

APOLLO INVESTMENT CORP

Form 10-Q

November 05, 2009

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

x **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the Quarter Ended September 30, 2009

.. **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
Commission File Number: 333-112591

**APOLLO INVESTMENT CORPORATION**

(Exact name of registrant as specified in its charter)

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<b>Maryland</b> (State or other jurisdiction of incorporation or organization)	<b>52-2439556</b> (I.R.S. Employer Identification No.)
<b>9 West 57<sup>th</sup> Street</b>  <b>37th Floor</b>  <b>New York, N.Y.</b> (Address of principal executive office)	<b>10019</b> (Zip Code)
<b>(212) 515-3450</b>  (Registrant's telephone number, including area code)	

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

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

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of the registrant's Common Stock, \$.001 par value, outstanding as of November 5, 2009 was 164,218,539.

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**APOLLO INVESTMENT CORPORATION**

**FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2009**

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

In this Quarterly Report, Apollo Investment, Company, AIC, Fund, we, us and our refer to Apollo Investment Corporation unless the context otherwise states.

**Item 1. Financial Statements****APOLLO INVESTMENT CORPORATION****STATEMENTS OF ASSETS AND LIABILITIES**

(in thousands, except per share amounts)

	September 30, 2009 (unaudited)	March 31, 2009
<b>Assets</b>		
Non-controlled/non-affiliated investments, at value (cost \$3,022,735 and \$3,082,364, respectively)	\$ 2,512,435	\$ 2,345,470
Controlled investments, at value (cost \$339,819 and \$342,115, respectively)	133,834	141,421
Cash	2,491	5,914
Foreign currency (cost \$1,435 and \$694, respectively)	1,422	693
Interest receivable	44,362	42,461
Dividends receivable (see note 2)	7,636	7,302
Receivable for investments sold	800	
Miscellaneous income receivable		51
Receivable from investment adviser		393
Prepaid expenses and other assets	3,378	4,934
<b>Total assets</b>	<b>\$ 2,706,358</b>	<b>\$ 2,548,639</b>
<b>Liabilities</b>		
Credit facility payable (see note 7 & 12)	\$ 902,312	\$ 1,057,601
Dividends payable	45,838	36,978
Payable for investments purchased	45,567	27,555
Management and performance-based incentive fees payable (see note 3)	26,062	25,314
Interest payable	357	711
Accrued administrative expenses	1,021	1,547
Other liabilities and accrued expenses	1,021	2,795
<b>Total liabilities</b>	<b>\$ 1,022,178</b>	<b>\$ 1,152,501</b>
<b>Net Assets</b>		
Common stock, par value \$.001 per share, 400,000 and 400,000 common shares authorized, respectively, and 163,706 and 142,221 issued and outstanding, respectively	\$ 164	\$ 142
Paid-in capital in excess of par (see note 2f)	2,529,409	2,352,205
Undistributed net investment income (see note 2f)	114,079	96,174
Accumulated net realized loss (see note 2f)	(222,143)	(120,811)
Net unrealized depreciation	(737,329)	(931,572)
<b>Total Net Assets</b>	<b>\$ 1,684,180</b>	<b>\$ 1,396,138</b>
<b>Total liabilities and net assets</b>	<b>\$ 2,706,358</b>	<b>\$ 2,548,639</b>

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Net Asset Value Per Share	\$	10.29	\$	9.82
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See notes to financial statements.

**Table of Contents****APOLLO INVESTMENT CORPORATION****STATEMENTS OF OPERATIONS (unaudited)**

(in thousands, except per share amounts)

	Three months ended September 30,		Six months ended September 30,	
	2009	2008	2009	2008
<b>INVESTMENT INCOME:</b>				
From non-controlled/non-affiliated investments:				
Interest	\$ 71,875	\$ 90,225	\$ 147,172	\$ 175,200
Dividends	3,584	3,776	6,820	7,111
Other income	482	3,276	1,751	3,473
From controlled investments:				
Dividends	8,462	6,270	11,221	8,722
Other income				
<b>Total Investment Income</b>	<b>84,403</b>	<b>103,547</b>	<b>166,964</b>	<b>194,506</b>
<b>EXPENSES:</b>				
Management fees (see note 3)	\$ 13,214	\$ 16,354	\$ 25,936	\$ 32,376
Performance-based incentive fees (see note 3)	12,848	14,123	25,180	25,701
Interest and other credit facility expenses	4,409	14,404	9,477	28,321
Administrative services expense	1,198	855	2,507	2,723
Other general and administrative expenses	1,344	1,366	3,144	2,713
<b>Total expenses</b>	<b>33,013</b>	<b>47,102</b>	<b>66,244</b>	<b>91,834</b>
Expense offset arrangement (see note 8)		(46)		(132)
<b>Net expenses</b>	<b>33,013</b>	<b>47,056</b>	<b>66,244</b>	<b>91,702</b>
<b>Net investment income</b>	<b>\$ 51,390</b>	<b>\$ 56,491</b>	<b>\$ 100,720</b>	<b>\$ 102,804</b>
<b>REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS, CASH EQUIVALENTS AND FOREIGN CURRENCIES:</b>				
Net realized gain (loss):				
Investments and cash equivalents	\$ (3,321)	\$ (33,171)	\$ (101,399)	\$ (62,401)
Foreign currencies	224	3,195	67	2,607
<b>Net realized loss</b>	<b>(3,097)</b>	<b>(29,976)</b>	<b>(101,332)</b>	<b>(59,794)</b>
Net change in unrealized gain (loss):				
Investments and cash equivalents	69,386	(307,592)	221,221	(252,703)
Foreign currencies	(8,523)	43,125	(26,978)	43,581
<b>Net change in unrealized gain (loss)</b>	<b>60,863</b>	<b>(264,467)</b>	<b>194,243</b>	<b>(209,122)</b>
<b>Net realized and unrealized gain (loss) from investments, cash equivalents and foreign currencies</b>	<b>57,766</b>	<b>(294,443)</b>	<b>92,911</b>	<b>(268,916)</b>
<b>NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS</b>	<b>\$ 109,156</b>	<b>\$ (237,952)</b>	<b>\$ 193,631</b>	<b>\$ (166,112)</b>

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<b>EARNINGS (LOSS) PER SHARE (see note 5)</b>	\$	0.71	\$	(1.67)	\$	1.31	\$	(1.21)
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See notes to financial statements.

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**APOLLO INVESTMENT CORPORATION**  
**STATEMENTS OF CHANGES IN NET ASSETS**

(in thousands, except shares)

	Six months ended September 30, 2009 (unaudited)	Year ended March 31, 2009
<b>Increase (Decrease) in net assets from operations:</b>		
Net investment income	\$ 100,720	\$ 206,331
Net realized loss	(101,332)	(83,740)
Net change in unrealized gain (loss)	194,243	(734,470)
Net increase (decrease) in net assets resulting from operations	193,631	(611,879)
<b>Dividends and distributions to stockholders:</b>	(82,815)	(258,843)
<b>Capital share transactions:</b>		
Net proceeds from shares sold	172,974	369,589
Less offering costs	(385)	(637)
Reinvestment of dividends	4,637	
Net increase in net assets from capital share transactions	177,226	368,952
<b>Total increase (decrease) in net assets:</b>	288,042	(501,770)
Net assets at beginning of period	1,396,138	1,897,908
Net assets at end of period	\$ 1,684,180	\$ 1,396,138
<b>Capital share activity</b>		
Shares sold	20,700,000	22,327,500
Shares issued from reinvestment of dividends	784,559	
Net increase in capital share activity	21,484,559	22,327,500

See notes to financial statements.



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**APOLLO INVESTMENT CORPORATION**  
**STATEMENTS OF CASH FLOWS (unaudited)**  
(in thousands)

	Six months ended September 30,	
	2009	2008
<b>Cash Flows from Operating Activities:</b>		
Net Increase (Decrease) in Net Assets Resulting from Operations	\$ 193,631	\$ (166,112)
Adjustments to reconcile net increase (decrease):		
Purchase of investments (including capitalized PIK)	(159,641)	(385,734)
Proceeds from disposition of investments and cash equivalents	120,085	111,504
Increase from foreign currency transactions	222	2,127
Decrease (increase) in interest and dividends receivable	(2,235)	(15,703)
Decrease in prepaid expenses and other assets	2,000	1,820
Increase in management and performance-based incentive fees payable	748	3,507
Increase (decrease) in interest payable	(354)	422
Decrease in accrued expenses and other liabilities	(2,300)	(780)
Increase (decrease) in payable for investments and cash equivalents purchased	18,012	(97,965)
Increase in receivable for investments sold	(800)	
Net change in unrealized depreciation (appreciation) on investments, cash equivalents, foreign currencies and other assets and liabilities	(194,243)	209,122
Net realized loss on investments and cash equivalents	101,332	59,793
Net Cash Provided (Used) by Operating Activities	\$ 76,457	\$ (277,999)
<b>Cash Flows from Financing Activities:</b>		
Net proceeds from the issuance of common stock	\$ 172,974	\$ 369,589
Offering costs from the issuance of common stock	(385)	(479)
Dividends paid in cash	(69,318)	(157,278)
Borrowings under credit facility	261,090	1,247,835
Repayments under credit facility	(443,500)	(1,185,503)
Net Cash Provided (Used) by Financing Activities	\$ (79,139)	\$ 274,164
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>\$ (2,682)</b>	<b>\$ (3,835)</b>
Effect of exchange rates on cash balances	(12)	9
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	<b>\$ 6,607</b>	<b>\$ 414,983</b>
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<b>\$ 3,913</b>	<b>\$ 411,157</b>

Non-cash financing activities consist of the reinvestment of dividends totaling \$4,637 and \$0, respectively (in thousands).

See notes to financial statements.

**Table of Contents****APOLLO INVESTMENT CORPORATION****SCHEDULE OF INVESTMENTS (unaudited)**

September 30, 2009

(in thousands)

**Investments in Non-Controlled/Non-Affiliated Portfolio**

Companies 149.2%

	Industry	Par Amount*	Cost	Fair Value (1)
<b>CORPORATE DEBT 129.9%</b>				
<b>BANK DEBT/SENIOR SECURED LOANS (2) 41.3%</b>				
<b>1<sup>st</sup> Lien Bank Debt/Senior Secured Loans 0.1%</b>				
Fox Acquisition Sub LLC, 7/14/15	Broadcasting & Entertainment	\$ 2,992	\$ 2,648	\$ 2,648
<b>2<sup>nd</sup> Lien Bank Debt/Senior Secured Loans 41.2%</b>				
AB Acquisitions UK Topco 2 Limited (Alliance Boots), 7/9/16	Retail	£ 11,400	\$ 19,886	\$ 15,407
AB Acquisitions UK Topco 2 Limited (Alliance Boots), 7/9/16	Retail	3,961	5,468	4,892
Asurion Corporation, 7/3/15	Insurance	\$ 148,300	146,927	143,110
BNY ConvergEx Group, LLC, 4/2/14	Business Services	54,000	53,584	52,380
C.H.I. Overhead Doors, Inc., 13.00%, 10/22/11	Building Products	15,000	15,015	11,100
Clean Earth, Inc., 13.00%, 8/1/14	Environmental	25,000	25,000	22,750
Dresser, Inc., 5/4/15	Industrial	61,000	60,929	53,594
Educate, Inc., 6/14/14	Education	10,000	10,000	8,666
Garden Fresh Restaurant Corp., 12/22/11	Retail	26,000	25,882	25,480
Generics International, Inc., 4/30/15	Healthcare	20,000	19,924	18,845
Gray Wireline Service, Inc., 12.25%, 2/28/13	Oil & Gas	77,500	77,021	45,260
Infor Enterprise Solutions Holdings, Inc., Tranche B-1, 3/2/14	Business Services	5,000	5,000	3,275
Infor Enterprise Solutions Holdings, Inc., 3/2/14	Business Services	15,000	14,871	9,975
Infor Global Solutions European Finance S.á.R.L., 3/2/14	Business Services	6,210	8,263	5,495
IPC Systems, Inc., 6/1/15	Telecommunications	\$ 42,250	39,610	27,234
Kronos, Inc., 6/11/15	Electronics	60,000	60,000	54,000
Penton Media, Inc., 2/1/14	Media	14,000	10,897	2,310
Quality Home Brands Holdings LLC, 6/20/13	Consumer Products	40,462	40,075	10,116
Ranpak Corp., 12/27/14 (3)	Packaging	12,500	12,500	11,634
Ranpak Corp., 12/27/14 (4)	Packaging	5,206	7,585	7,103
RSA Holdings Corp. of Delaware (American Safety Razor), 1/30/14	Consumer Products	\$ 19,000	14,345	15,200
Sheridan Holdings, Inc., 6/15/15	Healthcare	60,000	60,000	54,180
Sorenson Communications, Inc., 2/18/14	Consumer Services	63,603	63,453	59,416
TransFirst Holdings, Inc., 6/15/15	Financial Services	35,365	34,356	32,147
<b>Total 2<sup>nd</sup> Lien Bank Debt/Senior Secured Loans</b>			<b>\$ 830,591</b>	<b>\$ 693,569</b>
<b>TOTAL BANK DEBT/SENIOR SECURED LOANS</b>			<b>\$ 833,239</b>	<b>\$ 696,217</b>

See notes to financial statements.

