

PROSPECT CAPITAL CORP  
Form POS EX  
September 20, 2012

As filed with the Securities and Exchange Commission on September 20, 2012

Registration No. 333-176637

# U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM N-2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PRE-EFFECTIVE AMENDMENT NO.  
 POST-EFFECTIVE AMENDMENT NO. 25

## PROSPECT CAPITAL CORPORATION

(Exact Name of Registrant as Specified in Charter)

10 East 40th Street, 44th Floor  
New York, NY 10016

(Address of Principal Executive Offices)

Registrant's Telephone Number, including Area Code: (212) 448-0702

John F. Barry III  
Brian H. Oswald  
c/o Prospect Capital Management LLC  
10 East 40th Street, 44th Floor

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**New York, NY 10016  
(212) 448-0702**

(Name and Address of Agent for Service)

Copies of information to:

**Richard T. Prins  
Skadden, Arps, Slate, Meagher & Flom LLP  
4 Times Square  
New York, NY 10036  
(212) 735-3000**

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Approximate Date of Proposed Public Offering:

**From time to time after the effective date of this Registration Statement**

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If any of the securities being registered on this form are offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box. x

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 25 to the Registration Statement on Form N-2 (File No. 333-176637) of Prospect Capital Corporation (the Registration Statement ) is being filed pursuant to Rule 462(d) under the Securities Act of 1933, as amended (the Securities Act ), solely for the purpose of filing exhibits to the Registration Statement. Accordingly, this Post-Effective Amendment No. 25 consists only of a facing page, this explanatory note and Part C of the Registration Statement on Form N-2 setting forth the exhibits to the Registration Statement. This Post-Effective Amendment No. 25 does not modify any other part of the Registration Statement. Pursuant to Rule 462(d) under the Securities Act, this Post-Effective Amendment No. 25 shall become effective immediately upon filing with the Securities and Exchange Commission. The contents of the Registration Statement are hereby incorporated by reference.

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**PART C OTHER INFORMATION**

**ITEM 25. FINANCIAL STATEMENTS AND EXHIBITS**

(1) *Financial Statements*

The following statements of Prospect Capital Corporation (the Company or the Registrant ) are included in Part A of this Registration Statement:

**INDEX TO FINANCIAL STATEMENTS**

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(2) *Exhibits*

The agreements included or incorporated by reference as exhibits to this registration statement contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties were made solely for the benefit of the other parties to the applicable agreement and (i) were not intended to be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate; (ii) may have been qualified in such agreement by disclosures that were made to the other party in connection with the negotiation of the applicable agreement; (iii) may apply contract standards of materiality that are different from materiality under the applicable securities laws; and (iv) were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement.

The Company acknowledges that, notwithstanding the inclusion of the foregoing cautionary statements, it is responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this registration statement not misleading.

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Exhibit No.	Description
(a)(1)	Articles of Amendment and Restatement(1)
(b)(1)	Amended and Restated Bylaws(3)
(c)	Not Applicable
(d)(1)	Form of Share Certificate(2)
(d)(2)	Form of Indenture(12)
(d)(3)	Indenture dated as of December 21, 2010 relating to the 6.25% Senior Convertible Notes, by and between the Registrant and American Stock Transfer & Trust Company, LLC, as Trustee(10)
(d)(3)(a)	Form of 6.75% Senior Convertible Note due 2015(7)
(d)(4)	Indenture dated as of February 14, 2011 relating to the 5.50% Senior Convertible Notes, by and between the Registrant and American Stock Transfer & Trust Company, LLC, as Trustee(11)
(d)(4)(a)	Form of 5.50% Senior Convertible Note due 2016(8)
(d)(5)	Statement of Eligibility of American Stock Transfer & Trust Company, LLC on Form T-1(13)
(d)(6)	Form of Selling Agent Agreement(13)
(d)(7)	Indenture dated as of February 16, 2012, by and between the Registrant and American Stock Transfer & Trust Company, LLC, as Trustee(15)
(d)(8)	First Supplemental Indenture dated as of March 1, 2012, to the Indenture dated as of February 16, 2012, by and between the Registrant and American Stock Transfer & Trust Company, LLC, as Trustee(15)
(d)(9)	Form of 7.00% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(8))(15)
(d)(10)	Second Supplemental Indenture dated as of March 8, 2012, to the Indenture dated as of February 16, 2012, by and between the Registrant and American Stock Transfer & Trust Company, LLC, as Trustee(16)
(d)(11)	Joinder Supplemental Indenture dated as of March 8, 2012, to the Indenture dated as of February 16, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Original Trustee, and U.S. Bank National Association, as Series Trustee(16)
(d)(12)	Form of 6.900% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(10))(16)
(d)(13)	Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee(17)
(d)(14)	Third Supplemental Indenture dated as of April 5, 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(20)
(d)(15)	Form of 6.850% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(14))(20)
(d)(16)	Fourth Supplemental Indenture dated as of April 12, 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(21)
(d)(17)	Form of 6.700% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(16))(21)
(d)(18)	Indenture dated as of April 16, 2012 relating to the 5.375% Senior Convertible Notes, by and between the Registrant and American Stock Transfer & Trust Company, as Trustee(22)

