

Flaherty & Crumrine/CLAYMORE PREFERRED SECURITIES INCOME FUND INC
Form PRE 14A
February 11, 2009

SCHEDULE 14A
PROXY STATEMENT
PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by Registrant [X]
Filed by Party other than the Registrant

Check the appropriate box:

- [X] Preliminary Proxy Statement
- [] Confidential for Use of the Commission Only as permitted by Rule 14a-6(e) (2)
- [] Definitive Proxy Statement
- [] Definitive Additional Materials
- [] Soliciting Material Pursuant to Rule 14a-11c or Rule 14a-12

Flaherty & Crumrine/Claymore Preferred Securities Income Fund Incorporated

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required
- [] Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11

- (1) Title of each class of securities to which transaction applies: _____
- (2) Aggregate number of securities to which transaction applies: _____
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11. (Set forth the amount on which the filing fee is calculated and state how it was determined): _____
- (4) Proposed maximum aggregate value of transaction: _____
- (5) Total fee paid: _____

[] Fee paid previously with preliminary materials.

[] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a) (2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount previously paid: _____
- (2) Form, Schedule or Registration Statement No.: _____
- (3) Filing Party: _____
- (4) Date Filed: _____

FLAHERTY & CRUMRINE PREFERRED INCOME FUND INCORPORATED (NYSE: PFD)
FLAHERTY & CRUMRINE PREFERRED INCOME OPPORTUNITY FUND INCORPORATED (NYSE: PFO)
FLAHERTY & CRUMRINE/CLAYMORE PREFERRED SECURITIES INCOME FUND INCORPORATED
(NYSE: FFC)
FLAHERTY & CRUMRINE/CLAYMORE TOTAL RETURN FUND INCORPORATED (NYSE: FLC)
301 E. COLORADO BOULEVARD, SUITE 720

PASADENA, CALIFORNIA 91101

QUESTIONS AND ANSWERS

WHAT AM I BEING ASKED TO VOTE FOR IN PROPOSAL 2 FOR FLAHERTY & CRUMRINE PREFERRED INCOME OPPORTUNITY FUND (PFO)?

You are being asked to vote to change PFO's current fundamental policy relating to concentration. If approved, PFO will invest at least 25% of its total assets in each of the utilities industry and the financial services sector under normal market conditions. Currently, PFO invests more than 25% of its total assets in the utilities industry under normal market conditions and limits its investments in any other industry to 25%.

WHY IS THE PFO BOARD OF DIRECTORS RECOMMENDING A CHANGE TO PFO'S INDUSTRY CONCENTRATION POLICY?

Simply stated, preferred securities issuers have changed dramatically since PFO was launched in 1992 - particularly in recent months. Since last September, the U.S. financial system and the preferred securities market have undergone, and continue to undergo, a profound transformation. As an example, over a ten day period in September 2008, the government placed the federal housing agencies into conservatorship, Lehman Brothers Holdings filed for bankruptcy, AIG required the first of two massive doses of government assistance, and Bank of America entered into an agreement to acquire Merrill Lynch.

Since its inception in 1992, PFO has sought to achieve its primary investment objective of high current income by investing at least 80% of its assets in preferred securities. The preferred securities market has historically been comprised of regulated industries, including utilities and financial services companies, such as banks, broker-dealers, finance and insurance companies.

In recent years and throughout much of its history, PFO has invested between 20% and 25% of its total assets in banking companies. Separately, PFO has traditionally had meaningful exposure to other parts of the financial services sector, including broker-dealers, insurance companies and other finance companies. Flaherty & Crumrine has advised the Board that PFO's current investments in financial services companies would likely be even higher if not for the relative recent under-performance of this sector.

PFO has historically defined the various types of financial services companies as distinct industries and consequently has not invested more than 25% of its total assets in any one type of financial services company. Under its current industry definitions, as of January 31, 2009, PFO had approximately 31% of its assets invested in banks and another 16% invested in insurance companies, for a total of 47% invested in the financial services sector. (PFO's 31% investment in banks primarily resulted from the conversion of some of its finance company holdings to banks in late 2008 and the acquisition of Merrill Lynch by Bank of America in early 2009.)

The proposed concentration policy would require PFO to invest, under normal market conditions, more than 25% of its assets in companies principally engaged in financial services. For purposes of the proposed concentration policy, a company is "principally engaged" in financial services if it derives at least 50% of its revenue from providing financial services. Companies in the financial services sector include: commercial banks, industrial banks, savings institutions, finance companies, diversified financial services companies, investment banking firms, securities brokerage houses, investment advisory companies, leasing companies, insurance companies and companies providing similar services.

Flaherty & Crumrine has recommended the proposed concentration policy so that

PFO can more efficiently invest its portfolio in the various types of financial services companies. Under the current policy, PFO cannot invest more than 25% of its total assets in any particular type of financial services company. Under the proposed policy, PFO would have the flexibility to go above or below 25% in any one type of financial services company as long as at least 25% was invested in financial services companies in the aggregate. For example, PFO could have more than 25% of its total assets in insurance companies, while at other times it could have that portion invested in banks. At all times, though, PFO would have at least 25% of its assets invested in financial services companies, although it would have the authority to invest any portion of its assets not invested in utilities in financial services companies or any type of financial services company. Further, Flaherty & Crumrine intends to diversify its investments as appropriate in light of current market and credit conditions.

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Flaherty & Crumrine estimates that over 80% of all outstanding preferred securities are issued by companies principally engaged in financial services. Importantly, though, the portion of preferred securities issued by companies in the financial services sector as a percentage of all preferreds would be even higher if the preferred securities recently issued by various financial institutions directly to the U.S. or foreign governments were taken into account. As of late January, the U.S. government has separately acquired \$194 billion of preferred securities through its Capital Purchase Program and another \$90 billion through other programs under the Emergency Economic Stabilization Act of 2008 (sometimes referred to as the Troubled Assets Relief Program or TARP). Flaherty & Crumrine has advised PFO's Board of Directors that it does not foresee significant reductions in outstanding preferred securities issued by financial services companies both because of the TARP and its expectation that those companies will continue to issue preferred securities as a source of equity capital.

Flaherty & Crumrine has also advised PFO's Board of Directors that it believes preferred securities of companies in the financial services sector on average currently represent the highest yielding preferred securities and that investing more than 25% of its assets in financial services preferred securities will afford PFO greater flexibility in meeting its primary investment objective of high current income.

PFO's Board of Directors unanimously recommends that shareholders vote "Yes" on Proposal 2.

WHAT IF I HAVE ADDITIONAL QUESTIONS?

PFO has engaged The Altman Group, Inc. to assist in the solicitation of proxies. The Altman Group has set up a toll-free number, (xxx) xxx-xxxx, for you to call with any additional questions.

ARE THERE ANY CHANGES PROPOSED TO THE INDUSTRY CONCENTRATION POLICIES OF FLAHERTY & CRUMRINE PREFERRED INCOME FUND (PFD), FLAHERTY & CRUMRINE/CLAYMORE PREFERRED SECURITIES INCOME FUND (FFC) OR FLAHERTY & CRUMRINE/CLAYMORE TOTAL RETURN FUND (FLC)?

No. At the annual meeting, shareholders of all four funds are being asked to consider the election of Directors for each Fund.

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FLAHERTY & CRUMRINE PREFERRED INCOME FUND INCORPORATED (NYSE: PFD)
FLAHERTY & CRUMRINE PREFERRED INCOME OPPORTUNITY FUND INCORPORATED (NYSE: PFO)
FLAHERTY & CRUMRINE/CLAYMORE PREFERRED SECURITIES INCOME FUND INCORPORATED
(NYSE: FFC)
FLAHERTY & CRUMRINE/CLAYMORE TOTAL RETURN FUND INCORPORATED (NYSE: FLC)
301 E. Colorado Boulevard, Suite 720
Pasadena, California 91101

NOTICE OF ANNUAL MEETINGS OF SHAREHOLDERS
To Be Held on April 21, 2009

To the Shareholders:

Notice is hereby given that the Annual Meetings of Shareholders of Flaherty & Crumrine Preferred Income Fund Incorporated, Flaherty & Crumrine Preferred Income Opportunity Fund Incorporated, Flaherty & Crumrine/Claymore Preferred Securities Income Fund Incorporated and Flaherty & Crumrine/Claymore Total Return Fund Incorporated (each, a "Fund" and collectively, the "Funds"), each a Maryland corporation, will be held at the offices of Flaherty & Crumrine Incorporated, 301 E. Colorado Boulevard, Suite 720, Pasadena, California 91101 at 8:30 a.m. PT, on April 21, 2009, for the following purposes:

Each Fund:

1. To elect Directors of each Fund (Proposal 1).

PFO only:

2. To approve changes to PFO's fundamental investment policy regarding concentration of investments (Proposal 2).

Each Fund:

3. To transact such other business as may properly come before the Annual Meetings or any adjournments thereof.

YOUR VOTE IS IMPORTANT!

The Board of Directors of each Fund has fixed the close of business on January 21, 2009 as the record date for the determination of shareholders of each Fund entitled to notice of and to vote at the Annual Meetings and any adjournments or postponements thereof..

By Order of the Boards of Directors,

[February 18, 2009]

CHAD C. CONWELL
Secretary

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
SHAREHOLDER MEETING TO BE HELD ON APRIL 21, 2009.

THE NOTICE OF ANNUAL MEETINGS OF SHAREHOLDERS, JOINT PROXY STATEMENT AND PROXY CARDS FOR THE FUNDS ARE AVAILABLE TO YOU ON EACH FUND'S WEBSITE - WWW.PREFERREDINCOME.COM FOR PFD AND PFO AND WWW.FCCLAYMORE.COM FOR FFC AND FLC. YOU ARE ENCOURAGED TO REVIEW ALL OF THE INFORMATION CONTAINED IN THE PROXY MATERIALS BEFORE VOTING.

FOR DIRECTIONS TO THE ANNUAL MEETINGS, PLEASE CALL 1-626-795-7300 OR 1-800-[].

SEPARATE PROXY CARDS ARE ENCLOSED FOR EACH FUND IN WHICH YOU OWN SHARES. SHAREHOLDERS WHO DO NOT EXPECT TO ATTEND THE ANNUAL MEETINGS ARE REQUESTED TO COMPLETE, SIGN AND DATE THE ENCLOSED PROXY CARD(S). THE PROXY CARD(S) SHOULD BE RETURNED IN THE ENCLOSED ENVELOPE, WHICH NEEDS NO POSTAGE IF MAILED IN THE

CONTINENTAL UNITED STATES. INSTRUCTIONS FOR THE PROPER EXECUTION OF PROXIES ARE SET FORTH ON THE INSIDE COVER.

INSTRUCTIONS FOR SIGNING PROXY CARDS

The following general rules for signing proxy cards may be of assistance to you and may minimize the time and expense to the Fund(s) involved in validating your vote if you fail to sign your proxy card(s) properly.

1. Individual Accounts: Sign your name exactly as it appears in the registration on the proxy card(s).
2. Joint Accounts: Either party may sign, but the name of the party signing should conform exactly to a name shown in the registration.
3. All Other Accounts: The capacity of the individual signing the proxy card should be indicated unless it is reflected in the form of registration. For example:

Registration -----	Valid Signature -----
 Corporate Accounts	
(1) ABC Corp.	ABC Corp.
(2) ABC Corp.	John Doe, Treasurer
(3) ABC Corp. c/o John Doe, Treasurer	John Doe
(4) ABC Corp. Profit Sharing Plan	John Doe, Trustee
 Trust Accounts	
(1) ABC Trust	Jane B. Doe, Trustee
(2) Jane B. Doe, Trustee u/t/d 12/28/78	Jane B. Doe
 Custodian or Estate Accounts	
(1) John B. Smith, Cust., f/b/o John B. Smith, Jr. UGMA	John B. Smith
(2) John B. Smith, Executor, estate of Jane Smith	John B. Smith, Jr., Executor

FLAHERTY & CRUMRINE PREFERRED INCOME FUND INCORPORATED (NYSE: PFD)
 FLAHERTY & CRUMRINE PREFERRED INCOME OPPORTUNITY FUND INCORPORATED (NYSE: PFO)
 FLAHERTY & CRUMRINE/CLAYMORE PREFERRED SECURITIES INCOME FUND INCORPORATED
 (NYSE:FFC)
 FLAHERTY & CRUMRINE/CLAYMORE TOTAL RETURN FUND INCORPORATED (NYSE: FLC)

301 E. Colorado Boulevard, Suite 720
 Pasadena, California 91101

ANNUAL MEETINGS OF SHAREHOLDERS
 April 21, 2009

JOINT PROXY STATEMENT

This document is a joint proxy statement ("Joint Proxy Statement") for Flaherty & Crumrine Preferred Income Fund Incorporated ("Preferred Income Fund" or "PFD"), Flaherty & Crumrine Preferred Income Opportunity Fund Incorporated ("Preferred Income Opportunity Fund" or "PFO"), Flaherty & Crumrine/Claymore Preferred Securities Income Fund Incorporated ("Preferred Securities Income Fund" or "FFC") and Flaherty & Crumrine/Claymore Total Return Fund Incorporated ("Total Return Fund" or "FLC") (each a "Fund" and collectively, the "Funds"). This Joint Proxy Statement is furnished in connection with the solicitation of proxies by each Fund's Board of Directors (each, a "Board" and collectively, the "Boards") for use at the Annual Meeting of Shareholders of each Fund to be held on April 21, 2009, at 8:30 a.m. PT, at the offices of Flaherty & Crumrine Incorporated, 301 E. Colorado Boulevard, Suite 720, Pasadena, California 91101 and at any adjournments or postponements thereof (each a "Meeting" and collectively, the "Meetings").

A Notice of Annual Meetings of Shareholders and proxy card for each Fund of which you are a shareholder accompany this Joint Proxy Statement. Proxy solicitations will be made, beginning on or about [February 18, 2009], primarily by mail, but proxy solicitations may also be made by telephone, telefax or personal interviews conducted by officers of each Fund, Flaherty & Crumrine Incorporated ("Flaherty & Crumrine" or the "Adviser"), the investment adviser of each Fund, Claymore Securities, Inc. (the "Servicing Agent"), the servicing agent of FFC and FLC, and PNC Global Investment Servicing (U.S.) Inc. ("PNC"), the transfer agent and administrator of each Fund and a member of The PNC Financial Services Group, Inc. In addition, PFO has retained the Altman Group, Inc., a proxy solicitation firm, to assist in the solicitation of proxies. Other costs of proxy solicitation and expenses incurred in connection with the preparation of this Joint Proxy Statement and its enclosures will be shared proportionally by the Funds. Each Fund also will reimburse brokerage firms and others for their expenses in forwarding solicitation material to the beneficial owners of its shares. This Joint Proxy Statement and form of proxy are first being sent to shareholders on or about [February 18, 2009].

THE ANNUAL REPORT OF EACH FUND, INCLUDING AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED NOVEMBER 30, 2008, IS AVAILABLE UPON REQUEST, WITHOUT CHARGE, BY WRITING TO PNC GLOBAL INVESTMENT SERVICING (U.S.) INC., P.O. BOX 43027, PROVIDENCE, RHODE ISLAND 02940-3027, OR CALLING 1-800-331-1710. EACH FUND'S ANNUAL REPORT IS ALSO AVAILABLE ON THE FUNDS' WEBSITES - WWW.PREFERREDINCOME.COM FOR PFD AND PFO AND WWW.FCCLAYMORE.COM FOR FFC AND FLC - THE SECURITIES AND EXCHANGE COMMISSION'S ("SEC") WEBSITE (WWW.SEC.GOV) OR, FOR FFC AND FLC ONLY, BY CALLING CLAYMORE SECURITIES, INC. AT 1-866-233-4001.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON APRIL 21, 2009.

THE NOTICE OF ANNUAL MEETINGS OF SHAREHOLDERS, JOINT PROXY STATEMENT AND PROXY CARDS FOR THE FUNDS ARE AVAILABLE TO YOU ON EACH FUND'S WEBSITE - WWW.PREFERREDINCOME.COM FOR PFD AND PFO AND WWW.FCCLAYMORE.COM FOR FFC AND FLC. YOU ARE ENCOURAGED TO REVIEW ALL OF THE INFORMATION CONTAINED IN THE PROXY MATERIALS BEFORE VOTING.

FOR DIRECTIONS TO THE ANNUAL MEETINGS, PLEASE CALL 1-626-795-7300 OR 1-800-[].

SEPARATE PROXY CARDS ARE ENCLOSED FOR EACH FUND IN WHICH YOU OWN SHARES. SHAREHOLDERS WHO DO NOT EXPECT TO ATTEND THE ANNUAL MEETINGS ARE REQUESTED TO COMPLETE, SIGN AND DATE THE ENCLOSED PROXY CARD(S). THE PROXY CARD(S) SHOULD BE RETURNED IN THE ENCLOSED ENVELOPE, WHICH NEEDS NO POSTAGE IF MAILED IN THE CONTINENTAL UNITED STATES. INSTRUCTIONS FOR THE PROPER EXECUTION OF PROXIES ARE SET FORTH ON THE INSIDE COVER.

If the enclosed proxy card is properly executed and returned in time to be voted at the relevant Meeting, the Shares (as defined below) represented thereby will be voted in accordance with the instructions marked thereon. Unless instructions to the contrary are marked thereon, a proxy will be voted "FOR" the election of the nominees for Director and "FOR" other matters (as applicable to each Fund) listed in the accompanying Notice of Annual Meetings of Shareholders. Any shareholder who has given a proxy has the right to revoke it at any time prior to its exercise either by attending the relevant Meeting and voting his or her Shares in person or by submitting a letter of revocation or a later-dated proxy to the appropriate Fund delivered at the above address prior to the date of the Meeting.

Under the Bylaws of each Fund, the presence in person or by proxy of the holders of a majority of the outstanding Shares of the Fund entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of business (a "Quorum") at that Fund's Meeting. If a proposal is to be voted upon by only one class of a Fund's Shares, a Quorum of that class of Shares must be present at the Meeting in order for the proposal to be considered. In the event that a Quorum is not present at a Meeting, or in the event that a Quorum is present but sufficient votes to approve any of the proposals are not received, the persons named as proxies may propose one or more adjournments of the Meeting to permit further solicitation of proxies. Any such adjournment will require the affirmative vote of a majority of those Shares represented at the Meeting in person or by proxy. If a Quorum is present, the persons named as proxies will vote those proxies which they are entitled to vote "FOR" a proposal in favor of such an adjournment with respect to that proposal and will vote those proxies required to be voted "AGAINST" a proposal against any such adjournment with respect to that proposal. A shareholder vote may be taken on a proposal in the Joint Proxy Statement prior to any such adjournment if sufficient votes have been received for approval of that proposal.