**Table of Contents****APOLLO INVESTMENT CORPORATION****SCHEDULE OF INVESTMENTS (unaudited) (continued)**

September 30, 2009

(in thousands)

	Industry	Par Amount*	Cost	Fair Value (1)
<b>Subordinated Debt/Corporate Notes 88.6%</b>				
AB Acquisitions UK Topco 2 Limited (Alliance Boots), GBP L+650, 7/9/17	Retail	£ 40,199	\$ 77,985	\$ 54,905
Advantage Sales & Marketing, Inc., 12.00%, 3/29/14	Grocery	\$ 32,209	31,802	31,822
Allied Security Holdings LLC, 13.75%, 8/21/15	Business Services	20,000	19,641	20,400
Altegrity Inc., 11.75%, 5/1/16 <i>¿</i>	Diversified Service	14,639	9,394	13,277
Altegrity Inc., 10.50%, 11/1/15 <i>¿</i>	Diversified Service	9,500	8,091	8,569
AMH Holdings II, Inc. (Associated Materials), 20.00%, 12/01/14 ***	Building Products	7,840		784
Angelica Corporation, 15.00%, 2/4/14	Healthcare	60,000	60,000	62,880
Arbonne Intermediate Holdco Inc. (Natural Products Group LLC), 13.50%, 6/19/14 ***	Direct Marketing	82,186	76,803	2,055
Associated Materials, Inc. 15.00%, 07/15/12	Building Products	12,000	12,000	12,000
BNY ConvergEx Group, LLC, 14.00%, 10/2/14	Business Services	15,768	15,768	16,084
Booz Allen Hamilton Inc., 13.00%, 7/31/16	Consulting Services	23,435	23,091	23,904
Brenntag Holding GmbH & Co. KG, E+700, 01/18/16	Chemicals	20,024	24,840	26,342
Catalina Marketing Corporation, 11.625%, 10/1/17 <i>¿</i>	Grocery	\$ 40,175	37,545	40,979
Catalina Marketing Corporation, 10.50%, 10/1/15 <i>¿</i>	Grocery	5,000	5,088	5,088
Ceridian Corp., 13.00%, 11/15/15	Diversified Service	50,000	50,000	45,150
Ceridian Corp., 11.25%, 11/15/15	Diversified Service	36,000	35,192	32,904
Cidron Healthcare C S.á.R.L. (Convatec) E+950, 8/1/17	Healthcare	7,834	12,261	10,191
Collect America, Ltd., 16.00%, 8/5/12 <i>¿</i>	Consumer Finance	\$ 39,920	39,498	39,920
Delta Educational Systems, Inc., 14.20%, 5/12/13	Education	19,400	18,954	19,536
DSI Renal Inc., 16.00%, 4/7/14	Healthcare	12,283	12,283	10,684
Dura-Line Merger Sub, Inc., 14.00%, 9/22/14	Telecommunications	41,787	41,171	41,787
Eurofresh, Inc., 0% / 14.50%, 1/15/14 <i>¿</i> ***	Agriculture	26,504	24,303	530
Eurofresh, Inc., 11.50%, 1/15/13 <i>¿</i> ***	Agriculture	50,000	50,000	1,000
European Directories (DH5) B.V., 15.735%, 7/1/16	Publishing	3,195	4,106	4,232
European Directories (DH7) B.V., E+950, 7/1/15	Publishing	17,040	21,252	22,591
First Data Corporation, 11.25%, 3/31/16	Financial Services	\$ 40,000	33,491	35,760
First Data Corporation, 9.875%, 9/24/15	Financial Services	45,500	39,799	42,201
FleetPride Corporation, 11.50%, 10/1/14 <i>¿</i>	Transportation	47,500	47,500	43,225
Fox Acquisition Sub LLC, 13.375%, 7/15/16 <i>¿</i>	Broadcasting & Entertainment	25,000	24,794	19,260
FPC Holdings, Inc. (FleetPride Corporation), 0% / 14.00%, 6/30/15 <i>¿</i>	Transportation	37,846	37,974	31,412
General Nutrition Centers, Inc., L+450, 3/15/14	Retail	12,275	12,119	10,879
Goodman Global Inc., 13.50%, 2/15/16	Manufacturing	25,000	25,000	25,575
Hub International Holdings, 10.25%, 6/15/15 <i>¿</i>	Insurance	25,000	24,205	22,625
Infor Lux Bond Company (Infor Global), L+800, 9/2/14	Business Services	9,997	9,997	2,762
KAR Holdings, Inc., 10.00%, 5/1/15	Transportation	32,225	28,780	32,547
Latham Manufacturing Corp., 20.00%, 12/30/12 ***	Leisure Equipment	41,807	34,190	

See notes to financial statements.



**Table of Contents****APOLLO INVESTMENT CORPORATION****SCHEDULE OF INVESTMENTS (unaudited) (continued)**

September 30, 2009

(in thousands)

	Industry	Par Amount*	Cost	Fair Value (1)
<b>Subordinated Debt/Corporate Notes (continued)</b>				
Laureate Education, Inc., 11.75%, 8/15/17 <i>¿</i>	Education	\$ 53,540	\$49,756	\$50,221
LVI Services, Inc., 14.25%, 11/16/12	Environmental	48,575	48,575	45,830
MW Industries, Inc., 13.00%, 5/1/14	Manufacturing	60,451	59,584	54,345
NCO Group Inc., 11.875%, 11/15/14	Consumer Finance	22,630	18,720	20,524
Nielsen Finance LLC, 0% / 12.50%, 8/1/16	Market Research	61,000	50,786	48,190
OTC Investors Corporation (Oriental Trading Company), 13.50%, 1/31/15	Direct Marketing	29,763	29,763	10,417
Pacific Crane Maintenance Company, L.P., 15.00%, 2/15/14	Machinery	36,825	36,825	19,333
PBM Holdings, Inc., 13.50%, 9/29/13	Beverage, Food & Tobacco	17,723	17,723	17,634
Playpower Holdings Inc., 15.50%, 12/31/12 <i>¿</i>	Leisure Equipment	90,194	90,194	70,351
QHB Holdings LLC (Quality Home Brands), 14.50%, 12/20/13***	Consumer Products	54,697	52,154	2,188
Ranpak Holdings, Inc., 15.00%, 12/27/15	Packaging	62,666	62,666	57,245
RSA Holdings Corp. of Delaware (American Safety Razor), 13.50%, 1/30/15	Consumer Products	53,629	53,629	45,450
The Servicemaster Company, 10.75%, 7/15/15 <i>¿</i>	Diversified Service	52,173	47,514	49,694
TL Acquisitions, Inc. (Thomson Learning), 0% / 13.25%, 7/15/15 <i>¿</i>	Education	72,500	72,238	68,029
TP Financing 2, Ltd. (Travellex), GBP L+725, 4/1/15	Financial Services	£ 14,422	27,487	17,437
US Foodservice, 10.25%, 6/30/15 <i>¿</i>	Beverage, Food & Tobacco	\$ 81,543	60,931	78,118
Varietal Distribution, 10.75%, 6/30/17	Distribution	22,204	21,640	19,429
WDAC Intermediate Corp., E+600, 11/29/15	Publishing	48,629	65,924	3,562
<b>Total Subordinated Debt/Corporate Notes</b>			<b>\$ 1,895,026</b>	<b>\$ 1,491,857</b>
<b>TOTAL CORPORATE DEBT</b>			<b>\$ 2,728,265</b>	<b>\$ 2,188,074</b>
<b>COLLATERALIZED LOAN OBLIGATIONS 1.4%</b>				
Babson CLO Ltd., Series 2008-2A Class E, L+975, 7/15/18 <i>¿</i>	Asset Management	\$ 11,244	\$ 10,269	\$ 9,734
Babson CLO Ltd., Series 2008-1A Class E, L+550, 7/20/18 <i>¿</i>	Asset Management	10,491	7,641	6,728
Westbrook CLO Ltd., Series 2006-1A, L+370, 12/20/20 <i>¿</i>	Asset Management	11,000	6,593	6,442
<b>TOTAL COLLATERALIZED LOAN OBLIGATIONS</b>			<b>\$ 24,503</b>	<b>\$ 22,904</b>

See notes to financial statements.

**Table of Contents****APOLLO INVESTMENT CORPORATION****SCHEDULE OF INVESTMENTS (unaudited) (continued)**

September 30, 2009

(in thousands, except shares)

	Industry	Shares	Cost	Fair Value (1)
<b>PREFERRED EQUITY 2.6%</b>				
AHC Mezzanine LLC (Advanstar) **	Media	1	\$ 1,063	\$ 298
CA Holding, Inc. (Collect America, Ltd.) Series A	Consumer Finance	7,961	788	1,592
DSI Holding Company, Inc. (DSI Renal Inc.), 19.00%, 10/7/14***	Healthcare	32,500	52,962	17,072
Gryphon Colleges Corporation (Delta Educational Systems, Inc.), 13.50%, 5/12/14	Education	12,360	17,904	18,803
Gryphon Colleges Corporation (Delta Educational Systems, Inc.), 12.50% (Convertible)	Education	332,500	5,045	5,045
Varietal Distribution Holdings, LLC, 8.00%	Distribution	3,097	3,703	1,337
<b>TOTAL PREFERRED EQUITY</b>			<b>\$ 81,465</b>	<b>\$ 44,147</b>
<b>EQUITY 15.3%</b>				
<b>Common Equity/Interests 15.0%</b>				
AB Capital Holdings LLC (Allied Security) **	Business Services	2,000,000	\$ 2,000	\$ 2,790
A-D Conduit Holdings, LLC (Duraline) **	Telecommunications	2,778	2,778	6,075
AHC Mezzanine LLC (Advanstar) **	Media	10,000	10,000	
CA Holding, Inc. (Collect America, Ltd.) Series A **	Consumer Finance	25,000	2,500	4,419
CA Holding, Inc. (Collect America, Ltd.) Series AA	Consumer Finance	4,294	429	859
Clothesline Holdings, Inc. (Angelica) **	Healthcare	6,000	6,000	7,830
Explorer Coinvest LLC (Booz Allen)	Consulting Services	430	4,300	8,222
FSC Holdings Inc. (Hanley Wood LLC) **	Media	10,000	10,000	967
Garden Fresh Restaurant Holding, LLC **	Retail	50,000	5,000	11,531
Gray Energy Services, LLC Class H (Gray Wireline) **	Oil & Gas	1,081	2,000	220
Gryphon Colleges Corporation (Delta Educational Systems, Inc.)**	Education	17,500	175	1,923
GS Prysmian Co-Invest L.P. (Prysmian Cables & Systems) (5,6)	Industrial	1		81,416
Latham International, Inc. (fka Latham Acquisition Corp.) **	Leisure Equipment	33,091	3,309	
LVI Acquisition Corp. (LVI Services, Inc.) **	Environmental	6,250	2,500	
MEG Energy Corp. (7) **	Oil & Gas	1,718,388	44,718	64,842
New Omaha Holdings Co-Invest LP (First Data) **	Financial Services	13,000,000	65,000	47,582
PCMC Holdings, LLC (Pacific Crane) **	Machinery	40,000	4,000	
Prism Business Media Holdings, LLC (Penton Media, Inc.) **	Media	68	14,947	
Pro Mach Co-Investment, LLC **	Machinery	150,000	1,500	3,150
RC Coinvestment, LLC (Ranpak Corp.) **	Packaging	50,000	5,000	4,285
Sorenson Communications Holdings, LLC Class A **	Consumer Services	454,828	45	6,578
Varietal Distribution Holdings, LLC Class A **	Distribution	28,028	28	
<b>Total Common Equity/Interests</b>			<b>\$ 186,229</b>	<b>\$ 252,689</b>

See notes to financial statements.



**Table of Contents****APOLLO INVESTMENT CORPORATION****SCHEDULE OF INVESTMENTS (unaudited) (continued)****September 30, 2009****(in thousands, except warrants)**

	<b>Industry</b>	<b>Warrants</b>	<b>Cost</b>	<b>Fair Value (1)</b>
<b>Warrants 0.3%</b>				
CA Holding, Inc. (Collect America, Ltd.), Common	Consumer Finance	7,961	\$ 8	\$ 43
DSI Holding Company, Inc. (DSI Renal Inc.), Common **	Healthcare	5,011,327		
Fidji Luxco (BC) S.C.A., Common (FCI) (5) **	Electronics	48,769	491	1,221
Gryphon Colleges Corporation (Delta Educational Systems, Inc.), Common **	Education	9,820	98	1,079
Gryphon Colleges Corporation (Delta Educational Systems, Inc.), Class A-1 Preferred **	Education	45,947	459	697
Gryphon Colleges Corporation (Delta Educational Systems, Inc.), Class B-1 Preferred **	Education	104,314	1,043	1,581
Latham International, Inc., Common **	Leisure Equipment	347,698	174	
<b>Total Warrants</b>			<b>\$ 2,273</b>	<b>\$ 4,621</b>
<b>TOTAL EQUITY</b>			<b>\$ 188,502</b>	<b>\$ 257,310</b>
<b>Total Investments in Non-Controlled/ Non-Affiliated Portfolio Companies</b>			<b>\$ 3,022,735</b>	<b>\$ 2,512,435</b>

See notes to financial statements.



