       |
| Penton Media, Inc.  | 08/01/2014      | Other Media   | 5.00% <sup>(6)</sup>  | L+400 <sup>(8)</sup>      | 9,829,738          | 8,432,037     | 6,995,500                       |
| Questex Media Group LLC   | 12/16/2012      | Other Media   | 10.50%                | L+650 <sup>(8)</sup>      | 66,801             | 66,801        | 64,263                          |
| Questex Media Group LLC <sup>(9)</sup>  | 12/16/2012      | Other Media   |                       |                           | 200,404            | 200,404       | 192,789                         |
| Sugarhouse HSP Gaming Prop.   | 09/23/2014      | Hotels, Motels, Inns and Gaming                                       | 11.25%                | L+825 <sup>(8)</sup>      | 29,500,000         | 28,756,343    | 29,702,813                      |
| Three Rivers Pharmaceutical, L.L.C.   | 10/22/2011      | Healthcare, Education and Childcare                                   | 15.25%                | L+1,300 <sup>(8)</sup>    | 25,000,000         | 21,861,968    | 21,861,968                      |
|   |                 |   |                       | P+1,200                   |                    |               |                                 |
| Yonkers Racing Corp. <sup>(5)</sup>   | 07/15/2016      | Hotels, Motels, Inns and Gaming                                       | 11.38%                |                           | 4,500,000          | 4,381,967     | 4,882,500                       |
| <b>Total First Lien Secured Debt</b>  |                 |   |                       |                           |                    | 231,907,418   | 229,243,683                     |

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS



**Table of Contents****PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES****CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)****SEPTEMBER 30, 2010**

| <b>Issuer Name</b>                             | <b>Maturity</b> | <b>Industry</b>   | <b>Current Coupon</b> | <b>Basis Point Spread Above Index<sup>(4)</sup></b> | <b>Par/Shares</b> | <b>Cost</b>   | <b>Fair Value<sup>(3)</sup></b> |
|--|-----------------|---|-----------------------|---|-------------------|---------------|---------------------------------|
| <b>Second Lien Secured Debt 38.6%</b>          |                 |   |                       |   |                   |               |                                 |
| Brand Energy and Infrastructure Services, Inc. | 02/07/2015      | Energy/Utilities  | 6.43%                 | L+600   | \$ 13,600,000     | \$ 13,216,845 | \$ 11,696,000                   |
| Brand Energy and Infrastructure Services, Inc. | 02/07/2015      | Energy/Utilities  | 7.39%                 | L+700   | 12,000,000        | 11,776,589    | 10,410,000                      |
| EnviroSolutions, Inc.                          | 07/29/2014      | Environmental Services  | 8.00%                 | L+600 <sup>(8)</sup>                                | 6,237,317         | 6,237,317     | 5,950,400                       |
| Generics International (U.S.), Inc.            | 04/30/2015      | Healthcare, Education and Childcare                                   | 7.79%                 | L+750   | 12,000,000        | 11,958,469    | 11,940,000                      |
| Greatwide Logistics Services, L.L.C.           | 03/01/2014      | Cargo Transport   | 11.00% <sup>(6)</sup> | L+700 <sup>(8)</sup>                                | 2,570,357         | 2,570,357     | 2,594,775                       |
| Mohegan Tribal Gaming Authority <sup>(5)</sup> | 11/01/2017      | Hotels, Motels, Inns and Gaming                                       | 11.50%                |   | 5,000,000         | 4,825,762     | 4,475,000                       |
| Questex Media Group LLC, Term Loan A           | 12/15/2014      | Other Media   | 9.50%                 | L+650 <sup>(8)</sup>                                | 3,219,319         | 3,219,319     | 2,675,254                       |
| Questex Media Group LLC, Term Loan B           | 12/15/2015      | Other Media   | 11.50% <sup>(6)</sup> | L+850 <sup>(8)</sup>                                | 1,773,703         | 1,773,703     | 1,349,788                       |
| Realogy Corp.                                  | 10/15/2017      | Buildings and Real Estate   | 13.50%                |   | 10,000,000        | 10,000,000    | 10,600,000                      |
| Saint Acquisition Corp. <sup>(5)</sup>         | 05/15/2015      | Transportation  | 8.13%                 | L+775   | 10,000,000        | 9,950,907     | 9,325,000                       |
| Saint Acquisition Corp. <sup>(5)</sup>         | 05/15/2017      | Transportation  | 12.50%                |   | 19,000,000        | 17,039,991    | 19,118,750                      |
| Sheridan Holdings, Inc.                        | 06/15/2015      | Healthcare, Education and Childcare                                   | 6.05% <sup>(6)</sup>  | L+575   | 21,500,000        | 19,211,412    | 19,887,500                      |
| Specialized Technology Resources, Inc.         | 12/15/2014      | Chemical, Plastics and Rubber   | 7.26% <sup>(6)</sup>  | L+700   | 22,500,000        | 22,490,129    | 22,500,000                      |
| TransFirst Holdings, Inc.                      | 06/15/2015      | Financial Services  | 6.29% <sup>(6)</sup>  | L+600   | 17,811,488        | 17,341,134    | 16,564,684                      |
| <b>Total Second Lien Secured Debt</b>          |                 |   |                       |   |                   | 151,611,934   | 149,087,151                     |
| <b>Subordinated Debt/Corporate Notes 56.1%</b> |                 |   |                       |   |                   |               |                                 |
| Affinion Group Holdings, Inc. <sup>(5)</sup>   | 11/15/2015      | Consumer Products   | 11.63%                |   | 10,000,000        | 9,855,000     | 9,855,000                       |
| Aquilex Holdings, LLC <sup>(5)</sup>           | 12/15/2016      | Diversified / Conglomerate Services                                   | 11.13%                |   | 18,885,000        | 18,380,337    | 18,696,150                      |
| Consolidated Foundries, Inc.                   | 04/17/2015      | Aerospace and Defense   | 14.25% <sup>(6)</sup> |   | 8,109,468         | 7,973,429     | 8,170,289                       |
| CT Technologies Intermediate Holdings, Inc.    | 03/22/2014      | Business Services   | 14.00% <sup>(6)</sup> |   | 20,720,892        | 20,359,932    | 21,425,401                      |
| Da-Lite Screen Company, Inc. <sup>(5)</sup>    | 04/01/2015      | Home and Office Furnishings, Housewares and Durable Consumer Products | 12.50%                |   | 25,000,000        | 24,379,843    | 25,625,000                      |
| i2 Holdings Ltd. <sup>(10)</sup>               | 06/06/2014      | Aerospace and Defense   | 14.75% <sup>(6)</sup> |   | 23,283,292        | 22,970,124    | 23,283,292                      |
| Learning Care Group (US) Inc.                  | 06/30/2016      | Education   | 15.00% <sup>(6)</sup> |   | 3,947,368         | 3,194,611     | 3,592,105                       |
| MedQuist, Inc.                                 | 10/15/2016      | Business Services   | 13.00% <sup>(6)</sup> |   | 19,000,000        | 18,430,000    | 18,430,000                      |
| Realogy Corp.                                  | 04/15/2015      | Buildings and Real Estate   | 12.38%                |   | 10,000,000        | 9,055,731     | 7,900,000                       |
| TRAK Acquisition Corp.                         | 12/29/2015      | Business Services   | 15.00% <sup>(6)</sup> |   | 11,721,019        | 11,361,858    | 11,838,229                      |
| Trizetto Group, Inc.                           | 10/01/2016      | Insurance   | 13.50% <sup>(6)</sup> |   | 20,501,960        | 20,331,704    | 21,117,018                      |
| UP Acquisition Sub Inc.                        | 02/08/2015      | Oil and Gas   | 15.50% <sup>(6)</sup> |   | 21,098,000        | 20,642,507    | 20,148,590                      |
| Veritext Corp.                                 | 12/31/2015      | Business Services   | 14.00% <sup>(6)</sup> |   | 15,000,000        | 14,636,487    | 15,000,000                      |
| Veritext Corp. <sup>(9), (7)</sup>             | 12/31/2012      | Business Services   |                       |   | 12,000,000        | 11,700,000    | 12,000,000                      |
| <b>Total Subordinated Debt/Corporate Notes</b> |                 |   |                       |   |                   | 213,271,563   | 217,081,074                     |



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| Issuer Name   | Maturity   | Industry                            | Current<br>Coupon | Basis Point<br>Spread<br>Above<br>Index <sup>(4)</sup> | Par /<br>Shares | Cost              | Fair Value <sup>(3)</sup> |
|---|------------|-------------------------------------|-------------------|--|-----------------|-------------------|---------------------------|
| <b>Preferred Equity/Partnership Interests 2.0%</b>                          |            |                                     |                   |  |                 |                   |                           |
| AHC Mezzanine, LLC<br>(Advanstar Inc.)                                      |            | Other Media                         |                   |  | 319             | \$ 318,896        | \$                        |
| CFHC Holdings, Inc., Class A (Consolidated Foundries, Inc.)                 |            | Aerospace and Defense               | 12.00%            |  | 797             | 797,288           | 1,070,352                 |
| CT Technologies Holdings, LLC (CT Technologies Intermediate Holdings, Inc.) |            | Business Services                   | 9.00%             |  | 144,375         | 144,376           | 148,909                   |
| i2 Holdings Ltd. <sup>(10)</sup>  |            | Aerospace and Defense               | 12.00%            |  | 4,137,240       | 4,137,240         | 3,869,263                 |
| TZ Holdings, L.P., Series A (Trizetto Group, Inc.)                          |            | Insurance                           |                   |  | 686             | 685,820           | 685,820                   |
| TZ Holdings, L.P., Series B (Trizetto Group, Inc.)                          |            | Insurance                           | 6.50%             |  | 1,312           | 1,312,006         | 1,495,885                 |
| UP Holdings Inc., Class A-1 (UP Acquisitions Sub Inc.)                      |            | Oil and Gas                         | 8.00%             |  | 91,608          | 2,499,066         | 495,851                   |
| <b>Total Preferred Equity/Partnership Interests</b>                         |            |                                     |                   |  |                 | <b>9,894,692</b>  | <b>7,766,080</b>          |
| <b>Common Equity/Warrants/Partnership Interests 9.9%</b>                    |            |                                     |                   |  |                 |                   |                           |
| CEA Autumn Management, L.L.C.   |            | Broadcasting and Entertainment      |                   |  | 1,333           | 3,000,000         | 3,000,000                 |
| CFHC Holdings, Inc. (Consolidated Foundries, Inc.)                          |            | Aerospace and Defense               |                   |  | 1,627           | 16,271            | 387,012                   |
| CT Technologies Holdings, LLC (CT Technologies Intermediate Holdings, Inc.) |            | Business Services                   |                   |  | 5,556           | 3,200,000         | 7,987,755                 |
| EnviroSolutions, Inc.   |            | Environmental Services              |                   |  | 24,375          | 1,506,076         | 1,998,008                 |
| EnviroSolutions, Inc. (Warrants)  |            | Environmental Services              |                   |  | 49,005          | 3,027,906         | 4,016,429                 |
| i2 Holdings Ltd. <sup>(10)</sup>  |            | Aerospace and Defense               |                   |  | 457,322         | 454,030           |                           |
| Kadmon Holdings, L.L.C., Class A (Three Rivers Pharmaceutical, L.L.C.)      |            | Healthcare, Education and Childcare |                   |  | 8,999           | 1,780,693         | 1,780,693                 |
| Kadmon Holdings, L.L.C., Class D (Three Rivers Pharmaceutical, L.L.C.)      |            | Healthcare, Education and Childcare |                   |  | 8,999           | 857,339           | 857,339                   |
| Learning Care Group (US) Inc. (Warrants)                                    | 04/27/2020 | Education                           |                   |  | 1,267           | 779,920           | 633,308                   |
| Magnum Hunter Resources Corporation   |            | Oil and Gas                         |                   |  | 1,055,932       | 2,464,999         | 4,350,440                 |
| QMG HoldCo, LLC, Class A (Questex Media Group, Inc.)                        |            | Other Media                         |                   |  | 4,325           | 1,306,167         | 1,081,683                 |
| QMG HoldCo, LLC, Class B (Questex Media Group, Inc.)                        |            | Other Media                         |                   |  | 531             |                   | 132,803                   |
| TRAK Acquisition Corp. (Warrants)   | 12/29/2019 | Business Services                   |                   |  | 3,500           | 29,400            | 973,875                   |
| Transportation 100 Holdco, L.L.C. (Greatwide Logistics Services, L.L.C.)    |            | Cargo Transport                     |                   |  | 137,923         | 2,111,588         | 4,589,906                 |
| TZ Holdings, L.P. (Trizetto Group, Inc.)                                    |            | Insurance                           |                   |  | 2               | 9,843             | 1,688,629                 |
| UP Holdings Inc. (UP Acquisitions Sub Inc.)                                 |            | Oil and Gas                         |                   |  | 91,608          | 916               |                           |
| VText Holdings, Inc.  |            | Business Services                   |                   |  | 35,526          | 4,050,000         | 4,634,758                 |
| <b>Total Common Equity/Warrants/Partnership Interests</b>                   |            |                                     |                   |  |                 | <b>24,595,148</b> | <b>38,112,638</b>         |