Each Fund has two classes of capital stock including common stock, par value \$0.01 per share (the "Common Stock") and preferred stock (the "Preferred Stock" and together with the Common Stock, the "Shares"). PFD and PFO each has one series of Preferred Stock outstanding which is classified as Auction Preferred Stock. FFC and FLC each have multiple series of Preferred Stock outstanding which are classified as Auction Market Preferred Stock. Each Share is entitled to one vote at the Meeting with respect to matters to be voted on by the class to which such Share belongs, with pro rata voting rights for any fractional Shares. On the record date, January 21, 2009, the following number of Shares of each Fund were issued and outstanding:

Name of Fund	Common Stock Outstanding	Preferred Stock Outstanding
Preferred Income Fund (PFD)	10,590,178	548
Preferred Income Opportunity Fund (PFO)	11,833,198	496
Preferred Securities Income Fund (FFC)	42,601,719	Series M7 - 542 Series T7 - 542 Series W7 - 542 Series Th7 - 542 Series F7 - 542 Series T28 - 481 Series W28 - 480
Total Return Fund (FLC)	9,776,333	Series T7 - 790

To the knowledge of each Fund and its Board, the following shareholder(s) or "group," as that term is defined in Section 13(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), is the beneficial owner or owner of record of more than 5% of the relevant Fund's outstanding shares as of January 21, 2009*:

Name and Address of Beneficial/Record Owner	Title of Class	Amount and Nature of Ownership	Percent of Class
Cede & Co.** Depository Trust Company 55 Water Street, 25th Floor New York, NY 10041	Common Stock	PFD - 10,212,463 (record)	96.43%
		PFO - 11,429,526 (record)	96.59%
		FFC - 42,537,668 (record)	99.85%
		FLC - 9,766,300 (record)	99.90%

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Name and Address of Beneficial/Record Owner	Title of Class	Amount and Nature of Ownership	Percent of Class	
Fifth Third Bancorp (1) Fifth Third Bank (1) Fifth Third Center Cincinnati, OH 45263	Preferred Stock	PFD - 548 (record)		
		PFO - 496 (record)		
	Preferred Stock	FFC		
		Series M7 - 542 (record)		
		Series T7 - 542 (record)		
		Series W7 - 542 (record)		
		Series Th7 - 542 (record)		
		Series F7 - 542 (record)		
		Series T28 - 481 (record)		
	Series W28 - 480 (record)			
Fifth Third Bank (1) 111 Lynn Street NW Grand Rapids, MI 49503	Common Stock	FLC		
		Series T7 - 790 (record)		
Claymore Securities Defined Portfolios, Series 305, 311, 320, 324, 335, 349,	Common Stock	Series W28 - 790 (record)		
		PFD - 611,893 (1)		
		FLC - 802,611 (2) (beneficial)		

355, 357, 358, 374, 375, 384, 390,
394, 398, 407, 423, 426, 434, 438
and 453 (2)
2455 Corporate West Drive
Lisle, IL 60532

Spectrum Asset Management, Inc. (3),(4) 2 High Ridge Park Stamford, CT 06905	Common Stock	FFC - 3,492,900 (3) (beneficial)
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Principal Financial Group, Inc. (3),(4) 711 High Street Des Moines, IA 50392-0088		FLC - 871,450 (4) (beneficial)
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Morgan Stanley (5),(6) Morgan Stanley & Co. Incorporated (5),(6) 1585 Broadway New York, NY 10036	Preferred Stock	FFC - 780 (5) (beneficial)
		FLC - 355 (6) (beneficial)

Merrill Lynch & Co., Inc. (7) Merrill Lynch, Pierce, Fenner & Smith, Incorporated (7) 4 World Financial Center 250 Vesey Street New York, NY 10080	Preferred Stock	FLC - 203 (7) (beneficial)
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* As of January 21, 2009, the Directors and officers, as a group, owned less than 1% of each class of Shares of each Fund.

** A nominee partnership of The Depository Trust Company.

[(1) Information obtained from a joint Schedule 13G filed by Fifth Third Bancorp ("FTBC"), Fifth Third Bank (an Ohio Banking Corporation) ("FTBO") and Fifth Third Bank (a Michigan Banking Corporation) ("FTBM") with the SEC reporting share ownership as of December 31, 2007. Based on that filing, (a) FTBC and FTBO each has sole voting

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power to vote or direct the vote of 189,586 Shares of Common Stock, (b) FTBC and FTBM each has sole power to vote or direct the vote of 406,805 Shares of Common Stock, (c) FTBC and FTBM have the shared power to vote or direct the vote of 1,175 Shares of Common Stock, (d) FTBC and FTBO each has sole power to dispose or direct the disposition of 191,586 Shares of Common Stock, (e) FTBC and FTBM each has sole power to dispose or direct the disposition of 12,327 Shares of Common Stock and (f) FTBC and FTBM have the shared power to dispose or direct the disposition of 20,767 Shares of Common Stock.]

(2) Information obtained from a Schedule 13G filed by Claymore Securities, Inc. with the SEC reporting share ownership as of December 31, 2007. Based on that filing, each of the Claymore Securities Defined Portfolios has the sole power to vote or direct the vote or dispose or direct the disposition of 802,611 Shares of Common Stock.

- (3) Information obtained from a Schedule 13G filed by Spectrum Asset Management, Inc. ("Spectrum") with the SEC reporting share ownership as of December 31, 2007. Based on that filing, Spectrum and Principal Financial Group Inc. ("Principal") have the shared power to vote or direct the vote or dispose or direct the disposition of 3,492,900 Shares of Common Stock.
- (4) Information obtained from a Schedule 13G filed by Spectrum with the SEC reporting share ownership as of December 31, 2007. Based on that filing, Spectrum and Principal have the shared power to vote or direct the vote or dispose or direct the disposition of 871,450 Shares of Common Stock.
- (5) Information obtained from a Schedule 13G filed by Morgan Stanley with the SEC reporting share ownership as of December 31, 2008. Based on that filing, each of Morgan Stanley and Morgan Stanley & Co. Incorporated ("Morgan Stanley & Co.") has the sole power to vote or direct the vote or dispose or direct the disposition of 780 Shares of Preferred Stock.
- (6) Information obtained from a Schedule 13G filed by Morgan Stanley with the SEC reporting share ownership as of December 31, 2008. Based on that filing, each of Morgan Stanley and Morgan Stanley & Co. Incorporated has the sole power to vote or direct the vote or dispose or direct the disposition of 355 Shares of Preferred Stock.
- (7) Information obtained from a joint Schedule 13G filed by Merrill Lynch & Co. Inc. ("ML & Co.") and Merrill Lynch, Pierce, Fenner & Smith, Incorporated ("MLPFS") with the SEC reporting share ownership as of December 31, 2008. Based on that filing, ML & Co. disclaims beneficial ownership in all shares of the Fund owned by its wholly-owned subsidiary, MLPFS. MLPFS has the sole power to vote or direct the vote or dispose or direct the disposition of 203 Shares of Preferred Stock.

This Joint Proxy Statement is being used in order to reduce the preparation, printing, handling and postage expenses that would result from the use of a separate proxy statement for each Fund. Shareholders of each Fund will vote as a single class except as described below under Proposal 1 for each Fund and Proposal 2 for PFO. Shareholders of each Fund will vote separately for each of PFD, PFO, FFC and FLC on each proposal on which shareholders of that Fund are entitled to vote. Separate proxy cards are enclosed for each Fund in which a shareholder is a record owner of Shares. Thus, if a proposal is approved by shareholders of one or more Funds and not approved by shareholders of one or more other Funds, the proposal will be implemented for the Fund or Funds that approved the proposal and will not be implemented for any Fund that did not approve the proposal. It is therefore essential that shareholders complete, date and sign each enclosed proxy card. Shareholders of each Fund are entitled to vote on the proposals pertaining to that Fund.

In order that your Shares may be represented at the Meetings, you are requested to vote on the following matter:

SUMMARY OF VOTING RIGHTS ON PROXY PROPOSALS

PREFERRED INCOME FUND (PFD)

PROPOSAL	COMMON STOCK SHAREHOLDERS	PREFERRED STOCK SHAREHOLDERS
1. Election of Directors	Common Stock Shareholders voting as a single class elect one Director: Robert F. Wulf	Preferred Stock Shareholders voting as a separate class elect Donald F. Crumrine

2. Not Applicable

3. Other Business Common Stock and Preferred Stock Shareholders, voting together as a si

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PREFERRED INCOME OPPORTUNITY FUND (PFO)

PROPOSAL	COMMON STOCK SHAREHOLDERS	
1. Election of Directors	Common Stock Shareholders voting as a single class elect one Director: David Gale	None
2.Changes in Fundamental Investment Policy Regarding Concentration of Investments	Common Stock and Preferred Stock Shareholders, voting together as a single class	- Prefe a sep - Commo votin
3. Other Business	Common Stock and Preferred Stock Shareholders, voting together as	

PREFERRED SECURITIES FUND (FFC)

PROPOSAL	COMMON STOCK SHAREHOLDERS	
1. Election of Director	Common Stock and Preferred Stock Shareholders, voting together as a single class elect one Director: Morgan Gust	Preferr separat Karen H
2. Not Applicable		
3. Other Business	Common Stock and Preferred Stock Shareholders, voting together as	

TOTAL RETURN FUND (FLC)

PROPOSAL	COMMON STOCK SHAREHOLDERS	
1. Election of Director	Common Stock and Preferred Stock Shareholders, voting together as a single class elect one Director: Morgan Gust	Preferr separat Karen H
2. Not Applicable		
3. Other Business	Common Stock and Preferred Stock Shareholders, voting together as	

PROPOSAL 1: ELECTION OF DIRECTORS

At the Meetings, shareholders are being asked to consider the election of

Directors of each Fund. The Board of each Fund is divided into three classes, each class having a term of three years. Each year the term of office of one class expires and the successor or successors elected to such class serve for a three-year term and until their successors are duly elected and qualified.

NOMINEES FOR THE BOARDS OF DIRECTORS

Each nominee named below has consented to serve as a Director if elected at the relevant Meeting. If a designated nominee declines or otherwise becomes unavailable for election, however, the proxy confers discretionary power on the persons named therein to vote in favor of a substitute nominee or nominees.

Mr. Wulf and Mr. Crumrine, each a Class II Director of PFD, have each been nominated for a three-year term to expire at PFD's 2012 Annual Meeting of Shareholders and until their successors are duly elected and qualified. Mr. Gale, a Class I Director of PFO, has been nominated for a three-year term to expire at PFO's 2012 Annual Meeting of Shareholders and until his successor is duly elected and qualified.

Mr. Gust and Ms. Hogan, each a Class II Director of FFC and FLC, have each been nominated for a three-year term to expire at each Fund's 2012 Annual Meeting of Shareholders and until their successors are duly elected and qualified.

Under the Articles of Incorporation and Articles Supplementary, as amended to date, of PFD and PFO, holders of each Fund's Preferred Stock, voting as a single class, are entitled to elect two Directors, and holders of each Fund's Common Stock, voting as a single class, are entitled to elect the remaining Directors. Under the Articles of Incorporation and Articles Supplementary, as amended to date, of FFC and FLC, holders of each Fund's Preferred Stock, voting as a single class, are entitled to elect two

Directors and holders of each Fund's Common Stock and Preferred Stock, voting together as a single class, are entitled to elect the remaining Directors. However, subject to the provisions of the Investment Company Act of 1940, as amended (the "1940 Act"), and each Fund's Articles of Incorporation and Articles Supplementary, the holders of Preferred Stock, when dividends are in arrears for two full years, are able to elect the minimum number of additional Directors that, when combined with the two Directors elected by the holders of Preferred Stock, would give the holders of Preferred Stock each a majority of the Directors. Donald F. Crumrine and Karen H. Hogan, as Directors, currently represent holders of Preferred Stock for PFD and PFO. Mr. Crumrine, as a Director of PFD, has been nominated by the Board of PFD as a Director to represent its holders of Preferred Stock. A Quorum of the Preferred Stock shareholders must be present at the Meeting of PFD in order for the proposal to elect Mr. Crumrine to be considered for the Fund. Donald F. Crumrine and Karen H. Hogan, as Directors, currently represent holders of Preferred Stock for FFC and FLC. Ms. Hogan, as a Director of FFC and FLC, has been nominated by the Board of FFC and FLC, respectively, as a Director to represent its holders of Preferred Stock. A Quorum of the Preferred Stock Shareholders must be present at the Meeting of each of FFC and FLC, respectively, in order for the proposal to elect Ms. Hogan to be considered for that Fund.

Fund (Class)	Nominee for Director
PFD (Common Stock)	Wulf
PFD (Preferred Stock)	Crumrine
PFO (Common Stock)	Gale
FFC (Common Stock and Preferred Stock)	Gust
FFC (Preferred Stock)	Hogan
FLC (Common Stock and Preferred Stock)	Gust
FLC (Preferred Stock)	Hogan

INFORMATION ABOUT DIRECTORS AND OFFICERS

Set forth in the table below are the existing Directors and nominees for election to the Boards of Directors of the Funds, including information relating to their respective positions held with each Fund, a brief statement of their principal occupations during the past five years and other directorships, if any.

NAME, ADDRESS, AND AGE	CURRENT POSITION(S) HELD WITH FUNDS	TERM OF OFFICE AND LENGTH OF TIME SERVED*	PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS
NON-INTERESTED DIRECTORS:			
DAVID GALE Delta Dividend Group, Inc. 220 Montgomery Street, Suite 1920 San Francisco, CA 94104 Age: 59	Director	CLASS I DIRECTOR PFD - since 1997 PFO - since 1997 FFC - since inception FLC - since inception	President of Delta Dividend Group, Inc. (investments)
MORGAN GUST 301 E. Colorado Boulevard Suite 720 Pasadena, CA 91101 Age: 61	Director and Nominating Committee Chairman	CLASS III DIRECTOR PFD - since inception PFO - since inception CLASS II DIRECTOR FFC - since inception FLC - since inception	Owner and operator of various entities engaged in agriculture and real estate; Former President of Giant Industries, Inc. (petroleum refining and marketing) from March 2002 through June 2007
KAREN H. HOGAN (1) 301 E. Colorado Boulevard Suite 720 Pasadena, CA 91101 Age: 47	Director	CLASS I DIRECTOR PFD - since 2005 CLASS III DIRECTOR PFO - since 2005 CLASS II DIRECTOR FFC - since 2005	Active Committee member and volunteer of several non-profit organizations. From September 1985 to January 1997,

FLC - since 2005

Senior Vice President
of Preferred Stock
Origination at Lehman
Brothers and previously,
Vice President of New
Product Development

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NAME, ADDRESS, AND AGE	CURRENT POSITION(S) HELD WITH FUNDS	TERM OF OFFICE AND LENGTH OF TIME SERVED*	PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS	FU BY
NON-INTERESTED DIRECTORS:				
ROBERT F. WULF P.O. Box 753 Neskowin, OR 97149 Age: 71	Director and Audit Committee Chairman	CLASS II DIRECTOR PFD - since inception PFO - since inception CLASS III DIRECTOR FFC - since inception FLC - since inception	Financial Consultant; Trustee, San Francisco Theological Seminary	
INTERESTED DIRECTOR:				
DONALD F. CRUMRINE (1), (2) 301 E. Colorado Boulevard Suite 720 Pasadena, CA 91101 Age: 61	Director, Chairman of the Board and Chief Executive Officer	CLASS II DIRECTOR PFD - since inception PFO - since inception CLASS III DIRECTOR FFC - since inception FLC - since inception	Chairman of the Board and Director of Flaherty & Crumrine	

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NAME, ADDRESS, AND AGE	CURRENT POSITION(S) HELD WITH FUNDS	TERM OF OFFICE AND LENGTH OF TIME SERVED*	PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS
OFFICERS:			
ROBERT M. ETTINGER 301 E. Colorado Boulevard Suite 720 Pasadena, CA 91101 Age: 50	President	PFD - since 2002 PFO - since 2002 FFC - since inception FLC - since inception	President a Director of Fla Crumrine
R. ERIC CHADWICK 301 E. Colorado Boulevard	Chief Financial Officer,	PFD - since 2004 PFO - since 2004	Director of Fl Crumrine s

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Suite 720 Pasadena, CA 91101 Age: 33	Vice President and Treasurer	FFC - since 2004 FLC - since 2004	June 2006; President Flaherty & C
CHAD C. CONWELL 301 E. Colorado Boulevard Suite 720 Pasadena, CA 91101 Age: 36	Chief Compliance Officer, Vice President and Secretary	PFD - since 2005 PFO - since 2005 FFC - since 2005 FLC - since 2005	Chief Complian of Flaherty since Septe Vice Presi Flaherty & C since Jul Attorney Paul, Hastings, Walker LL from September to June 2
BRADFORD S. STONE 392 Springfield Avenue Mezzanine Suite Summit, NJ 07901 Age: 49	Vice President and Assistant Treasurer	PFD - since 2003 PFO - since 2003 FFC - since 2003 FLC - since inception	Director of F Crumrin since June Vice Presi Flaherty & Cr
LAURIE C. LODOLO 301 E. Colorado Boulevard Suite 720 Pasadena, CA 91101 Age: 45	Assistant Compliance Officer, Assistant Treasurer and Assistant Secretary	PFD - since 2004 PFO - since 2004 FFC - since 2004 FLC - since 2004	Assistant C Officer of Crumrine August Secretary of F Crumrine February Account Admin of Flaherty &

* The Class I Director of PFO and the Class II Directors of PFD, FFC and FLC have each been nominated for a three-year term to expire at each Fund's 2012 Annual Meeting of Shareholders and until their successors are duly elected and qualified. The Class III Director of PFD, the Class III Directors of FFC and FLC and the Class II Directors of PFO will serve until each Fund's Annual Meeting of Shareholders in 2010 and until their successors are duly elected and qualified. The Class I Directors of PFD, and the Class I Director of FFC and FLC and the Class III Directors of PFO will serve until each Fund's Annual Meeting of Shareholders in 2011 and until their successors are duly elected and qualified.

- (1) As a Director, currently represents holders of Preferred Stock.
- (2) "Interested person" of the Funds as defined in the 1940 Act. Mr. Crumrine is considered an "interested person" because of his affiliation with Flaherty & Crumrine, which acts as each Fund's investment adviser.

BENEFICIAL OWNERSHIP OF SHARES IN FUNDS AND FUND COMPLEX FOR EACH DIRECTOR AND NOMINEE FOR ELECTION AS DIRECTOR

Set forth in the table below is the dollar range of equity securities in each Fund and the aggregate dollar range of equity securities in the Flaherty & Crumrine Fund Family beneficially owned by each Director.

Name of Director or Nominee	Dollar Range of Equity Securities Held in Fund* (1) (2) (3)				Aggregate Securities of Companies in Family of
	PFD	PFO	FFC	FLC	
NON-INTERESTED DIRECTORS:					
David Gale	C	C	C	C	
Morgan Gust	C	C	C	C	
Karen H. Hogan	A	A	A	A	
Robert F. Wulf	B	B	B	B	
INTERESTED DIRECTOR:					
Donald F. Crumrine	D (5)	D (5)	D (5)	D (5)	

* Key to Dollar Ranges

- A. None
- B. \$1 - \$10,000
- C. \$10,001 - \$50,000
- D. \$50,001 - \$100,000
- E. over \$100,000

All shares were valued as of January 21, 2009.