**Table of Contents****APOLLO INVESTMENT CORPORATION****SCHEDULE OF INVESTMENTS (unaudited) (continued)**

September 30, 2009

(in thousands, except shares)

**INVESTMENTS IN CONTROLLED PORTFOLIO**

<b>COMPANIES 7.9%</b>	<b>Industry</b>	<b>Shares</b>	<b>Cost</b>	<b>Fair Value (1)</b>
<b>PREFERRED EQUITY 2.9%</b>				
Grand Prix Holdings, LLC Series A, 12.00% (Innkeepers USA)	Hotels, Motels, Inns & Gaming	2,989,431	\$ 95,590	\$ 49,320
<b>EQUITY</b>				
<b>Common Equity/Interests 5.0%</b>				
AIC Credit Opportunity Fund LLC (8)	Asset Management		\$ 71,565	\$ 76,205
Grand Prix Holdings, LLC (Innkeepers USA) **	Hotels, Motels, Inns & Gaming	17,335,834	172,664	8,309
<b>Total Common Equity/Interests</b>			<b>\$ 244,229</b>	<b>\$ 84,514</b>
<b>TOTAL EQUITY</b>			<b>\$ 244,229</b>	<b>\$ 84,514</b>
<b>TOTAL INVESTMENTS IN CONTROLLED PORTFOLIO COMPANIES</b>				
			<b>\$ 339,819</b>	<b>\$ 133,834</b>
<b>TOTAL INVESTMENTS 157.1% (9)</b>			<b>\$ 3,362,554</b>	<b>\$ 2,646,269</b>
<b>LIABILITIES IN EXCESS OF OTHER ASSETS (57.1%)</b>				<b>(962,089)</b>
<b>NET ASSETS 100.0%</b>				<b>\$ 1,684,180</b>

- (1) Fair value is determined in good faith by or under the direction of the Board of Directors of the Company (see Note 2).
- (2) Includes floating rate instruments that accrue interest at a predetermined spread relative to an index, typically the LIBOR (London Inter-bank Offered Rate), EURIBOR (Euro Inter-bank Offered Rate), GBP LIBOR (London Inter-bank Offered Rate for British Pounds), or the prime rate. At September 30, 2009, the range of interest rates on floating rate bank debt was 4.60% to 8.75%.
- (3) Position is held across five US Dollar-denominated tranches with varying yields.
- (4) Position is held across three Euro-denominated tranches with varying yields.
- (5) Denominated in Euro (€).
- (6) The Company is the sole Limited Partner in GS Prysman Co-Invest L.P.
- (7) Denominated in Canadian dollars.
- (8) See Note 6.
- (9) Aggregate gross unrealized appreciation for federal income tax purposes is \$186,843; aggregate gross unrealized depreciation for federal income tax purposes is \$908,535. Net unrealized depreciation is \$721,692 based on a tax cost of \$3,367,961.
- ⌋ These securities are exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions that are exempt from registration, normally to qualified institutional buyers.
- \* Denominated in USD unless otherwise noted.
- \*\* Non-income producing security
- \*\*\* Non-accrual status (see note 2m)

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Denote securities where the Company owns multiple tranches of the same broad asset type but whose security characteristics differ. Such differences may include level of subordination, call protection and pricing, differing interest rate characteristics, among other factors. Such factors are usually considered in the determination of fair values.

See notes to financial statements.

**Table of Contents****APOLLO INVESTMENT CORPORATION****SCHEDULE OF INVESTMENTS (unaudited) (continued)**

<b>Industry Classification</b>	<b>Percentage of Total Investments (at fair value) as of September 30, 2009</b>
Healthcare	6.9%
Education	6.6%
Financial Services	6.6%
Insurance	6.3%
Diversified Service	5.7%
Industrial	5.1%
Retail	4.7%
Business Services	4.3%
Oil & Gas	4.2%
Transportation	4.1%
Asset Management	3.7%
Beverage, Food & Tobacco	3.6%
Packaging	3.0%
Manufacturing	3.0%
Grocery	2.9%
Telecommunications	2.8%
Consumer Products	2.8%
Leisure Equipment	2.7%
Environmental	2.6%
Consumer Finance	2.5%
Consumer Services	2.5%
Hotels, Motels, Inns & Gaming	2.2%
Electronics	2.1%
Market Research	1.8%
Consulting Services	1.2%
Publishing	1.1%
Chemicals	1.0%
Building Products	0.9%
Machinery	0.8%
Broadcasting & Entertainment	0.8%
Distribution	0.8%
Direct Marketing	0.5%
Media	0.1%
Agriculture	0.1%
<b>Total Investments</b>	<b>100.0%</b>

See notes to financial statements.

**Table of Contents****APOLLO INVESTMENT CORPORATION****SCHEDULE OF INVESTMENTS****March 31, 2009****(in thousands)****Investments in Non-Controlled/Non-Affiliated**

<b>Portfolio Companies 168.0%</b>	<b>Industry</b>	<b>Par Amount*</b>	<b>Cost</b>	<b>Fair Value (1)</b>
<b>CORPORATE DEBT 148.5%</b>				
<b>Bank Debt/Senior Secured Loans (2) 47.0%</b>				
<b>1<sup>st</sup> Lien Bank Debt/Senior Secured Loans 0.1%</b>				
OTC Investors Corporation (Oriental Trading Company), 7/31/13	Direct Marketing	\$ 2,226	\$ 1,155	\$ 1,124
<b>2nd Lien Bank Debt/Senior Secured Loans 46.9%</b>				
AB Acquisitions UK Topco 2 Limited (Alliance Boots), 7/9/16	Retail	£ 11,400	\$ 19,792	\$ 11,961
AB Acquisitions UK Topco 2 Limited (Alliance Boots), 7/9/16	Retail	3,961	5,439	3,850
Advanstar Communications, Inc., 11/30/14	Media	\$ 20,000	20,000	6,680
Asurion Corporation, 7/3/15	Insurance	150,300	148,798	122,795
BNY ConvergEx Group, LLC, 4/2/14	Business Services	50,000	49,818	43,850
C.H.I. Overhead Doors, Inc., 13.00%, 10/22/11	Building Products	15,000	15,018	11,250
Clean Earth, Inc., 13.00%, 8/1/14	Environmental	25,000	25,000	22,750
Dresser, Inc., 5/4/15	Industrial	61,000	60,924	47,266
Educate, Inc., 6/14/14	Education	10,000	10,000	7,728
Garden Fresh Restaurant Corp., 12/22/11	Retail	26,000	25,861	22,386
Generics International, Inc., 4/30/15	Healthcare	20,000	19,917	16,343
Gray Wireline Service, Inc., 12.25%, 2/28/13	Oil & Gas	77,500	76,966	77,500
Infor Enterprise Solutions Holdings, Inc., Tranche B-1, 3/2/14	Business Services	5,000	5,000	950
Infor Enterprise Solutions Holdings, Inc., 3/2/14	Business Services	15,000	14,859	3,375
Infor Global Solutions European Finance S.á.R.L., 3/2/14	Business Services	6,210	8,263	1,484
IPC Systems, Inc., 6/1/15	Telecommunications	\$ 37,250	36,312	19,544
Kronos, Inc., 6/11/15	Electronics	60,000	60,000	44,460
Penton Media, Inc., 2/1/14	Media	14,000	10,650	9,884
Quality Home Brands Holdings LLC, 6/20/13	Consumer Products	40,256	39,830	30,252
Ranpak Corp., 12/27/14 (3)	Packaging	12,500	12,500	11,108
Ranpak Corp., 12/27/14 (4)	Packaging	5,206	7,585	6,098
Sheridan Holdings, Inc., 6/15/15	Healthcare	\$ 60,000	60,000	49,860
Sorenson Communications, Inc., 2/18/14	Consumer Services	62,103	62,103	54,443
TransFirst Holdings, Inc., 6/15/15	Financial Services	34,750	33,683	28,669
<b>Total 2nd Lien Bank Debt/Senior Secured Loans</b>			<b>\$ 828,318</b>	<b>\$ 654,486</b>
<b>Total Bank Debt/Senior Secured Loans</b>			<b>\$ 829,473</b>	<b>\$ 655,610</b>

See notes to financial statements.

**Table of Contents****APOLLO INVESTMENT CORPORATION****SCHEDULE OF INVESTMENTS (continued)****March 31, 2009****(in thousands)**

	<b>Industry</b>	<b>Par Amount*</b>	<b>Cost</b>	<b>Fair Value (1)</b>
<b>Subordinated Debt/Corporate Notes 101.5%</b>				
AB Acquisitions UK Topco 2 Limited (Alliance Boots), GBP L+650, 7/9/17	Retail	£ 39,526	\$ 76,758	\$ 39,942
Advanstar, Inc., L+700, 11/30/15	Media	\$ 24,385	24,385	1,341
Advantage Sales & Marketing, Inc., 12.00%, 3/29/14	Grocery	31,884	31,445	29,536
Allied Security Holdings LLC, 13.75%, 8/21/15	Business Services	20,000	19,621	17,500
AMH Holdings II, Inc. (Associated Materials), 13.625%, 12/1/14 <i>¿</i>	Building Products	52,155	51,422	14,655
Angelica Corporation, 15.00%, 2/4/14	Healthcare	60,000	60,000	60,000
Arbonne Intermediate Holdco Inc. (Natural Products Group LLC), 13.50%, 6/19/14 ***	Direct Marketing	76,962	76,803	4,233
BNY ConvergEx Group, LLC, 14.00%, 10/2/14	Business Services	15,611	15,611	13,879
Booz Allen Hamilton Inc., 13.00%, 7/31/16	Consulting Services	23,435	23,073	20,857
Brenntag Holding GmbH & Co. KG, E+700, 12/23/15	Chemicals	19,725	24,412	21,396
Catalina Marketing Corporation, 11.625%, 10/1/17 <i>¿</i>	Grocery	\$ 31,959	30,327	27,165
Ceridian Corp., 12.25%, 11/15/15	Diversified Service	50,000	50,000	42,750
Ceridian Corp., 11.25%, 11/15/15	Diversified Service	36,000	35,140	31,788
Cidron Healthcare C S.á.R.L. (Convatec) E+950, 8/1/17	Healthcare	7,668	12,028	8,603
Collect America, Ltd., 16.00%, 8/5/12 <i>¿</i>	Consumer Finance	\$ 38,136	37,658	36,647
Delta Educational Systems, Inc., 14.20%, 5/12/13	Education	19,271	18,777	19,126
DSI Renal Inc., 16.00%, 4/7/14	Healthcare	11,357	11,357	9,647
Dura-Line Merger Sub, Inc., 14.00%, 9/22/14	Telecommunications	41,218	40,561	39,033
Eurofresh, Inc., 0% / 14.50%, 1/15/14 <i>¿</i> ***	Agriculture	26,504	24,303	199
Eurofresh, Inc., 11.50%, 1/15/13 <i>¿</i> ***	Agriculture	50,000	50,000	11,250
European Directories (DH5) B.V., 15.735%, 7/1/16	Publishing	2,961	3,777	3,356
European Directories (DH7) B.V., E+950, 7/1/15	Publishing	16,643	20,695	19,114
First Data Corporation, 11.25%, 3/31/16 <i>¿</i>	Financial Services	\$ 40,000	33,203	32,080
First Data Corporation, 9.875%, 9/24/15	Financial Services	45,500	39,489	35,945
FleetPride Corporation, 11.50%, 10/1/14 <i>¿</i>	Transportation	47,500	47,500	40,375
Fox Acquisition Sub LLC, 13.375%, 7/15/16 <i>¿</i>	Broadcasting & Entertainment	25,000	24,785	20,825
FPC Holdings, Inc. (FleetPride Corporation), 0% / 14.00%, 6/30/15 <i>¿</i>	Transportation	37,846	36,826	30,276
General Nutrition Centers, Inc., L+450, 3/15/14	Retail	15,275	15,070	9,375
Goodman Global Inc., 13.50%, 2/15/16	Manufacturing	25,000	25,000	24,025
Hub International Holdings, 10.25%, 6/15/15 <i>¿</i>	Insurance	25,000	24,160	19,666
Infor Lux Bond Company (Infor Global), L+800, 9/2/14	Business Services	9,582	9,582	719

See notes to financial statements.