**Investments in Non-Controlled, Non-Affiliated Portfolio Companies**

\$ 631,280,755 \$ 641,290,626

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| <b>Issuer Name</b>  | <b>Maturity</b> | <b>Industry</b>   | <b>Current<br/>Coupon</b> | <b>Basis Point<br/>Spread<br/>Above<br/>Index <sup>(4)</sup></b> | <b>Par /<br/>Shares</b> | <b>Cost</b>  | <b>Fair Value<sup>(3)</sup></b> |
|---|-----------------|---|---------------------------|--|-------------------------|--------------|---------------------------------|
| <b>Investments in Non-Controlled, Affiliated Portfolio Companies 4.0%<sup>(1),(2)</sup></b> |                 |   |                           |  |                         |              |                                 |
| <b>Second Lien Secured Debt 2.0%</b>  |                 |   |                           |  |                         |              |                                 |
| Performance, Inc.   | 01/16/2015      | Leisure,<br><br>Amusement,<br>Motion<br><br>Pictures and<br>Entertainment | 7.50%                     | L+650 <sup>(8)</sup>   | \$8,000,000             | \$ 8,000,000 | \$ 7,584,000                    |
| <b>Subordinated Debt/Corporate Notes 1.5%</b>   |                 |   |                           |  |                         |              |                                 |
| Performance Holdings, Inc.  | 07/16/2015      | Leisure,<br><br>Amusement,<br>Motion<br><br>Pictures and<br>Entertainment | 15.00% <sup>(6)</sup>     |  | 5,848,176               | 5,677,648    | 5,745,832                       |
| <b>Common Equity/Partnership Interest 0.5%<sup>(7)</sup></b>                                |                 |   |                           |  |                         |              |                                 |
| NCP-Performance<br>(Performance Holdings, Inc.)   |                 | Leisure,<br><br>Amusement,<br>Motion<br><br>Pictures and<br>Entertainment |                           |  | 37,500                  | 3,750,000    | 2,103,848                       |
| <b>Investments in Non-Controlled, Affiliated Portfolio Companies</b>                        |                 |   |                           |  |                         | 17,427,648   | 15,433,680                      |
| <b>Investments in Controlled, Affiliated Portfolio Companies 2.1%<sup>(1),(2)</sup></b>     |                 |   |                           |  |                         |              |                                 |
| <b>First Lien Secured Debt 1.4%</b>   |                 |   |                           |  |                         |              |                                 |
| SuttonPark Holdings, Inc.   | 06/30/2020      | Business<br><br>Services  | 14.00% <sup>(6)</sup>     |  | 4,800,000               | 4,800,000    | 5,352,000                       |
| <b>Subordinated Debt/Corporate Notes 0.3%</b>   |                 |   |                           |  |                         |              |                                 |
| SuttonPark Holdings, Inc.   | 06/30/2020      | Business<br><br>Services  | 14.00% <sup>(6)</sup>     |  | 1,200,000               | 1,200,000    | 1,142,398                       |
| <b>Preferred Equity 0.4%<sup>(7)</sup></b>  |                 |   |                           |  |                         |              |                                 |
| SuttonPark Holdings, Inc.   |                 | Business  | 14.00%                    |  | 2,000                   | 2,000,000    | 1,505,602                       |
| <b>Common Equity 0.0%<sup>(7)</sup></b>   |                 |   |                           |  |                         |              |                                 |
| SuttonPark Holdings, Inc.   |                 | Business  |                           |  | 100                     | 100          | 100                             |

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|  | Services       |                |
|--|----------------|----------------|
| <b>Investments in Controlled, Affiliated Portfolio Companies</b> | 8,000,100      | 8,000,100      |
| <b>Total Investments 172.0%</b>                                  | 656,708,503    | 664,724,406    |
| <b>Cash Equivalents 0.5%</b>                                     | 1,814,451      | 1,814,451      |
| <b>Total Investments and Cash Equivalents 172.5%</b>             | \$ 658,522,954 | \$ 666,538,857 |
| <b>Liabilities in Excess of Other Assets (72.5%)</b>             |                | (279,963,634)  |
| <b>Net Assets 100.0%</b>   |                | \$ 386,575,223 |

- (1) The provisions of the 1940 Act classify investments based on the level of control that we maintain in a particular portfolio company. As defined in the 1940 Act, a company is deemed as non-controlled when we own less than 25% of a portfolio company's voting securities and controlled when we own 25% or more of a portfolio company's voting securities.
- (2) The provisions of the 1940 Act classify investments further based on the level of ownership that we maintain in a particular portfolio company. As defined in the 1940 Act, a company is deemed as non-affiliated when we own less than 5% of a portfolio company's voting securities and affiliated when we own 5% or more of a portfolio company's voting securities.
- (3) Valued based on our accounting policy (see Note 2 to our consolidated financial statements).
- (4) Represents floating rate instruments that accrue interest at a predetermined spread relative to an index, typically the applicable London Interbank Offer Rate (LIBOR or L ) or Prime Rate (Prime or P ).
- (5) Security is exempt from registration under Rule 144A promulgated under the Securities Act of 1933. The security may be resold in transactions that are exempt from registration, normally to qualified institutional buyers.
- (6) Coupon is payable in cash and/or in-kind ( PIK ).
- (7) Non-income producing securities.
- (8) Coupon is subject to a LIBOR or Prime rate floor.
- (9) Represents the purchase of a security with delayed settlement (unfunded investment). This security does not have a basis point spread above an index.
- (10) Non-U.S. company or principal place of business outside the United States.

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| <b>Issuer Name</b>  | <b>Maturity</b> | <b>Industry</b>   | <b>Current Coupon</b> | <b>Basis Point Spread Above Index<sup>(4)</sup></b> | <b>Par / Shares</b> | <b>Cost</b>   | <b>Fair Value<sup>(3)</sup></b> |
|---|-----------------|---|-----------------------|---|---------------------|---------------|---------------------------------|
| <b>Investments in Non-Controlled, Non-Affiliated Portfolio Companies 150.9%<sup>(1),(2)</sup></b> |                 |   |                       |   |                     |               |                                 |
| <b>First Lien Secured Debt 50.1%</b>  |                 |   |                       |   |                     |               |                                 |
| 1-800 Contacts, Inc.  | 03/04/2015      | Distribution  | 7.70%                 | P+295 <sup>(8)</sup>                                | \$ 13,929,825       | \$ 11,941,660 | \$ 13,720,877                   |
| Burlington Coat Factory Warehouse Corp.   | 05/28/2013      | Retail Store  | 2.57%                 | L+225   | 2,837,374           | 2,835,299     | 2,578,464                       |
| Ceva Group PLC <sup>(5)</sup>   | 10/01/2016      | Logistics   | 11.63%                |   | 7,500,000           | 7,284,525     | 7,284,525                       |
| Chester Downs and Marina, LLC   | 07/31/2016      | Hotels, Motels, Inns and Gaming                                       | 12.38%                | L+988 <sup>(8)</sup>                                | 10,000,000          | 9,421,220     | 10,050,000                      |
| EnviroSolutions, Inc.   | 07/07/2012      | Environmental Services  | 11.00% <sup>(6)</sup> | P+775 <sup>(8)</sup>                                | 14,175,260          | 13,391,908    | 12,715,207                      |
| Hanley-Wood, L.L.C.   | 03/08/2014      | Other Media   | 2.49%                 | L+225   | 8,842,500           | 8,842,500     | 6,225,120                       |
| Hughes Network Systems, L.L.C.  | 04/15/2014      | Telecommunications  | 2.88%                 | L+250   | 5,000,000           | 5,000,000     | 4,562,500                       |
| Jacuzzi Brands Corp.  | 02/07/2014      | Home and Office Furnishings, Housewares and Durable Consumer Products | 2.53%                 | L+225   | 9,817,568           | 9,817,568     | 4,810,608                       |
| Levlad, L.L.C.  | 03/08/2014      | Consumer Products   | 7.75%                 | L+475   | 4,434,548           | 4,434,548     | 1,064,292                       |
| Lyondell Chemical Co.   | 12/15/2009      | Chemicals, Plastics and Rubber  | 13.00%                | L+1,000 <sup>(8)</sup>                              | 12,668,615          | 12,965,067    | 13,169,026                      |
| Lyondell Chemical Co. <sup>(9)</sup>  | 12/15/2009      | Chemicals, Plastics and Rubber  |                       |   | 6,331,385           | 6,458,897     | 6,581,474                       |
| Mattress Holding Corp.  | 01/18/2014      | Home and Office Furnishings, Housewares and Durable Consumer Products | 2.55%                 | L+225   | 3,910,200           | 3,910,200     | 3,022,585                       |
| Mitchell International, Inc.  | 03/28/2014      | Business Services   | 2.31%                 | L+200   | 1,910,204           | 1,910,204     | 1,687,346                       |
| National Bedding Co., L.L.C.  | 02/28/2013      | Home and Office Furnishings, Housewares and Durable Consumer Products | 2.26%                 | L+200   | 6,825,000           | 6,829,243     | 6,142,500                       |
| Penton Media, Inc.  | 02/01/2013      | Other Media   | 2.73%                 | L+225   | 4,875,000           | 4,875,000     | 3,568,500                       |
| Philosophy, Inc.  | 03/16/2014      | Consumer Products   | 2.25%                 | L+200   | 1,426,506           | 1,426,506     | 1,148,337                       |
| Questex Media Group, Inc.   | 05/04/2014      | Other Media   | 5.25% <sup>(7)</sup>  | L+200   | 4,886,667           | 4,886,667     | 2,912,600                       |
| Rexair, L.L.C.  | 06/30/2010      | Retail  | 4.50%                 | L+425   | 6,695,795           | 5,507,847     | 5,189,241                       |
| Rexnord, L.L.C.   | 07/19/2013      | Manufacturing/Basic Industry  | 2.50%                 | L+200   | 2,887,881           | 2,887,881     | 2,768,756                       |
| Sitel, L.L.C.   | 01/30/2014      | Business Services   | 5.95%                 | L+550   | 2,682,328           | 2,682,328     | 2,226,332                       |
| Sugarhouse HSP Gaming Prop.   | 09/23/2014      | Hotels, Motels, Inns and Gaming                                       | 11.25%                | L+825 <sup>(8)</sup>                                | 20,000,000          | 19,203,528    | 19,600,000                      |
| U.S. Xpress Enterprises, Inc.   | 10/12/2014      | Cargo Transportation  | 4.26%                 | L+400   | 14,966,254          | 10,315,732    | 10,887,950                      |
| World Color Press Inc.  | 07/21/2012      | Printing  | 9.00%                 | P+500 <sup>(8)</sup>                                | 3,500,000           | 3,177,842     | 3,491,250                       |
| Yonkers Racing Corp. <sup>(5)</sup>   | 07/15/2016      | Hotels, Motels, Inns and Gaming                                       | 11.38%                |   | 5,000,000           | 4,857,698     | 5,200,000                       |

|                                      |             |             |
|--------------------------------------|-------------|-------------|
| <b>Total First Lien Secured Debt</b> | 164,863,868 | 150,607,490 |
|--------------------------------------|-------------|-------------|