- (1) [No Director or officer of PFD or PFO owned any shares of Preferred Stock on January 21, 2009.]
- (2) [No Director or officer of FFC or FLC owned any shares of Preferred Stock on January 21, 2009.]
- (3) This information has been furnished by each Director as of January 21, 2009. "Beneficial Ownership" is determined in accordance with Rule 16a-1(a) (2) of the 1934 Act.
- (4) As a group, less than 1%.
- (5) Includes shares of the Fund held by Flaherty & Crumrine of which the reporting person is a shareholder and director.

Each Director of each Fund who is not a director, officer or employee of Flaherty & Crumrine or any of its affiliates receives from each Fund a fee of \$9,000 per annum plus \$500 for each in-person meeting attended, and \$150 for each telephone meeting attended. In addition, the Audit Committee Chairman receives from each Fund an annual fee of \$2,500. Each Director of each Fund is reimbursed for travel and out-of-pocket expenses associated with attending Board and committee meetings. During the fiscal year ended November 30, 2008, the Board of Directors held sixteen meetings for PFD (ten of which were held by

telephone conference call), seventeen meetings for PFO (eleven of which were held by telephone conference call), fourteen meetings for FFC (eight of which were held by telephone conference call) and thirteen meetings for FLC (seven of which were held by telephone conference call). Each Director of each Fund then serving in such capacity attended at least 75% of the meetings of Directors and of any Committee of which he or she is a member. The aggregate remuneration paid to the Directors of each Fund for the fiscal year ended November 30, 2008 is set forth below:

	Annual Directors Fees -----	Board Meeting and Committee Meeting Fees -----	Travel and Out-of-Pocket Expenses* -----
PFD	\$ 36,000	\$ 31,550	\$ 6,733
PFO	\$ 36,000	\$ 32,150	\$ 6,733

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	Annual Directors Fees -----	Board Meeting and Committee Meeting Fees -----	Travel and Out-of-Pocket Expenses* -----
FFC	\$ 36,000	\$ 30,950	\$ 6,733
FLC	\$ 36,000	\$ 30,350	\$ 6,733

* Includes reimbursement for travel and out-of-pocket expenses for both "interested" and "non-interested" Directors ("Independent Directors").

AUDIT COMMITTEE REPORT

The role of each Fund's Audit Committee is to assist the Board of Directors in its oversight of: (i) the integrity of each Fund's financial statements and the independent audit thereof; (ii) each Fund's accounting and financial reporting policies and practices, its internal controls and, as appropriate, the internal controls of certain service providers; (iii) each Fund's compliance with legal and regulatory requirements; and (iv) the independent auditor's qualifications, independence and performance. Each Fund's Audit Committee is also required to prepare an audit committee report pursuant to the rules of the SEC for inclusion in each Fund's annual proxy statement. Each Audit Committee operates pursuant to a charter (the "Audit Committee Charter" or "Charter") that was most recently reviewed and approved by the Board of Directors of each Fund on January 27, 2009 and which is available on PFD and PFO's website at www.preferredincome.com and FFC and FLC's web-site at www.fcclaymore.com. As set forth in the Charter, management is responsible for the (i) preparation, presentation and integrity of each Fund's financial statements, (ii) maintenance of appropriate accounting and financial reporting principles and policies and (iii) maintenance of internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The Funds' independent registered public accounting firm, KPMG LLP, (the "independent accountants" or KPMG) is responsible for planning and carrying out proper audits and reviews of each Fund's financial statements and expressing an opinion as to their conformity

with accounting principles generally accepted in the United States of America.

In performing its oversight function, at a meeting held on January 26, 2009, the Audit Committee reviewed and discussed with management of each Fund and the independent accountants, the audited financial statements of each Fund as of and for the fiscal year ended November 30, 2008, and discussed the audit of such financial statements with the independent accountants.

In addition, the Audit Committee discussed with the independent accountants the accounting principles applied by each Fund and such other matters brought to the attention of the Audit Committee by the independent accountants required by [Statement of Auditing Standards No. 61, Communications with Audit Committees,] as currently modified or supplemented. The Audit Committee also received from the independent accountants the written disclosures and statements required by the SEC's independence rules, delineating relationships between the independent accountants and each Fund and discussed the impact that any such relationships might have on the objectivity and independence of the independent accountants.

As set forth above, and as more fully set forth in each Fund's Audit Committee Charter, the Audit Committee has significant duties and powers in its oversight role with respect to the Fund's financial reporting procedures, internal control systems, and the independent audit process.

The members of the Audit Committee are not, and do not represent themselves to be, professionally engaged in the practice of auditing or accounting and are not employed by each Fund for accounting, financial management or internal control. Moreover, the Audit Committee relies on and makes no independent verification of the facts presented to it or representations made by management or the independent accountants. Accordingly, the Audit Committee's oversight does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting principles and policies, or internal controls and procedures, designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions referred to above do not provide assurance that the audit of each Fund's financial statements has been carried out in accordance with generally accepted accounting standards or that the financial statements are presented in accordance with generally accepted accounting principles.

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Based on its consideration of the audited financial statements and the discussions referred to above with management and the independent accountants, and subject to the limitations on the responsibilities and role of the Audit Committee set forth in the Charter and those discussed above, the Audit Committee of each Fund recommended to the Board of Directors of each Fund that the audited financial statements be included in each Fund's Annual Report for the fiscal year ended November 30, 2008.

THIS REPORT WAS SUBMITTED BY THE AUDIT COMMITTEE OF EACH FUND'S BOARD OF DIRECTORS

David Gale
Morgan Gust
Karen H. Hogan
Robert F. Wulf (Chairman)

January 26, 2009

Each Audit Committee was established in accordance with Section

3(a)(58)(A) of the 1934 Act. Each Audit Committee met four times in connection with its Board of Directors' regularly scheduled meetings during the fiscal year ended November 30, 2008. Each Audit Committee is composed entirely of each Fund's Independent (as such term is defined by the New York Stock Exchange ("NYSE") listing standards applicable to closed-end funds, as may be modified or supplemented (the "NYSE Listing Standards")) Directors, namely Ms. Hogan and Messrs. Gale, Gust and Wulf.

NOMINATING COMMITTEE

Each Board of Directors has a Nominating Committee composed entirely of each Fund's Independent (as such term is defined by the NYSE Listing Standards) Directors, namely Ms. Hogan and Messrs. Gale, Gust and Wulf. The Nominating Committee of each Fund met twice during the fiscal year ended November 30, 2008. The Nominating Committee is responsible for identifying individuals believed to be qualified to become Board members and for recommending to the Board of Directors such nominees to stand for election as directors at each Fund's annual meeting of shareholders, and to fill any vacancies on the Board. Each Fund's Nominating Committee has a charter which is available on its website. PFD and PFO's website address is www.preferredincome.com and FFC and FLC's website address is www.fcclaymore.com.

Each Fund's Nominating Committee believes that it is in the best interest of the Fund and its shareholders to obtain highly qualified candidates to serve as members of the Board of Directors. The Nominating Committees have not established a formal process for identifying candidates where a vacancy exists on the Board. In nominating candidates, the Nominating Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with investment companies and other organizations of comparable purpose, complexity, size and subject to similar legal restrictions and oversight, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees thereof.

Each Fund's Nominating Committee will consider director candidates recommended by shareholders and submitted in accordance with applicable law and procedures as described in this Joint Proxy Statement. (See "Submission of Shareholder Proposals" below.)

OTHER BOARD-RELATED MATTERS

Shareholders who wish to send communications to the Board should send them to the address of their Fund(s) and to the attention of the Board. All such communications will be directed to the Board's attention.

The Funds do not have a formal policy regarding Board member attendance at the Annual Meeting of Shareholders. However, all of the Directors of each Fund attended the April 18, 2008 Annual Meetings of Shareholders.

COMPENSATION

The following table sets forth certain information regarding the compensation of each Fund's Directors for the fiscal year ended November 30, 2008. No executive officer or person affiliated with a Fund received compensation from a Fund during the fiscal year ended November 30, 2008 in excess of \$120,000. Directors and executive officers of the Funds do not receive pension or retirement benefits from the Funds.

Name of Person and Position -----	Aggregate Compensation from each Fund -----	Total Comp the Fun Complex Pai -----
Donald F. Crumrine Director, Chairman of the Board and Chief Executive Officer	\$ 0	\$
David Gale Director	\$ 16,150 - PFD \$ 16,300 - PFO \$ 16,000 - FFC \$ 15,850 - FLC	\$ 6
Morgan Gust Director; Nominating Committee Chairman	\$ 16,150 - PFD \$ 16,300 - PFO \$ 16,000 - FFC \$ 15,850 - FLC	\$ 6
Karen H. Hogan Director	\$ 16,150 - PFD \$ 16,300 - PFO \$ 16,000 - FFC \$ 15,850 - FLC	\$ 6
Robert F. Wulf Director; Audit Committee Chairman	\$ 19,100 - PFD \$ 19,250 - PFO \$ 18,950 - FFC \$ 18,800 - FLC	\$ 7

* Represents the total compensation paid for the fiscal year ended November 30, 2008, to such persons by the Funds and the other funds in the Flaherty & Crumrine Fund Family, which are considered part of the same "fund complex" because they have a common adviser. The parenthetical number represents the total number of investment company directorships held by the Director or nominee in the fund complex as of November 30, 2008.

REQUIRED VOTE

The election of Mr. Wulf as a Director of PFD will require the affirmative vote of a plurality of the votes cast by holders of the Shares of Common Stock of PFD at the meeting in person or by proxy. The election of Mr. Crumrine as a Director of PFD will require the affirmative vote of a plurality of the votes cast by holders of the Shares of Preferred Stock of PFD at the Meeting in person or by proxy. The election of Mr. Gale as a Director of PFO will require the affirmative vote of a plurality of the votes cast by holders of the Shares of Common Stock of PFO at the Meeting in person or by proxy. The election of Mr. Gust as a Director of each of FFC and FLC will require the affirmative vote of a plurality of the votes cast by holders of the Shares of Common Stock and Preferred Stock, voting as a single class, of each such Fund at the Meeting in person or by proxy. The election of Ms. Hogan as a Director of each of FFC and FLC will require the affirmative vote of a plurality of the votes cast by holders of the Shares of Preferred Stock of each such Fund at the Meeting in person or by proxy.

EACH BOARD OF DIRECTORS, INCLUDING ALL OF THE INDEPENDENT DIRECTORS, UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" EACH NOMINEE AS DIRECTOR.

PROPOSAL 2: TO APPROVE A CHANGE TO PFO'S FUNDAMENTAL INVESTMENT POLICY REGARDING CONCENTRATION OF INVESTMENTS

PFO, like all registered funds, is required by law to have policies governing certain of its investment practices that may only be changed with the prior approval of the holders of a majority of its outstanding voting securities, voting as a single class, and approval of the holders of a majority of its outstanding shares of preferred stock, voting as a separate class.

These policies are referred to as "fundamental." Under Section 8(b)(1) of the Investment Company Act of 1940, a fund is required to include in its registration statement a recital of its policy regarding concentration, and such policy must be a fundamental policy. If a fund has stated that it will be concentrated in an industry, it must maintain at least 25% of its assets invested in that industry. Similarly, if a fund has not stated that it will be concentrated in an industry, it may not invest more than 25% of its assets in that industry, although the holdings in that industry may increase to above 25% due to market action and in some other cases.

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PFO's current fundamental investment policy regarding concentration permits it to concentrate its investments in the utilities industry so that, under normal market conditions, more than 25% of PFO's total assets must be invested in securities issued by companies in the utilities industry. Similarly, its current policy is to not invest more than 25% of its total assets in any other single industry.

Shareholders are being asked to approve a revision to PFO's concentration policy to permit PFO also to concentrate its investments in the financial services sector. This proposed revision would require PFO, under normal market conditions, to invest at least 25% of its total assets in securities issued by companies principally engaged in financial services. For purposes of this concentration policy, a company is "principally engaged" in financial services if it derives at least 50% of its revenue from providing financial services. Companies in the financial services sector include: commercial banks, industrial banks, savings institutions, finance companies, diversified financial services companies, investment banking firms, securities brokerage houses, investment advisory companies, leasing companies, insurance companies and companies providing similar services.

PFO's current fundamental investment policy relating to concentration of investments provides that PFO may not:

INVEST MORE THAN 25% OF ITS TOTAL ASSETS IN THE SECURITIES OF ISSUERS IN A SINGLE INDUSTRY OTHER THAN THE UTILITIES INDUSTRY, EXCEPT THAT THIS LIMITATION WILL NOT BE APPLICABLE TO THE PURCHASE OF GOVERNMENT SECURITIES.

If shareholders of PFO approve this proposal, PFO's current fundamental policy relating to concentration of investments will be revised so that PFO may not:

INVEST MORE THAN 25% OF ITS TOTAL ASSETS IN THE SECURITIES OF ANY SINGLE INDUSTRY, EXCEPT THAT THIS LIMITATION WILL NOT BE APPLICABLE TO THE PURCHASE OF GOVERNMENT SECURITIES, PROVIDED THAT THE FUND WILL INVEST AT LEAST 25% OF ITS TOTAL ASSETS IN EACH OF THE UTILITIES INDUSTRY AND THE FINANCIAL SERVICES SECTOR.

Preferred securities issuers have changed dramatically since PFO was

launched in 1992 - particularly in recent months. Since last September, the U.S. financial system and the preferred securities market have undergone, and continue to undergo, a profound transformation. As an example, over a ten day period in September 2008, the government placed the federal housing agencies into conservatorship, Lehman Brothers Holdings filed for bankruptcy, AIG required the first of two massive doses of government assistance, and Bank of America entered into an agreement to acquire Merrill Lynch.

Since its inception in 1992, PFO has sought to achieve its primary investment objective of high current income by investing at least 80% of its assets in preferred securities. The preferred securities market has historically been comprised of regulated industries, including utilities and financial services companies, such as banks, broker-dealers, finance and insurance companies.

In recent years and throughout much of its history, PFO has invested between 20% and 25% of its total assets in banking companies. Separately, PFO has traditionally had meaningful exposure to other parts of the financial services sector, including broker-dealers, insurance companies and other finance companies. Flaherty & Crumrine has advised the Board that PFO's current investments in financial services companies would likely be even higher if not for the relative recent under-performance of this sector.

PFO has historically defined the various types of financial services companies as distinct industries and consequently has not invested more than 25% of its total assets in any one type of financial services company. Under its current industry definitions, as of January 31, 2009, PFO had approximately 31% of its assets invested in banks and another 16% invested in insurance companies, for a total of 47% invested in the financial services sector. (PFO's 31% investment in banks primarily resulted from the conversion of some of its finance company holdings to banks in late 2008 and the acquisition of Merrill Lynch by Bank of America in early 2009.)

The proposed concentration policy would require PFO to invest, under normal market conditions, more than 25% of its assets in companies principally engaged in financial services. For purposes of the proposed concentration policy, a company is "principally engaged" in financial services if it derives at least 50% of its revenue from providing financial services. Companies in the financial services sector include: commercial banks, industrial banks, savings institutions, finance companies, diversified financial services companies, investment banking firms, securities brokerage houses, investment advisory companies, leasing companies, insurance companies and companies providing similar services.

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Flaherty & Crumrine has recommended the proposed concentration policy so that PFO can more efficiently invest its portfolio in the various types of financial services companies. Under the current policy, PFO cannot invest more than 25% of its total assets in any particular type of financial services company. Under the proposed policy, PFO would have the flexibility to go above or below 25% in any one type of financial services company as long as at least 25% was invested in financial services companies in the aggregate. For example, PFO could have more than 25% of its total assets in insurance companies, while at other times it could have that portion invested in banks. At all times, though, PFO would have at least 25% of its assets invested in financial services companies. Further, Flaherty & Crumrine intends to diversify its investments as appropriate in light of current market and credit conditions.

Flaherty & Crumrine estimates that over 80% of all outstanding preferred securities are issued by companies principally engaged in financial services.

Importantly, though, the portion of preferred securities issued by companies in the financial services sector as a percentage of all preferreds would be even higher if the preferred securities recently issued by various financial institutions directly to the U.S. or foreign governments were taken into account. As of late January, the U.S. government has separately acquired \$194 billion of preferred securities through its Capital Purchase Program and another \$90 billion through other programs under the Emergency Economic Stabilization Act of 2008 (sometimes referred to as the Troubled Assets Relief Program or TARP). Flaherty & Crumrine has advised PFO's Board of Directors that it does not foresee significant reductions in outstanding preferred securities issued by financial services companies both because of the TARP and its expectation that those companies will continue to issue preferred securities as a source of equity capital.

Flaherty & Crumrine has also advised PFO's Board of Directors that it believes preferred securities of companies in the financial services sector on average currently represent the highest yielding preferred securities and that investing more than 25% of its assets in financial services preferred securities will afford PFO greater flexibility in meeting its primary investment objective of high current income.

THE FOLLOWING DESCRIBES RISKS ASSOCIATED WITH INVESTING IN THE FINANCIAL SERVICES SECTOR. AS NOTED ABOVE, PFO ALREADY IS SUBJECT TO THESE RISKS BECAUSE OF ITS CURRENT LARGE POSITION IN PREFERRED SECURITIES OF VARIOUS TYPES OF FINANCIAL SERVICES COMPANIES.

U.S. and foreign laws and regulations require commercial banks and bank holding companies to maintain minimum levels of capital and liquidity and to establish loan loss reserves. A bank's failure to maintain specified capital ratios may trigger dividend restrictions, suspensions on payments on subordinated debt, and limitations on growth. Bank regulators have broad authority in these instances and can ultimately impose sanctions, including conservatorship or receivership, on such non-complying banks even when these banks continue to be solvent, thereby possibly resulting in the elimination of stockholders' equity. Unless a bank holding company has subsidiaries other than banks that generate substantial revenues, the holding company's cash flow and ability to declare dividends may be impaired severely by restrictions on the ability of its bank subsidiaries to declare dividends.

Similarly, U.S. and foreign laws and regulations require insurance companies to maintain minimum levels of capital and liquidity. An insurance company's failure to maintain these capital ratios may also trigger dividend restrictions, suspensions on payments of subordinated debt, and limitations on growth. Insurance regulators (at the state-level in the United States) have broad authority in these instances and can ultimately impose sanctions, including conservatorship or receivership, on such non-complying insurance companies even when these companies continue to be solvent, thereby possibly resulting in the elimination of shareholders' equity. In addition, insurance regulators have extensive authority in some categories of insurance of approving premium levels and setting required levels of underwriting.