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- (d)(19) Form of 5.375% Senior Convertible Note due 2017(23)
- (d)(20) Fifth Supplemental Indenture dated as of April 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(24)
- (d)(21) Form of 6.500% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(20))(24)
- (d)(22) Supplemental Indenture dated as of May 1, 2012, by and between the Registrant and U.S. Bank National Association, as Trustee(25)
- (d)(23) Form of Global Note 6.95% Senior Note due 2022(26)
- (d)(24) Sixth Supplemental Indenture dated as of June 14, 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(27)
- (d)(25) Form of 6.950% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(24))(27)
- (d)(26) Seventh Supplemental Indenture dated as of June 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(28)
- (d)(27) Form of 6.550% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(26))(28)
- (d)(28) Eighth Supplemental Indenture dated as of July 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(29)
- (d)(29) Form of 6.450% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(28))(29)
- (d)(30) Ninth Supplemental Indenture dated as of July 12, 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(31)
- (d)(31) Form of 6.350% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(30))(31)
- (d)(32) Tenth Supplemental Indenture dated as of July 19, 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(33)
- (d)(33) Form of 6.300% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(32))(33)
- (d)(34) 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)

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- (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)
- (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
- (d) (51) Form of 5.900% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(50))
- (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) Form of Underwriting Agreement(9)
- (h)(2) Form of Equity Distribution Agreement(30)
- (i) Not Applicable
- (j) Form of Custodian Agreement(4)
- (k)(1) Form of Administration Agreement between Registrant and Prospect Administration LLC(2)

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- (k)(2) Form of Transfer Agency and Registrar Services Agreement(4)
- (k)(3) Form of Trademark License Agreement between the Registrant and Prospect Capital Management(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) Fourth Amended and Restated Loan and Servicing Agreement, dated March 27, 2012, 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, Key Equipment Finance Inc. and Royal Bank of Canada as Syndication Agents, U.S. Bank National Association as Calculation Agent, Paying Agent and Documentation Agent, Key Equipment Finance Inc. as Facility Agent, and Key Equipment Finance Inc. as Structuring Agent, Sole Lead Arranger and Sole Bookrunner (19)



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<b>Exhibit No.</b>	<b>Description</b>
(l)(1)	Opinion and Consent of Venable LLP, as special Maryland counsel for Registrant(13)
(l)(2)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant(15)
(l)(3)	Opinion and Consent of Skadden, Arps, Slate, Meagher & Flom LLP, as special New York counsel for the Registrant(15)
(l)(4)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant(16)
(l)(5)	Opinion and Consent of Skadden, Arps, Slate, Meagher & Flom LLP, as special New York counsel for the Registrant(16)
(l)(6)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant(32)
(l)(7)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant(43)
(m)	Not Applicable
(n)(1)	Consent of independent registered public accounting firm(14)
(n)(2)	Report of independent registered public accounting firm on Senior Securities table(14)
(n)(3)	Power of Attorney(12)
(n)(4)	Consent of independent registered public accounting firm(41)
(n)(5)	Report of independent registered public accounting firm on Senior Securities table(41)
(n)(6)	Consent of independent registered public accounting firm(43)
(o)	Not Applicable
(p)	Not Applicable
(q)	Not Applicable
(r)	Code of Ethics(12)

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(1) Incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on July 30, 2012.

(2) Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-effective Amendment No. 2 to the Registration Statement under the Securities Act of 1933, 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.

(4) Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-effective Amendment No. 3 to the Registration Statement under the Securities Act of 1933, as amended, on Form N-2 (File No. 333-114552), filed on July 23, 2004.

(5) Incorporated by reference to Exhibit 99.1 of the Registrant's Form 8-K filed on January 20, 2011.