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| <b>Issuer Name</b>                             | <b>Maturity</b> | <b>Industry</b>               | <b>Current Coupon</b> | <b>Basis Point Spread Above Index<sup>(4)</sup></b> | <b>Par / Shares</b> | <b>Cost</b>        | <b>Fair Value<sup>(3)</sup></b> |
|--|-----------------|-------------------------------|-----------------------|---|---------------------|--------------------|---------------------------------|
| <b>Second Lien Secured Debt 42.1%</b>          |                 |                               |                       |   |                     |                    |                                 |
| Brand Energy and Infrastructure Services, Inc. | 02/07/2015      | Energy/Utilities              | 6.36%                 | L+600   | \$ 13,600,000       | \$ 13,153,077      | \$ 12,416,800                   |
| Brand Energy and Infrastructure Services, Inc. | 02/07/2015      | Energy/Utilities              | 7.44%                 | L+700   | 12,000,000          | 11,735,965         | 11,364,000                      |
| Generics International (U.S.), Inc.            | 04/30/2015      | Healthcare, Education and     | 7.78%                 | L+750   | 12,000,000          | 11,949,634         | 11,376,000                      |
|  |                 | Childcare                     |                       |   |                     |                    |                                 |
| Greatwide Logistics Services, L.L.C.           | 03/01/2014      | Cargo Transport               | 11.00% <sup>(6)</sup> | L+700 <sup>(8)</sup>                                | 2,309,343           | 2,309,344          | 2,309,344                       |
| Questex Media Group, Inc.                      | 11/04/2014      | Other Media                   | 6.91% <sup>(7)</sup>  | L+650   | 10,000,000          | 10,000,000         |                                 |
| Realogy Corp.                                  | 10/15/2017      | Buildings and Real Estate     | 13.50%                |   | 10,000,000          | 10,000,000         | 10,387,500                      |
| Saint Acquisition Corp. <sup>(5)</sup>         | 05/15/2015      | Transportation                | 8.19%                 | L+775   | 10,000,000          | 9,941,121          | 7,100,000                       |
| Saint Acquisition Corp. <sup>(5)</sup>         | 05/15/2017      | Transportation                | 12.50%                |   | 19,000,000          | 16,890,972         | 14,250,000                      |
| Sheridan Holdings, Inc.                        | 06/15/2015      | Healthcare, Education and     | 6.00% <sup>(6)</sup>  | L+575   | 21,500,000          | 18,855,728         | 19,414,500                      |
|  |                 | Childcare                     |                       |   |                     |                    |                                 |
|  |                 | Chemical, Plastics and Rubber |                       |   |                     |                    |                                 |
| Specialized Technology Resources, Inc.         | 12/15/2014      |                               | 7.25% <sup>(6)</sup>  | L+700   | 22,500,000          | 22,488,166         | 22,500,000                      |
| TransFirst Holdings, Inc.                      | 06/15/2015      | Financial Services            | 7.04% <sup>(6)</sup>  | L+675   | 16,792,105          | 16,247,489         | 15,264,023                      |
| <b>Total Second Lien Secured Debt</b>          |                 |                               |                       |   |                     | <b>143,571,496</b> | <b>126,382,167</b>              |
| <b>Subordinated Debt/Corporate Notes 50.6%</b> |                 |                               |                       |   |                     |                    |                                 |
| Affinion Group Holdings, Inc.                  | 03/01/2012      | Consumer Products             | 8.27% <sup>(6)</sup>  | L+750   | 23,572,133          | 22,930,475         | 21,497,875                      |
| Consolidated Foundries, Inc.                   | 04/17/2015      | Aerospace and Defense         | 14.25% <sup>(6)</sup> |   | 8,109,468           | 7,952,769          | 8,190,563                       |
| CT Technologies Intermediate Holdings, Inc.    | 03/22/2014      | Business Services             | 14.00% <sup>(6)</sup> |   | 20,311,603          | 19,875,880         | 20,463,940                      |
| Digicel Limited <sup>(5)</sup>                 | 04/01/2014      | Telecommunications            | 12.00%                |   | 1,000,000           | 995,610            | 1,115,000                       |
| i2 Holdings Ltd.                               | 06/06/2014      | Aerospace and Defense         | 14.75% <sup>(6)</sup> |   | 22,653,857          | 22,279,800         | 22,880,395                      |
| IDQ Holdings, Inc.                             | 05/20/2012      | Auto Sector                   | 13.75%                |   | 20,000,000          | 19,632,400         | 20,060,000                      |
| Learning Care Group, Inc.                      | 12/28/2015      | Education                     | 13.50% <sup>(6)</sup> |   | 10,324,976          | 10,190,682         | 10,324,976                      |
| Realogy Corp.                                  | 04/15/2015      | Buildings and Real Estate     | 12.38%                |   | 10,000,000          | 8,921,187          | 5,525,000                       |
| Trizetto Group, Inc.                           | 10/01/2016      | Insurance                     | 13.50% <sup>(6)</sup> |   | 20,197,856          | 20,010,210         | 20,652,308                      |
| UP Acquisitions Sub Inc.                       | 02/08/2015      | Oil and Gas                   | 13.50%                |   | 21,000,000          | 20,472,809         | 21,420,000                      |
| <b>Total Subordinated Debt/Corporate Notes</b> |                 |                               |                       |   |                     | <b>153,261,822</b> | <b>152,130,057</b>              |

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS



**Table of Contents****PENNANTPARK INVESTMENT CORPORATION****SCHEDULE OF INVESTMENTS (Continued)****SEPTEMBER 30, 2009**

| <b>Issuer Name</b>   | <b>Maturity</b> | <b>Industry</b>                | <b>Current Coupon</b> | <b>Basis Point Spread Above Index (4)</b> | <b>Par / Shares</b> | <b>Cost</b> | <b>Fair Value(3)</b> |
|--|-----------------|--------------------------------|-----------------------|---|---------------------|-------------|----------------------|
| <b>Preferred Equity/Partnership Interests(7)</b>                                 |                 |                                |                       |   |                     |             |                      |
| <b>3.6%</b>  |                 |                                |                       |   |                     |             |                      |
| CFHC Holdings, Inc., Class A (Consolidated Foundries, Inc.)                      |                 | Aerospace and Defense          | 12.00%                |   | 797                 | \$ 797,288  | \$ 949,648           |
| i2 Holdings Ltd.   |                 | Aerospace and Defense          | 12.00%                |   | 4,137,240           | 4,137,240   | 4,793,729            |
| TZ Holdings, L.P., Series A (Trizetto Group, Inc.) (TZ Merger Sub, Inc.)         |                 | Insurance                      |                       |   | 686                 | 685,820     | 685,820              |
| TZ Holdings, L.P., Series B (Trizetto Group, Inc.)                               |                 | Insurance                      | 6.50%                 |   | 1,312               | 1,312,006   | 1,410,604            |
| UP Holdings Inc., Class A-1 (UP Acquisitions Sub Inc.)                           |                 | Oil and Gas                    | 8.00%                 |   | 91,608              | 2,499,067   | 3,094,252            |
| VSS-AHC Holdings, LLC (Advanstar Inc.)   |                 | Other Media                    |                       |   | 319                 | 318,896     |                      |
| <b>Total Preferred Equity/Partnership Interests</b>                              |                 |                                |                       |   |                     | 9,750,317   | 10,934,053           |
| <b>Common Equity/Warrants/Partnership Interests 4.5%(8)</b>                      |                 |                                |                       |   |                     |             |                      |
| AHC Mezzanine (Advanstar Inc.)   |                 | Other Media                    |                       |   | 3,000               | 3,005,163   |                      |
| CFHC Holdings, Inc. (Consolidated Foundries, Inc.)                               |                 | Aerospace and Defense          |                       |   | 1,627               | 16,271      | 215,547              |
| CT Technologies Holdings, LLC  |                 | Business Services              |                       |   | 5,556               | 3,200,000   | 6,696,281            |
| i2 Holdings Ltd.   |                 | Aerospace and Defense          |                       |   | 457,322             | 454,030     | 1,293,476            |
| Transportation 100 Holdco, L.L.C.  |                 | Cargo Transport                |                       |   | 106,299             | 1,779,455   | 2,391,463            |
| TZ Holdings, L.P. (Trizetto Group, Inc.)   |                 | Insurance                      |                       |   | 2                   | 6,467       | 1,337,451            |
| UP Holdings Inc. (UP Acquisitions Sub Inc.)                                      |                 | Oil and Gas                    |                       |   | 91,608              | 916         | 1,656,350            |
| VSS-AHC Holdings, Inc. (Advanstar, Inc.) (Warrant)                               | 11/06/2018      | Other Media                    |                       |   | 85                  |             |                      |
| <b>Total Common Equity/Warrants/Partnership Interests</b>                        |                 |                                |                       |   |                     | 8,462,302   | 13,590,568           |
| <b>Investments in Non-Controlled, Non-Affiliated Portfolio Companies</b>         |                 |                                |                       |   |                     | 479,909,805 | 453,644,335          |
| <b>Investments in Non-Controlled, Affiliated Portfolio Companies 5.4%(9),(2)</b> |                 |                                |                       |   |                     |             |                      |
| <b>Subordinated Debt/Corporate Notes 1.7%</b>                                    |                 |                                |                       |   |                     |             |                      |
| Performance Holdings, Inc.   | 07/02/2014      | Leisure, Amusement,            | 14.25%(6)             |   | \$ 5,077,822        | 4,878,081   | 4,988,960            |
|  |                 | Motion Pictures, Entertainment |                       |   |                     |             |                      |
| <b>Second Lien Secured Debt 2.7%</b>   |                 |                                |                       |   |                     |             |                      |
| Performance, Inc.  | 07/02/2013      | Leisure, Amusement,            | 6.24%                 | L+575                                     | 8,750,000           | 8,750,000   | 8,019,375            |