Governmental fiscal and monetary policies and general economic and political conditions can affect the availability and cost of funds to financial services companies, loan demand and asset quality and thereby impact the earnings and financial condition of financial services companies. In addition, the enactment of new legislation and regulation, as well as changes in the interpretation and enforcement of existing laws and regulations, may directly affect the manner of operations and profitability of participants in the financial services sector. Downturns in a national, regional or local economy or in the general business cycle or depressed conditions in an industry, for example, may adversely affect the quality or volume of a bank's loan portfolio or an insurance company's investment portfolio, particularly if the portfolio is

concentrated in the affected region, industry or market sector. From time to time, general economic conditions have adversely affected financial institutions' energy, agricultural, commercial and/or residential real estate, less-developed country, venture capital, technology, telecommunications, and highly-leveraged loan portfolios. Since September 2008, the financial services sector has experienced unprecedented turbulence. The U.S. economy's current recession, led by the downturn in the housing industry, adversely affected the quality of most financial services companies' loan and securities portfolios. Loan charge-offs and mark-to-

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market losses have caused the capital ratios and overall financial condition of most financial services companies to deteriorate. In response, U.S. and foreign governments purchased significant equity capital positions in many banks and some insurance companies. Governments now hold a greater amount of preferred stock in some issuers than the total outstanding public preferred stock of that issuer. The full impact of government actions and deteriorating economic conditions is still unknown and could continue to adversely affect financial services companies. The impact of a deteriorating economy or industry upon institutions depends, in part, on the size of the institutions, the extent to which they are involved in the type of lending or market affected, the duration of the softening in the affected area and the managerial and capital resources of the financial institutions. In addition, changes in accounting rules applicable to loans and investment securities also may adversely impact the financial condition of these institutions.

THE BOARD OF DIRECTORS OF PFO, INCLUDING ALL OF THE INDEPENDENT DIRECTORS, UNANIMOUSLY RECOMMENDS THAT PFO SHAREHOLDERS VOTE "FOR" PROPOSAL 2.

REQUIRED VOTE

Approval of the change in PFO's fundamental policy with respect to concentration of investments will require the approval of the holders of a majority of PFO's outstanding voting securities, voting as a single class, and approval of the holders of a majority of the Fund's outstanding shares of Preferred Stock, voting as a separate class. A "majority of the Fund's outstanding voting securities" for this purpose means the lesser of (1) 67% or more of the Shares of Common Stock and Shares of Preferred Stock, present at a meeting of shareholders, voting as a single class, if the holders of more than 50% of such Shares are present or represented by proxy at the meeting, or (2) more than 50% of the outstanding Shares of Common Stock and outstanding Shares of Preferred Stock, voting as a single class. A majority of the Fund's outstanding Shares of Preferred Stock for this purpose is determined in a similar manner, by applying the percentages in the previous sentence to outstanding Shares of Preferred Stock.

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SUBMISSION OF SHAREHOLDER PROPOSALS

All proposals by shareholders of each Fund that are intended to be presented at each Fund's next Annual Meeting of Shareholders to be held in 2010 must be received by the relevant Fund for consideration for inclusion in the relevant Fund's proxy statement relating to the meeting no later than [October 21, 2009], and must satisfy the requirements of federal securities laws.

Each Fund's Bylaws require shareholders wishing to nominate Directors or make proposals to be voted on at the Fund's Annual Meeting to provide timely notice of the proposal in writing. To be considered timely, any such notice must

be delivered to or mailed and received at the principal executive offices of the Fund at the address set forth on the first page of this proxy statement not later than 60 days prior to the date of the meeting; provided, however, that if less than 70 day's notice or prior public disclosure of the date of the meeting is given or made to shareholders, any such notice by a shareholder to be timely must be so received not later than the close of business on the 10th day following the day on which notice of the date of the annual meeting was given or such public disclosure was made.

Any such notice by a shareholder shall set forth the information required by the Fund's Bylaws with respect to each matter the shareholder proposes to bring before the annual meeting.

ADDITIONAL INFORMATION

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

KPMG, 99 High Street, Boston, Massachusetts 02110-2371, has been selected to serve as each Fund's independent registered public accounting firm for each Fund's fiscal year ending November 30, 2009. KPMG acted as the independent registered public accounting firm for each Fund for the fiscal year ended November 30, 2008. The Funds know of no direct financial or material indirect financial interest of KPMG in the Funds. A representative of KPMG will not be present at the Meetings, but will be available by telephone to respond to appropriate questions and will have an opportunity to make a statement, if asked.

Set forth in the table below are audit fees and non-audit related fees billed to each Fund by KPMG for professional services for the fiscal years ended November 30, 2007 and 2008, respectively.

Fund	Fiscal Year Ended November 30	Audit Fees	Audit-Related Fees	Tax Fees*	All Other
PFD	2007	\$ 40,600	\$ 0	\$ 7,300	\$ 1
	2008	\$ 44,000	\$ 0	\$ 8,100	\$ 1
PFO	2007	\$ 40,600	\$ 0	\$ 7,300	\$ 1
	2008	\$ 44,000	\$ 0	\$ 8,100	\$ 1

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Fund	Fiscal Year Ended November 30	Audit Fees	Audit-Related Fees	Tax Fees*	All Other
FFC	2007	\$ 42,800	\$ 0	\$ 7,300	\$
	2008	\$ 46,400	\$ 0	\$ 8,100	\$
FLC	2007	\$ 42,800	\$ 0	\$ 7,300	\$
	2008	\$ 46,400	\$ 0	\$ 8,100	\$

- * "Tax Fees" are those fees billed to each Fund by KPMG in connection with tax consulting services, including primarily the review of each Fund's income tax returns.
- ** "All Other Fees" are those fees billed to each Fund by KPMG in connection with the preparation of a quarterly agreed-upon-procedures report. These Agreed-Upon-Procedures ("AUP") are required pursuant to each Fund's Articles Supplementary. Specifically, Moody's Investors Service and Fitch, Inc. each require that such AUP be undertaken and a report be provided in order to maintain their ratings on the Preferred Stock.

Each Fund's Audit Committee Charter requires that the Audit Committee pre-approve all audit and non-audit services to be provided by the independent accountants to the Fund, and all non-audit services to be provided by the independent accountants to the Fund's investment adviser and any entity controlling, controlled by or under common control with the Funds' investment adviser ("affiliates") that provide on-going services to each Fund, if the engagement relates directly to the operations and financial reporting of each Fund, or to establish detailed pre-approval policies and procedures for such services in accordance with applicable laws. All of the audit and non-audit services described above for which KPMG billed each Fund fees for the fiscal years ended November 30, 2007 and November 30, 2008 were pre-approved by the Audit Committee.

For each Fund's fiscal year ended November 30, 2008, KPMG did not provide any non-audit services (or bill any fees for such services) to the Funds' investment adviser or any affiliates thereof that provide services to the Funds.

INVESTMENT ADVISER, ADMINISTRATOR AND SERVICING AGENT

Flaherty & Crumrine serves as the investment adviser to each Fund, and its business address is 301 E. Colorado Boulevard, Suite 720, Pasadena, California 91101. PNC acts as the administrator to each Fund and is located at 4400 Computer Drive, Westborough, Massachusetts 01581. Claymore Securities, Inc. acts as the servicing agent to FFC and FLC and is located at 2455 Corporate West Drive, Lisle, Illinois 60532.

COMPLIANCE WITH THE SECURITIES EXCHANGE ACT OF 1934

Section 16(a) of the 1934 Act and Section 30(h) of the 1940 Act require each Fund's Directors and executive officers, certain persons affiliated with Flaherty & Crumrine and persons who beneficially own more than 10% of a registered class of each Fund's securities, to file reports of ownership and changes of ownership with the SEC, the NYSE and each Fund. Directors, officers and greater-than-10% shareholders are required by SEC regulations to furnish each Fund with copies of such forms they file. Based solely upon its review of the copies of such forms received by it and written representations from certain of such persons, each Fund believes that during 2008, all such filing requirements applicable to such persons were met. [F&C to confirm]

BROKER NON-VOTE AND ABSTENTIONS

A proxy which is properly executed and returned accompanied by instructions to withhold authority to vote represents a broker "non-vote" (i.e., shares held by brokers or nominees as to which (i) instructions have not been received from the beneficial owners or the persons entitled to vote and (ii) the broker or nominee does not have discretionary voting power on a particular matter). Proxies that reflect abstentions or broker non-votes (collectively, "abstentions") will be counted as Shares that are present and entitled to vote at the meeting for purposes of determining the presence of a Quorum. With respect to Proposal 1, abstentions do not constitute a vote "for" or "against" the proposal and will be disregarded in determining the "votes cast" on the

proposal. With respect to Proposal 2, abstentions do not constitute a vote "for" the proposal and will instead count as a vote "against" the proposal.

OTHER MATTERS TO COME BEFORE THE MEETING

Each Fund does not intend to present any other business at the relevant Meeting, nor is any Fund aware that any shareholder intends to do so. If, however, any other matters are properly brought before the Meeting, the persons named in the accompanying form of proxy will vote thereon in accordance with their judgment.

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EXPENSES OF PROXY SOLICITATION

The total expenses of the Annual Meetings, including the solicitation of proxies and the expenses incurred in connection with the preparation of this Joint Proxy Statement, are approximately \$_____.

VOTING RESULTS

Each Fund will advise its shareholders of the voting results of the matters voted upon at its Meeting in its next Semi-Annual Report to Shareholders.

NOTICE TO BANKS, BROKER/DEALERS AND VOTING TRUSTEES AND THEIR NOMINEES

Please advise the Funds whether other persons are the beneficial owners of Fund Shares for which proxies are being solicited from you, and, if so, the number of copies of the joint proxy statement and other soliciting material you wish to receive in order to supply copies to the beneficial owners of Fund Shares.

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IT IS IMPORTANT THAT PROXIES BE RETURNED PROMPTLY. SHAREHOLDERS WHO DO NOT EXPECT TO ATTEND THE MEETINGS ARE THEREFORE URGED TO COMPLETE, SIGN, DATE AND RETURN ALL PROXY CARDS AS SOON AS POSSIBLE IN THE ENCLOSED POSTAGE-PAID ENVELOPE.

Proxy - FLAHERTY & CRUMRINE/CLAYMORE PREFERRED SECURITIES INCOME FUND
INCORPORATED

PROXY IN CONNECTION WITH THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL
21, 2009

Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to be held on April 21, 2009.

The notice of annual meetings of shareholders, joint proxy statement and proxy
cards for the Fund are available on the Fund's website at www.fcclaymore.com.

PROXY SOLICITED BY BOARD OF DIRECTORS

The undersigned holder of shares of Common Stock of Flaherty & Crumrine/Claymore Preferred Securities Income Fund Incorporated, a Maryland corporation (the "Fund"), hereby appoints Donald F. Crumrine, Robert M. Ettinger, Teresa M.R. Hamlin and Emily H. Harris, attorneys and proxies for the undersigned, each with full powers of substitution and revocation, to represent the undersigned and to vote on behalf of the undersigned all shares of Common Stock which the undersigned is entitled to vote at the Annual Meeting of Shareholders of the Fund to be held at the offices of Flaherty & Crumrine Incorporated, 301 East Colorado Boulevard, Suite 720, Pasadena, California 91101 at 8:30 a.m. PT, on April 21, 2009, and any adjournments or postponements thereof. The undersigned hereby acknowledges receipt of the Notice of Annual Meeting and Proxy Statement and hereby instructs said attorneys and proxies to vote said shares as indicated hereon. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Meeting. A majority of the proxies present and acting at the Meeting in person or by substitute (or, if only one shall be so present, then that one) shall have and may exercise all of the power and authority of said proxies hereunder. The undersigned hereby revokes any proxy previously given.

NOTE: Please sign this proxy exactly as your name(s) appear(s) on the books of the Fund. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, the signature should be that of an authorized officer who should state his or her title.

Signature

Date

Signature (Joint Owners)

Date

FFC-CMN-PXC

Annual Meeting Proxy Card

Election of Director - The Board of Directors recommends a vote "FOR" the nominee listed.

1. Nominee: FOR WITHHOLD

01 - Morgan Gust

This proxy, if properly executed will be voted in the manner directed by the undersigned shareholder. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEE AS DIRECTOR.

Non-Voting Items

Change of Address - Please print new address below.

PLEASE SIGN ON REVERSE SIDE

Please mark your votes as
indicated in this example

FFC-CMN-PXC

Proxy - FLAHERTY & CRUMRINE/CLAYMORE PREFERRED SECURITIES INCOME FUND
INCORPORATED

PROXY IN CONNECTION WITH THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL
21, 2009

Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to be held on April 21, 2009.

The notice of annual meetings of shareholders, joint proxy statement and proxy
cards for the Fund are available on the Fund's website at www.fcclaymore.com.

PROXY SOLICITED BY BOARD OF DIRECTORS

The undersigned holder of shares of Preferred Stock of Flaherty & Crumrine/Claymore Preferred Securities Income Fund Incorporated, a Maryland corporation (the "Fund"), hereby appoints Donald F. Crumrine, Robert M. Etinger, Teresa M.R. Hamlin and Emily H. Harris, attorneys and proxies for the undersigned, each with full powers of substitution and revocation, to represent the undersigned and to vote on behalf of the undersigned all shares of Preferred Stock which the undersigned is entitled to vote at the Annual Meeting of Shareholders of the Fund to be held at the offices of Flaherty & Crumrine Incorporated, 301 East Colorado Boulevard, Suite 720, Pasadena, California 91101 at 8:30 a.m. PT, on April 21, 2009, and any adjournments or postponements thereof. The undersigned hereby acknowledges receipt of the Notice of Annual Meeting and Proxy Statement and hereby instructs said attorneys and proxies to vote said shares as indicated hereon. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Meeting. A majority of the proxies present and acting at the Meeting in person or by substitute (or, if only one shall be so present, then that one) shall have and may exercise all of the power and authority of said proxies hereunder. The undersigned hereby revokes any proxy previously given.

NOTE: Please sign this proxy exactly as your name(s) appear(s) on the books of the Fund. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, the signature should be that of an authorized officer who should state his or her title.

Signature

Date

Signature (Joint Owners)

Date

FFC-PFD-PXC

Annual Meeting Proxy Card

Election of Director - The Board of Directors recommends a vote "FOR" the nominees listed.

1. Nominee:	FOR	WITHHOLD	FOR	WITHHOLD
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01 - Morgan Gust

02 - Karen H. Hogan

This proxy, if properly executed will be voted in the manner directed by the undersigned shareholder. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES AS DIRECTOR.

Non-Voting Items

Change of Address - Please print new address below.

PLEASE SIGN ON REVERSE SIDE

div>

Eleventh Supplemental Indenture dated as of July 26, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(34)

(d)(35)

Form of 6.200% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(34))(34)

(d)(36)

Twelfth Supplemental Indenture dated as of August 2, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(35)

(d)(37)

Form of 6.150% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(36))(35)

(d)(38)

Thirteenth Supplemental Indenture dated as of August 9, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(36)

(d)(39)

Form of 6.150% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(38))(36)

(d)(40)

Indenture dated as of August 14, 2012 relating to the 5.75% Senior Convertible Notes, by and between the Registrant and American Stock Transfer & Trust Company, as Trustee(37)

(d)(41)

Form of 5.75% Senior Convertible Note due 2018(38)

(d)(42)

Fourteenth Supplemental Indenture dated as of August 16, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(39)

(d)(43)

Form of 6.100% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(42))(39)

(d)(44)

Fifteenth Supplemental Indenture dated as of August 23, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(40)

(d)(45)

Form of 6.050% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(44))(40)

(d)(46)

Sixteenth Supplemental Indenture dated as of September 7, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(42)

(d)(47)

Form of 6.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(46))(42)

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Exhibit No.	Description
(d)(48)	Seventeenth Supplemental Indenture dated as of September 13, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(44)
(d)(49)	Form of 5.950% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(48))(44)
(d)(50)	Eighteenth Supplemental Indenture dated as of September 20, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(45)
(d)(51)	Form of 5.900% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(50))(45)
(d)(52)	Nineteenth Supplemental Indenture dated as of September 27, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(48)
(d)(53)	Form of 5.850% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(52))(48)
(d)(54)	Twentieth Supplemental Indenture dated as of October 4, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(51)
(d)(55)	Form of 5.700% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(54))(51)
(d)(56)	Twenty-First Supplemental Indenture dated as of November 23, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(54)
(d)(57)	Form of 5.125% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(56))(54)
(d)(58)	Twenty-Second Supplemental Indenture dated as of November 23, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(54)
(d)(59)	Form of 6.625% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(58))(54)

(d)(60) Twenty-Third Supplemental Indenture dated as of November 29, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(55)

(d)(61) Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(60))(55)

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Exhibit No.	Description
(d)(62)	Twenty-Fourth Supplemental Indenture dated as of November 29, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(55)
(d)(63)	Form of 5.750% Prospect Capital InterNote® due 2032 (included as part of Exhibit (d)(62))(55)
(d)(64)	Twenty-Fifth Supplemental Indenture dated as of November 29, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(55)
(d)(65)	Form of 6.500% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(64))(55)
(d)(66)	Twenty-Sixth Supplemental Indenture dated as of December 6, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(56)
(d)(67)	Form of 4.875% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(66))(56)
(d)(68)	Twenty-Seventh Supplemental Indenture dated as of December 6, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(56)
(d)(69)	Form of 5.625% Prospect Capital InterNote® due 2032 (included as part of Exhibit (d)(68))(56)
(d)(70)	Twenty-Eighth Supplemental Indenture dated as of December 6, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(56)
(d)(71)	Form of 6.375% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(70))(56)
(d)(72)	Twenty-Ninth Supplemental Indenture dated as of December 13, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(57)
(d)(73)	Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(72))(57)

(d)(74) Thirtieth Supplemental Indenture dated as of December 13, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(57)

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Exhibit No.	Description
(d)(75)	Form of 5.250% Prospect Capital InterNote® due 2030 (included as part of Exhibit (d)(74))(57)
(d)(76)	Thirty-First Supplemental Indenture dated as of December 13, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(57)
(d)(77)	Form of 6.250% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(76))(57)
(d)(78)	Thirty-Second Supplemental Indenture dated as of December 20, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(58)
(d)(79)	Form of 4.625% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(78))(58)
(d)(80)	Thirty-Third Supplemental Indenture dated as of December 20, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(58)
(d)(81)	Form of 5.125% Prospect Capital InterNote® due 2030 (included as part of Exhibit (d)(80))(58)
(d)(82)	Thirty-Fourth Supplemental Indenture dated as of December 20, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(58)
(d)(83)	Form of 6.125% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(82))(58)
(d)(84)	Indenture dated as of December 21, 2012, by and between the Registrant and American Stock Transfer & Trust Company, as Trustee(59)
(d)(85)	Form of Global Note 5.875% Convertible Senior Note Due 2019 (included as part of Exhibit (d)(84))(59)
(d)(86)	Thirty-Fifth Supplemental Indenture dated as of December 28, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(61)
(d)(87)	Form of 4.500% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(86))(61)

(d)(88) Thirty-Sixth Supplemental Indenture dated as of December 28, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(61)

(d)(89) Form of 5.000% Prospect Capital InterNote® due 2030 (included as part of Exhibit (d)(88))(61)