**Table of Contents****APOLLO INVESTMENT CORPORATION****SCHEDULE OF INVESTMENTS (continued)****March 31, 2009****(in thousands)**

	Industry	Par Amount*	Cost	Fair Value (1)
<b>Subordinated Debt/Corporate Notes (continued)</b>				
KAR Holdings, Inc., 10.00%, 5/1/15	Transportation	\$ 48,225	\$ 44,404	\$ 27,488
Latham Manufacturing Corp., 20.00%, 12/30/12 ***	Leisure Equipment	37,920	34,190	15,168
Laureate Education, Inc., 11.75%, 8/15/17 <i>;</i>	Education	53,540	49,621	46,794
LVI Services, Inc., 14.75%, 11/16/12	Environmental	47,523	47,523	44,790
MW Industries, Inc., 13.00%, 5/1/14	Manufacturing	60,000	59,067	56,220
NCO Group Inc., 11.875%, 11/15/14	Consumer Finance	22,630	18,487	19,427
Neff Corp., 10.00%, 6/1/15	Rental Equipment	5,000	5,000	725
Nielsen Finance LLC, 0% / 12.50%, 8/1/16	Market Research	61,000	47,500	37,430
OTC Investors Corporation (Oriental Trading Company), 13.50%, 1/31/15	Direct Marketing	27,861	27,862	9,752
Pacific Crane Maintenance Company, L.P., 13.00%, 2/15/14	Machinery	34,170	34,170	22,210
PBM Holdings, Inc., 13.50%, 9/29/13	Beverage, Food & Tobacco	17,723	17,723	16,128
Playpower Holdings Inc., 15.50%, 12/31/12 <i>;</i>	Leisure Equipment	83,707	83,707	70,732
Pro Mach Merger Sub, Inc., 12.50%, 6/15/12	Machinery	14,616	14,464	13,626
QHB Holdings LLC (Quality Home Brands), 14.50%, 12/20/13	Consumer Products	50,938	50,273	36,293
Ranpak Holdings, Inc., 15.00%, 12/27/15	Packaging	58,217	58,217	50,300
RSA Holdings Corp. of Delaware (American Safety Razor), 13.50%, 1/30/15	Consumer Products	50,129	50,130	38,976
The Servicemaster Company, 10.75%, 7/15/15 <i>;</i>	Diversified Service	67,173	60,832	54,343
TL Acquisitions, Inc. (Thomson Learning), 0% / 13.25%, 7/15/15 <i>;</i>	Education	72,500	69,587	57,347
TL Acquisitions, Inc. (Thomson Learning), 10.50%, 1/15/15 <i>;</i>	Education	47,500	46,777	40,185
TP Financing 2, Ltd. (Travellex), GBP L+725, 4/1/15	Financial Services	£ 13,505	26,128	12,499
US Foodservice, 10.25%, 6/30/15 <i>;</i>	Beverage, Food & Tobacco	\$ 30,000	23,812	25,710
US Investigations Services, Inc., 11.75%, 5/1/16 <i>;</i>	Diversified Service	14,639	9,085	11,901
US Investigations Services, Inc., 10.50%, 11/1/15 <i>;</i>	Diversified Service	9,500	7,991	8,075
Varietal Distribution, 10.75%, 6/30/17	Distribution	21,875	21,288	15,269
WDAC Intermediate Corp., E+600, 11/29/15	Publishing	46,320	62,591	379
<b>Total Subordinated Debt/Corporate Notes</b>			<b>\$ 1,964,197</b>	<b>\$ 1,417,070</b>
<b>TOTAL CORPORATE DEBT</b>			<b>\$ 2,793,670</b>	<b>\$ 2,072,680</b>

See notes to financial statements.

**Table of Contents****APOLLO INVESTMENT CORPORATION****SCHEDULE OF INVESTMENTS (continued)**

March 31, 2009

(in thousands, except shares)

	Industry	Shares	Cost	Fair Value (1)
<b>PREFERRED EQUITY 4.0%</b>				
AHC Mezzanine LLC (Advanstar) **	Media	1	\$ 1,063	
DSI Holding Company, Inc. (DSI Renal Inc.), 19.00%, 10/7/14	Healthcare	32,500	50,514	\$ 33,051
Gryphon Colleges Corporation (Delta Educational Systems, Inc.), 13.50%, 5/12/14	Education	12,360	16,599	17,592
Gryphon Colleges Corporation (Delta Educational Systems, Inc.), 12.50% (Convertible)	Education	332,500	4,743	4,743
Varietal Distribution Holdings, LLC, 8.00%	Distribution	3,097	3,558	583
<b>TOTAL PREFERRED EQUITY</b>			<b>\$ 76,477</b>	<b>\$ 55,969</b>

		Par Amount*		
<b>COLLATERALIZED LOAN OBLIGATIONS 1.4%</b>				
Babson CLO Ltd., Series 2008-2A Class E, L+975, 7/15/18 $\zeta$	Asset Management	\$ 11,000	\$ 9,993	\$ 8,104
Babson CLO Ltd., Series 2008-1A Class E, L+550, 7/20/18 $\zeta$	Asset Management	10,150	7,220	5,485
Westbrook CLO Ltd., Series 2006-1A, L+370, 12/20/20 $\zeta$	Asset Management	11,000	6,509	5,389
<b>TOTAL COLLATERALIZED LOAN OBLIGATIONS</b>			<b>\$ 23,722</b>	<b>\$ 18,978</b>

		Shares		
<b>EQUITY 14.1%</b>				
<b>Common Equity/Interests 13.8%</b>				
AB Capital Holdings LLC (Allied Security)	Business Services	2,000,000	\$ 2,000	\$ 2,000
A-D Conduit Holdings, LLC (Duraline) **	Telecommunications	2,778	2,778	3,760
AHC Mezzanine LLC (Advanstar) **	Media	10,000	10,000	
CA Holding, Inc. (Collect America, Ltd.) Series A	Consumer Finance	25,000	2,500	4,162
CA Holding, Inc. (Collect America, Ltd.) Series AA	Consumer Finance	4,294	429	859
Clothesline Holdings, Inc. (Angelica)	Healthcare	6,000	6,000	5,770
Explorer Coinvest LLC (Booz Allen)	Consulting Services	430	4,300	7,376
FSC Holdings Inc. (Hanley Wood LLC) **	Media	10,000	10,000	3,520
Garden Fresh Restaurant Holding, LLC **	Retail	50,000	5,000	8,463
Gray Energy Services, LLC Class H (Gray Wireline) **	Oil & Gas	1,081	2,000	3,590
Gryphon Colleges Corporation (Delta Educational Systems, Inc.) **	Education	17,500	175	
GS Prysmian Co-Invest L.P. (Prysmian Cables & Systems) (5,6)	Industrial	1		43,264

See notes to financial statements.

**Table of Contents****APOLLO INVESTMENT CORPORATION****SCHEDULE OF INVESTMENTS (continued)****March 31, 2009****(in thousands, except shares and warrants)**

	Industry	Shares	Cost	Fair Value (1)
<b>Common Equity/Interests (continued)</b>				
Latham International, Inc. (fka Latham Acquisition Corp.) **	Leisure Equipment	33,091	\$ 3,309	
LVI Acquisition Corp. (LVI Services, Inc.) **	Environmental	6,250	2,500	
MEG Energy Corp. (7) **	Oil & Gas	1,718,388	44,718	\$ 43,706
New Omaha Holdings Co-Invest LP (First Data) **	Financial Services	13,000,000	65,000	47,893
PCMC Holdings, LLC (Pacific Crane) **	Machinery	40,000	4,000	847
Prism Business Media Holdings, LLC (Penton Media, Inc.) **	Media	68	14,947	3,443
Pro Mach Co-Investment, LLC **	Machinery	150,000	1,500	3,158
RC Coinvestment, LLC (Ranpak Corp.) **	Packaging	50,000	5,000	5,535
Sorenson Communications Holdings, LLC Class A	Consumer Services	454,828	45	5,943
Varietal Distribution Holdings, LLC Class A **	Distribution	28,028	28	
<b>Total Common Equity/Interests</b>			<b>\$ 186,229</b>	<b>\$ 193,289</b>
<b>Warrants</b>				
<b>Warrants 0.3%</b>				
DSI Holding Company, Inc. (DSI Renal Inc.), Common **	Healthcare	5,011,327		
Fidji Luxco (BC) S.C.A., Common (FCI) (5) **	Electronics	48,769	\$ 491	\$ 2,591
Gryphon Colleges Corporation (Delta Educational Systems, Inc.), Common **	Education	9,820	98	
Gryphon Colleges Corporation (Delta Educational Systems, Inc.), Class A-1 Preferred **	Education	45,947	460	655
Gryphon Colleges Corporation (Delta Educational Systems, Inc.), Class B-1 Preferred **	Education	104,314	1,043	1,308
Latham International, Inc., Common	Leisure Equipment	347,698	174	
<b>Total Warrants</b>			<b>\$ 2,266</b>	<b>\$ 4,554</b>
<b>TOTAL EQUITY</b>			<b>\$ 188,495</b>	<b>\$ 197,843</b>
<b>TOTAL INVESTMENTS IN NON-CONTROLLED /NON-AFFILIATED PORTFOLIO COMPANIES</b>			<b>\$ 3,082,364</b>	<b>\$ 2,345,470</b>

See notes to financial statements.



**Table of Contents****APOLLO INVESTMENT CORPORATION****SCHEDULE OF INVESTMENTS (continued)****March 31, 2009****(in thousands, except shares)**

	<b>Industry</b>	<b>Shares</b>	<b>Cost</b>	<b>Fair Value (1)</b>
<b>Investments in Controlled Portfolio Companies 10.1%</b>				
<b>PREFERRED EQUITY 5.5%</b>				
Grand Prix Holdings, LLC Series A, 12.00% (Innkeepers USA)	Hotels, Motels, Inns & Gaming	2,989,431	\$ 90,074	\$ 76,557
<b>EQUITY</b>				
<b>Common Equity/Interests 4.6%</b>				
AIC Credit Opportunity Fund LLC (8)	Asset Management		\$ 79,377	\$ 57,294
Grand Prix Holdings, LLC (Innkeepers USA) **	Hotels, Motels, Inns & Gaming	17,335,834	172,664	7,570
<b>Total Common Equity/Interests</b>			<b>\$ 252,041</b>	<b>\$ 64,864</b>
<b>TOTAL EQUITY</b>			<b>\$ 252,041</b>	<b>\$ 64,864</b>
<b>TOTAL INVESTMENTS IN CONTROLLED PORTFOLIO COMPANIES</b>			<b>\$ 342,115</b>	<b>\$ 141,421</b>
<b>TOTAL INVESTMENTS 178.1% (9)</b>			<b>\$ 3,424,479</b>	<b>\$ 2,486,891</b>
<b>LIABILITIES IN EXCESS OF OTHER ASSETS (78.1%)</b>				<b>(1,090,753)</b>
<b>NET ASSETS 100.0%</b>				<b>\$ 1,396,138</b>

- (1) Fair value is determined in good faith by or under the direction of the Board of Directors of the Company (see Note 2).
- (2) Includes floating rate instruments that accrue interest at a predetermined spread relative to an index, typically the LIBOR (London Inter-bank Offered Rate), EURIBOR (Euro Inter-bank Offered Rate), GBP LIBOR (London Inter-bank Offered Rate for British Pounds), or the prime rate. At March 31, 2009, the range of interest rates on floating rate bank debt was 4.92% to 9.16%.
- (3) Position is held across five US Dollar-denominated tranches with varying yields.
- (4) Position is held across three Euro-denominated tranches with varying yields.
- (5) Denominated in Euro (€).
- (6) The Company is the sole Limited Partner in GS Prysman Co-Invest L.P.
- (7) Denominated in Canadian dollars.
- (8) See Note 6.
- (9) Aggregate gross unrealized appreciation for federal income tax purposes is \$72,338; aggregate gross unrealized depreciation for federal income tax purposes is \$1,016,662. Net unrealized depreciation is \$944,324 based on a tax cost of \$3,431,215.
- ∩ These securities are exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions that are exempt from registration, normally to qualified institutional buyers.
- \* Denominated in USD unless otherwise noted.
- \*\* Non-income producing security
- \*\*\* Non-accrual status (see note 2m)

See notes to financial statements.

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**APOLLO INVESTMENT CORPORATION**

**SCHEDULE OF INVESTMENTS (continued)**

**March 31, 2009**

**(in thousands)**

Denote securities where the Company owns multiple tranches of the same broad asset type but whose security characteristics differ. Such differences may include level of subordination, call protection and pricing, differing interest rate characteristics, among other factors. Such factors are usually considered in the determination of fair values.

With the adoption of Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, the Company has reclassified the Schedule of Investments dated March 31, 2009 to conform to the current period's presentation.

See notes to financial statements.