Motion Pictures,  
Entertainment

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**Table of Contents****PENNANTPARK INVESTMENT CORPORATION****SCHEDULE OF INVESTMENTS (Continued)****SEPTEMBER 30, 2009**

| Issuer Name  | Maturity | Industry   | Current<br>Coupon | Basis Point<br>Spread<br>Above<br>Index <sup>(4)</sup> | Par /<br>Shares | Cost           | Fair Value <sup>(3)</sup> |
|--|----------|--|-------------------|--|-----------------|----------------|---------------------------|
| <b>Common Equity/Partnership Interest 1.0%</b>                       |          |  |                   |  |                 |                |                           |
| NCP-Performance (Performance Holdings, Inc.)                         |          | Leisure,<br>Amusement,<br>Motion<br>Pictures,<br>Entertainment |                   |  | 37,500          | \$ 3,750,000   | \$ 3,107,403              |
| <b>Investments in Non-Controlled, Affiliated Portfolio Companies</b> |          |  |                   |  |                 | 17,378,081     | 16,115,738                |
| <b>Total Investments 156.3%</b>                                      |          |  |                   |  |                 | 497,287,886    | 469,760,073               |
| Cash Equivalents 11.1%   |          |  |                   |  |                 | 33,247,666     | 33,247,666                |
| <b>Total Investments and Cash Equivalents 167.4%</b>                 |          |  |                   |  |                 | \$ 530,535,552 | \$ 503,007,739            |
| <b>Liabilities in Excess of Other Assets (67.4%)</b>                 |          |  |                   |  |                 |                | (202,427,471)             |
| <b>Net Assets 100.0%</b>   |          |  |                   |  |                 |                | <b>\$ 300,580,268</b>     |

- (1) The provisions of the 1940 Act classify investments based on the level of control that we maintain in a particular portfolio company. As defined in the 1940 Act, a company is deemed as non-controlled when we own less than 25% of a portfolio company's voting securities and controlled when we own 25% or more of a portfolio company's voting securities.
- (2) The provisions of the 1940 Act classify investments further based on the level of ownership that we maintain in a particular portfolio company. As defined in the 1940 Act, a company is deemed as non-affiliated when we own less than 5% of a portfolio company's voting securities and affiliated when we own 5% or more of a portfolio company's voting securities.
- (3) Valued based on our accounting policy (see Note 2 to our financial statements).
- (4) Represents floating rate instruments that accrue interest at a predetermined spread relative to an index, typically the applicable London Interbank Offer Rate (LIBOR or L ) or Prime Rate (Prime or P ).
- (5) Security is exempt from registration under Rule 144A promulgated under the Securities Act of 1933. The security may be resold in transactions that are exempt from registration, normally to qualified institutional buyers.
- (6) Coupon is payable in cash and/or in-kind ( PIK ).
- (7) Non-income producing securities.
- (8) Coupon is subject to a LIBOR or Prime rate floor.
- (9) Represents the purchase of a security with delayed settlement. This security does not have a basis point spread above an index.

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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**PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**SEPTEMBER 30, 2010**

*Except where the context suggests otherwise, the terms we, us, our or PennantPark Investment refer to PennantPark Investment Corporation.*

**1. ORGANIZATION**

PennantPark Investment Corporation was organized as a Maryland corporation on January 11, 2007. PennantPark Investment is a closed-end, externally managed, non-diversified investment company that has elected to be treated as a business development company ( BDC ), under the Investment Company Act of 1940 (the 1940 Act ). PennantPark Investment s objective is to generate both current income and capital appreciation through debt and equity investments. PennantPark Investment invests primarily in U.S. middle-market companies in the form of senior secured loans, mezzanine debt and equity investments.

On April 24, 2007, PennantPark Investment closed its initial public offering and its common stock trades on the NASDAQ Global Select Market under the symbol PNNT . We are externally managed by PennantPark Investment Advisers, LLC (the Investment Adviser or PennantPark Investment Advisers ). PennantPark Investment Administration, LLC (the Administrator or PennantPark Investment Administration ) provides the administrative services necessary for us to operate.

PennantPark SBIC LP (the SBIC LP or our SBIC ) and its general partner, PennantPark SBIC GP, LLC (the SBIC GP ), were organized in Delaware as a limited partnership and a limited liability company, respectively, on May 7, 2010 and began operations on June 11, 2010. SBIC LP received a license from the Small Business Administration ( SBA ) to operate as a Small Business Investment Company ( SBIC ) effective July 30, 2010 under Section 301(c) of the Small Business Investment Act of 1958 (the 1958 Act ). Both SBIC LP and SBIC GP (the Subsidiaries ) are consolidated wholly owned subsidiaries of PennantPark Investment. The SBIC LP s objective is to generate both current income and capital appreciation through debt and equity investments. SBIC LP, generally, invests with us in SBA eligible businesses that meet the investment criteria used by PennantPark Investment. See Note 13 for subsequent events regarding SBIC LP.

PennantPark Investment completed its initial public offering of common stock in 2007 and issued 21.0 million shares raising \$294.1 million in net proceeds. For the year ended September 30, 2009, we sold 4.3 million shares of common stock through a follow-on public offering at a price less than the then current net asset value, resulting in net proceeds of \$32.5 million. For the year ended September 30, 2010, we sold 10.8 million shares of common stock through follow-on public offerings at a price less than the then current net asset value, resulting in net proceeds of \$101.7 million.

**2. SIGNIFICANT ACCOUNTING POLICIES**

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles ( GAAP ) requires management to make estimates and assumptions that affect the reported amount of PennantPark Investment s and its Subsidiaries assets and liabilities at the date of the consolidated financial statements and the reported amounts of income and expenses during the reported period. Actual results could differ from these estimates. Certain prior period amounts have been reclassified to conform to current period presentation. All intercompany balances and transactions have been eliminated. References to the Accounting Standards Codification ( ASC ), serve as a single source of accounting literature and are not intended to change accounting literature. Subsequent events are evaluated and disclosed as appropriate for events occurring subsequently through the date the consolidated financial statements are issued.

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**PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**SEPTEMBER 30, 2010**

The consolidated financial statements are prepared in accordance with GAAP and pursuant to the requirements for reporting on Form 10-K and Article 6 or 10 of Regulation S-X, as appropriate. In accordance with Article 6-09 of Regulation S-X under the Exchange Act, we are providing a Consolidated Statement of Changes in Net Assets in lieu of a Consolidated Statement of Changes in Stockholders' Equity.

The significant accounting policies consistently followed by PennantPark Investment and its Subsidiaries are:

***(a) Investment Valuations***

Our board of directors generally uses market quotations to assess the value of our investments for which market quotations are readily available. We obtain these market values from independent pricing services or at the bid prices obtained from at least two broker/dealers if available, otherwise by a principal market maker or a primary market dealer. If the board of directors has a bona fide reason to believe any such market quote does not reflect the fair value of an investment, it may independently value such investments by using the valuation procedure that it uses with respect to assets for which market quotations are not readily available. First lien secured debt, subordinated debt and other debt investments with maturities greater than 60 days generally are valued by an independent pricing service or at the bid prices from at least two broker/dealers (if available, otherwise by a principal market maker or a primary market dealer). Investments, of sufficient credit quality, purchased within 60 days of maturity are valued at cost plus accreted discount, or minus amortized premium, which approximates value. We expect that there will not be readily available market values for most, if not all, of the investments which are or will be in our portfolio, and we value such investments at fair value as determined in good faith by or under the direction of our board of directors using a documented valuation policy, described herein, and a consistently applied valuation process. With respect to investments for which there is no readily available market value, valuation methods include, but are not limited to, comparisons of financial ratios of the portfolio companies that issued such private securities to peer companies that are public. When an external event such as a purchase transaction, public offering or subsequent equity sale occurs, we consider the pricing indicated by the external event to corroborate or revise our valuation. 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. See Note 5 to the consolidated financial statements.

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

- (1) Our quarterly valuation process begins with each portfolio company or investment being initially valued by the investment professionals of our Investment Adviser responsible for the portfolio investment;
- (2) Preliminary valuation conclusions are then documented and discussed with the management of our Investment Adviser;
- (3) Our board of directors also engages independent valuation firms to conduct independent appraisals of our investments for which market quotations are not readily available or are readily available but deemed not reflective of the fair value of the investment. The independent valuation firms review management's preliminary valuations in light of their own independent assessment and also in light of any market quotations obtained from an independent pricing service, broker, dealer or market maker.

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**PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**SEPTEMBER 30, 2010**

(4) The audit committee of our board of directors reviews the preliminary valuations of the Investment Adviser and that of the independent valuation firms and responds and supplements the valuation recommendations of the independent valuation firms to reflect any comments; and

(5) The board of directors discusses these valuations and determines the fair value of each investment in our portfolio in good faith based on the input of our Investment Adviser, the respective independent valuation firms and the audit committee.

The factors that the board of directors may take into account in pricing our investments at fair value include, as relevant, the nature and realizable value of any collateral, the portfolio company's ability to make payments and its earnings and discounted cash flow, the markets in which the portfolio company does business, comparison to publicly traded securities and other relevant factors.

***(b) Security Transactions, Revenue Recognition, and Realized/Unrealized Gains or Losses***

Security transactions are recorded on a trade-date basis. We measure realized gains or losses by the difference between the net proceeds from the repayment or sale and the amortized cost basis of the investment, using the specific identification method, without regard to unrealized appreciation or depreciation previously recognized, but considering unamortized upfront fees and prepayment penalties. Net change in unrealized appreciation or depreciation reflects the change in portfolio investment and credit facility values during the reporting period, including any reversal of previously recorded unrealized appreciation or depreciation, when gains or losses are realized.

We record interest income on an accrual basis to the extent that we expect to collect such amounts. For loans and debt investments with contractual payment-in-kind ( PIK ) interest, which represents interest accrued and added to the loan balance that generally becomes due at maturity, we will generally not accrue PIK interest when the portfolio company valuation indicates that such PIK interest is not collectable. We do not accrue as a receivable interest on loans and debt investments if we have reason to doubt our ability to collect such interest. Loan origination fees, original issue discount, market discount or premium and deferred financing costs are capitalized, and we then accrete or amortize such amounts using the effective interest method as interest income or interest expense as it relates to our deferred financing costs. We record prepayment premiums on loans and debt investments as income. Dividend income, if any, is recognized on an accrual basis on the ex-dividend date to the extent that we expect to collect such amounts.

Loans are placed on non-accrual status when principal or interest payments are past due 30 days or more and/or when there is reasonable doubt that principal or interest will be collected. Accrued interest is generally reversed when a 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 and interest is paid and, in management's judgment, are likely to remain current.

***(c) Income Taxes***

Since May 1, 2007, PennantPark Investment has complied with the requirements of Subchapter M of the Internal Revenue Code of 1986, as amended, (the Code ) and expects to be subject to tax as a regulated investment company ( RIC ). As a RIC, PennantPark Investment accounts for income taxes using the asset liability method prescribed by ASC 740, Income Taxes. Under this method, income taxes were provided for amounts currently payable and for amounts deferred as tax assets and liabilities based on differences between the

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**PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**SEPTEMBER 30, 2010**

financial statement carrying amounts and the tax bases of existing assets and liabilities. Based upon PennantPark Investment's qualification and election to be subject to tax as a RIC, we do not anticipate paying any material level of taxes in the future. Although we are subject to tax as a RIC, we have elected to retain a portion of our calendar year income and pay an excise tax of \$0.1 million for the fiscal year ended September 30, 2010. PennantPark Investment recognizes in its consolidated financial statements the effect of a tax position when it is more likely than not, based on the technical merits, that the position will be sustained upon examination. We did not have any uncertain tax positions that met the recognition or measurement criteria of ASC 740-10-25 nor did we have any unrecognized tax benefits as of the periods presented herein. Although we file federal and state tax returns, our major tax jurisdiction is federal. Our inception-to-date federal tax years remain subject to examination by the Internal Revenue Service.