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Exhibit No.	Description
(d)(90)	Thirty-Seventh Supplemental Indenture dated as of December 28, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(61)
(d)(91)	Form of 6.000% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(90))(61)
(d)(92)	Thirty-Eighth Supplemental Indenture dated as of January 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(62)
(d)(93)	Form of 4.375% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(92))(62)
(d)(94)	Thirty-Ninth Supplemental Indenture dated as of January 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(62)
(d)(95)	Form of 4.875% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(94))(62)
(d)(96)	Fortieth Supplemental Indenture dated as of January 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(62)
(d)(97)	Form of 5.875% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(96))(62)
(d)(98)	Forty-First Supplemental Indenture dated as of January 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(63)
(d)(99)	Form of 4.250% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(98))(63)
(d)(100)	Forty-Second Supplemental Indenture dated as of January 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(63)
(d)(101)	Form of 4.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(100))(63)

(d)(102) Forty-Third Supplemental Indenture dated as of January 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(63)

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Exhibit No.	Description
(d)(103)	Form of 5.750% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(102))(63)
(d)(104)	Forty-Fourth Supplemental Indenture dated as of January 17, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(64)
(d)(105)	Form of 4.125% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(104))(64)
(d)(106)	Forty-Fifth Supplemental Indenture dated as of January 17, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(64)
(d)(107)	Form of 4.625% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(106))(64)
(d)(108)	Forty-Sixth Supplemental Indenture dated as of January 17, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(64)
(d)(109)	Form of 5.625% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(108))(64)
(d)(110)	Forty-Seventh Supplemental Indenture dated as of January 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(65)
(d)(111)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(110))(65)
(d)(112)	Forty-Eighth Supplemental Indenture dated as of January 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(65)
(d)(113)	Form of 4.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(112))(65)
(d)(114)	Forty-Ninth Supplemental Indenture dated as of January 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(65)

(d)(115) Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(114))(65)

(d)(116) Fiftieth Supplemental Indenture dated as of January 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(66)

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Exhibit No.	Description
(d)(117)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(116))(66)
(d)(118)	Fifty-First Supplemental Indenture dated as of January 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(66)
(d)(119)	Form of 4.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(118))(66)
(d)(120)	Fifty-Second Supplemental Indenture dated as of January 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(66)
(d)(121)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(120))(66)
(d)(122)	Fifty-Third Supplemental Indenture dated as of February 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(67)
(d)(123)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(122))(67)
(d)(124)	Fifty-Fourth Supplemental Indenture dated as of February 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(67)
(d)(125)	Form of 4.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(124))(67)
(d)(126)	Fifty-Fifth Supplemental Indenture dated as of February 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(67)
(d)(127)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(126))(67)
(d)(128)	Fifty-Sixth Supplemental Indenture dated as of February 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(69)

(d)(129) Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(128))(69)

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Exhibit No.	Description
(d)(130)	Fifty-Seventh Supplemental Indenture dated as of February 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(69)
(d)(131)	Form of 4.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(130))(69)
(d)(132)	Fifty-Eighth Supplemental Indenture dated as of February 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(69)
(d)(133)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(132))(69)
(d)(134)	Fifty-Ninth Supplemental Indenture dated as of February 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(70)
(d)(135)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(134))(70)
(d)(136)	Sixtieth Supplemental Indenture dated as of February 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(70)
(d)(137)	Form of 4.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(136))(70)
(d)(138)	Sixty-First Supplemental Indenture dated as of February 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(70)
(d)(139)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(138))(70)
(d)(140)	Sixty-Second Supplemental Indenture dated as of March 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(71)
(d)(141)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(140))(71)

(d)(142) Sixty-Third Supplemental Indenture dated as of March 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(71)

(d)(143) Form of 4.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(142))(71)

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Exhibit No.	Description
(d)(144)	Sixty-Fourth Supplemental Indenture dated as of March 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(71)
(d)(145)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(144))(71)
(d)(146)	Sixty-Fifth Supplemental Indenture dated as of March 14, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(72)
(d)(147)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(146))(72)
(d)(148)	Sixty-Sixth Supplemental Indenture dated as of March 14, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(72)
(d)(149)	Form of 4.125% to 6.000% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(148))(72)
(d)(150)	Sixty-Seventh Supplemental Indenture dated as of March 14, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(72)
(d)(151)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(150))(72)
(d)(152)	Sixty-Eighth Supplemental Indenture dated as of March 14, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(72)
(d)(153)	Form of Floating Prospect Capital InterNote® due 2023 (included as part of Exhibit (d)(152))(72)
(d)(154)	Supplemental Indenture dated as of March 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(73)

(d)(155) Form of Global Note 5.875% Senior Note due 2023(74)

(d)(156) Sixty-Ninth Supplemental Indenture dated as of March 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(77)

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Exhibit No.	Description
(d)(157)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(156))(77)
(d)(158)	Seventieth Supplemental Indenture dated as of March 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(77)
(d)(159)	Form of 4.125% to 6.000% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(158))(77)
(d)(160)	Seventy-First Supplemental Indenture dated as of March 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(77)
(d)(161)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(160))(77)
(d)(162)	Seventy-Second Supplemental Indenture dated as of March 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(77)
(d)(163)	Form of Floating Prospect Capital InterNote® due 2023 (included as part of Exhibit (d)(162))(77)
(d)(164)	Seventy-Third Supplemental Indenture dated as of March 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(78)
(d)(165)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(164))(78)
(d)(166)	Seventy-Fourth Supplemental Indenture dated as of March 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(78)
(d)(167)	Form of 4.125% to 6.000% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(166))(78)
(d)(168)	Seventy-Fifth Supplemental Indenture dated as of March 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer &

Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee,
by and between the Registrant and U.S. Bank National Association, as Trustee(78)

(d)(169) Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(168))(78)

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Exhibit No.	Description
(d)(170)	Seventy-Sixth Supplemental Indenture dated as of March 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(78)
(d)(171)	Form of Floating Prospect Capital InterNote® due 2023 (included as part of Exhibit (d)(170))(78)
(d)(172)	Seventy-Seventh Supplemental Indenture dated as of April 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(79)
(d)(173)	Form of 4.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(172))(79)
(d)(174)	Seventy-Eighth Supplemental Indenture dated as of April 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(79)
(d)(175)	Form of 4.625% to 6.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(174))(79)
(d)(176)	Seventy-Ninth Supplemental Indenture dated as of April 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(79)
(d)(177)	Form of 6.000% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(176))(79)
(d)(178)	Eightieth Supplemental Indenture dated as of April 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(79)
(d)(179)	Form of Floating Prospect Capital InterNote® due 2023 (included as part of Exhibit (d)(178))(79)
(d)(180)	Eighty-First Supplemental Indenture dated as of April 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(80)
(d)(181)	Form of 4.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(180))(80)

(d)(182) Eighty-Second Supplemental Indenture dated as of April 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(80)

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Exhibit No.	Description
(d)(183)	Form of 5.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(182))(80)
(d)(184)	Eighty-Third Supplemental Indenture dated as of April 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(80)
(d)(185)	Form of 6.000% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(184))(80)
(d)(186)	Eighty-Fourth Supplemental Indenture dated as of April 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(80)
(d)(187)	Form of Floating Prospect Capital InterNote® due 2023 (included as part of Exhibit (d)(186))(80)
(d)(188)	Eighty-Fifth Supplemental Indenture dated as of April 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(81)
(d)(189)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(188))(81)
(d)(190)	Eighty-Sixth Supplemental Indenture dated as of April 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(81)
(d)(191)	Form of 5.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(190))(81)
(d)(192)	Eighty-Seventh Supplemental Indenture dated as of April 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(81)
(d)(193)	Form of 6.000% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(192))(81)
(d)(194)	Eighty-Eighth Supplemental Indenture dated as of April 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(82)

(d)(195) Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(194))(82)

(d)(196) Eighty-Ninth Supplemental Indenture dated as of April 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(82)

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Exhibit No.	Description
(d)(197)	Form of 5.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(196))(82)
(d)(198)	Ninetieth Supplemental Indenture dated as of April 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(82)
(d)(199)	Form of 6.000% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(198))(82)
(d)(200)	Ninety-First Supplemental Indenture dated as of May 2, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(83)
(d)(201)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(200))(83)
(d)(202)	Ninety-Second Supplemental Indenture dated as of May 2, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(83)
(d)(203)	Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(202))(83)
(d)(204)	Ninety-Third Supplemental Indenture dated as of May 2, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(83)
(d)(205)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(204))(83)
(d)(206)	Ninety-Fourth Supplemental Indenture dated as of May 9, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(85)
(d)(207)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(206))(85)
(d)(208)	Ninety-Fifth Supplemental Indenture dated as of May 9, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(85)

(d)(209) Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(208))(85)

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Exhibit No.	Description
(d)(210)	Ninety-Sixth Supplemental Indenture dated as of May 9, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(85)
(d)(211)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(210))(85)
(d)(212)	Ninety-Seventh Supplemental Indenture dated as of May 23, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(86)
(d)(213)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(212))(86)
(d)(214)	Ninety-Eighth Supplemental Indenture dated as of May 23, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(86)
(d)(215)	Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(214))(86)
(d)(216)	Ninety-Ninth Supplemental Indenture dated as of May 23, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(86)
(d)(217)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(216))(86)
(d)(218)	One Hundredth Supplemental Indenture dated as of May 23, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(86)
(d)(219)	Form of 5.000% to 7.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(218))(86)
(d)(220)	One Hundred-First Supplemental Indenture dated as of May 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(87)
(d)(221)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(220))(87)

(d)(222) One Hundred-Second Supplemental Indenture dated as of May 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(87)

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Exhibit No.	Description
(d)(223)	Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(222))(87)
(d)(224)	One Hundred-Third Supplemental Indenture dated as of May 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(87)
(d)(225)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(224))(87)
(d)(226)	One Hundred-Fourth Supplemental Indenture dated as of June 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(88)
(d)(227)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(226))(88)
(d)(228)	One Hundred-Fifth Supplemental Indenture dated as of June 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(88)
(d)(229)	Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(228))(88)
(d)(230)	One Hundred-Sixth Supplemental Indenture dated as of June 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(88)
(d)(231)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(230))(88)
(d)(232)	One Hundred-Seventh Supplemental Indenture dated as of June 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(88)
(d)(233)	Form of 5.000% to 7.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(232))(88)
(d)(234)	One Hundred-Eighth Supplemental Indenture dated as of June 13, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(89)

(d)(235) Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(234))(89)

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Exhibit No.	Description
(d)(236)	One Hundred-Ninth Supplemental Indenture dated as of June 13, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(89)
(d)(237)	Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(236))(89)
(d)(238)	One Hundred-Tenth Supplemental Indenture dated as of June 13, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(89)
(d)(239)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(238))(89)
(d)(240)	One Hundred-Eleventh Supplemental Indenture dated as of June 20, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(90)
(d)(241)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(240))(90)
(d)(242)	One Hundred-Twelfth Supplemental Indenture dated as of June 20, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(90)
(d)(243)	Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(242))(90)
(d)(244)	One Hundred-Thirteenth Supplemental Indenture dated as of June 20, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(90)
(d)(245)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(244))(90)
(d)(246)	One Hundred-Fourteenth Supplemental Indenture dated as of June 27, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(91)
(d)(247)	Form of 5.250% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(246))(91)

(d)(248) One Hundred-Fifteenth Supplemental Indenture dated as of June 27, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(91)

(d)(249) Form of 6.000% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(248))(91)

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Exhibit No.	Description
(d)(250)	One Hundred-Sixteenth Supplemental Indenture dated as of June 27, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(91)
(d)(251)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(250))(91)
(d)(252)	One Hundred-Seventeenth Supplemental Indenture dated as of July 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(92)
(d)(253)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(252))(92)
(d)(254)	One Hundred-Eighteenth Supplemental Indenture dated as of July 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(92)
(d)(255)	Form of 5.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(254))(92)
(d)(256)	One Hundred-Nineteenth Supplemental Indenture dated as of July 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(92)
(d)(257)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(256))(92)
(d)(258)	One Hundred-Twentieth Supplemental Indenture dated as of July 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(92)
(d)(259)	Form of 6.750% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(258))(92)
(d)(260)	One Hundred Twenty-First Supplemental Indenture dated as of July 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(93)
(d)(261)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(260))(93)

(d)(262) One Hundred Twenty-Second Supplemental Indenture dated as of July 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(93)

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Exhibit No.	Description
(d)(263)	Form of 5.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(262))(93)
(d)(264)	One Hundred Twenty-Third Supplemental Indenture dated as of July 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(93)
(d)(265)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(264))(93)
(d)(266)	One Hundred Twenty-Fourth Supplemental Indenture dated as of July 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(93)
(d)(267)	Form of 6.750% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(266))(93)
(d)(268)	One Hundred Twenty-Fifth Supplemental Indenture dated as of July 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(94)
(d)(269)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(268))(94)
(d)(270)	One Hundred Twenty-Sixth Supplemental Indenture dated as of July 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(94)
(d)(271)	Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(270))(94)
(d)(272)	One Hundred Twenty-Seventh Supplemental Indenture dated as of July 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(94)
(d)(273)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(272))(94)
(d)(274)	One Hundred Twenty-Eighth Supplemental Indenture dated as of July 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(94)

(d)(275) Form of 6.750% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(274))(94)

(d)(276) One Hundred Twenty-Ninth Supplemental Indenture dated as of July 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(95)

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Exhibit No.	Description
(d)(277)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(276))(95)
(d)(278)	One Hundred Thirtieth Supplemental Indenture dated as of July 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(95)
(d)(279)	Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(278))(95)
(d)(280)	One Hundred Thirty-First Supplemental Indenture dated as of July 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(95)
(d)(281)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(280))(95)
(d)(282)	One Hundred Thirty-Second Supplemental Indenture dated as of July 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(95)
(d)(283)	Form of 6.750% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(282))(95)
(d)(284)	One Hundred Thirty-Third Supplemental Indenture dated as of August 1, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(96)
(d)(285)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(284))(96)
(d)(286)	One Hundred Thirty-Fourth Supplemental Indenture dated as of August 1, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(96)
(d)(287)	Form of 5.750% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(286))(96)
(d)(288)	One Hundred Thirty-Fifth Supplemental Indenture dated as of August 1, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(96)

(d)(289) Form of 6.125% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(288))(96)

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Exhibit No.	Description
(d)(290)	One Hundred Thirty-Sixth Supplemental Indenture dated as of August 1, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(96)
(d)(291)	Form of 6.625% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(290))(96)
(d)(292)	One Hundred Thirty-Seventh Supplemental Indenture dated as of August 8, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(97)
(d)(293)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(292))(97)
(d)(294)	One Hundred Thirty-Eighth Supplemental Indenture dated as of August 8, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(97)
(d)(295)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(294))(97)
(d)(296)	One Hundred Thirty-Ninth Supplemental Indenture dated as of August 8, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(97)
(d)(297)	Form of 6.000% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(296))(97)
(d)(298)	One Hundred Fortieth Supplemental Indenture dated as of August 8, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(97)
(d)(299)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(298))(97)
(d)(300)	One Hundred Forty-First Supplemental Indenture dated as of August 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(98)
(d)(301)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(300))(98)

(d)(302) One Hundred Forty-Second Supplemental Indenture dated as of August 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(98)

(d)(303) Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(302))(98)

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Exhibit No.	Description
(d)(304)	One Hundred Forty-Third Supplemental Indenture dated as of August 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(98)
(d)(305)	Form of 6.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(304))(98)
(d)(306)	One Hundred Forty-Fourth Supplemental Indenture dated as of August 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(98)
(d)(307)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(306))(98)
(d)(308)	One Hundred Forty-Fifth Supplemental Indenture dated as of August 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(99)
(d)(309)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(308))(99)
(d)(310)	One Hundred Forty-Sixth Supplemental Indenture dated as of August 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(99)
(d)(311)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(310))(99)
(d)(312)	One Hundred Forty-Seventh Supplemental Indenture dated as of August 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(99)
(d)(313)	Form of 6.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(312))(99)
(d)(314)	One Hundred Forty-Eighth Supplemental Indenture dated as of August 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(99)
(d)(315)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(314))(99)

(d)(316)

One Hundred Forty-Ninth Supplemental Indenture dated as of September 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(101)

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Exhibit No.	Description
(d)(317)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(316))(101)
(d)(318)	One Hundred Fiftieth Supplemental Indenture dated as of September 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(101)
(d)(319)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(318))(101)
(d)(320)	One Hundred Fifty-First Supplemental Indenture dated as of September 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(101)
(d)(321)	Form of 6.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(320))(101)
(d)(322)	One Hundred Fifty-Second Supplemental Indenture dated as of September 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(101)
(d)(323)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(322))(101)
(d)(324)	One Hundred Fifty-Third Supplemental Indenture dated as of September 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(102)
(d)(325)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(324))(102)
(d)(326)	One Hundred Fifty-Fourth Supplemental Indenture dated as of September 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(102)
(d)(327)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(326))(102)
(d)(328)	One Hundred Fifty-Fifth Supplemental Indenture dated as of September 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment

and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(102)

(d)(329) Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(328))(102)

(d)(330) One Hundred Fifty-Sixth Supplemental Indenture dated as of September 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(102)

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Exhibit No.	Description
(d)(331)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(330))(102)
(d)(332)	One Hundred Fifty-Seventh Supplemental Indenture dated as of September 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(103)
(d)(333)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(332))(103)
(d)(334)	One Hundred Fifty-Eighth Supplemental Indenture dated as of September 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(103)
(d)(335)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(334))(103)
(d)(336)	One Hundred Fifty-Ninth Supplemental Indenture dated as of September 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(103)
(d)(337)	Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(336))(103)
(d)(338)	One Hundred Sixtieth Supplemental Indenture dated as of September 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(103)
(d)(339)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(338))(103)
(d)(340)	One Hundred Sixty-First Supplemental Indenture dated as of September 26, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(104)
(d)(341)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(340))(104)
(d)(342)	

One Hundred Sixty-Second Supplemental Indenture dated as of September 26, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(104)

(d)(343) Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(342))(104)

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Exhibit No.	Description
(d)(344)	One Hundred Sixty-Third Supplemental Indenture dated as of September 26, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(104)
(d)(345)	Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(344))(104)
(d)(346)	One Hundred Sixty-Fourth Supplemental Indenture dated as of September 26, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(104)
(d)(347)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(346))(104)
(d)(348)	One Hundred Sixty-Fifth Supplemental Indenture dated as of October 3, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(105)
(d)(349)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(348))(105)
(d)(350)	One Hundred Sixty-Sixth Supplemental Indenture dated as of October 3, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(105)
(d)(351)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(350))(105)
(d)(352)	One Hundred Sixty-Seventh Supplemental Indenture dated as of October 3, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(105)
(d)(353)	Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(352))(105)
(d)(354)	One Hundred Sixty-Eighth Supplemental Indenture dated as of October 3, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as

Trustee(105)

(d)(355) Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(354))(105)

(d)(356) One Hundred Sixty-Ninth Supplemental Indenture dated as of October 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(106)

(d)(357) Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(356))(106)