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**APOLLO INVESTMENT CORPORATION**  
**SCHEDULE OF INVESTMENTS (continued)**

<b>Industry Classification</b>	<b>Percentage of Total Investments (at fair value) as of March 31, 2009</b>
Education	7.9%
Healthcare	7.4%
Financial Services	6.3%
Diversified Service	6.0%
Insurance	5.7%
Oil & Gas	5.0%
Consumer Products	4.2%
Transportation	4.0%
Retail	3.9%
Industrial	3.6%
Leisure Equipment	3.5%
Hotels, Motels, Inns and Gaming	3.4%
Business Services	3.4%
Manufacturing	3.2%
Asset Management	3.1%
Packaging	2.9%
Environmental	2.7%
Telecommunications	2.5%
Consumer Finance	2.5%
Consumer Services	2.4%
Grocery	2.3%
Electronics	1.9%
Beverage, Food, & Tobacco	1.7%
Machinery	1.6%
Market Research	1.5%
Consulting Services	1.1%
Building Products	1.0%
Media	1.0%
Publishing	0.9%
Chemicals	0.9%
Broadcasting & Entertainment	0.8%
Distribution	0.6%
Direct Marketing	0.6%
Agriculture	0.5%
Rental Equipment	0.0%
Total Investments	100.0%

See notes to financial statements.

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**APOLLO INVESTMENT CORPORATION**

**NOTES TO FINANCIAL STATEMENTS (unaudited)**

**(in thousands except share and per share amounts)**

**Note 1. Organization**

Apollo Investment Corporation, a Maryland corporation organized on February 2, 2004, is a closed-end, non-diversified management investment company that has elected to be treated as a business development company ( BDC ) under the Investment Company Act of 1940. In addition, for tax purposes we have elected to be treated as a regulated investment company ( RIC ), under the Internal Revenue Code of 1986, as amended. Our investment objective is to generate both current income and capital appreciation through debt and equity investments. We invest primarily in middle-market companies in the form of mezzanine and senior secured loans, each of which may include an equity component, and, to a lesser extent, by making equity investments in such companies.

Apollo Investment commenced operations on April 8, 2004 receiving net proceeds of \$870,000 from its initial public offering selling 62 million shares of common stock at a price of \$15.00 per share.

**Note 2. Significant Accounting Policies**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ( GAAP ) requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reported periods. Changes in the economic environment, financial markets and any other parameters used in determining these estimates could cause actual results to differ materially.

Interim financial statements are prepared in accordance with GAAP for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Article 6 or 10 of Regulation S-X, as appropriate. In the opinion of management, all adjustments, which are of a normal recurring nature, considered necessary for the fair presentation of financial statements for the interim period, have been included.

Certain amounts were reclassified on the balance sheet for the year ended March 31, 2009 to conform to the current period's presentation. Dividends receivable totaling \$40,993 was reclassified into Investments (at value) as of March 31, 2009.

In June 2009, the FASB issued SFAS No. 168, The FASB Accounting Standards Codification ( ASC ) and the Hierarchy of Generally Accepted Accounting Principles, which has become the source of authoritative U.S. GAAP recognized by the FASB to be applied to nongovernmental entities. This supersedes non-SEC accounting and reporting standards and is effective for financial statements issued for interim and annual periods ending after September 15, 2009. This adoption by the Company has changed the Company's references to U.S. GAAP accounting standards but did not impact the Company's results of operations or financial position.

The significant accounting policies consistently followed by Apollo Investment are:

- (a) Security transactions are accounted for on the trade date;
- (b) Under procedures established by our Board of Directors, we value investments, including certain subordinated debt, senior secured debt and other debt securities with maturities greater than 60 days, for which market quotations are readily available, at such market quotations (unless they are deemed not to represent fair value). We attempt to obtain market quotations from at least two brokers or dealers (if available, otherwise from a principal market maker or a primary market dealer or other independent pricing service). We utilize mid-market pricing as a practical expedient for fair value unless a different point within the range is more representative. If and when market quotations are deemed not to

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**APOLLO INVESTMENT CORPORATION**

**NOTES TO FINANCIAL STATEMENTS (unaudited) (continued)**

**(in thousands except share and per share amounts)**

represent fair value, we typically utilize independent third party valuation firms to assist us in determining fair value. Investments maturing in 60 days or less are valued at cost plus accreted discount, or minus amortized premium, which approximates fair value. Debt and equity securities that are not publicly traded or whose market quotations are not readily available are valued at fair value as determined in good faith by or under the direction of our Board of Directors. Such determination of fair values may involve subjective judgments and estimates.

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

- (1) our quarterly valuation process begins with each portfolio company or investment being initially valued by the investment professionals of our investment adviser responsible for the portfolio investment;
- (2) preliminary valuation conclusions are then documented and discussed with senior management of our investment adviser;
- (3) independent valuation firms engaged by our board of directors conduct independent appraisals and review our investment adviser's preliminary valuations and make their own independent assessment;
- (4) the audit committee of the board of directors reviews the preliminary valuation of our investment adviser and that of the independent valuation firm and responds to the valuation recommendation of the independent valuation firm to reflect any comments; and
- (5) the board of directors discusses valuations and determines the fair value of each investment in our portfolio in good faith based on the input of our investment adviser, the respective independent valuation firm and the audit committee.

Investments are valued utilizing a market approach, an income approach, or both approaches, as appropriate. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities (including a business). The income approach uses valuation techniques to convert future amounts (for example, cash flows or earnings) to a single present amount (discounted). The measurement is based on the value indicated by current market expectations about those future amounts. In following these approaches, the types of factors that we may take into account in fair value pricing our investments include, as relevant: available current market data, including relevant and applicable market trading and transaction comparables, applicable market yields and multiples, security covenants, call protection provisions, information rights, the nature and realizable value of any collateral, the portfolio company's ability to make payments, its earnings and discounted cash flows, the markets in which the portfolio company does business, comparisons of financial ratios of peer companies that are public, M&A comparables, our principal market (as the reporting entity) and enterprise values, among other factors. For the fiscal quarter ended September 30, 2009, there has been no change to the Company's valuation techniques and related inputs considered in the valuation process.

In September 2006, the Financial Accounting Standards Board issued guidance related to Fair Value Measurements. This guidance defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. This statement was effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those years. We adopted this statement for our first fiscal quarter ended June 30, 2008.



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**APOLLO INVESTMENT CORPORATION**

**NOTES TO FINANCIAL STATEMENTS (unaudited) (continued)**

**(in thousands except share and per share amounts)**

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

Level 1: Quoted prices in active markets for identical assets or liabilities, accessible by the Company at the measurement date.

Level 2: Quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active, or other observable inputs other than quoted prices.

Level 3: Unobservable inputs for the asset or liability.

In all cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to each investment.

On October 10, 2008, revised guidance which is now part of ASC 820 *Determining the Fair Value of a Financial Asset When the Market for That Asset is Not Active* was issued. This revised guidance provides examples of how to determine fair value in a market that is not active. It did not change the fair value measurement principles set forth in ASC 820. Furthermore, on April 9, 2009, the FASB issued additional revised guidance which provides information on estimating fair value when the volume and level of activity for the asset or liability have significantly decreased. It also includes guidance on identifying circumstances that indicate a transaction is not orderly. According to this guidance in the above circumstances, more analysis and significant adjustments to transaction or quoted prices may be necessary to estimate fair value. In addition, it requires disclosure of any changes in valuation techniques and related inputs resulting from the application. The total effect of the change in valuation techniques and related inputs must also be disclosed by major asset category. This revised guidance is effective for periods ending after June 15, 2009. The adoption did not have a material effect on the Company's financial position or results of operations. See certain additional disclosures in Note 6.

- (c) Gains or losses on the sale of investments are calculated by using the specific identification method.
- (d) The Company records interest and dividend income, adjusted for amortization of premium and accretion of discount, on an accrual basis. Some of our loans and other investments, including certain preferred equity investments may have contractual payment-in-kind ( PIK ) interest or dividends. PIK represents contractual interest or dividends accrued and is added to the cost of the investment on the respective capitalization dates and generally becomes due at maturity. Loan origination fees, original issue discount, and market discounts are capitalized and we amortize such amounts into income. Upon the prepayment of a loan, any unamortized loan origination fees are recorded as interest income. We record prepayment premiums on loans and other investments as interest income when we receive such amounts. Structuring fees are recorded as other income when earned.
- (e) The Company intends to comply with the applicable provisions of the Internal Revenue Code of 1986, as amended, pertaining to regulated investment companies to make distributions of taxable income sufficient to relieve it of substantially all Federal income taxes. The Company, at its discretion, may carry forward taxable income in excess of calendar year distributions and pay a 4% excise tax on this income. The Company will accrue excise tax on estimated excess taxable income as required.
- (f) Book and tax basis differences relating to stockholder dividends and distributions and other permanent book and tax differences are reclassified among the Company's capital accounts, as appropriate. In addition, the character of income and gains to be distributed is determined in accordance with income tax regulations that may differ from accounting principles generally accepted in the United



States of America.

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**APOLLO INVESTMENT CORPORATION**

**NOTES TO FINANCIAL STATEMENTS (unaudited) (continued)**

**(in thousands except share and per share amounts)**

- (g) Dividends and distributions to common stockholders are recorded as of the record date. The amount to be paid out as a dividend is determined by the Board of Directors each quarter. Net realized capital gains, if any, are distributed or deemed distributed at least annually.
- (h) In accordance with Regulation S-X and the AICPA Audit and Accounting Guide for Investment Companies, the Company does not consolidate its interest in any company other than in investment company subsidiaries and controlled operating companies substantially all of whose business consists of providing services to the Company. Consequently, the Company does not consolidate special purpose entities through which it holds investments subject to financing with third parties. At September 30, 2009, there were no such investment company subsidiaries and controlled operating companies substantially all of whose business consists of providing services to the Company. Also see note 6.
- (i) The accounting records of the Company are maintained in U.S. dollars. All assets and liabilities denominated in foreign currencies are translated into U.S. dollars based on the rate of exchange of such currencies against U.S. dollars on the date of valuation. The Company does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gain or loss from investments. The Company's investments in foreign securities may involve certain risks such as foreign exchange restrictions, expropriation, taxation or other political, social or economic risks, all of which could affect the market and/or credit risk of the investment. In addition, changes in the relationship of foreign currencies to the U.S. dollar can significantly affect the value of these investments and therefore the earnings of the Company.
- (j) The Company may enter into forward exchange contracts in order to hedge against foreign currency risk. These contracts are marked-to-market by recognizing the difference between the contract exchange rate and the current market rate as unrealized appreciation or depreciation. Realized gains or losses are recognized when contracts are settled.
- (k) The Company records origination expenses related to its multi-currency revolving credit facility as prepaid assets. These expenses are deferred and amortized using the straight-line method over the stated life of the facility.
- (l) The Company records registration expenses related to Shelf filings as prepaid assets. These expenses are charged as a reduction of capital upon utilization, in accordance with the AICPA Audit and Accounting Guide for Investment Companies.
- (m) Loans and other investments, including certain preferred equity investments are generally placed on non-accrual status when principal or interest/dividend payments are past due 30 days or more and/or when there is reasonable doubt that principal or interest will be collected. Accrued, uncapitalized interest or dividends is generally reversed when an investment is placed on non-accrual status. Interest or dividend payments received on non-accrual designated investments may be recognized as income or applied to principal depending upon management's judgment. Non-accrual investments are restored to accrual status when past due principal and interest or dividends are paid and in management's judgment, are likely to remain current. To the extent PIK interest or dividends are not expected to be realized, a reserve will be established as required by the AICPA Audit and Accounting Guide for Investment Companies.

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- (n) In May 2009, the FASB issued new guidance which sets forth principles and requirements for subsequent events, specifically (1) the period during which management should evaluate events or transactions that may occur for potential recognition and disclosure, (2) the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date, and (3) the

**Table of Contents****APOLLO INVESTMENT CORPORATION****NOTES TO FINANCIAL STATEMENTS (unaudited) (continued)****(in thousands except share and per share amounts)**

disclosures that an entity should make about events and transactions occurring after the balance sheet date. This guidance is effective for interim reporting periods ending after June 15, 2009. The Company has adopted this guidance, which did not have a material impact on its financial statements. See note 14.