Book and tax basis differences relating to permanent book and tax differences are reclassified among PennantPark Investment's capital accounts, as appropriate. Additionally, the character of income and gain distributions are determined in accordance with income tax regulations that may differ from U.S. generally accepted accounting principles. See Note 8 to the consolidated financial statements.

***(d) Dividends, Distributions, and Capital Transactions***

Dividends and distributions to common stockholders are recorded on the ex-dividend date. The amount, if any, to be paid as a dividend is determined by the board of directors each quarter and is generally based upon the earnings estimated by management. Net realized capital gains, if any, are distributed at least annually.

Capital transactions, in connection with our dividend reinvestment plan or through offerings of our common stock, are recorded when issued and offering costs are charged as a reduction of capital upon issuance of our common stock.

***(e) Consolidation***

As permitted under Regulation S-X and the AICPA Audit and Accounting Guide for Investment Companies, PennantPark Investment will generally not consolidate its investment in a company other than an investment company subsidiary or a controlled operating company whose business consists of providing services to us. Accordingly, we have consolidated the results of the Subsidiaries in our consolidated financial statements.

***(f) New Accounting Pronouncements and Accounting Standards Updates ( ASU )***

In January 2010, the FASB issued ASU 2010-06, Fair Value Measurements and Disclosures, to clarify and amend ASC 820-10. In particular, it requires additional disclosures with regards to transfers into and out of Levels 1 and 2. It also requires that entities disclose on a gross basis purchases, sales, issuances, and settlements within the Level 3 fair value roll-forward. ASU 2010-06 also clarifies existing fair value disclosures about the level of disaggregation as well as inputs and valuation techniques for both recurring and nonrecurring fair value measurements that fall into Level 2 or 3. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales and settlements in the roll-forward of activity in Level 3 fair value measurements, which are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The adoption of the additional disclosure requirements of ASU 2010-06 did not materially impact our consolidated financial statements. The disclosures regarding the disaggregation of purchases, sales and settlements in the roll-forward of activity in Level 3 fair value measurements is not expected to have a material impact on our consolidated financial statements.

**Table of Contents****PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****SEPTEMBER 30, 2010****3. AGREEMENTS**

PennantPark Investment has entered into an Investment Management Agreement with the Investment Adviser, which was re-approved by our board of directors, including a majority of our directors who are not interested persons of PennantPark Investment in February 2010. Under this agreement the Investment Adviser, subject to the overall supervision of PennantPark Investment's board of directors, manages the day-to-day operations of and provides investment advisory services to, PennantPark Investment. PennantPark Investment, through the Investment Adviser, manages day-to-day operations of and provides investment advisory services to SBIC LP under its investment management agreement. The SBIC LP investment management agreement does not affect the management or incentive fees of PennantPark Investment. For providing these services, the Investment Adviser receives a fee from PennantPark Investment, consisting of two components—a base management fee and an incentive fee (collectively, "Management Fees").

The base management fee is calculated at an annual rate of 2.00% on PennantPark Investment's gross assets (net of U.S. Treasury Bills and/or temporary draws on the credit facility or "average adjusted gross assets", if any, see Note 11). Although the base management fee is 2.00% of our average adjusted gross assets, the Investment Adviser agreed to waive a portion of the base management fee such that the base management fee equaled 1.50% from the consummation of the initial public offering through September 30, 2007 and 1.75% from October 1, 2007 through March 31, 2008. The base management fee has been 2.00% since March 31, 2008 and is payable quarterly in arrears. The base management fee is calculated based on the average value of adjusted gross assets at the end of the two most recently completed calendar quarters, and appropriately adjusted for any share issuances or repurchases during the current calendar quarter. For the fiscal years ended September 30, 2010, 2009 and 2008, the Investment Adviser earned a net base management fee of \$11.6 million, \$7.7 million and \$6.7 million, respectively, from us.

The incentive fee has two parts, as follows:

One part is calculated and payable quarterly in arrears based on PennantPark Investment's Pre-Incentive Fee Net Investment Income for the immediately preceding calendar quarter. For this purpose, Pre-Incentive Fee Net Investment Income means interest income, distribution income and any other income, including any other fees other than fees for providing managerial assistance, such as commitment, origination, structuring, diligence and consulting fees or other fees received from portfolio companies accrued during the calendar quarter, minus PennantPark Investment's operating expenses for the quarter (including the base management fee, any expenses payable under the Administration Agreement, and any interest expense and distribution paid on any issued and outstanding preferred stock, but excluding the incentive fee). Pre-Incentive Fee Net Investment Income includes, in the case of investments with deferred interest feature (such as original issue discount, debt instruments with PIK interest and zero coupon securities), accrued income not yet received in cash. Pre-Incentive Fee Net Investment Income does not include any realized capital gains, realized capital losses or unrealized capital appreciation or depreciation. Pre-Incentive Fee Net Investment Income, expressed as a rate of return on the value of PennantPark Investment's net assets at the end of the immediately preceding calendar quarter, is compared to the hurdle rate of 1.75% per quarter (7.00% annualized). PennantPark Investment pays the Investment Adviser an incentive fee with respect to PennantPark Investment's Pre-Incentive Fee Net Investment Income in each calendar quarter as follows: (1) no incentive fee in any calendar quarter in which PennantPark Investment's Pre-Incentive Fee Net Investment Income does not exceed the hurdle rate of 1.75%, (2) 100% of PennantPark Investment's Pre-Incentive Fee Net Investment Income with respect to that portion of such Pre-Incentive Fee Net Investment Income, if any, that exceeds the hurdle rate but is less than 2.1875% in any calendar quarter (8.75% annualized), and (3) 20% of the amount of PennantPark Investment's Pre-Incentive Fee Net Investment Income, if any, that exceeds 2.1875% in any calendar quarter. These calculations are pro-rated for any period of less than three months and adjusted for any share issuances or repurchases during the current quarter.



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**PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**SEPTEMBER 30, 2010**

The second part of the incentive fee is determined and payable in arrears as of the end of each calendar year (or upon termination of the Investment Management Agreement, as of the termination date), commencing on December 31, 2007, and equals 20.0% of PennantPark Investment's realized capital gains, if any, on a cumulative basis from inception through the end of each calendar year, computed net of all realized capital losses and unrealized capital depreciation on a cumulative basis, less the aggregate amount of any previously paid capital gain incentive fees. However, the incentive fee determined as of December 31, 2007 was calculated for a period of shorter than twelve calendar months to take into account any realized capital gains computed net of all realized capital losses and unrealized capital depreciation from inception. For the fiscal years ended September 30, 2010, 2009 and 2008, the Investment Adviser received an incentive fee of \$8.0 million, \$5.7 million and \$3.8 million, respectively, from us.

PennantPark Investment has also entered into an Administration Agreement with the Administrator, which was reapproved by our board of directors including a majority of our directors who are not interested persons of PennantPark Investment in February 2010. Under this agreement PennantPark Investment Administration provides administrative services for PennantPark Investment. PennantPark Investment, through the Administrator, provides similar services to SBIC LP under its administration agreement with us. For providing these services, facilities and personnel, PennantPark Investment reimburses the Administrator for PennantPark Investment's allocable portion of overhead and other expenses incurred by the Administrator in performing its obligations under the Administration Agreement, including rent, technology systems, insurance and PennantPark Investment's allocable portion of the costs of the compensation and related expenses for its chief compliance officer, chief financial officer and their respective staffs. The Administrator also offers on PennantPark Investment's behalf managerial assistance to portfolio companies to which PennantPark Investment is required to offer such assistance. Reimbursement for certain of these costs is included in administrative services expenses in the statement of operations. For the fiscal years ended September 30, 2010, 2009 and 2008, the Investment Adviser and Administrator, collectively, were reimbursed \$2.1 million, \$1.7 million and \$2.0 million, respectively, from us, including expenses it incurred on behalf of the Administrator, for services described above.

PennantPark Investment entered into an administration agreement with its controlled affiliate, SuttonPark Holdings, Inc. and its subsidiaries (SPH). Under the administration with SPH, or the SPH Administration Agreement, PennantPark Investment through the Administrator furnishes SPH with office facilities, equipment and clerical, bookkeeping and record keeping services at such facilities. Additionally, the Administrator performs, or oversees the performance of, SPH's required administrative services, which include, among other things, maintaining financial records, preparing financial reports and filing of tax returns. Payments under the SPH Administration Agreement are equal to an amount based upon SPH's allocable portion of the Administrator's overhead in performing its obligations under the SPH Administration Agreement, including rent and allocable portion of the cost of compensation and related expenses of our chief financial officer and their respective staffs. For the fiscal year ended September 30, 2010, the PennantPark Investment was reimbursed \$0.1 million, for the services described above.

**4. INVESTMENTS**

Purchases of long-term investments including PIK for the fiscal years ended September 30, 2010, 2009 and 2008 totaled \$315.8 million, \$117.4 million and \$209.2 million, respectively. Sales and repayments of long-term investments for the fiscal years ended September 30, 2010, 2009 and 2008 totaled \$145.2 million, \$28.0 million and \$70.1 million, respectively.

**Table of Contents****PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****SEPTEMBER 30, 2010**

Investments and cash equivalents consisted of the following:

|                                     | September 30, 2010    |                       | September 30, 2009    |                       |
|-------------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|                                     | Cost                  | Fair Value            | Cost                  | Fair Value            |
| First lien                          | \$ 236,707,418        | \$ 234,595,683        | \$ 164,863,868        | \$ 150,607,490        |
| Second lien                         | 159,611,934           | 156,671,151           | 152,321,496           | 134,401,542           |
| Subordinated debt / corporate notes | 220,149,211           | 223,969,304           | 158,139,903           | 157,119,017           |
| Preferred equity                    | 11,894,692            | 9,271,682             | 9,750,317             | 10,934,053            |
| Common equity                       | 28,345,248            | 40,216,586            | 12,212,302            | 16,697,971            |
| Cash equivalents                    | 1,814,451             | 1,814,451             | 33,247,666            | 33,247,666            |
| <b>Total</b>                        | <b>\$ 658,522,954</b> | <b>\$ 666,538,857</b> | <b>\$ 530,535,552</b> | <b>\$ 503,007,739</b> |

The table below describes investments by industry classification and enumerates the percentage, by market value, of the total portfolio assets (excluding cash equivalents) in such industries as of September 30, 2010 and September 30, 2009.

| Industry Classification  | September 30, |      |
|--|---------------|------|
|  | 2010          | 2009 |
| Business Services  | 15%           | 7%   |
| Healthcare, Education and Childcare                                    | 8             | 7    |
| Hotels, Motels, Inns and Gaming  | 7             | 7    |
| Aerospace and Defense  | 6             | 8    |
| Chemicals, Plastic and Rubber  | 6             | 9    |
| Home and Office Furnishings, Housewares, and Durable Consumer Products | 6             | 3    |
| Education  | 5             | 2    |
| Communications   | 4             |      |
| Insurance  | 4             | 5    |
| Oil and Gas  | 4             | 6    |
| Printing and Publishing  | 4             |      |
| Transportation   | 4             | 5    |
| Buildings and Real Estate  | 3             | 3    |
| Diversified/Conglomerate Services                                      | 3             |      |
| Energy / Utilities   | 3             | 5    |
| Environmental Services   | 3             | 3    |
| Telecommunications   | 3             |      |
| Financial Services   | 2             | 3    |
| Grocery  | 2             |      |
| Leisure, Amusement, Motion Picture, Entertainment                      | 2             | 3    |
| Other Media  | 2             | 3    |
| Cargo Transport  | 1             | 3    |
| Consumer Products  | 1             | 5    |
| Logistics  | 1             | 2    |

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|              |   |      |      |
|--------------|---|------|------|
| Auto Sector  |   | 4    |      |
| Distribution |   | 3    |      |
| Other        | 1 | 4    |      |
| Total        |   | 100% | 100% |

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**PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**SEPTEMBER 30, 2010**

**5. FAIR VALUE OF FINANCIAL INSTRUMENTS**

Effective October 1, 2008, we adopted ASC 820, Fair Value Measurements for all financial instruments. We realized no gain or loss as a result of the adoption of ASC 820. Fair value, as defined under ASC 820, is the price that we would receive upon selling an investment or pay to transfer a liability in an orderly transaction to a market participant in the principal or most advantageous market for the investment or liability. ASC 820 emphasizes that valuation techniques maximize the use of observable market inputs and minimize the use of unobservable inputs. Inputs refer broadly to the assumptions that market participants would use in pricing an asset or liability, including assumptions about risk. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing an asset or liability developed based on market data obtained from sources independent of PennantPark Investment. Unobservable inputs are inputs that reflect the assumptions market participants would use in pricing an asset or liability developed based on the best information available in the circumstances.