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Exhibit No.	Description
(d)(358)	One Hundred Seventieth Supplemental Indenture dated as of October 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(106)
(d)(359)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(358))(106)
(d)(360)	One Hundred Seventy-First Supplemental Indenture dated as of October 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(106)
(d)(361)	Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(360))(106)
(d)(362)	One Hundred Seventy-Second Supplemental Indenture dated as of October 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(106)
(d)(363)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(362))(106)
(d)(364)	One Hundred Seventy-Third Supplemental Indenture dated as of October 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(109)
(d)(365)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(364))(109)
(d)(366)	One Hundred Seventy-Fourth Supplemental Indenture dated as of October 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(109)
(d)(367)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(366))(109)
(d)(368)	One Hundred Seventy-Fifth Supplemental Indenture dated as of October 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock

Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(109)

(d)(369) Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(368))(109)

(d)(370) One Hundred Seventy-Sixth Supplemental Indenture dated as of October 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(109)

(d)(371) Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(370))(109)

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Exhibit No.	Description
(d)(372)	One Hundred Seventy-Seventh Supplemental Indenture dated as of October 24, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(110)
(d)(373)	Form of 4.000% Prospect Capital InterNote® due 2016 (included as part of Exhibit (d)(372))(110)
(d)(374)	One Hundred Seventy-Eighth Supplemental Indenture dated as of October 24, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(110)
(d)(375)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(374))(110)
(d)(376)	One Hundred Seventy-Ninth Supplemental Indenture dated as of October 24, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(110)
(d)(377)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(376))(110)
(d)(378)	One Hundred Eightieth Supplemental Indenture dated as of October 24, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(110)
(d)(379)	Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(378))(110)
(d)(380)	One Hundred Eighty-First Supplemental Indenture dated as of October 24, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(110)
(d)(381)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(380))(110)
(d)(382)	One Hundred Eighty-Second Supplemental Indenture dated as of October 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock

Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(111)

(d)(383) Form of 4.000% Prospect Capital InterNote® due 2017 (included as part of Exhibit (d)(382))(111)

(d)(384) One Hundred Eighty-Third Supplemental Indenture dated as of October 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(111)

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Exhibit No.	Description
(d)(385)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(384))(111)
(d)(386)	One Hundred Eighty-Fourth Supplemental Indenture dated as of October 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(111)
(d)(387)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(386))(111)
(d)(388)	One Hundred Eighty-Fifth Supplemental Indenture dated as of October 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(111)
(d)(389)	Form of 6.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(388))(111)
(d)(390)	One Hundred Eighty-Sixth Supplemental Indenture dated as of October 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(111)
(d)(391)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(390))(111)
(d)(392)	One Hundred Eighty-Seventh Supplemental Indenture dated as of November 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(113)
(d)(393)	Form of 4.000% Prospect Capital InterNote® due 2017 (included as part of Exhibit (d)(392))(113)
(d)(394)	One Hundred Eighty-Eighth Supplemental Indenture dated as of November 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(113)
(d)(395)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(394))(113)
(d)(396)	

One Hundred Eighty-Ninth Supplemental Indenture dated as of November 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(113)

(d)(397) Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(396))(113)

(d)(398) One Hundred Ninetieth Supplemental Indenture dated as of November 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(113)

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Exhibit No.	Description
(d)(399)	Form of 6.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(398))(113)
(d)(400)	One Hundred Ninety-First Supplemental Indenture dated as of November 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(113)
(d)(401)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(400))(113)
(d)(402)	One Hundred Ninety-Second Supplemental Indenture dated as of November 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(114)
(d)(403)	Form of 4.000% Prospect Capital InterNote® due 2017 (included as part of Exhibit (d)(402))(114)
(d)(404)	One Hundred Ninety-Third Supplemental Indenture dated as of November 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(114)
(d)(405)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(404))(114)
(d)(406)	One Hundred Ninety-Fourth Supplemental Indenture dated as of November 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(114)
(d)(407)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(406))(114)
(d)(408)	One Hundred Ninety-Fifth Supplemental Indenture dated as of November 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(114)
(d)(409)	Form of 6.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(408))(114)

- (d)(410) One Hundred Ninety-Sixth Supplemental Indenture dated as of November 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(114)
- (d)(411) Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(410))(114)

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Exhibit No.	Description
(d)(412)	One Hundred Ninety-Seventh Supplemental Indenture dated as of November 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(115)
(d)(413)	Form of 4.000% Prospect Capital InterNote® due 2017 (included as part of Exhibit (d)(412))(115)
(d)(414)	One Hundred Ninety-Eighth Supplemental Indenture dated as of November 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(115)
(d)(415)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(414))(115)
(d)(416)	One Hundred Ninety-Ninth Supplemental Indenture dated as of November 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(115)
(d)(417)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(416))(115)
(d)(418)	Two Hundredth Supplemental Indenture dated as of November 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(115)
(d)(419)	Form of 6.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(418))(115)
(d)(420)	Two Hundred First Supplemental Indenture dated as of November 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(115)
(d)(421)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(420))(115)
(d)(422)	Two Hundred Second Supplemental Indenture dated as of November 29, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(116)

- (d)(423) Form of 4.000% Prospect Capital InterNote® due 2017 (included as part of Exhibit (d)(422))(116)
- (d)(424) Two Hundred Third Supplemental Indenture dated as of November 29, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(116)
- (d)(425) Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(424))(116)

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Exhibit No.	Description
(d)(426)	Two Hundred Fourth Supplemental Indenture dated as of November 29, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(116)
(d)(427)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(426))(116)
(d)(428)	Two Hundred Fifth Supplemental Indenture dated as of November 29, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(116)
(d)(429)	Form of 6.000% Prospect Capital InterNote® due 2025 (included as part of Exhibit (d)(428))(116)
(d)(430)	Two Hundred Sixth Supplemental Indenture dated as of November 29, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(116)
(d)(431)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(430))(116)
(d)(432)	Two Hundred Seventh Supplemental Indenture dated as of December 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(117)
(d)(433)	Form of 4.000% Prospect Capital InterNote® due 2017 (included as part of Exhibit (d)(432))(117)
(d)(434)	Two Hundred Eighth Supplemental Indenture dated as of December 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(117)
(d)(435)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(434))(117)
(d)(436)	Two Hundred Ninth Supplemental Indenture dated as of December 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(117)
(d)(437)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(436))(117)

(d)(438) Two Hundred Tenth Supplemental Indenture dated as of December 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(117)

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Exhibit No.	Description
(d)(439)	Form of 6.000% Prospect Capital InterNote® due 2025 (included as part of Exhibit (d)(438))(117)
(d)(440)	Two Hundred Eleventh Supplemental Indenture dated as of December 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(117)
(d)(441)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(440))(117)
(d)(442)	Two Hundred Twelfth Supplemental Indenture dated as of December 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(118)
(d)(443)	Form of 4.000% Prospect Capital InterNote® due 2017 (included as part of Exhibit (d)(442))(118)
(d)(444)	Two Hundred Thirteenth Supplemental Indenture dated as of December 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(118)
(d)(445)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(444))(118)
(d)(446)	Two Hundred Fourteenth Supplemental Indenture dated as of December 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(118)
(d)(447)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(446))(118)
(d)(448)	Two Hundred Fifteenth Supplemental Indenture dated as of December 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(118)
(d)(449)	Form of 6.000% Prospect Capital InterNote® due 2025 (included as part of Exhibit (d)(448))(118)
(d)(450)	Two Hundred Sixteenth Supplemental Indenture dated as of December 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock

Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(118)

(d)(451) Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(450))(118)

(d)(452) Two Hundred Seventeenth Supplemental Indenture dated as of December 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(119)

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Exhibit No.	Description
(d)(453)	Form of 4.000% Prospect Capital InterNote® due 2017 (included as part of Exhibit (d)(452))(119)
(d)(454)	Two Hundred Eighteenth Supplemental Indenture dated as of December 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(119)
(d)(455)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(454))(119)
(d)(456)	Two Hundred Nineteenth Supplemental Indenture dated as of December 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(119)
(d)(457)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(456))(119)
(d)(458)	Two Hundred Twentieth Supplemental Indenture dated as of December 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(119)
(d)(459)	Form of 6.000% Prospect Capital InterNote® due 2025 (included as part of Exhibit (d)(458))(119)
(d)(460)	Two Hundred Twenty-First Supplemental Indenture dated as of December 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(119)
(d)(461)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(460))(119)
(d)(462)	Two Hundred Twenty-Second Supplemental Indenture dated as of December 27, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(120)
(d)(463)	Form of 4.000% Prospect Capital InterNote® due 2017 (included as part of Exhibit (d)(462))(120)
(d)(464)	Two Hundred Twenty-Third Supplemental Indenture dated as of December 27, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor

Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(120)

(d)(465) Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(464))(120)

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Exhibit No.	Description
(d)(466)	Two Hundred Twenty-Fourth Supplemental Indenture dated as of December 27, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(120)
(d)(467)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(466))(120)
(d)(468)	Two Hundred Twenty-Fifth Supplemental Indenture dated as of December 27, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(120)
(d)(469)	Form of 6.000% Prospect Capital InterNote® due 2025 (included as part of Exhibit (d)(468))(120)
(d)(470)	Two Hundred Twenty-Sixth Supplemental Indenture dated as of December 27, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(120)
(d)(471)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(470))(120)
(d)(472)	Two Hundred Twenty-Seventh Supplemental Indenture dated as of January 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(121)
(d)(473)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(472))(121)
(d)(474)	Two Hundred Twenty-Eighth Supplemental Indenture dated as of January 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(121)
(d)(475)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(474))(121)
(d)(476)	Two Hundred Twenty-Ninth Supplemental Indenture dated as of January 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(121)
(d)(477)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(476))(121)

- (d)(478) Two Hundred Thirtieth Supplemental Indenture dated as of January 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(121)
- (d)(479) Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(478))(121)

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Exhibit No.	Description
(d)(480)	Two Hundred Thirty-First Supplemental Indenture dated as of January 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(121)
(d)(481)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(480))(121)
(d)(482)	Two Hundred Thirty-Second Supplemental Indenture dated as of January 9, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(122)
(d)(483)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(482))(122)
(d)(484)	Two Hundred Thirty-Third Supplemental Indenture dated as of January 9, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(122)
(d)(485)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(484))(122)
(d)(486)	Two Hundred Thirty-Fourth Supplemental Indenture dated as of January 9, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(122)
(d)(487)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(486))(122)
(d)(488)	Two Hundred Thirty-Fifth Supplemental Indenture dated as of January 9, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(122)
(d)(489)	Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(488))(122)
(d)(490)	Two Hundred Thirty-Sixth Supplemental Indenture dated as of January 9, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(122)
(d)(491)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(490))(122)

(d)(492) Two Hundred Thirty-Seventh Supplemental Indenture dated as of January 16, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(123)

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Exhibit No.	Description
(d)(493)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(492))(123)
(d)(494)	Two Hundred Thirty-Eighth Supplemental Indenture dated as of January 16, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(123)
(d)(495)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(494))(123)
(d)(496)	Two Hundred Thirty-Ninth Supplemental Indenture dated as of January 16, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(123)
(d)(497)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(496))(123)
(d)(498)	Two Hundred Fortieth Supplemental Indenture dated as of January 16, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(123)
(d)(499)	Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(498))(123)
(d)(500)	Two Hundred Forty-First Supplemental Indenture dated as of January 16, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(123)
(d)(501)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(500))(123)
(d)(502)	Two Hundred Forty-Second Supplemental Indenture dated as of January 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(124)
(d)(503)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(502))(124)
(d)(504)	Two Hundred Forty-Third Supplemental Indenture dated as of January 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(124)

(d)(505) Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(504))(124)

(d)(506) Two Hundred Forty-Fourth Supplemental Indenture dated as of January 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(124)

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Exhibit No.	Description
(d)(507)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(506))(124)
(d)(508)	Two Hundred Forty-Fifth Supplemental Indenture dated as of January 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(124)
(d)(509)	Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(508))(124)
(d)(510)	Two Hundred Forty-Sixth Supplemental Indenture dated as of January 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(124)
(d)(511)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(510))(124)
(d)(512)	Two Hundred Forty-Seventh Supplemental Indenture dated as of January 30, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(125)
(d)(513)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(512))(125)
(d)(514)	Two Hundred Forty-Eighth Supplemental Indenture dated as of January 30, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(125)
(d)(515)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(514))(125)
(d)(516)	Two Hundred Forty-Ninth Supplemental Indenture dated as of January 30, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(125)
(d)(517)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(516))(125)
(d)(518)	Two Hundred Fiftieth Supplemental Indenture dated as of January 30, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(125)

(d)(519) Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(518))(125)

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Exhibit No.	Description
(d)(520)	Two Hundred Fifty-First Supplemental Indenture dated as of January 30, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(125)
(d)(521)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(520))(125)
(d)(522)	Two Hundred Fifty-Second Supplemental Indenture dated as of February 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(126)
(d)(523)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(522))(126)
(d)(524)	Two Hundred Fifty-Third Supplemental Indenture dated as of February 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(126)
(d)(525)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(524))(126)
(d)(526)	Two Hundred Fifty-Fourth Supplemental Indenture dated as of February 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(126)
(d)(527)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(526))(126)
(d)(528)	Two Hundred Fifty-Fifth Supplemental Indenture dated as of February 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(126)
(d)(529)	Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(528))(126)
(d)(530)	Two Hundred Fifty-Sixth Supplemental Indenture dated as of February 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(126)
(d)(531)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(530))(126)

(d)(532) Two Hundred Fifty-Seventh Supplemental Indenture dated as of February 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(127)

(d)(533) Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(532))(127)

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Exhibit No.	Description
(d)(534)	Two Hundred Fifty-Eighth Supplemental Indenture dated as of February 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(127)
(d)(535)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(534))(127)
(d)(536)	Two Hundred Fifty-Ninth Supplemental Indenture dated as of February 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(127)
(d)(537)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(536))(127)
(d)(538)	Two Hundred Sixtieth Supplemental Indenture dated as of February 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(127)
(d)(539)	Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(538))(127)
(d)(540)	Two Hundred Sixty-First Supplemental Indenture dated as of February 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(127)
(d)(541)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(540))(127)
(d)(542)	Two Hundred Sixty-Seventh Supplemental Indenture dated as of February 19, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(128)
(d)(543)	Form of 4.75% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(542))(128)
(d)(544)	Two Hundred Sixty-Second Supplemental Indenture dated as of February 21, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(129)
(d)(545)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(544))(129)

(d)(546) Two Hundred Sixty-Third Supplemental Indenture dated as of February 21, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(129)

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Exhibit No.	Description
(d)(547)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(546))(129)
(d)(548)	Two Hundred Sixty-Fourth Supplemental Indenture dated as of February 21, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(129)
(d)(549)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(548))(129)
(d)(550)	Two Hundred Sixty-Fifth Supplemental Indenture dated as of February 21, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(129)
(d)(551)	Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(550))(129)
(d)(552)	Two Hundred Sixty-Sixth Supplemental Indenture dated as of February 21, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(129)
(d)(553)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(552))(129)
(d)(554)	Two Hundred Sixty-Eighth Supplemental Indenture dated as of February 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(130)
(d)(555)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(554))(130)
(d)(556)	Two Hundred Sixty-Ninth Supplemental Indenture dated as of February 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(130)
(d)(557)	Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(556))(130)
(d)(558)	Two Hundred Seventieth Supplemental Indenture dated as of February 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(130)

(d)(559) Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(558))(130)

(d)(560) Two Hundred Seventy-First Supplemental Indenture dated as of February 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(130)

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Exhibit No.	Description
(d)(561)	Form of 5.750% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(560))(130)
(d)(562)	Two Hundred Seventy-Second Supplemental Indenture dated as of February 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(130)
(d)(563)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(562))(130)
(d)(564)	Two Hundred Seventy-Third Supplemental Indenture dated as March 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(131)
(d)(565)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(564))(131)
(d)(566)	Two Hundred Seventy-Fourth Supplemental Indenture dated as of March 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(131)
(d)(567)	Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(566))(131)
(d)(568)	Two Hundred Seventy-Fifth Supplemental Indenture dated as of March 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(131)
(d)(569)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(568))(131)
(d)(570)	Two Hundred Seventy-Sixth Supplemental Indenture dated as of March 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(131)
(d)(571)	Form of 5.750% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(570))(131)
(d)(572)	Two Hundred Seventy-Seventh Supplemental Indenture dated as of March 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor

Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(131)

(d)(573) Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(572))(131)

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Exhibit No.	Description
(d)(574)	Supplement No. 1 to the Two Hundred Sixty-Seventh Supplemental Indenture dated as of March 11, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(132)
(d)(575)	Form of 4.75% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(574))(132)
(d)(576)	Two Hundred Seventy-Eighth Supplemental Indenture dated as March 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(133)
(d)(577)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(576))(133)
(d)(578)	Two Hundred Seventy-Ninth Supplemental Indenture dated as of March 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(133)
(d)(579)	Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(578))(133)
(d)(580)	Two Hundred Eightieth Supplemental Indenture dated as of March 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(133)
(d)(581)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(580))(133)
(d)(582)	Two Hundred Eighty-First Supplemental Indenture dated as of March 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(133)
(d)(583)	Form of 5.750% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(582))(133)
(d)(584)	Two Hundred Eighty-Second Supplemental Indenture dated as of March 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(133)
(d)(585)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(584))(133)

(d)(586) Two Hundred Eighty-Fourth Supplemental Indenture dated as March 20, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(134)

(d)(587) Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(586))(134)

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Exhibit No.	Description
(d)(588)	Two Hundred Eighty-Fifth Supplemental Indenture dated as of March 20, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(134)
(d)(589)	Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(588))(134)
(d)(590)	Two Hundred Eighty-Sixth Supplemental Indenture dated as of March 20, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(134)
(d)(591)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(590))(134)
(d)(592)	Two Hundred Eighty-Seventh Supplemental Indenture dated as of March 20, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(134)
(d)(593)	Form of 5.750% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(592))(134)
(d)(594)	Two Hundred Eighty-Eighth Supplemental Indenture dated as of March 20, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(134)
(d)(595)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(594))(134)
(d)(596)	Two Hundred Eighty-Ninth Supplemental Indenture dated as March 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(135)
(d)(597)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(596))(135)
(d)(598)	Two Hundred Ninetieth Supplemental Indenture dated as of March 20, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(135)
(d)(599)	Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(598))(135)

(d)(600) Two Hundred Ninety-First Supplemental Indenture dated as of March 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(135)

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Exhibit No.	Description
(d)(601)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(600))(135)
(d)(602)	Two Hundred Ninety-Second Supplemental Indenture dated as of March 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(135)
(d)(603)	Form of 5.750% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(602))(135)
(d)(604)	Two Hundred Ninety-Third Supplemental Indenture dated as of March 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(135)
(d)(605)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(604))(135)
(d)(606)	Two Hundred Ninety-Fourth Supplemental Indenture dated as of April 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(136)
(d)(607)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(606))(136)
(d)(608)	Two Hundred Ninety-Fifth Supplemental Indenture dated as of April 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(136)
(d)(609)	Form of 4.500% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(608))(136)
(d)(610)	Two Hundred Ninety-Sixth Supplemental Indenture dated as of April 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(136)
(d)(611)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(610))(136)
(d)(612)	Two Hundred Ninety-Seventh Supplemental Indenture dated as of April 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(136)