**Note 3. Agreements**

Apollo Investment has an Investment Advisory and Management Agreement with Apollo Investment Management L.P. (the Investment Adviser or AIM), under which the Investment Adviser, subject to the overall supervision of Apollo Investment's Board of Directors, will manage the day-to-day operations of, and provide investment advisory services to, Apollo Investment. For providing these services, the Investment Adviser receives a fee from Apollo Investment, consisting of two components—a base management fee and an incentive fee. The base management fee is determined by taking the average value of Apollo Investment's gross assets at the end of the two most recently completed calendar quarters calculated at an annual rate of 2.00%. The incentive fee has two parts, as follows: one part is calculated and payable quarterly in arrears based on Apollo Investment's pre-incentive fee net investment income for the immediately preceding calendar quarter. For this purpose, pre-incentive fee net investment income means interest income, dividend income and any other income including any other fees (other than fees for providing managerial assistance), such as commitment, origination, structuring, diligence and consulting fees or other fees that we receive from portfolio companies) accrued during the calendar quarter, minus Apollo Investment's operating expenses for the quarter (including the base management fee, any expenses payable under the Administration Agreement, and any interest expense and dividends paid on any issued and outstanding preferred stock, but excluding the incentive fee). Pre-incentive fee net investment income does not include any realized capital gains computed net of all realized capital losses and unrealized capital depreciation. Pre-incentive fee net investment income, expressed as a rate of return on the value of Apollo Investment's net assets at the end of the immediately preceding calendar quarter, is compared to the rate of 1.75% per quarter (7% annualized). Our net investment income used to calculate this part of the incentive fee is also included in the amount of our gross assets used to calculate the 2% base management fee. Apollo Investment pays the Investment Adviser an incentive fee with respect to Apollo Investment's pre-incentive fee net investment income in each calendar quarter as follows: (1) no incentive fee in any calendar quarter in which Apollo Investment's pre-incentive fee net investment income does not exceed 1.75%, which we commonly refer to as the performance threshold; (2) 100% of Apollo Investment's pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds 1.75% but does not exceed 2.1875% in any calendar quarter; and (3) 20% of the amount of Apollo Investment's pre-incentive fee net investment income, if any, that exceeds 2.1875% in any calendar quarter. These calculations are appropriately pro rated for any period of less than three months. The effect of the fee calculation described above is that if pre-incentive fee net investment income is equal to or exceeds 2.1875%, the Investment Adviser will receive a fee of 20% of Apollo Investment's pre-incentive fee net investment income for the quarter. The second part of the incentive fee is determined and payable in arrears as of the end of each calendar year (or upon termination of the Investment Advisory and Management Agreement, as-of the termination date) and will equal 20% of Apollo Investment's cumulative realized capital gains less cumulative realized capital losses, unrealized capital depreciation (unrealized depreciation on a gross investment-by-investment basis at the end of each calendar year) and all capital gains upon which prior performance-based capital gains incentive fee payments were previously made to the Investment Adviser.

For the three and six months ended September 30, 2009, the Company accrued \$13,214 and \$25,936, respectively, in base investment advisory and management fees and \$12,848 and \$25,180, respectively, in performance-based incentive fees. For the three and six months ended September 30, 2008, the Company accrued \$16,354 and \$32,376, respectively, in base investment advisory and management fees and \$14,123 and \$25,701, respectively, in performance-based incentive fees.

**Table of Contents****APOLLO INVESTMENT CORPORATION****NOTES TO FINANCIAL STATEMENTS (unaudited) (continued)****(in thousands except share and per share amounts)**

Apollo Investment has also entered into an Administration Agreement with Apollo Investment Administration, LLC (the Administrator) under which the Administrator provides administrative services for Apollo Investment. For providing these services, facilities and personnel, Apollo Investment reimburses the Administrator for Apollo Investment's allocable portion of overhead and other expenses incurred by the Administrator in performing its obligations under the Administration Agreement, including rent and Apollo Investment's allocable portion of its chief financial officer and chief compliance officer and their respective staffs. The Administrator will also provide, on Apollo Investment's behalf, managerial assistance to those portfolio companies to which Apollo Investment is required to provide such assistance.

For the three and six months ended September 30, 2009, the Administrator was reimbursed \$177 and \$1,486, respectively, from Apollo Investment on the \$1,198 and \$2,507, respectively, of expenses accrued under the Administration Agreement. For the three and six months ended September 30, 2008, the Administrator was reimbursed \$434 and \$2,302 respectively, from Apollo Investment on the \$855 and \$2,723, respectively, of expenses accrued under the Administration Agreement.

On April 14, 2005, Apollo Investment entered into an \$800,000 Senior Secured Revolving Credit Agreement (the Facility), among Apollo Investment, the lenders party thereto and JPMorgan Chase Bank, N.A. (JPMorgan), as administrative agent for the lenders. Effective December 29, 2005, lenders provided additional commitments in the amount of \$100,000, increasing the total facility size to \$900,000 on the same terms and conditions as the existing commitments. On March 31, 2006, Apollo Investment Corporation amended and restated its \$900,000 senior secured, multi-currency, revolving credit facility due April 14, 2010. The amended Facility increased total commitments outstanding to \$1,250,000 and extended the maturity date to April 13, 2011. The amended Facility also permits Apollo Investment to seek additional commitments from new and existing lenders in the future, up to an aggregate amount not to exceed \$2,000,000. In February 2007, Apollo Investment increased total commitments to \$1,700,000 under the Facility with the same terms. Pricing remains at 100 basis points over LIBOR. The Facility is used to supplement Apollo's equity capital to make additional portfolio investments and for general corporate purposes. From time to time, certain of the lenders provide customary commercial and investment banking services to affiliates of Apollo Investment. JPMorgan also serves as custodian and fund accounting agent for Apollo Investment.

**Note 4. Net Asset Value Per Share**

At September 30, 2009, the Company's total net assets and net asset value per share were \$1,684,180 and \$10.29, respectively. This compares to total net assets and net asset value per share at March 31, 2009 of \$1,396,138 and \$9.82, respectively.

**Note 5. Earnings (Loss) Per Share**

The following information sets forth the computation of basic and diluted earnings (loss) per share for the three and six months ended September 30, 2009 and September 30, 2008, respectively:

	Three months ended September 30,		Six months ended September 30,	
	2009	2008	2009	2008
Numerator for increase (decrease) in net assets per share:	\$ 109,156	\$ (237,952)	\$ 193,631	\$ (166,112)
Denominator for basic and diluted weighted average shares:	152,897,366	142,221,335	147,588,520	136,730,966
Basic and diluted earnings (loss) per share:	\$ 0.71	\$ (1.67)	\$ 1.31	\$ (1.21)

**Table of Contents****APOLLO INVESTMENT CORPORATION****NOTES TO FINANCIAL STATEMENTS (unaudited) (continued)****(in thousands except share and per share amounts)****Note 6. Investments**

**AIC Credit Opportunities Fund LLC** We own all of the common member interests in AIC Credit Opportunity Fund LLC ( AIC Holdco ), which was formed for the purpose of holding various financed investments. Effective in June 2008 and through AIC Holdco, we invested \$39,500 in a special purpose entity wholly owned by AIC Holdco, AIC (FDC) Holdings LLC ( Apollo FDC ), which was used to purchase a Junior Profit-Participating Note due 2013 in principal amount of \$39,500 (the Junior Note ) from Apollo I Trust (the Trust ). The Trust also issued a Senior Floating Rate Note due 2013 (the Senior Note ) to an unaffiliated third party ( FDC Counterparty ) in principal amount of \$39,500 paying interest at Libor plus 1.50%, increasing over time to Libor plus 2.0%. The Trust used the aggregate \$79,000 proceeds to acquire \$100,000 face value of a senior subordinated loan of First Data Corporation (the FDC Reference Obligation ) due 2016 and paying interest at 11.25% per year. The Junior Note generally entitles Apollo FDC to the net interest and other proceeds due under the FDC Reference Obligation after payment of interest due under the Senior Notes, as described above. In addition, Apollo FDC is subject to 100% of any realized appreciation or depreciation in the FDC Reference Obligation. However, since the Senior Note is a non-recourse obligation, Apollo FDC is only exposed up to the amount of equity used by AIC Holdco to fund the purchase of the Junior Note plus any additional margin Apollo decides to post, if any, during the term of the financing.

Through AIC Holdco, effective in June 2008, we invested \$11,375 in a special purpose entity wholly owned by AIC Holdco, AIC (TXU) Holdings LLC ( Apollo TXU ), which acquired exposure to \$50,000 notional amount of a Libor plus 3.5% senior secured delayed draw term loan of Texas Competitive Electric Holdings ( TXU ) due 2014 through a non-recourse total return swap with an unaffiliated third party expiring on October 10, 2013 and pursuant to which Apollo TXU pays interest at Libor plus 1.5% and generally receives all proceeds due under the delayed draw term loan of TXU (the TXU Reference Obligation ). Like Apollo FDC, Apollo TXU is entitled to 100% of any realized appreciation in the TXU Reference Obligation and, since the total return swap is a non-recourse obligation, Apollo TXU is exposed up to the amount of equity used by AIC Holdco to fund the investment in the total return swap, plus any additional margin we decide to post, if any, during the term of the financing.

Through AIC Holdco, effective in September 2008, we invested \$10,022 equivalent, in a special purpose entity wholly owned by AIC Holdco, AIC (Boots) Holdings, LLC ( Apollo Boots ), which acquired 23,383 and £12,465 principal amount of senior term loans of AB Acquisitions Topco 2 Limited, a holding company for the Alliance Boots group of companies (the Boots Reference Obligations ), out of the proceeds of our investment and a multicurrency \$40,876 equivalent non-recourse loan to Apollo Boots (the Acquisition Loan ) by an unaffiliated third party that matures in September 2013 and pays interest at LIBOR plus 1.25% or, in certain cases, the higher of the Federal Funds Rate plus 0.50% or the lender's prime-rate. The Boots Reference Obligations pay interest at the rate of LIBOR plus 3% per year and mature in June 2015.

Pursuant to applicable investment company accounting, we do not consolidate AIC Holdco or its wholly owned subsidiaries and accordingly only the value of our investment in AIC Holdco is included on our balance sheet. The Senior Note, total return swap and Acquisition Loan are non-recourse to AIC Holdco, its subsidiaries and us and have standard events of default including failure to pay contractual amounts when due and failure by each of the underlying Apollo Investment special purpose entities to provide additional credit support, sell assets or prepay a portion of its obligations if the value of the FDC Reference Obligation, the TXU Reference Obligation or the Boots Reference Obligation, as applicable, declines below specified levels. We may unwind any of these transactions at any time without penalty. From time to time Apollo Investment may provide additional capital to AIC Holdco for purposes of funding margin calls under one or more of the transactions described above. During the fiscal year ended March 31, 2009, we provided \$18,480 in additional capital to AIC Holdco. During the six months ended September 30, 2009, \$7,812 of net capital was returned to us from AIC Holdco.

**Table of Contents****APOLLO INVESTMENT CORPORATION****NOTES TO FINANCIAL STATEMENTS (unaudited) (continued)**

(in thousands except share and per share amounts)

Investments consisted of the following as of September 30, 2009 and March 31, 2009.

	September 30, 2009		March 31, 2009	
	Cost	Fair Value	Cost	Fair Value
Bank Debt/Senior Secured Loans	\$ 833,239	\$ 696,217	\$ 829,473	\$ 655,610
Subordinated Debt/Corporate Notes	1,895,026	1,491,857	1,964,197	1,417,070
Collateralized Loan Obligations	24,503	22,904	23,722	18,978
Preferred Equity	177,055	93,467	166,551	132,526
Common Equity/Interests	430,458	337,203	438,270	258,153
Warrants	2,273	4,621	2,266	4,554
<b>Totals</b>	<b>\$ 3,362,554</b>	<b>\$ 2,646,269</b>	<b>\$ 3,424,479</b>	<b>\$ 2,486,891</b>

At September 30, 2009, our investments and cash equivalents were categorized as follows in the fair value hierarchy for ASC 820 purposes:

Description	September 30, 2009	Fair Value Measurement at Reporting Date Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Corporate Debt	\$ 2,188,074	\$	\$	\$ 2,188,074
Equity	341,824			341,824
Preferred Equity	93,467			93,467
Collateralized Loan Obligations	22,904			22,904
<b>Total Investments</b>	<b>\$ 2,646,269</b>	<b>\$</b>	<b>\$</b>	<b>\$ 2,646,269</b>
Cash Equivalents				
<b>Total Investments and Cash Equivalents</b>	<b>\$ 2,646,269</b>	<b>\$</b>	<b>\$</b>	<b>\$ 2,646,269</b>

At March 31, 2009, our investments and cash equivalents were categorized as follows in the fair value hierarchy for ASC 820 purposes:

Description	March 31, 2009	Fair Value Measurement at Reporting Date Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)

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Corporate Debt	\$ 2,072,680	\$	\$	\$ 2,072,680
Equity	262,707			262,707
Preferred Equity	132,526			132,526
Collateralized Loan Obligations	18,978			18,978
<b>Total Investments</b>	<b>\$ 2,486,891</b>	<b>\$</b>	<b>\$</b>	<b>\$ 2,486,891</b>
Cash Equivalents				
<b>Total Investments and Cash Equivalents</b>	<b>\$ 2,486,891</b>	<b>\$</b>	<b>\$</b>	<b>\$ 2,486,891</b>

Pursuant to fair value measurement and disclosure guidance, the Company has reclassified the above investment categories as of March 31, 2009 to conform to the current period's presentation.



**Table of Contents****APOLLO INVESTMENT CORPORATION****NOTES TO FINANCIAL STATEMENTS (unaudited) (continued)**

(in thousands except share and per share amounts)

The following chart shows the components of change in our investments categorized as Level 3, for the six months ended September 30, 2009.