ASC 820 classifies the inputs used to measure these fair values into the following hierarchies:

Level 1: Inputs that are quoted prices (unadjusted) in active markets for identical assets or liabilities, accessible by us at the measurement date.

Level 2: Inputs that are quoted prices for similar assets or liabilities in active markets, or that are quoted prices for identical or similar assets or liabilities in markets that are not active and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term, if applicable, of the financial instrument.

Level 3: Inputs that are unobservable for an asset or liability because they are based on our own assumptions about how market participants would price the asset or liability.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Generally, most of our investments and long-term credit facility are classified as Level 3.

The inputs into the determination of fair value may require significant management judgment or estimation. Even if observable market data is available, such information may be the result of consensus pricing information or broker quotes which include a disclaimer that the broker would not be held to such a price in an actual transaction. The non-binding nature of consensus pricing and/or quotes accompanied by disclaimer would result in classification as Level 3 information, assuming no additional corroborating evidence was available.

In addition to using the above inputs in cash and cash equivalents, investments and long-term credit facility valuations, PennantPark Investment employs the valuation policy approved by its board of directors that is consistent with ASC 820 (See Note 2). Consistent with our valuation policy, PennantPark Investment evaluates the source of inputs, including any markets in which its investments are trading, in determining fair value.

Our investments are generally structured as debt and equity investments in the form of senior secured loans, mezzanine debt and equity co-investments. The transaction price, excluding transaction costs, is typically the best estimate of fair value at inception. When evidence supports a subsequent change to the carrying value from the original transaction price, adjustments are made to reflect the expected exit values. Ongoing reviews by our Investment Adviser and independent valuation firms are based on an assessment of each underlying investment, incorporating valuations that consider the evaluation of financing and sale transactions with third parties, expected cash flows and market-based information, including comparable transactions and performance multiples, among other factors. These nonpublic investments are included in Level 3 of the fair value hierarchy.



**Table of Contents****PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****SEPTEMBER 30, 2010**

At September 30, 2010 and 2009, our cash and cash equivalents, investments and our long-term credit facility were categorized as listed below in the fair value hierarchy for ASC 820 purposes. Please refer to the paragraphs preceding this sentence for information regarding Levels 1 through 3 within the fair value hierarchy.

| Description                                   | Fair Value Measurements using at September 30, 2010 |                  |         |                    |
|---|---|------------------|---------|--------------------|
|   | Fair Value  | Level 1          | Level 2 | Level 3            |
| Loan and debt investments                     | \$ 615,236,138                                      | \$               | \$      | \$ 615,236,138     |
| Equity investments                            | 49,488,268  | 4,350,440        |         | 45,137,828         |
| <b>Total Investments</b>                      | <b>664,724,406</b>                                  | <b>4,350,440</b> |         | <b>660,373,966</b> |
| Cash Equivalents                              | 1,814,451   | 1,814,451        |         |                    |
| <b>Total Investments and cash equivalents</b> | <b>666,538,857</b>                                  | <b>6,164,891</b> |         | <b>660,373,966</b> |
| Long-Term Credit Facility                     | \$ (213,941,125)                                    | \$               | \$      | \$ (213,941,125)   |

| Description                                   | Fair Value Measurements using at September 30, 2009 |                   |         |                    |
|---|---|-------------------|---------|--------------------|
|   | Fair Value  | Level 1           | Level 2 | Level 3            |
| Loan and debt investments                     | \$ 442,128,049                                      | \$                | \$      | \$ 442,128,049     |
| Equity investments                            | 27,632,024  |                   |         | 27,632,024         |
| <b>Total Investments</b>                      | <b>469,760,073</b>                                  |                   |         | <b>469,760,073</b> |
| Cash Equivalents                              | 33,247,666  | 33,247,666        |         |                    |
| <b>Total Investments and cash equivalents</b> | <b>503,007,739</b>                                  | <b>33,247,666</b> |         | <b>469,760,073</b> |
| Long-Term Credit Facility                     | \$ (168,475,380)                                    | \$                | \$      | \$ (168,475,380)   |

The following tables show a reconciliation of the beginning and ending balances for fair valued investments measured using significant unobservable inputs (Level 3) for the years ended September 30, 2010 and 2009:

| Description                               | Year ended September 30, 2010 |                    |                |
|---|-------------------------------|--------------------|----------------|
|   | Loan and debt investments     | Equity investments | Totals         |
| Beginning Balance, September 30, 2009     | \$ 442,128,049                | \$ 27,632,024      | \$ 469,760,073 |
| Realized (losses)                         | (12,411,934)                  | (3,005,163)        | (15,417,097)   |
| Unrealized appreciation                   | 31,964,795                    | 1,693,480          | 33,658,275     |
| Purchases, PIK and net discount accretion | 304,625,814                   | 12,984,260         | 317,610,074    |

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|  |                |             |               |
|--|----------------|-------------|---------------|
| Sales / repayments   | (138,765,449)  | (6,922)     | (138,772,371) |
| Non-cash exchanges, including settled delayed draws  | (12,305,137)   | 5,840,149   | (6,464,988)   |
| Transfers in and /or out of Level 3  |                |             |               |
| Ending Balance, September 30, 2010   | \$ 615,236,138 | 45,137,828  | 660,373,966   |
| Net change in unrealized appreciation (depreciation) for the period above within the net change in unrealized appreciation on investments in our consolidated statement of operations attributable to our Level 3 assets still held at the reporting date: | \$ 15,408,002  | (1,311,683) | 14,096,319    |

**Table of Contents****PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****SEPTEMBER 30, 2010**

| Description                               | Year ended September 30, 2009 |                       |                |
|---|-------------------------------|-----------------------|----------------|
|   | Loan and debt<br>investments  | Equity<br>investments | Totals         |
| Beginning Balance, September 30, 2008     | \$ 349,260,104                | \$ 22,887,716         | \$ 372,147,820 |
| Realized (losses)                         | (39,243,879)                  |                       | (39,243,879)   |
| Unrealized (depreciation)                 | 42,008,505                    | 2,489,868             | 44,498,373     |
| Purchases, PIK and net discount accretion | 118,059,327                   | 2,254,440             | 120,313,767    |
| Sales / repayments                        | (27,956,008)                  |                       | (27,956,008)   |
| Transfers in and /or out of Level 3       |                               |                       |                |
| Ending Balance, September 30, 2009        | \$ 442,128,049                | \$ 27,632,024         | \$ 469,760,073 |

Net change in unrealized depreciation for the period above within the net change in unrealized depreciation on investments in our statement of operations attributable to our Level 3 assets still held at the reporting date:

|               |              |               |
|---------------|--------------|---------------|
| \$ 30,141,081 | \$ 2,489,868 | \$ 32,630,949 |
|---------------|--------------|---------------|

The following tables show a reconciliation of the beginning and ending balances for fair valued liabilities measured using significant unobservable inputs (Level 3) for the fiscal years ended September 30, 2010 and 2009.

**Fiscal Year Ended September 30, 2010**

| Long-Term Credit Facility   | Carrying /<br>Fair Value |
|---|--------------------------|
| Beginning balance, September 30, 2009 (Cost \$218,100,000)                      | \$ 168,475,380           |
| Total unrealized appreciation included in earnings                              | 35,665,745               |
| Borrowings  | 177,700,000              |
| Repayments  | (167,900,000)            |
| Transfers in and/or out of Level 3  |                          |
| Ending balance of long-term credit facility at fair value, (Cost \$227,900,000) | 213,941,125              |
| Temporary draw outstanding, at cost   | 5,200,000                |

|  |             |
|--|-------------|
| Total credit facility, September 30, 2010 (Cost \$233,100,000) | 219,141,125 |
|--|-------------|

**Fiscal Year Ended September 30, 2009****Long-Term Credit Facility**



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|   | <b>Carrying /<br/>Fair Value</b> |
|---|----------------------------------|
| Beginning balance, September 30, 2008 (Cost \$162,000,000)                      | \$ 162,000,000                   |
| Cumulative effect of adoption of fair value option                              | (41,796,000)                     |
| Total unrealized (depreciation) included in earnings                            | (7,828,620)                      |
| Borrowings  | 108,200,000                      |
| Repayments  | (52,100,000)                     |
| Transfers in and/or out of Level 3  |                                  |
| Ending balance of long-term credit facility at fair value, (Cost \$218,100,000) | \$ 168,475,380                   |
| Temporary draw outstanding, at cost   | 7,000,000                        |
| Total credit facility, September 30, 2009 (Cost \$225,100,000)                  | \$ 175,475,380                   |

**Table of Contents****PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****SEPTEMBER 30, 2010**

The carrying value of PennantPark Investment's financial liabilities approximates fair value. Effective October 1, 2008, we adopted ASC 825-10, which provides companies with an option to report selected financial assets and liabilities at fair value, and made an irrevocable election to apply ASC 825-10 to its long-term credit facility. PennantPark Investment elected to use the fair value option for its credit facility to align the measurement attributes of both our assets and liabilities while mitigating volatility in earnings from using different measurement attributes. ASC 825-10 establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities and to more easily understand the effect of a company's choice to use fair value on its earnings. ASC 825-10 also requires entities to display the fair value of the selected assets and liabilities on the face of the balance sheet and changes in fair value of the credit facility are recorded in the statement of operations. We elected not to apply ASC 825-10 to any other financial assets or liabilities including the SBA debentures. For the years ended September 30, 2010 and 2009, our credit facility had a net change in unrealized (appreciation) depreciation of \$(35.7) million and \$7.8 million, respectively. As of September 30, 2010 and 2009, net unrealized depreciation on our long-term credit facility totaled \$13.9 million and \$49.6 million, respectively, which included the cumulative effect of adoption of ASC 825-10 on our credit facility of \$41.8 million. PennantPark Investment uses a nationally recognized independent valuation services to measure the fair value of its credit facility in a manner consistent with the valuation process that the board of directors uses to value investments.