(d)(613) Form of 5.750% Prospect Capital InterNote® due 2024 (included as part of Exhibit (d)(612))(136)

(d)(614) Two Hundred Ninety-Eighth Supplemental Indenture dated as of April 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(136)

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Exhibit No.	Description
(d)(615)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(614))(136)
(d)(616)	Supplemental Indenture dated as of April 7, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(137)
(d)(617)	Form of 5.000% Senior Notes due 2019 (included as part of Exhibit (d)(616))(137)
(d)(618)	Two Hundred Ninety-Ninth Supplemental Indenture dated as of April 10, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(138)
(d)(619)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(618))(138)
(d)(620)	Three Hundredth Supplemental Indenture dated as of April 10, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(138)
(d)(621)	Form of 4.250% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(620))(138)
(d)(622)	Three Hundred First Supplemental Indenture dated as of April 10, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(138)
(d)(623)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(622))(138)
(d)(624)	Three Hundred Second Supplemental Indenture dated as of April 10, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(138)
(d)(625)	Form of 5.750% Prospect Capital InterNote® due 2024 (included as part of Exhibit (d)(624))(138)
(d)(626)	Three Hundred Third Supplemental Indenture dated as of April 10, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(138)

(d)(627) Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(626))(138)

(d)(628) Indenture dated as of April 11, 2014, by and between Prospect Capital Corporation and American Stock Transfer & Trust Company, as Trustee(139)

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Exhibit No.	Description
(d)(629)	Form of Global Note of 4.75% Senior Convertible Notes Due 2020 (included as part of Exhibit (d)(628))(139)
(d)(630)	Three Hundred Fourth Supplemental Indenture dated as of April 17, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(140)
(d)(631)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(630))(140)
(d)(632)	Three Hundred Fifth Supplemental Indenture dated as of April 17, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(140)
(d)(633)	Form of 4.250% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(632))(140)
(d)(634)	Three Hundred Sixth Supplemental Indenture dated as of April 17, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(140)
(d)(635)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(634))(140)
(d)(636)	Three Hundred Seventh Supplemental Indenture dated as of April 17, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(140)
(d)(637)	Form of 5.750% Prospect Capital InterNote® due 2024 (included as part of Exhibit (d)(636))(140)
(d)(638)	Three Hundred Eighth Supplemental Indenture dated as of April 17, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(140)
(d)(639)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(638))(140)
(d)(640)	Three Hundred Ninth Supplemental Indenture dated as of April 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee,

by and between the Registrant and U.S. Bank National Association, as Trustee(141)

(d)(641) Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(640))(141)

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Exhibit No.	Description
(d)(642)	Three Hundred Tenth Supplemental Indenture dated as of April 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(141)
(d)(643)	Form of 4.500% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(642))(141)
(d)(644)	Three Hundred Eleventh Supplemental Indenture dated as of April 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(141)
(d)(645)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(644))(141)
(d)(646)	Three Hundred Twelfth Supplemental Indenture dated as of April 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(141)
(d)(647)	Form of 5.750% Prospect Capital InterNote® due 2024 (included as part of Exhibit (d)(646))(141)
(d)(648)	Three Hundred Thirteenth Supplemental Indenture dated as of April 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(141)
(d)(649)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(648))(141)
(d)(650)	Three Hundred Fourteenth Supplemental Indenture dated as of May 1, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(142)
(d)(651)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(650))(142)
(d)(652)	Three Hundred Fifteenth Supplemental Indenture dated as of May 1, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(142)
(d)(653)	Form of 4.500% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(652))(142)

(d)(654) Three Hundred Sixteenth Supplemental Indenture dated as of May 1, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(142)

(d)(655) Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(654))(142)

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Exhibit No.	Description
(d)(656)	Three Hundred Seventeenth Supplemental Indenture dated as of May 1, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(142)
(d)(657)	Form of 5.750% Prospect Capital InterNote® due 2024 (included as part of Exhibit (d)(656))(142)
(d)(658)	Three Hundred Eighteenth Supplemental Indenture dated as of May 1, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(142)
(d)(659)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(658))(142)
(d)(660)	Three Hundred Nineteenth Supplemental Indenture dated as of May 8, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(143)
(d)(661)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(660))(143)
(d)(662)	Three Hundred Twentieth Supplemental Indenture dated as of May 8, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(143)
(d)(663)	Form of 4.500% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(662))(143)
(d)(664)	Three Hundred Twenty-First Supplemental Indenture dated as of May 8, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(143)
(d)(665)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(664))(143)
(d)(666)	Three Hundred Twenty-Second Supplemental Indenture dated as of May 8, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(143)
(d)(667)	Form of 5.750% Prospect Capital InterNote® due 2024 (included as part of Exhibit (d)(666))(143)

(d)(668) Three Hundred Twenty-Third Supplemental Indenture dated as of May 8, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(143)

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Exhibit No.	Description
(d)(669)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(668))(143)
(d)(670)	Three Hundred Twenty-Fourth Supplemental Indenture dated as of November 17, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(151)
(d)(671)	Form of 4.250% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(670))(151)
(d)(672)	Three Hundred Twenty-Fifth Supplemental Indenture dated as of November 28, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee
(d)(673)	Form of 4.250% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(672))
(d)(674)	Three Hundred Twenty-Sixth Supplemental Indenture dated as of December 4, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(†)
(d)(675)	Form of 4.250% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(674))(†)
(e)	Form of Dividend Reinvestment Plan(2)
(f)	Not Applicable
(g)	Form of Investment Advisory Agreement between Registrant and Prospect Capital Management LLC(2)
(h)(1)	Fourth Amended and Restated Selling Agent Agreement, dated November 7, 2014, by and among, the Registrant, Prospect Capital Management LLC, Prospect Administration LLC, Incapital LLC and the Agents named therein and added from time to time(150)
(h)(2)	Form of Equity Distribution Agreement(150)
(i)	Not Applicable
(j)(1)	Amended and Restated Custody Agreement, dated as of September 23, 2014, by and between the Registrant and U.S. Bank National Association(147)
(j)(2)	Custody Agreement, dated as of April 24, 2013, by and between the Registrant and Israeli Discount Bank of New York Ltd.(7)

- (j)(3) Custody Agreement, dated as of October 28, 2013, by and between the Registrant and Fifth Third Bank(122)
- (j)(4) Custody Agreement, dated as of May 9, 2014, by and between the Registrant and Customers Bank(144)

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Exhibit No.	Description
(j)(5)	Custody Agreement, dated as of May 9, 2014, by and between the Registrant and Peapack-Gladstone Bank(145)
(j)(6)	Custody Agreement, dated as of October 10, 2014, by and between Prospect Yield Corporation, LLC and U.S. Bank National Association(147)
(k)(1)	Form of Administration Agreement between Registrant and Prospect Administration LLC(2)
(k)(2)	Form of Transfer Agency and Registrar Services Agreement(4)
(k)(3)	Form of Trademark License Agreement between the Registrant and Prospect Capital Investment Management, LLC(2)
(k)(4)	Agreement and Plan of Merger dated August 3, 2009 between Prospect Capital Corporation and Patriot Capital Funding, Inc.(6)
(k)(5)	Master Purchase and Sale and Contribution Agreement, dated as of March 19, 2012, by and among Prospect Capital Corporation, First Tower Corp., certain other entities related to Prospect Capital Corporation and certain shareholders of First Tower Corp.(18)
(k)(6)	Fifth Amended and Restated Loan and Servicing Agreement, dated August 29, 2014, among Prospect Capital Funding LLC, Prospect Capital Corporation, the lenders from time to time party thereto, the managing agents from time to time party thereto, U.S. Bank National Association as Calculation Agent, Paying Agent and Documentation Agent, KeyBank National Association as Facility Agent, Key Equipment Finance Inc. and Royal Bank of Canada as Syndication Agents, and KeyBank National Association as Structuring Agent, Sole Lead Arranger and Sole Bookrunner(19)
(l)(1)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant(146)
(l)(2)	Opinion and Consent of Skadden, Arps, Slate, Meagher & Flom LLP, as special New York counsel for the Registrant(146)
(l)(3)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant(†)
(m)	Not Applicable
(n)(1)	Consent of independent registered public accounting firm (BDO USA, LLP)(149)
(n)(2)	Report of independent registered public accounting firm on “Senior Securities” table(146)
(n)(3)	Power of Attorney(146)
(n)(4)	Consent of independent certified public accountants (McGladrey LLP)(149)
(o)	Audited Consolidated Financial Statements of First Tower Holdings of Delaware LLC and its subsidiaries as of December 31, 2013 and 2012, and for the year ended December 31, 2013 and the period from March 14, 2012 (inception date) through December 31, 2012(148)

(p) Not Applicable

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Exhibit No.	Description
(q)	Not Applicable
(r)	Code of Ethics(146)
99.1	Form of Preliminary Prospectus Supplement For Common Stock Offerings(146)
99.2	Form of Preliminary Prospectus Supplement For Preferred Stock Offerings(146)
99.3	Form of Preliminary Prospectus Supplement For Debt Offerings(146)
99.4	Form of Preliminary Prospectus Supplement For Rights Offerings(146)
99.5	Form of Preliminary Prospectus Supplement For Warrant Offerings(146)
99.6	Form of Preliminary Prospectus Supplement For Unit Offerings(146)

(1) Incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on May 9, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-effective Amendment No. 2 (2) to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-114552), filed on July 6, 2004.

(3) Incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on August 26, 2011.

Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-effective Amendment No. 3 (4) to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-114552), filed on July 23, 2004.

(5) Incorporated by reference to Exhibit 4.22 of the Registrant's Form 10-Q filed on May 6, 2013.

(6) Incorporated by reference to Exhibit 2.1 of the Registrant's Form 8-K filed on August 5, 2009.

(7) Incorporated by reference to Exhibit 10.258 of the Registrant's Form 10-K filed on August 21, 2013.

(8) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on February 18, 2011.

(9) Intentionally deleted.

(10) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on December 21, 2010.

(11) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on February 18, 2011.

Incorporated by reference to the corresponding exhibit number to the Registrant's Registration Statement under the (12) Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 1, 2011.

(13) Intentionally deleted.

(14) Incorporated by reference to Exhibit 14 of the Registrant's Form 10-K filed on August 21, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (15) No. 1 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on March 1, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (16) No. 2 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on March 8, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (17) No. 3 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on March 14, 2012.

(18) Incorporated by reference to Exhibit 2.1 of the Registrant's Form 8-K filed on March 21, 2012.

(19) Incorporated by reference to Exhibit 10.1 of the Registrant's Form 8-K filed on September 2, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (20)No. 5 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on April 5, 2012.

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Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (21) No. 6 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on April 12, 2012.

(22) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on April 16, 2012.

(23) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on April 16, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (24) No. 8 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on April 26, 2012.

(25) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on May 7, 2012.

(26) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on May 7, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (27) No. 10 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on June 14, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (28) No. 11 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on June 28, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (29) No. 12 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on July 6, 2012.

(30) Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (31) No. 13 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on July 12, 2012.

(32) Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (33) No. 15 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on July 19, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (34) No. 16 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on July 26, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (35) No. 17 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on August 2, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (36) No. 18 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on August 9, 2012.

(37) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on August 14, 2012.

(38) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on August 14, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (39) No. 19 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on August 16, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (40) No. 20 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on August 23, 2012.

(41) Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (42) No. 22 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 7, 2012.

(43) Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (44) No. 24 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 13, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (45) No. 25 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 20, 2012.

(46) Intentionally deleted.

(47) Intentionally deleted.

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Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (48)No. 26 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 27, 2012.

(49)Intentionally deleted.

(50)Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (51)No. 27 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on October 4, 2012.

(52)Intentionally deleted.

(53)Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (54)No. 2 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on November 23, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (55)No. 3 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on November 29, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (56)No. 4 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on December 6, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (57)No. 5 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on December 13, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (58)No. 6 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on December 20, 2012.

(59)Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on December 21, 2012.

(60)Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (61)No. 8 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on December 28, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (62)No. 9 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 4, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (63)No. 10 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 10, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (64)No. 11 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 17, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (65)No. 12 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 25, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (66)No. 13 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 31, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (67)No. 14 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on February 7, 2013.

(68)Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (69)No. 16 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on February 22, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (70)No. 17 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on February 28, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (71)No. 18 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on March 7, 2013.

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Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (72)No. 19 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on March 14, 2013.

(73)Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on March 15, 2013.

(74)Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on March 15, 2013.

(75)Intentionally deleted.

(76)Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (77)No. 21 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on March 21, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (78)No. 22 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on March 28, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (79)No. 23 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on April 4, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (80)No. 24 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on April 11, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (81)No. 25 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on April 18, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (82)No. 26 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on April 25, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (83)No. 27 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on May 2, 2013.

(84)Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (85)No. 29 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on May 9, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (86)No. 30 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on May 23, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (87)No. 31 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on May 31, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (88)No. 32 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on June 6, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (89)No. 33 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on June 13, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (90)No. 34 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on June 20, 2013.

(91)Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 35 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530),

filed on June 27, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (92)No. 36 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on July 5, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (93)No. 37 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on July 11, 2013.

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Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (94)No. 38 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on July 18, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (95)No. 39 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on July 25, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (96)No. 40 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on August 1, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (97)No. 41 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on August 8, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (98)No. 42 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on August 15, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (99)No. 43 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on August 22, 2013.

(100) Incorporated by reference to the corresponding exhibit number to the Registrant's pre-effective Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on August 27, 2013.

(101) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 45 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 183530), filed on September 6, 2013.

(102) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 46 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 183530), filed on September 12, 2013.

(103) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 47 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 183530), filed on September 19, 2013.

(104) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 48 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 183530), filed on September 26, 2013.

(105) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 49 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on October 3, 2013.

(106) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 50 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on October 10, 2013.

(107) Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-Effective Amendment No. 1 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on October 11, 2013.

(108) Intentionally deleted.

(109) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 51 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on October 18, 2013.

(110) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 3 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on October 24, 2013.

(111)

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 4 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on October 31, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (112)No. 5 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on November 5, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (113)No. 6 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on November 7, 2013.

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Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (114)No. 7 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on November 15, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (115)No. 8 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on November 21, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. (116)9 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on November 29, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (117)No. 10 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on December 5, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (118)No. 11 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on December 12, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (119)No. 12 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on December 19, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (120)No. 13 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on December 27, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (121)No. 14 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on January 3, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (122)No. 15 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on January 9, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (123)No. 16 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on January 16, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (124)No. 17 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on January 24, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (125)No. 18 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on January 30, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (126)No. 19 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on February 6, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (127)No. 20 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on February 13, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (128)No. 21 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on February 19, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (129)No. 22 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on February 21, 2014.

(130)

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 23 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on February 27, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (131)No. 24 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on March 6, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (132)No. 25 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on March 11, 2014.

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Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (133)No. 26 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on March 13, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (134)No. 27 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on March 20, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (135)No. 28 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on March 27, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (136)No. 29 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on April 3, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (137)No. 30 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on April 7, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (138)No. 31 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on April 10, 2014.

(139)Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on April 16, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (140)No. 32 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on April 17, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (141)No. 33 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on April 24, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (142)No. 34 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on May 1, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (143)No. 35 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on May 8, 2014.

(144)Incorporated by reference to Exhibit 10.12 of the Registrant's Form 10-K filed on August 25, 2014.

(145)Incorporated by reference to Exhibit 10.13 of the Registrant's Form 10-K filed on August 25, 2014.

(146) Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-Effective Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on September 2, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-Effective Amendment No. (147)1 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on October 14, 2014.

(148)Incorporated by reference to Exhibit 99.1 of the Registrant's Form 10-K/A filed on November 3, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-Effective Amendment No. (149)2 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on November 3, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (150)No. 1 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on November 3, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (151)No. 2 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on November 20, 2014.

(152)

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 3 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on November 28, 2014.

† Filed herewith.

*To be filed by amendment.

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ITEM 26. MARKETING ARRANGEMENTS

The information contained under the heading “Plan of Distribution” on this Registration Statement is incorporated herein by reference and any information concerning any underwriters will be contained in the accompanying prospectus supplement, if any.

ITEM 27. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION**

Commission registration fee	\$655,220
NASDAQ Global Select Additional Listing Fees	155,000
Accounting fees and expenses	500,000
Legal fees and expenses	1,000,000
Printing and engraving	500,000
Miscellaneous fees and expenses	100,000
Total	\$2,910,000

** These amounts are estimates.

All of the expenses set forth above shall be borne by the Company.

ITEM 28. PERSONS CONTROLLED BY OR UNDER COMMON CONTROL

As of October 31, 2014, the following list sets forth entities in which the Registrant owns a controlling interest, the state under whose laws the entity is organized, and the percentage of voting securities or membership interests owned by the Registrant in such entity. Except for Prospect Capital Funding LLC, Prospect Small Business Lending LLC and Prospect Yield Corporation, LLC, none of these entities are consolidated for purposes of financial reporting.