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) *				Total
	Corporate Debt	Equity	Preferred Equity	Collateralized Loan Obligations	
Beginning Balance, March 31, 2009	\$ 2,072,680	\$ 262,707	\$ 132,526	\$ 18,978	\$ 2,486,891
Total realized gains or losses included in earnings	(101,596)	192		5	(101,399)
Total unrealized gains or losses included in earnings	180,719	86,921	(49,563)	3,144	221,221
Purchases, including capitalized PIK (1)	136,444	11,862	10,504	831	159,641
Sales	(100,173)	(19,858)		(54)	(120,085)
Transfer in and/or out of Level 3					
Ending Balance, September 30, 2009	\$ 2,188,074	\$ 341,824	\$ 93,467	\$ 22,904	\$ 2,646,269

The amount of total gains or losses for the period included in earnings attributable to the change in unrealized gains or losses relating to our Level 3 assets still held at the reporting date and reported within the net change in unrealized gains or losses on investments in our Statement of Operations

	\$ 87,346	\$ 84,570	\$ (49,563)	\$ 3,144	\$ 125,497
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(1) Includes amortization of discount on debt securities of approximately \$11,392, \$0, \$119, \$191, and \$11,702, respectively.

\* Pursuant to fair value measurement and disclosure guidance, the Company currently defines major asset categories as: corporate debt, equity, preferred equity, and collateralized loan obligations.

With the adoption of fair value measurement and disclosure guidance, the Company has reclassified the beginning balance, March 31, 2009, to conform to the current period's presentation.

**Table of Contents****APOLLO INVESTMENT CORPORATION****NOTES TO FINANCIAL STATEMENTS (unaudited) (continued)**

(in thousands except share and per share amounts)

The following chart shows the components of change in our investments categorized as Level 3, for the six months ended September 30, 2008.

	<b>Fair Value Measurements Using Significant Unobservable Inputs (Level 3)</b>
Beginning Balance, March 31, 2008	\$ 3,233,548
Total realized gains or losses included in earnings	(62,367)
Total unrealized gains or losses included in earnings	(252,913)
Purchases, including capitalized PIK (1)	385,734
Sales	(111,504)
Transfer in and/or out of Level 3	
Ending Balance, September 30, 2008	\$ 3,192,498

The amount of total gains or losses for the period included in earnings attributable to the change in unrealized gains or losses relating to our Level 3 assets still held at the reporting date and reported within the net change in unrealized gains or losses on investments in our Statement of Operations

\$ (316,004)

(1) Includes amortization of discount on debt securities of approximately \$17,169.

**Note 7. Foreign Currency Transactions and Translations**

At September 30, 2009, the Company had outstanding non-US borrowings on its \$1,700,000 multicurrency revolving credit facility denominated in euros, pounds sterling, and Canadian dollars. Unrealized appreciation or depreciation on these outstanding borrowings is indicated in the table below:

<b>Foreign Currency</b>	<b>Local Currency</b>	<b>Original Borrowing Cost</b>	<b>Current Value</b>	<b>Reset Date</b>	<b>Unrealized Appreciation (Depreciation)</b>
British Pound	£ 2,000	\$ 3,565	\$ 3,199	10/13/2009	\$ 366
Euro	7,500	11,130	10,961	10/13/2009	169
British Pound	£ 37,500	59,395	59,976	10/28/2009	(581)
Euro	100,000	130,936	146,170	10/28/2009	(15,234)
Canadian Dollar	C\$ 29,700	25,161	27,672	11/20/2009	(2,511)
Canadian Dollar	C\$ 22,500	19,189	20,963	12/08/2009	(1,774)
British Pound	£ 2,500	4,957	3,998	12/21/2009	959
Canadian Dollar	C\$ 15,000	13,036	13,976	12/29/2009	(940)
Euro	11,500	15,058	16,810	12/29/2009	(1,752)
British Pound	£ 13,000	21,471	20,792	12/29/2009	679
Canadian Dollar	C\$ 3,000	2,317	2,795	12/30/2009	(478)

\$ 306,215    \$ 327,312                    \$ (21,097)

**Table of Contents****APOLLO INVESTMENT CORPORATION****NOTES TO FINANCIAL STATEMENTS (unaudited) (continued)****(in thousands except share and per share amounts)**

At March 31, 2009, the Company had outstanding non-US borrowings on its \$1,700,000 multicurrency revolving credit facility denominated in euros, pounds sterling, and Canadian dollars. Unrealized appreciation or depreciation on these outstanding borrowings is indicated in the table below:

Foreign Currency	Local Currency	Original Borrowing Cost	Current Value	Reset Date	Unrealized Appreciation (Depreciation)
British Pound	£ 2,000	\$ 3,565	\$ 2,867	4/06/2009	\$ 698
Euro	7,500	11,131	9,958	4/06/2009	1,173
British Pound	£ 2,500	4,957	3,583	4/17/2009	1,374
Euro	76,500	95,910	101,569	4/27/2009	(5,659)
British Pound	£ 37,500	59,395	53,751	4/27/2009	5,644
Canadian Dollar	C\$ 29,700	25,161	23,606	5/20/2009	1,555
Canadian Dollar	C\$ 22,500	19,189	17,883	6/05/2009	1,306
Canadian Dollar	C\$ 3,000	2,318	2,385	6/30/2009	(67)
		\$ 221,626	\$ 215,602		\$ 6,024

**Note 8. Expense Offset Arrangement**

The Company benefits from an expense offset arrangement with JPMorgan Chase Bank, N.A. ( custodian bank ) whereby the Company earns credits on any uninvested US dollar cash balances held by the custodian bank. These credits are applied by the custodian bank as a reduction of the monthly custody fees charged to the Company. The total amount of credits earned during the three and six months ended September 30, 2009 were \$0 and \$0, respectively. The total amount of credits earned during the three and six months ended September 30, 2008 were \$46 and \$132, respectively.

**Note 9. Temporary Investments**

Pending investment in longer-term portfolio holdings, Apollo Investment may make temporary investments in U.S. Treasury bills (of varying maturities), repurchase agreements and certain other high-quality, short-term debt securities. These temporary investments are generally deemed cash equivalents as defined by GAAP and are included in our Schedule of Investments. At the end of each fiscal quarter, Apollo Investment considers taking proactive steps with the objective of enhancing investment flexibility for the next quarter. For example, Apollo Investment may purchase U.S. Treasury bills from time-to-time on the last business day of the quarter and would typically close out its position on a net cash basis subsequent to quarter end. Apollo Investment may also utilize repurchase agreements or other balance sheet transactions, including drawing down on its revolving credit facility, as it deems appropriate. The amount of these transactions or such drawn cash for this purpose is excluded from total assets for purposes of computing the asset base upon which the management fee is determined. Temporary investments with maturities of greater than 60 days from the time of purchase are marked-to-market as per our valuation policy. There were no temporary investments outstanding (as defined herein) at September 30, 2009 or March 31, 2009.

**Note 10. Repurchase Agreements**

The Company may enter into repurchase agreements as part of its investment program. The Company's custodian takes possession of collateral pledged by the counterparty. The collateral is marked-to-market daily to ensure that the value, plus accrued interest, is at least equal to the repurchase price. In the event of default of the obligor to repurchase, the Company has the right to liquidate the collateral and apply the proceeds in satisfaction of the obligation. Under certain circumstances, in the event of default or bankruptcy by the counterparty to the agreement, realization and/or retention of the collateral or proceeds may be subject to legal proceedings. There were no repurchase agreements outstanding

at September 30, 2009 or March 31, 2009.

**Table of Contents****APOLLO INVESTMENT CORPORATION****NOTES TO FINANCIAL STATEMENTS (unaudited) (continued)**

(in thousands except share and per share amounts)

**Note 11. Financial Highlights**

The following is a schedule of financial highlights for the six months ended September 30, 2009 and the year ended March 31, 2009:

	Six months ended September 30, 2009 (unaudited)	Year ended March 31, 2009
<b>Per Share Data:</b>		
Net asset value, beginning of period	\$ 9.82	\$ 15.83
Net investment income	0.68	1.48
Net realized and unrealized gain (loss)	0.63	(5.74)
Net increase (decrease) in net assets resulting from operations	1.31	(4.26)
Dividends to stockholders (1)	(0.56)	(1.86)
Effect of anti-dilution (dilution)	(0.28)	0.11
Offering costs	*	*
Net asset value at end of period	\$ 10.29	\$ 9.82
Per share market price at end of period	\$ 9.55	\$ 3.48
Total return (2)	195.2%	(73.90%)
Shares outstanding at end of period	163,705,894	142,221,335
<b>Ratio/Supplemental Data:</b>		
Net assets at end of period (in millions)	\$ 1,684.2	\$ 1,396.1
Ratio of net investment income to average net assets	6.89%	10.71%
Ratio of operating expenses to average net assets **	3.88%	6.35%
Ratio of credit facility related expenses to average net assets	0.65%	2.54%
Ratio of total expenses to average net assets **	4.53%	8.89%
Average debt outstanding	\$ 1,066,355	\$ 1,193,809
Average debt per share	\$ 7.23	\$ 8.56
Portfolio turnover ratio	4.0%	11.2%

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- (1) Dividends and distributions are determined based on taxable income calculated in accordance with income tax regulations which may differ from amounts determined under accounting principles generally accepted in the United States of America. Per share amounts reflect total dividends paid divided by average shares for the respective periods.
  - (2) Total return is based on the change in market price per share during the respective periods. Total return also takes into account dividends and distributions, if any, reinvested in accordance with the Company's dividend reinvestment plan. Total return is not annualized.
- \* Represents less than one cent per average share.
- \*\* The ratio of operating expenses to average net assets and the ratio of total expenses to average net assets is 3.88% and 4.53%, respectively, for the six months ended September 30, 2009, inclusive of the expense offset arrangement (see Note 8). For the year ended March 31, 2009, the ratios were 6.33% and 8.87%, respectively.

**Table of Contents****APOLLO INVESTMENT CORPORATION****NOTES TO FINANCIAL STATEMENTS (unaudited) (continued)****(in thousands except share and per share amounts)****Note 12. Credit Agreement and Borrowings**

Under the terms of the amended and restated Credit Agreement dated March 31, 2006 (the Facility), the lenders agreed to extend credit to Apollo Investment in an aggregate principal or face amount not exceeding \$1,250,000 at any one time outstanding. The amended Facility also permits Apollo Investment to seek additional commitments from new and existing lenders in the future, up to an aggregate amount not to exceed \$2,000,000. In February 2007, we increased total commitments to \$1,700,000. The Facility is a five-year revolving facility (with a stated maturity date of April 13, 2011) and is secured by substantially all of the assets in Apollo Investment's portfolio, including cash and cash equivalents. Pricing is set at 100 basis points over LIBOR. The Facility contains affirmative and restrictive covenants, including: (a) periodic financial reporting requirements, (b) maintaining minimum stockholders' equity of the greater of (i) 40% of the total assets of Apollo Investment and its subsidiaries as at the last day of any fiscal quarter and (ii) the sum of (A) \$400,000 plus (B) 25% of the net proceeds from the sale of equity interests in Apollo Investment after the closing date of the Facility, (c) maintaining a ratio of total assets, less total liabilities (other than indebtedness) to total indebtedness, in each case of Apollo Investment and its subsidiaries, of not less than 2.0:1.0, (d) maintaining minimum liquidity, (e) limitations on the incurrence of additional indebtedness, (f) limitations on liens, (g) limitations on investments (other than in the ordinary course of Apollo Investment's business), (h) limitations on mergers and disposition of assets (other than in the normal course of Apollo Investment's business activities) and (i) limitations on the creation or existence of agreements that permit liens on properties of Apollo Investment's subsidiaries. In addition to the asset coverage ratio described in clause (c) of the preceding sentence, borrowings under the Facility (and the incurrence of certain other permitted debt) are subject to compliance with a borrowing base that applies different advance rates to different types of assets in Apollo Investment's portfolio. The Facility currently provides for the ability of Apollo Investment to seek additional commitments from lenders in an aggregate amount of up to \$300,000. The Facility is used to supplement Apollo Investment's equity capital to make additional portfolio investments and for other general corporate purposes.

The average debt outstanding on the credit facility was \$1,066,355 and \$1,162,341 for the six months ended September 30, 2009 and 2008, respectively. The weighted average annual interest cost for the six months ended September 30, 2009 was 1.51%, exclusive of 0.26% for commitment fees and for other prepaid expenses related to establishing the credit facility. The weighted average annual interest cost for the six months ended September 30, 2008 was 4.64%, exclusive of 0.22% for commitment fees and for other prepaid expenses related to establishing the Facility. This weighted average annual interest cost reflects the average interest cost for all borrowings, including EURIBOR, CAD LIBOR, GBP LIBOR and USD LIBOR. The remaining capacity under the facility was \$797,688 at September 30, 2009. At September 30, 2009, the Company was in compliance with all financial and operational covenants required by the Facility.

**Note 13. Commitments and Contingencies**

The Company has the ability to issue standby letters of credit through its revolving credit facility. At September 30, 2009 and September 30, 2008, the Company had issued standby letters of credit through JPMorgan Chase Bank, N.A. totaling \$3,508 and \$3,768, respectively.

**Note 14. Subsequent Events**

The Company has no material events to report subsequent to the measurement date of these financial statements through the date that such were issued on November 5, 2009.