**6. TRANSACTIONS WITH AFFILIATED COMPANIES**

An affiliated company is a company in which the PennantPark Investment has ownership of 5% or more of the portfolio company's voting securities. Advances to and distributions from affiliates are included in the consolidated statement of cash flows purchases and sales. Transactions with affiliates were as follows:

| Name of Investment  | Fair Value at<br>September 30, 2009 | Advances to<br>affiliates | Distributions<br>from affiliates | Income<br>Received  | Fair Value at<br>September 30, 2010 |
|---|-------------------------------------|---------------------------|----------------------------------|---------------------|-------------------------------------|
| <b>Controlled Affiliates</b>                              |                                     |                           |                                  |                     |                                     |
| SuttonPark Holdings, Inc.                                 | \$                                  | \$ 8,000,100              | \$                               | \$ 210,000          | \$ 8,000,100                        |
| <b>Non-Controlled Affiliates</b>                          |                                     |                           |                                  |                     |                                     |
| Performance Holdings, Inc.                                | 16,115,738                          |                           | 750,000                          | 1,313,772           | 15,433,680                          |
| <b>Total Controlled and Non-Controlled<br/>Affiliates</b> | <b>\$ 16,115,738</b>                | <b>\$ 8,000,100</b>       | <b>\$ 750,000</b>                | <b>\$ 1,523,772</b> | <b>\$ 23,433,780</b>                |

**7. CHANGE IN NET ASSETS FROM OPERATIONS PER COMMON SHARE**

The following information sets forth the computation of basic and diluted per share net increase (decrease) in net assets resulting from operations.

| Class and Year  | Years ended September 30, |               |                 |
|---|---------------------------|---------------|-----------------|
|   | 2010                      | 2009          | 2008            |
| Numerator for net increase (decrease) in net assets resulting from operations | \$ 16,535,491             | \$ 35,802,029 | \$ (40,702,939) |

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|   |            |              |            |
|---|------------|--------------|------------|
| Denominator for basic and diluted weighted average shares                                   | 29,546,772 | 21,092,334 * | 21,068,772 |
| Basic and diluted net increase (decrease) in net assets per share resulting from operations | \$ 0.56    | \$ 1.70      | \$ (1.93)  |

\* Denominator for diluted weighted average shares is 21,094,745 based the overallotment exercised subsequent to September 30, 2009.

**Table of Contents****PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****SEPTEMBER 30, 2010****8. TAXES AND DISTRIBUTIONS**

Dividends from net investment income and distributions from net realized capital gains are determined in accordance with U.S. federal tax regulations, which may differ from amounts determined in accordance with GAAP and these book-to-tax adjustments could be material. These book-to-tax differences are either temporary or permanent in nature. To the extent these differences are permanent, they are reclassified to undistributed net investment income, accumulated net realized loss or paid-in-capital, as appropriate in the period that the difference arises. The following differences were reclassified for tax purposes for the years ended September 30, 2010 and 2009:

|   | 2010        | 2009        |
|---|-------------|-------------|
| Decrease in paid-in capital                     | \$ (98,294) | \$ (1,536)  |
| (Increase) in accumulated net realized loss     | \$          | \$ (87,991) |
| Increase in undistributed net investment income | \$ 98,294   | \$ 89,527   |

As of September 30, 2010 and 2009, the cost of investments for federal income tax purposes was \$659.4 million and \$497.3 million, respectively, resulting in a gross unrealized appreciation of \$28.8 million and \$19.4 million, respectively, and depreciation of \$23.5 million and \$46.9 million, respectively.

The following reconciles net increase in net assets resulting from operations to taxable income:

|   | Years ended September 30, |               |
|---|---------------------------|---------------|
|   | 2010                      | 2009          |
| Net increase in net assets resulting from operations                            | \$ 16,535,491             | \$ 35,802,029 |
| Net realized loss on investments not taxable                                    | 15,417,097                | 39,243,879    |
| Net unrealized appreciation / (depreciation) on investments and credit facility | 122,029                   | (52,326,993)  |
| Other temporary book-to-tax differences   | (305,849)                 | 841,335       |
| Other deductible expenses   | (15,956)                  | (13,808)      |
| Taxable income before deductions for distributions                              | \$ 31,752,812             | \$ 23,546,442 |

The components of accumulated losses on tax basis and reconciliation to accumulated losses on a book basis are as follows:

|  | Years ended September 30, |              |
|--|---------------------------|--------------|
|  | 2010                      | 2009         |
| Undistributed ordinary income              | \$ 11,451,782             | \$ 7,618,230 |
| Undistributed long-term net capital gains  |                           |              |
| Total undistributed net earnings           | 11,451,782                | 7,618,230    |
| Capital loss carry forwards <sup>(1)</sup> | (54,591,911)              | (11,250,568) |
| Post-October capital losses <sup>(2)</sup> | (8,645,354)               | (39,331,872) |

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|   |                 |                 |
|---|-----------------|-----------------|
| Dividends payable and other temporary differences                             | (9,651,137)     | (5,638,469)     |
| Net unrealized appreciation (depreciation) of investments and credit facility | 19,300,499      | 22,096,807      |
| Total accumulated deficit   | \$ (42,136,121) | \$ (26,505,872) |

- (1) As of September 30, 2010, the capital loss carry forward of \$54.6 million expires, if not utilized against future capital gains, as follows: \$0.2 million in 2016, \$11.0 million in 2017 and \$43.3 million expires in 2018.

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**PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**SEPTEMBER 30, 2010**

- (2) Under federal tax law, capital losses realized after October 31 may be deferred and treated as having arisen on the first day of the following fiscal year.

The tax characteristics of dividends during the fiscal years ended September 30, 2010 and 2009 were solely from ordinary income, and totaled \$32.3 million or \$1.09 per share, and \$20.2 million or \$0.96 per share, respectively.

**9. CASH EQUIVALENTS**

Cash equivalents represents cash pending investment in longer-term portfolio holdings, PennantPark Investment may invest temporarily in U.S. Treasury Bills (of varying maturities), repurchase agreements, money market funds or repo-like treasury securities. These temporary investments with maturities of 90 days or less are deemed cash equivalents and are included in the Schedule of Investments. At the end of each fiscal quarter, PennantPark Investment could take proactive steps to preserve investment flexibility for the next quarter, which is dependent upon the composition of its total assets at quarter end. PennantPark Investment may accomplish this in several ways, including purchasing U.S. Treasury Bills and closing out its positions on a net cash basis after quarter-end, temporarily drawing down on its credit facility, or utilizing repurchase agreements or other balance sheet transactions as are deemed appropriate for this purpose. These amounts are excluded from adjusted gross assets for purposes of computing management fee. U.S. Treasury Bills with maturities greater than 60 days from the time of purchase are marked-to-market consistent with PennantPark Investment's valuation policy. As of September 30, 2010, cash equivalents consisted of \$1.8 million in money market funds.

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Below are the financial highlights for the respective periods:

|  | Year ended<br>September 30,<br>2010 | Year ended<br>September 30,<br>2009 | Year ended<br>September 30,<br>2008 | Period from<br>January 11,<br>2007<br>(inception)<br>through<br>September 30,<br>2007 |
|--|-------------------------------------|-------------------------------------|-------------------------------------|---|
| <b>Per Share Data:</b>   |                                     |                                     |                                     |   |
| Net asset value, beginning of period   | \$ 11.85                            | \$ 10.00                            | \$ 12.83                            | \$  |
| Cumulative effect of adoption of fair value option <sup>(1)</sup>              |                                     | 1.99                                |                                     |   |
| Adjusted net asset value, beginning of period                                  | 11.85                               | 11.99                               | 12.83                               |   |
| Net investment income <sup>(2)</sup>   | 1.09                                | 1.08                                | 0.88                                | 0.35  |
| Net realized and unrealized losses <sup>(2)</sup>                              | (0.53)                              | 0.62                                | (2.81)                              | (1.15)  |
| Net increase (decrease) in net assets resulting from operations <sup>(2)</sup> | 0.56                                | 1.70                                | (1.93)                              | (0.80)  |
| Dividends and distributions to stockholders <sup>(2),(3)</sup>                 | (1.09)                              | (0.96)                              | (0.90)                              | (0.36)  |
| Initial issuance of common stock   |                                     |                                     |                                     | 15.00   |
| Offering Costs <sup>(2)</sup>  | (0.20)                              | (0.09)                              |                                     | (1.01)  |
| Dilutive effect of common stock issuance <sup>(2)</sup>                        | (0.43)                              | (0.79)                              |                                     |   |
| Net asset value, end of period   | \$ 10.69                            | \$ 11.85                            | \$ 10.00                            | \$ 12.83  |
| Per share market value, end of period  | \$ 10.61                            | \$ 8.11                             | \$ 7.41                             | \$ 13.40  |
| Total return <sup>(4)*</sup>   | 44.79%                              | 30.39%                              | (38.58)%                            | (8.29)% <sup>(7)</sup>  |
| Shares outstanding at end of period  | 36,158,772                          | 25,368,772                          | 21,068,772                          | 21,068,772  |
| <b>Ratio/Supplemental Data:</b>  |                                     |                                     |                                     |   |
| Ratio of operating expenses to average net assets <sup>(5)</sup>               | 7.16%                               | 7.42%                               | 6.30%                               | 3.76% <sup>(7)</sup>  |
| Ratio of credit facility related expenses to average net assets                | 1.08%                               | 1.93%                               | 2.66%                               | 1.50% <sup>(7)</sup>  |
| Total expenses to average net assets <sup>(6)</sup>                            | 8.24%                               | 9.35%                               | 8.96%                               | 5.26% <sup>(7)</sup>  |
| Ratio of net investment income to average net assets                           | 9.45%                               | 9.49%                               | 7.82%                               | 5.96% <sup>(7)</sup>  |
| Net assets at end of period  | \$ 386,575,223                      | \$ 300,580,268                      | \$ 210,728,260                      | \$ 270,393,094  |
| Weighted average debt outstanding <sup>(8)</sup>                               | \$ 246,216,548                      | \$ 182,490,685                      | \$ 119,472,732                      | \$ 817,610 <sup>(7)</sup>   |
| Weighted average debt per share <sup>(8)</sup>                                 | \$ 8.33                             | \$ 8.65                             | \$ 5.67                             | \$ 0.04 <sup>(7)</sup>  |
| Portfolio turnover ratio   | 25.97%                              | 7.47%                               | 20.10%                              | 62.20%  |

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- \* Not annualized for a period of less than a year.
- (1) On October 1, 2008, PennantPark Investment adopted ASC 825 and made an irrevocable election to apply the fair value option to our long-term credit facility. Upon our adoption Net Asset Value increased \$41.8 million, or \$1.99 per share, due to the fair value adjustment related to our credit facility.
- (2) Per share data are calculated based on the weighted average shares outstanding for the respective periods.
- (3) Determined based on taxable income calculated in accordance with income tax regulations and may differ from amounts determined under U.S. generally accepted accounting principles.



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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**SEPTEMBER 30, 2010**

- (4) Based on the change in market price per share during the periods and takes into account dividends and distributions, if any, reinvested in accordance with our dividend reinvestment plan.
- (5) Before adoption of ASC 825 for the fiscal years ended September 30, 2010 and 2009, the ratios were 7.95% and 9.32%, respectively. The ratios before management fee waiver were 6.47% and 4.28% for the fiscal year ended September 30, 2008 and for the period from April 24, 2007 (initial public offering) through September 30, 2007, respectively.
- (6) Before adoption of ASC 825 for the fiscal years ended September 30, 2010 and 2009, the ratios were 9.15% and 11.75%. The ratios before management fee waiver to average net assets were 9.13% and 5.78% for the fiscal year ended September 30, 2008 and for the period from April 24, 2007 (initial public offering) through September 30, 2007, respectively.
- (7) Since initial public offering on April 24, 2007.
- (8) Include the SBA debentures outstanding.