Name of Entity and Place of Jurisdiction	% of Voting Securities Owned	
SB Forging Company, Inc. (Delaware)	100.0	%
Arctic Oilfield Equipment USA, Inc. (Delaware)	100.0	%
Arctic Energy Services, LLC (Delaware)	70.0	%
CP Holdings of Delaware LLC (Delaware)	100.0	%
CP Energy Services Inc. (Delaware)	82.9	%
CP Well Testing Services Company LLC (Delaware)	82.9	%
CP Well Testing, LLC (Delaware)	82.9	%
Fluid Management Services, Inc. (Delaware)	82.9	%
Fluid Management Services, LLC (Delaware)	82.9	%
Artexoma Logistics, LLC (Delaware)	82.9	%
ProHaul Transports, LLC (Oklahoma)	82.9	%
Wright Foster Disposals, LLC (Delaware)	82.9	%
Wright Transport, Inc. (Delaware)	82.9	%
Wright Trucking, Inc. (Delaware)	82.9	%
Foster Testing Co., Inc. (Delaware)	82.9	%
Watershark, LLC (Oklahoma)	82.9	%
Echelon Aviation LLC (Delaware)	100.0	%
Echelon Aviation II, LLC (Delaware)	100.0	%
Echelon Prime Coöperatief U.A. (Netherlands)	100.0	%
AerLift Leasing Limited (Isle of Man)	60.7	%

AerLift Leasing Jet Limited (Ireland)

50.0

%

Name of Entity and Place of Jurisdiction	% of Voting Securities Owned	
AerLift Aircraft Leasing Limited (Isle of Man)	60.7	%
AerLift Leasing Isle of Man MSN 28415 Limited (Isle of Man)	60.7	%
Alpha Fifteenth Waha Lease Limited (Isle of Man)	60.7	%
Bravo Fifteenth Waha Lease Limited (Isle of Man)	60.7	%
Fourteenth Waha Lease Limited (Isle of Man)	60.7	%
Wahafлот Leasing 963 (Bermuda) Limited (Bermuda)	60.7	%
Wahafлот Leasing 1 Limited (Cyprus)	60.7	%
16TH Waha Lease (Labuan) Limited (Labuan)	60.7	%
Waha Lease (Labuan) Limited (Labuan)	60.7	%
AerLift Leasing Netherlands B.V. (Netherlands)	60.7	%
AerLift Leasing Isle of Man 1 Limited (Isle of Man)	60.7	%
AerLift Leasing France MSN 24698 S.a.r.l. (France)	60.7	%
Energy Solutions Holdings Inc. (Delaware)	100.0	%
Change Clean Energy & Power, LLC (Delaware)	100.0	%
Change Clean Energy LLC (Delaware)	100.0	%
DownEast Power Company, LLC (Delaware)	100.0	%
Biochips, LLC (Maine)	51.0	%
Yatesville Coal Company, LLC (Delaware)	100.0	%
North Fork Collieries LLC (Delaware)	100.0	%
Freedom Marine Services Solutions, LLC (Delaware)	100.0	%
Vessel Company, LLC (Louisiana)	100.0	%
Vessel Company II, LLC (Delaware)	100.0	%
MV Gulf Endeavor L.L.C. (Louisiana)	100.0	%
MV Clint L.L.C. (Louisiana)	100.0	%
MV JF Jett L.L.C. (Louisiana)	100.0	%
Vessel Company III, LLC (Delaware)	100.0	%
MV FMS Courage LLC (Louisiana)	100.0	%
MV FMS Endurance LLC (Louisiana)	100.0	%
First Tower Holdings of Delaware LLC (Delaware)	100.0	%
First Tower Finance Company LLC (Mississippi)	80.1	%
First Tower, LLC (Mississippi)	80.1	%
First Tower Loan, LLC (Louisiana)	80.1	%
Gulfco of Louisiana, LLC (Louisiana)	80.1	%
Gulfco of Mississippi, LLC (Mississippi)	80.1	%
Gulfco of Alabama, LLC (Alabama)	80.1	%
Tower Loan of Illinois, LLC (Mississippi)	80.1	%
Tower Loan of Mississippi, LLC (Mississippi)	80.1	%
Tower Loan of Missouri, LLC (Mississippi)	80.1	%
Tower Auto Loan, LLC (Mississippi)	80.1	%
American Federated Holding Company (Mississippi)	80.1	%
American Federated Insurance Company, Inc. (Mississippi)	80.1	%
American Federated Life Insurance Company, Inc. (Mississippi)	80.1	%
Harbortouch Holdings of Delaware Inc. (Delaware)	100.0	%
Harbortouch Payments, LLC (Delaware)	53.5	%
Credit Card Processing USA, LLC (New Jersey)	53.5	%

Name of Entity and Place of Jurisdiction	% of Voting Securities Owned	
Integrated Contract Services, Inc. (Delaware)	100.0	%
Manx Energy, Inc. (Delaware)*	42.0	%
NMMB Holdings, Inc. (Delaware)	100.0	%
NMMB, Inc. (Delaware)	83.5	%
refuel agency, Inc. (Delaware)	83.5	%
Armed Forces Communications, Inc. (New York)	83.5	%
Prospect Capital Funding LLC (Delaware)	100.0	%
Prospect Small Business Lending LLC (Delaware)	100.0	%
Prospect Yield Corporation, LLC (Delaware)	100.0	%
Wolf Energy Holdings Inc. (Delaware)	100.0	%
Wolf Energy, LLC (Delaware)	100.0	%
Coalbed, LLC (Delaware)	100.0	%
Appalachian Energy LLC (Delaware)	100.0	%
C & S Operating, LLC (Delaware)	100.0	%
The Healing Staff, Inc. (Texas)	100.0	%
R-V Industries, Inc. (Pennsylvania)	88.3	%
STI Holding, Inc. (Delaware)	100.0	%
Borga, Inc. (California)	100.0	%
Vets Securing America, Inc. (Delaware)	100.0	%
APH Property Holdings, LLC (Delaware)	100.0	%
American Property REIT Corp. (Maryland)	100.0	%
APH Guarantor, LLC (Delaware)	100.0	%
1557 Terrell Mill Road, LLC (Delaware)	92.6	%
5100 Live Oaks Blvd, LLC (Delaware)	97.7	%
APH Carroll Resort, LLC (Delaware)	95.0	%
ARIUM Resort, LLC (Delaware)	95.0	%
Arlington Park Marietta, LLC (Delaware)	93.3	%
Lofton Place, LLC (Delaware)	93.2	%
Vista Palma Sola, LLC (Delaware)	93.2	%
APH Gulf Coast Holdings, LLC (Delaware)	99.3	%
NPH Property Holdings, LLC (Delaware)	100.0	%
NPH Property Holdings II, LLC (Delaware)	100.0	%
American Consumer Lending Limited (Cayman Islands)	100.0	%
American Consumer Lending, LLC (Delaware)	100.0	%
National Property REIT Corp. (Maryland)	100.0	%
American Consumer Lending III, LLC (Delaware)	100.0	%
NPH Guarantor, LLC (Delaware)	100.0	%
ACL Loan Holdings, Inc. (Delaware)	100.0	%
ACL Loan Company, Inc. (Delaware)	100.0	%
ACL Loan Company III, Inc. (Delaware)	100.0	%
ACL Consumer Loan Trust (Delaware)	100.0	%
ACL Consumer Loan Trust III (Delaware)	100.0	%
APH Carroll 41, LLC (Delaware)	94.0	%
APH Carroll Bartram Park, LLC (Delaware)	93.0	%
NPH Carroll Atlantic Beach, LLC (Delaware)	93.0	%

Name of Entity and Place of Jurisdiction	% of Voting Securities Owned	
NPH McDowell, LLC (Delaware)	90.0	%
Matthews Reserve II, LLC (Delaware)	90.0	%
City West Apartments II, LLC (Delaware)	90.0	%
Mission Gate II, LLC (Delaware)	90.0	%
Vinings Corner II, LLC (Delaware)	90.0	%
Uptown Park Apartments II, LLC (Delaware)	90.0	%
St. Marin Apartments II, LLC (Delaware)	90.0	%
UPH Property Holdings, LLC (Delaware)	100.0	%
United Property REIT Corp. (Maryland)	100.0	%
Canterbury Green Apartments, LLC (Delaware)	92.5	%
Canterbury Green Apartments TRS, LLC (Delaware)	92.5	%
Columbus OH Apartments HoldCo, LLC (Delaware)	65.4	%
Abbie Lakes OH Partners, LLC (Delaware)	65.4	%
Kengary Way OH Partners, LLC (Delaware)	65.4	%
Jefferson Chase OH Partners, LLC (Delaware)	65.4	%
Lakepoint OH Partners, LLC (Delaware)	65.4	%
Heatherbridge OH Partners, LLC (Delaware)	65.4	%
Sunbury OH Partners, LLC (Delaware)	65.4	%
Lakeview Trail OH Partners, LLC (Delaware)	65.4	%
Goldenstrand OH Partners, LLC (Delaware)	65.4	%
Michigan Storage, LLC (Delaware)	85.0	%
Michigan Storage TRS LLC (Delaware)	85.0	%
Ford Road Self Storage, LLC (Delaware)	85.0	%
Ball Avenue Self Storage, LLC (Delaware)	85.0	%
23 Mile Road Self Storage, LLC (Delaware)	85.0	%
36th Street Self Storage, LLC (Delaware)	85.0	%
Ann Arbor Kalamazoo Self Storage, LLC (Delaware)	85.0	%
Waldon Road Self Storage, LLC (Delaware)	85.0	%
Jolly Road Self Storage, LLC (Delaware)	85.0	%
Haggerty Road Self Storage, LLC (Delaware)	85.0	%
Eaton Rapids Road Self Storage, LLC (Delaware)	85.0	%
Tyler Road Self Storage, LLC (Delaware)	85.0	%
South Atlanta Portfolio Holding Company, LLC (Delaware)	92.6	%
South Atlanta Eastwood Village LLC (Georgia)	92.6	%
South Atlanta Monterey Village LLC (Georgia)	92.6	%
South Atlanta Hidden Creek LLC (Georgia)	92.6	%
South Atlanta Meadow Springs LLC (Georgia)	92.6	%
South Atlanta Meadow View LLC (Georgia)	92.6	%
South Atlanta Peachtree Landing LLC (Georgia)	92.6	%
AWC, LLC (Delaware)	100.0	%
CCPI Holdings, Inc. (Delaware)	100.0	%
CCPI Inc. (Delaware)	94.9	%
CCPI Europe Limited (England)	94.9	%
Mefec B.V. (Netherlands)	94.9	%
Credit Central Holdings of Delaware, LLC (Delaware)	100.0	%

Name of Entity and Place of Jurisdiction	% of Voting Securities Owned	
Credit Central Loan Company, LLC (South Carolina)	74.8	%
Credit Central, LLC (South Carolina)	74.8	%
Credit Central South, LLC (South Carolina)	74.8	%
Credit Central of Tennessee, LLC (South Carolina)	74.8	%
Credit Central of Texas, LLC (South Carolina)	74.8	%
MITY Holdings of Delaware Inc. (Delaware)	100.0	%
MITY, Inc. (Utah)	94.9	%
MITY-LITE, Inc. (Utah)	94.9	%
Broda Enterprises ULC (British Columbia, Canada)	94.9	%
Broda USA, Inc. (Utah)	94.9	%
Nationwide Acceptance Holdings LLC (Delaware)	100.0	%
Nationwide Acceptance LLC (Delaware)	93.8	%
Hercules Insurance Agency LLC (Illinois)	93.8	%
Nationwide CAC LLC (Illinois)	93.8	%
Nationwide Cassel LLC (Illinois)	93.8	%
Nationwide Installment Services LLC (Illinois)	93.8	%
Nationwide Loans LLC (Illinois)	93.8	%
Nationwide Nevada LLC (Illinois)	93.8	%
Nationwide Northwest LLC (Illinois)	93.8	%
Nationwide Southeast LLC (Illinois)	93.8	%
Nationwide West LLC (Illinois)	93.8	%
NIKO Credit Services LLC (Illinois)	93.8	%
Valley Electric Holdings I, Inc. (Delaware)	100.0	%
Valley Electric Holdings II, Inc. (Delaware)	100.0	%
Valley Electric Company, Inc. (Delaware)	94.9	%
VE Company, Inc (Delaware)	94.9	%
Valley Electric Co. of Mt. Vernon, Inc. (Washington)	94.9	%
Watershed Acquisition LP (Delaware)	100.0	%
Watershed GP LLC (Delaware)	100.0	%
Nicholas Financial LLC (Delaware)	100.0	%
0988007 BC Unlimited Liability Company (British Columbia, Canada)	100.0	%

* The Registrant has the right to vote a controlling interest of the voting securities of Manx Energy, Inc. pursuant to proxies.

Prospect Capital Management LLC, a Delaware limited liability company, does not own any shares of the Registrant. Without conceding that Prospect Capital Management controls the Registrant, an affiliate of Prospect Capital Management is the general partner of, and may be deemed to control, the following entities:

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Name	Jurisdiction of Organization
Prospect Street Ventures I, LLC	Delaware
Prospect Management Group LLC	Delaware
Prospect Street Broadband LLC	Delaware
Prospect Street Energy LLC	Delaware
Prospect Administration LLC	Delaware
Prospect Capital Fund Management LLC	Delaware
Priority Senior Secured Income Management, LLC	Delaware
Pathway Energy Infrastructure Management, LLC	Delaware
Prospect Street Co-Investment Fund, LLC	Delaware
Prospect Capital Investment Management, LLC	Delaware
Prospect Street Connecticut Capital, Inc.	Massachusetts

ITEM 29. NUMBER OF HOLDERS OF SECURITIES

The following table sets forth the approximate number of record holders of our common stock at October 31, 2014.

Title of Class	Number of Record Holders
Common Stock, par value \$.001 per share	123

ITEM 30. INDEMNIFICATION

Maryland law permits a Maryland corporation to include in its charter a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for liability resulting from (a) actual receipt of an improper benefit or profit in money, property or services or (b) active and deliberate dishonesty established by a final judgment as being material to the cause of action. Our charter contains such a provision which eliminates directors' and officers' liability to the maximum extent permitted by Maryland law, subject to the requirements of the 1940 Act.

Our charter authorizes us, to the maximum extent permitted by Maryland law and subject to the requirements of the 1940 Act, to obligate ourselves to indemnify any present or former director or officer or any individual who, while a director or officer and at our request, serves or has served another corporation, real estate investment trust, partnership, joint venture, trust, employee benefit plan or other enterprise as a director, officer, partner or trustee, from and against any claim or liability to which that person may become subject or which that person may incur by reason of his or her service in any such capacity and to pay or reimburse their reasonable expenses in advance of final disposition of a proceeding. Our bylaws obligate us, to the maximum extent permitted by Maryland law and subject to the requirements of the 1940 Act, to indemnify any present or former director or officer or any individual who, while a director or officer and at our request, serves or has served another corporation, real estate investment trust, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise as a director, officer, partner, member, manager or trustee and who is made, or threatened to be made, a party to the proceeding by reason of his or her service in any such capacity from and against any claim or liability to which that person may become subject or which that person may incur by reason of his or her service in any such capacity and to pay or reimburse their reasonable expenses in advance of final disposition of a proceeding. The charter and bylaws also permit us to indemnify and advance expenses to any person who served a predecessor of us in any of the capacities described above and any of our employees or agents or any employees or agents of our predecessor. In accordance with the 1940 Act, we will not indemnify any person for any liability to which such person would be subject by reason of such person's willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

Maryland law requires a corporation (unless its charter provides otherwise, which our charter does not) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of his or her service in that capacity. Maryland law permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made, or threatened to be made, a party by reason of their service in those or other capacities unless it is established that (a) the act or omission of the director or officer was material to the matter giving rise to the proceeding and (1) was committed in bad faith or (2) was the result of active and deliberate dishonesty, (b) the director or officer actually received an improper personal benefit in money,

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property or services or (c) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. However, under Maryland law, a Maryland corporation may not indemnify for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that a personal benefit was improperly received, unless in either case a court orders indemnification, and then only for expenses. In addition, Maryland law permits a corporation to advance reasonable expenses to a director or officer upon the corporation's receipt of (a) a written affirmation by the director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation and (b) a written undertaking by him or her or on his or her behalf to repay the amount paid or reimbursed by the corporation if it is ultimately determined that the standard of conduct was not met.

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

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

The Administrator is authorized to enter into one or more sub-administration agreements with other service providers (each a "Sub-Administrator") pursuant to which the Administrator may obtain the services of the service providers in fulfilling its responsibilities hereunder. Any such sub-administration agreements shall be in accordance with the requirements of the 1940 Act and other applicable U.S. Federal and state law and shall contain a provision requiring the Sub-Administrator to comply with the same restrictions applicable to the Administrator.

ITEM 31. BUSINESS AND OTHER CONNECTIONS OF INVESTMENT ADVISER

A description of any other business, profession, vocation or employment of a substantial nature in which the Adviser, and each managing member, director or executive officer of the Adviser, is or has been during the past two fiscal years, engaged in for his or her own account or in the capacity of director, officer, employee, partner or trustee, is set forth in Part A of this Registration Statement in the section entitled "Management." Additional information regarding the Adviser and its officers and directors is set forth in its Form ADV, as filed with the Securities and Exchange Commission (SEC File No. 801-62969), and is incorporated herein by reference.

ITEM 32. LOCATION OF ACCOUNTS AND RECORDS

All accounts, books and other documents required to be maintained by Section 31(a) of the Investment Company Act of 1940, and the rules thereunder are maintained at the offices of:

- (1) the Registrant, Prospect Capital Corporation, 10 East 40th Street, 42nd Floor, New York, NY 10016;
- (2) the Transfer Agent, American Stock Transfer & Trust Company;

(3) the Custodians, U.S. Bank National Association, Israeli Discount Bank of New York Ltd. and Fifth Third Bank;
and

(4) the Adviser, Prospect Capital Management LLC, 10 East 40th Street, 42nd Floor, New York, NY 10016.

ITEM 33. MANAGEMENT SERVICES

Not Applicable.

ITEM 34. UNDERTAKINGS

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1. The Registrant undertakes to suspend the offering of shares until the prospectus is amended if (1) subsequent to the effective date of its registration statement, the net asset value declines more than ten percent from its net asset value as of the effective date of the registration statement; or (2) the net asset value increases to an amount greater than the net proceeds as stated in the prospectus.

The Registrant undertakes if the securities being registered are to be offered to existing stockholders pursuant to warrants or rights, and any securities not taken by stockholders are to be reoffered to the public, to supplement the prospectus, after the expiration of the subscription period, to set forth the results of the subscription offer, the transactions by underwriters during the subscription period, the amount of unsubscribed securities to be purchased by underwriters, and the terms of any subsequent reoffering thereof. If any public offering by the underwriters of the securities being registered is to be made on terms differing from those set forth on the cover page of the prospectus, we will file a post-effective amendment to set forth the terms of such offering.

3. The Registrant undertakes:

a. to file, during any period in which offers or sales are being made, a post-effective amendment to the registration statement:

(1) to include any prospectus required by Section 10(a)(3) of the 1933 Act;

(2) to reflect in the prospectus any facts or events after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(3) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

b. that, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of those securities at that time shall be deemed to be the initial bona fide offering thereof;

c. to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

d. that, for the purpose of determining liability under the 1933 Act to any purchaser, each prospectus filed pursuant to Rule 497(b), (c), (d) or (e) under the 1933 Act as part of a registration statement relating to an offering, other than prospectuses filed in reliance on Rule 430A under the 1933 Act, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use; and

e. that, for the purpose of determining liability of the Registrant under the 1933 Act to any purchaser in the initial distribution of securities: The undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell

such securities to the purchaser: (1) any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 497 under the 1933 Act; (2) the portion of any advertisement pursuant to Rule 482 under the 1933 Act relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and (3) any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

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4. The Registrant undertakes that it will not sell any units consisting of combinations of securities that have not previously been described in a registration statement of the Registrant or an amendment thereto that was subject to review by the Commission and that subsequently became effective.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement on Form N-2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, in the State of New York, on the 4th day of December 2014.

PROSPECT CAPITAL CORPORATION

By: /s/ JOHN F. BARRY III
John F. Barry III
Chief Executive Officer and Chairman of the Board
of Directors

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on December 4, 2014. This document may be executed by the signatories hereto on any number of counterparts, all of which constitute one and the same instrument.

Signature	Title
/s/ JOHN F. BARRY III John F. Barry III	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)
/s/ M. GRIER ELIASEK M. Grier Eliasek	Chief Operating Officer and Director
/s/ BRIAN H. OSWALD Brian H. Oswald	Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)
/s/ WILLIAM J. GREMP* William J. Grempe	Director
/s/ ANDREW C. COOPER* Andrew C. Cooper	Director
/s/ EUGENE S. STARK* Eugene S. Stark	Director

*By: /s/ M. GRIER ELIASEK
M. Grier Eliasek,
as Attorney-in-Fact

INDEX TO EXHIBITS

Exhibit No.	Description
(d)(674)	Three Hundred Twenty-Sixth Supplemental Indenture dated as of December 4, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee
(d)(675)	Form of 4.250% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(674))