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- (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 4.2 of the Registrant's Form 8-K filed on December 21, 2010.
- (8) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on February 18, 2011.
- (9) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-effective Amendment No. 1 to the Registration Statement under the Securities Act of 1933, as amended, on Form N-2 (File No. 333-170724), filed on April 6, 2011.
- (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.
- (12) Incorporated by reference to the corresponding exhibit number to the initial filing of this Registration Statement, filed on September 1, 2011.
- (13) Incorporated by reference to the corresponding exhibit number to Pre-Effective Amendment No. 1 of this Registration Statement, filed on October 11, 2011.
- (14) Incorporated by reference to the corresponding exhibit number to Pre-Effective Amendment No. 2 of this Registration Statement, filed on October 18, 2011.
- (15) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 1 of this Registration Statement, filed on March 1, 2012.
- (16) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 2 of this Registration Statement, filed on March 8, 2012.
- (17) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 3 of this Registration Statement, filed on March 14, 2012.

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- (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 99.1 of the Registrant's Form 8-K filed on April 2, 2012.
- (20) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 5 of this Registration Statement, filed on April 5, 2012.
- (21) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 6 of this Registration Statement, 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.
- (24) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 8 of this Registration Statement, 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.
- (27) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 10 of this Registration Statement filed on June 14, 2012.
- (28) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 11 of this Registration Statement filed on June 28, 2012.
- (29) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 12 of this Registration Statement filed on July 6, 2012.

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(30) 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 of 1933, as amended, on Form N-2 (File No. 333-170724), filed on January 27, 2011.

(31) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 13 of this Registration Statement, filed on July 12, 2012.

(32) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 14 of this Registration Statement, filed on July 17, 2012.

(33) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 15 of this Registration Statement, filed on July 19, 2012.

(34) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 16 of this Registration Statement, filed on July 26, 2012.

(35) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 17 of this Registration Statement, filed on August 2, 2012.

(36) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 18 of this Registration Statement, 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.

(39) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 19 of this Registration Statement, filed on August 16, 2012.

(40) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 20 of this Registration Statement, filed on August 23, 2012.

(41) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 21 of this Registration Statement, filed on August 27, 2012.

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(42) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 22 of this Registration Statement, filed on September 7, 2012.

(43) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 23 of this Registration Statement, filed on September 10, 2012.

(44) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 24 of this Registration Statement, filed on September 13, 2012.

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	\$	37,837
NASDAQ Global Select Additional Listing Fees		65,000
FINRA filing fee		22,433
Accounting fees and expenses		250,000
Legal fees and expenses		500,000
Printing and engraving		200,000
Miscellaneous fees and expenses		25,000
Total	\$	1,100,270

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\*\* 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 June 30, 2012, 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. None of these entities are consolidated for purposes of financial reporting.

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Name of Entity and Place of Jurisdiction	% of Voting Securities Owned
AMU Holdings, Inc. (Delaware)	100.0%
AIRMALL USA Holdings Inc. (Delaware)	100.0%
AIRMALL USA Inc. (Delaware)	100.0%
AIRMALL Boston Inc. (Delaware)	100.0%
AIRMALL Pittsburgh Inc. (Delaware)	100.0%
AIRMALL Maryland Inc. (Maryland)	100.0%
AIRMALL Cleveland Inc. (Delaware)	100.0%
ARRM Holdings Inc. (Delaware)	100.0%
Ajax Rolled Ring & Machine, LLC (Delaware)	77.7%
AWC, LLC (Delaware)	100.0%
Borga, Inc. (California)	100.0%
Energy Solutions Holdings Inc. (Delaware)	100.0%
Change Clean Energy Holdings, 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 Holdings, LLC (Delaware)	100.0%
North Fork Collieries LLC (Delaware)	100.0%
Gas Solutions GP LLC (Delaware)	100.0%
Gas Solutions LP LLC (Delaware)	100.0%
Gas Solutions II Ltd. (Texas)	100.0%
Freedom Marine Holdings, LLC (Delaware)	100.0%
Jettco Marine Services LLC (Delaware)	100.0%
M.V. Gulf Endeavor L.L.C. (Louisiana)	100.0%
M.V. Clint L.L.C. (Louisiana)	100.0%
M.V. JF Jett L.L.C. (Louisiana)	100.0%
First Tower Holdings of Delaware LLC (Delaware)	100.0%
First Tower Holdings 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%