**11. CREDIT FACILITY AND SBA DEBENTURES**

***Credit Facility***

On June 25, 2007, we entered into a senior secured revolving credit agreement, or our credit facility, among us, various lenders and SunTrust Bank, as administrative agent for the lenders. SunTrust Robinson Humphrey Capital Markets acted as the joint lead arranger and book-runner, and JPMorgan Chase (Chase Lincoln First Commercial successor interest of Bear Stearns Corporate Lending Inc.) acted as joint lead arranger and syndication agent. As of September 30, 2010 and 2009, there was \$233.1 million and \$225.1 million in outstanding borrowings under the credit facility (including a \$5.2 million and a \$7.0 million temporary draw), with a weighted average interest rate at the time of 1.34% and 1.31% exclusive of the fee on undrawn commitment of 0.20%, respectively.

Under the credit facility, the lenders agreed to extend credit to PennantPark Investment in an initial aggregate principal or face amount not exceeding \$300.0 million at any one time outstanding. The credit facility is a five-year revolving facility (with a stated maturity date of June 25, 2012) and pricing is set at 100 basis points over LIBOR. The credit facility contains customary affirmative and negative covenants, including the maintenance of a minimum stockholders' equity, the maintenance of a ratio not less than 200% of total assets (less total liabilities other than indebtedness) to total indebtedness, and restrictions on certain payments and issuance of debt. For a complete list of such covenants, see our report on Form 8-K, filed June 28, 2007 and on Form 10-Q, filed May 5, 2010. As of September 30, 2010, we were in compliance with our covenants relating to our credit facility.

***SBA Debentures***

SBIC LP is able to borrow funds from the SBA against regulatory capital that is paid-in, subject to customary regulatory requirements including but not limited to an examination by the SBA. As of September 30, 2010, we have committed \$50.0 million to SBIC LP, funded it with equity capital of \$14.5 million and had SBA debentures outstanding of \$14.5 million. SBA debentures are non-recourse to us, have a 10-year maturity, and may be prepaid at any time without penalty. The interest rate of SBA debentures is fixed at the time of issuance, often referred to as pooling, at a market-driven spread over 10-year U.S. Treasury Notes. SBA current regulations limit the amount that SBIC LP may borrow to a maximum of \$150 million, which is up to twice its potential regulatory capital. This means that SBIC LP may access the maximum borrowing if it has \$75 million in regulatory capital.

On August 5, 2010, SBIC LP received a SBA debenture commitment of \$33.5 million. As of September 30, 2010, \$14.5 million of the \$33.5 million debt commitment was drawn with a weighted average interest rate of

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**PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**SEPTEMBER 30, 2010**

0.93% exclusive of the 3.43% in upfront fees. Of the \$14.5 million of SBA debentures outstanding, \$0.5 million is fixed for 10-years with a rate of 3.50% (inclusive of the SBA annual fee) and \$14.0 million is temporary financing currently bearing a rate of 0.84% that will reset to a market-driven rate in March 2011.

Under SBA regulations, SBIC LP is subject to regulatory requirements including making investments in SBA eligible businesses, investing at least 25% of regulatory capital in eligible smaller businesses, as defined under the 1958 Act, placing certain limitations on the financing terms of investments, prohibiting investing in certain industries, required capitalization thresholds and is subject to periodic audits and examinations. If our SBIC subsidiary fails to comply with applicable SBA regulations, the SBA could, depending on the severity of the violation, limit or prohibit its use of debentures, declare outstanding debentures immediately due and payable, and/or limit it from making new investments. In addition, the SBA can revoke or suspend a license for willful or repeated violation of, or willful or repeated failure to observe, any provision of the Small Business Investment Act of 1958 or any rule or regulation promulgated thereunder. These actions by the SBA would, in turn, negatively affect us because our SBIC subsidiary is our wholly owned subsidiary. As of September 30, 2010, SBIC LP was in compliance with our requirements relating to our SBA debentures.

In connection with the filing of its SBA license application, PennantPark Investment applied for exemptive relief from the SEC to permit us to exclude the debt of SBIC LP from our consolidated asset coverage ratio. There can be no assurance that we will be able to capitalize SBIC LP with sufficient regulatory capital to access the maximum borrowing amount available or that we will receive an exemptive relief from the SEC with respect to the SBA-guaranteed debentures.

If we are granted exemptive relief, our ratio of total assets on a consolidated basis to outstanding to indebtedness may be greater than 200%, which while providing increased investment flexibility, would also increase our exposure to risks associated with leverage. See Note 13 for subsequent events.

Our net asset value may decline as a result of economic conditions in the United States. Our continued compliance with the covenants under our credit facility and SBA debentures depend on many factors, some of which are beyond our control. Material net asset devaluation could have a material adverse effect on our operations and could require us to reduce our borrowings under our credit facility and SBA debentures in order to comply with certain of the covenants we made when we entered into, including the ratio of total assets to total indebtedness.

**12. COMMITMENTS AND CONTINGENCIES**

From time to time, PennantPark Investment, the Investment Adviser or the Administrator may be a party to legal proceedings in the ordinary course of business, including proceedings relating to the enforcement of our rights under contracts with our portfolio companies. While the outcome of these legal proceedings cannot be predicted with certainty, we do not expect that these proceedings will have a material effect upon our financial condition or results of operations. Unfunded debt investments described in the statement of assets and liabilities represent unfunded delayed draws on investments in first lien secured debt and subordinated debt investments.

**13. SUBSEQUENT EVENTS**

On November 4, 2010, SBIC LP received a debt commitment from the SBA for an additional \$66.5 million bringing its total debt commitment from the SBA to \$100.0 million. Subsequent to September 30, 2010, SBIC LP completed its SBA examination in order to gain access to the full SBA commitment subject to customary regulatory requirements.

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**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None

**Item 9A. Controls and Procedures**

***(a) Evaluation of Disclosure Controls and Procedures***

As of September 30, 2010, we, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the 1934 Act). Based on that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that 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. However, in evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of such possible controls and procedures.

***(b) Management's Report on Internal Control Over Financial Reporting***

Management's Report on Internal Control Over Financial Reporting, which appears on page 67 of this Form 10-K, is incorporated by reference herein.

***(c) Changes in Internal Controls Over Financial Reporting.***

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

**Item 9B. Other Information**

None

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**PART III**

We will file a definitive Proxy Statement for our 2011 Annual Meeting of Stockholders with the SEC, pursuant to Regulation 14A, not later than 120 days after the end of our fiscal year. Accordingly, certain information required by Part III has been omitted under General Instruction G(3) to Form 10-K. Only those sections of our definitive Proxy Statement that specifically address the items set forth herein are incorporated by reference.

**Item 10. Directors, Executive Officers and Corporate Governance**

The information required by Item 10 is hereby incorporated by reference from our definitive Proxy Statement relating to our 2011 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of our fiscal year.

**Item 11. Executive Compensation**

The information required by Item 11 is hereby incorporated by reference from our definitive Proxy Statement relating to our 2011 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of our fiscal year.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by Item 12 is hereby incorporated by reference from our definitive Proxy Statement relating to our 2011 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of our fiscal year.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by Item 13 is hereby incorporated by reference from our definitive Proxy Statement relating to our 2011 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of our fiscal year.

**Item 14. Principal Accountant Fees and Services**

The information required by Item 14 is hereby incorporated by reference from our definitive Proxy Statement relating to our 2011 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of our fiscal year.

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**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

The following documents are filed as part of this Annual Report:

- (1) Financial Statements Refer to Item 8 starting on page 44.
  
- (2) Financial Statement Schedules None.
  
- (3) Exhibits
  - 3.1 Articles of Incorporation (Incorporated by reference to the Registrant's Pre-Effective Amendment No.1 to the Registration Statement on Form N-2/A (File No. 333-140092), filed on March 5, 2007).
  - 3.2 Amended and Restated Bylaws of the Registrant (Incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K (File No. 814-00736), filed on December 13, 2007).
  - 4.1 Form of Share Certificate (Incorporated by reference to Exhibit 99(d)(1) to the Registrant's Registration Statement on Form N-2 (File No. 333-150033), filed on April 2, 2008).
  - 10.1 Form of Investment Management Agreement between the Registrant and PennantPark Investment Advisers, LLC (Incorporated by reference to Exhibit 99(g) to the Registrant's Registration Statement on Form N-2 (File No. 333-150033), filed on April 2, 2008).
  - 10.2 Form of Custodian Agreement between the Registrant and PFPC Trust Company (Incorporated by reference to Exhibit 99(j)(1) to the Registrant's Registration Statement on Form N-2 (File No. 333-150033), filed on April 2, 2008).
  - 10.3 Form of Administration Agreement between the Registrant and various lenders (Incorporated by reference to Exhibit 99(k)(1) to the Registrant's Registration Statement on Form N-2 (File No. 333-150033), filed on April 2, 2008).
  - 10.4 Dividend Reinvestment Plan (Incorporated by reference to Exhibit 99(e) to the Registrant's Registration Statement on Form N-2 (File No. 333-150033), filed on April 2, 2008).
  - 10.5 Senior Secured Revolving Credit Agreement between Registrant and various lenders (Incorporated by reference to the Report on Form 8-K. Exhibit 99.2 (File No. 814-00736), filed on June 28, 2007 and May 5, 2010, as amended).
  - 11 Computation of Per Share Earnings (included in the notes to the audited financial statements contained in this Report).
  - 14.1\* Joint Code of Ethics of the Registrant.
  - 31.1\* Certification of Chief Executive Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended.
  - 31.2\* Certification of Chief Financial Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended.
  - 32.1\* Certification of Chief Executive Officer pursuant to section 906 of The Sarbanes-Oxley Act of 2002.
  - 32.2\* Certification of Chief Financial Officer pursuant to section 906 of The Sarbanes-Oxley Act of 2002.
  - 99.1 Privacy Policy of the Registrant (Incorporated by reference to Exhibit 99.1 to the Registrant's Annual Report on Form 10-K (File No. 814-00736), filed on December 13, 2007).

\* Filed herewith



**Table of Contents****SIGNATURES**

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

By: /s/ ARTHUR H. PENN

Name: **Arthur H. Penn**

Title: **Chief Executive Officer and Chairman of the Board**

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature   | Title   | Date              |
|---|---|-------------------|
| /s/ ARTHUR H. PENN<br><b>Arthur H. Penn</b>       | Chairman of the Board of Directors and Chief Executive<br>Officer (Principal Executive Officer) | November 17, 2010 |
| /s/ AVIV EFRAT<br><b>Aviv Efrat</b>               | Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)              | November 17, 2010 |
| /s/ ADAM K. BERNSTEIN<br><b>Adam K. Bernstein</b> | Director  | November 17, 2010 |
| /s/ JEFFREY FLUG<br><b>Jeffrey Flug</b>           | Director  | November 17, 2010 |
| /s/ MARSHALL BROZOST<br><b>Marshall Brozost</b>   | Director  | November 17, 2010 |
| /s/ SAMUEL L. KATZ<br><b>Samuel L. Katz</b>       | Director  | November 17, 2010 |