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**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders of

Apollo Investment Corporation

We have reviewed the accompanying statements of assets and liabilities of Apollo Investment Corporation (the Company), including the schedule of investments, as of September 30, 2009 and the related statements of operations for the three and six month periods ended September 30, 2009 and September 30, 2008, and the statement of cash flows for the six month periods ended September 30, 2009 and September 30, 2008, and the statement of changes in net assets for the six month period ended September 30, 2009. These interim financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the statement of assets and liabilities, including the schedule of investments, as of March 31, 2009, and the related statement of operations, of cash flows, and statement of changes in net assets for the year then ended, and in our report dated May 29, 2009, we expressed an unqualified opinion on those financial statements. In our opinion, the information set forth in the accompanying statement of assets and liabilities as of March 31, 2009 and in the statement of changes in net assets for the year then ended, is fairly stated in all material respects in relation to the statement of assets and liabilities from which it has been derived.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

New York, New York

November 5, 2009

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### **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

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

Some of the statements in this report constitute forward-looking statements, which relate to future events or our future performance or financial condition. The forward-looking statements contained herein involve risks and uncertainties, including statements as to:

our future operating results;

our business prospects and the prospects of our portfolio companies;

the impact of investments that we expect to make;

our contractual arrangements and relationships with third parties;

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

the ability of our portfolio companies to achieve their objectives;

our expected financings and investments;

the adequacy of our cash resources and working capital; and

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

We generally use words such as anticipates, believes, expects, intends and similar expressions to identify forward-looking statements. Our actual results could differ materially from those projected in the forward-looking statements for any reason, including any factors set forth in Risk Factors and elsewhere in this report.

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

## **OVERVIEW**

Apollo Investment was incorporated under the Maryland General Corporation Law in February 2004. We have elected to be treated as a BDC under the 1940 Act. As such, we are required to comply with certain regulatory requirements. For instance, we generally have to invest at least 70% of our total assets in qualifying assets, including securities of private or thinly traded public U.S. companies, cash equivalents, U.S. government securities and high-quality debt investments that mature in one year or less. In addition, for federal income tax purposes we have elected to be treated as a RIC under Subchapter M of the Internal Revenue Code of 1986, as amended. Pursuant to this election and assuming we qualify as a RIC, we generally do not have to pay corporate-level federal income taxes on any income we distribute to our stockholders. Apollo Investment commenced operations on April 8, 2004 upon completion of its initial public offering that raised \$870 million in net proceeds selling

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62 million shares of its common stock at a price of \$15.00 per share. Since then, and through September 30, 2009, we have raised approximately \$1.6 billion in net proceeds from additional offerings of common stock.

### *Investments*

Our level of investment activity can and does vary substantially from period to period depending on many factors, including the amount of debt and equity capital available to middle market companies, the level of

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merger and acquisition activity for such companies, the general economic environment and the competitive environment for the types of investments we make. As a business development company, we must not acquire any assets other than qualifying assets specified in the 1940 Act unless, at the time the acquisition is made, at least 70% of our total assets are qualifying assets (with certain limited exceptions). Qualifying assets include investments in eligible portfolio companies. Pursuant to rules adopted in 2006, the SEC expanded the definition of eligible portfolio company to include certain public companies that do not have any securities listed on a national securities exchange. The SEC also adopted an additional rule under the 1940 Act to expand the definition of eligible portfolio company to include companies whose securities are listed on a national securities exchange but whose market capitalization is less than \$250 million. This rule became effective on July 21, 2008.

### ***Revenue***

We generate revenue primarily in the form of interest and dividend income from the debt and preferred securities we hold and capital gains, if any, on investment securities that we may acquire in portfolio companies. Our debt investments, whether in the form of mezzanine or senior secured loans, generally have a stated term of five to ten years and bear interest at a fixed rate or a floating rate usually determined on the basis of a benchmark: LIBOR, EURIBOR, GBP LIBOR, or the prime rate. Interest on debt securities is generally payable quarterly or semiannually and while U.S. subordinated debt and corporate notes typically accrue interest at fixed rates, some of our investments may include zero coupon and/or step-up bonds that accrue income on a constant yield to call or maturity basis. In addition, some of our investments provide for PIK. Such amounts of accrued PIK interest or dividends is added to the cost of the investment on the respective capitalization dates and generally becomes due at maturity. We may also generate revenue in the form of dividends paid to us on equity investments as well as revenue in the form of commitment, origination, structuring fees, fees for providing managerial assistance and, if applicable, consulting fees, etc.

### ***Expenses***

All investment professionals of the investment adviser and their staff, when and to the extent engaged in providing investment advisory and management services to us, and the compensation and routine overhead expenses of that personnel which is allocable to those services are provided and paid for by AIM. We bear all other costs and expenses of our operations and transactions, including those relating to:

investment advisory and management fees;

expenses incurred by AIM payable to third parties, including agents, consultants or other advisors, in monitoring our financial and legal affairs and in monitoring our investments and performing due diligence on our prospective portfolio companies;

calculation of our net asset value (including the cost and expenses of any independent valuation firm);

direct costs and expenses of administration, including independent registered public accounting and legal costs;

costs of preparing and filing reports or other documents with the SEC;

interest payable on debt, if any, incurred to finance our investments;

offerings of our common stock and other securities;

registration and listing fees;

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fees payable to third parties, including agents, consultants or other advisors, relating to, or associated with, evaluating and making investments;

transfer agent and custodial fees;

taxes;

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independent directors' fees and expenses;

marketing and distribution-related expenses;

the costs of any reports, proxy statements or other notices to stockholders, including printing and postage costs;

our allocable portion of the fidelity bond, directors and officers/errors and omissions liability insurance, and any other insurance premiums;

organization and offering; and

all other expenses incurred by us or the Administrator in connection with administering our business, such as our allocable portion of overhead under the administration agreement, including rent and our allocable portion of the cost of our chief financial officer and chief compliance officer and their respective staffs.

We expect our general and administrative operating expenses related to our ongoing operations to increase moderately in dollar terms. During periods of asset growth, we generally expect our general and administrative operating expenses to decline as a percentage of our total assets and increase during periods of asset declines. Incentive fees, interest expense and costs relating to future offerings of securities, among others, may also increase or reduce overall operating expenses based on portfolio performance, benchmarks LIBOR and EURIBOR, and offerings of our securities relative to comparative periods, among other factors.

### **Portfolio and Investment Activity**

During the three months ended September 30, 2009, we invested \$38.8 million across 6 existing portfolio companies. This compares to investing \$225.8 million in 5 new and 6 existing portfolio companies for the three months ended September 30, 2008. Investments sold or prepaid during the three months ended September 30, 2009 totaled \$30.2 million versus \$21.3 million for the three months ended September 30, 2008.

At September 30, 2009, our portfolio consisted of 71 portfolio companies and was invested 26% in senior secured loans, 57% in subordinated debt, 4% in preferred equity and 13% in common equity and warrants measured at fair value versus 78 portfolio companies invested 23% in senior secured loans, 57% in subordinated debt, 4% in preferred equity and 16% in common equity and warrants at September 30, 2008.

The weighted average yields on our senior secured loan portfolio, subordinated debt portfolio and total debt portfolio at our current cost basis were 7.9%, 13.2% and 11.5%, respectively, at September 30, 2009. At September 30, 2008, the yields were 10.2%, 13.4%, and 12.5%, respectively.

Since the initial public offering of Apollo Investment Corporation in April 2004 and through September 30, 2009, invested capital totals \$5.7 billion in 124 portfolio companies. Over the same period, Apollo Investment completed transactions with more than 85 different financial sponsors.

At September 30, 2009, 66% or \$1.5 billion of our income-bearing investment portfolio is fixed rate debt and 34% or \$0.8 billion is floating rate debt, measured at fair value. At September 30, 2008, 66% or \$1.8 billion of our income-bearing investment portfolio was fixed rate debt and 34% or \$0.9 billion was floating rate debt.

### **CRITICAL ACCOUNTING POLICIES**

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Changes in the economic environment, financial markets and any other parameters used in determining such estimates could cause actual results to differ materially. In addition to the discussion below, our critical accounting policies are further described in the notes to the

financial statements.

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### **Valuation of Portfolio Investments**

Under procedures established by our Board of Directors, we value investments, including certain subordinated debt, senior secured debt and other debt securities with maturities greater than 60 days, for which market quotations are readily available, at such market quotations (unless they are deemed not to represent fair value). We attempt to obtain market quotations from at least two brokers or dealers (if available, otherwise from a principal market maker or a primary market dealer or other independent pricing service). We utilize mid-market pricing as a practical expedient for fair value unless a different point within the range is more representative. If and when market quotations are deemed not to represent fair value, we typically utilize independent third party valuation firms to assist us in determining fair value. Given the continued market dislocation, the limited trading activity, and the level of forced sellers we noted in the market during the fiscal quarter ended June 30, 2009, our research and diligence concluded that the limited but available market quotations on a number of performing or outperforming credits may not be representative of fair value under generally accepted accounting principles in the U.S. Accordingly, such investments went through our multi-step valuation process as described below. In each case, our independent valuation firms considered observable market inputs together with significant unobservable inputs in arriving at their valuation recommendations for such Level 3 categorized assets. Investments maturing in 60 days or less are valued at cost plus accreted discount, or minus amortized premium, which approximates fair value. Debt and equity securities that are not publicly traded or whose market quotations are not readily available are valued at fair value as determined in good faith by or under the direction of our Board of Directors. Such determination of fair values may involve subjective judgments and estimates.

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

- (1) our quarterly valuation process begins with each portfolio company or investment being initially valued by the investment professionals of our investment adviser responsible for the portfolio investment;
- (2) preliminary valuation conclusions are then documented and discussed with senior management of our investment adviser;
- (3) independent valuation firms engaged by our board of directors conduct independent appraisals and review our investment adviser's preliminary valuations and make their own independent assessment;
- (4) the audit committee of the board of directors reviews the preliminary valuation of our investment adviser and that of the independent valuation firm and responds to the valuation recommendation of the independent valuation firm to reflect any comments; and
- (5) the board of directors discusses valuations and determines the fair value of each investment in our portfolio in good faith based on the input of our investment adviser, the respective independent valuation firm and the audit committee.

Investments are valued utilizing a market approach, an income approach, or both approaches, as appropriate. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities (including a business). The income approach uses valuation techniques to convert future amounts (for example, cash flows or earnings) to a single present amount (discounted). The measurement is based on the value indicated by current market expectations about those future amounts. In following these approaches, the types of factors that we may take into account in fair value pricing our investments include, as relevant: available current market data, including relevant and applicable market trading and transaction comparables, applicable market yields and multiples, security covenants, call protection provisions, information rights, the nature and realizable value of any collateral, the portfolio company's ability to make payments, its earnings and discounted cash flows, the markets in which the portfolio company does business, comparisons of financial ratios of peer companies that are public, M&A comparables, our principal market (as the reporting entity) and enterprise values, among other factors. For the fiscal quarter ended September 30, 2009, there has been no change to the Company's valuation techniques and related inputs considered in the valuation process.



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In September 2006, the Financial Accounting Standards Board issued guidance related to Fair Value Measurements. This guidance defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. This statement was effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those years. We adopted this statement for our first fiscal quarter ended June 30, 2008.

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

Level 1: Quoted prices in active markets for identical assets or liabilities, accessible by the Company at the measurement date.

Level 2: Quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active, or other observable inputs other than quoted prices.

Level 3: Unobservable inputs for the asset or liability.

In all cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to each investment.

On October 10, 2008, revised guidance which is now part of ASC 820 *Determining the Fair Value of a Financial Asset When the Market for That Asset is Not Active* was issued. This revised guidance provides examples of how to determine fair value in a market that is not active. It did not change the fair value measurement principles set forth in ASC 820. Furthermore, on April 9, 2009, the FASB issued additional revised guidance which provides information on estimating fair value when the volume and level of activity for the asset or liability have significantly decreased. It also includes guidance on identifying circumstances that indicate a transaction is not orderly. According to this guidance in the above circumstances, more analysis and significant adjustments to transaction or quoted prices may be necessary to estimate fair value. In addition, it requires disclosure of any changes in valuation techniques and related inputs resulting from the application. The total effect of the change in valuation techniques and related inputs must also be disclosed by major asset category. This revised guidance is effective for periods ending after June 15, 2009. The adoption did not have a material effect on the Company's financial position or results of operations. See certain additional disclosures in Note 6.

## **Revenue Recognition**

The Company records interest and dividend income, adjusted for amortization of premium and accretion of discount, on an accrual basis. Some of our loans and other investments, including certain preferred equity investments may have contractual PIK interest or dividends. PIK represents contractual interest or dividends accrued and is added to the cost of the investment on the respective capitalization dates and generally becomes due at maturity. Loan origination fees, original issue discount, and market discounts are capitalized and we amortize such amounts into income. Upon the prepayment of a loan, any unamortized loan origination fees are recorded as interest income. We record prepayment premiums on loans and other investments as interest income when we receive such amounts. Structuring fees are recorded as other income when earned.

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

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

Within the context of these critical accounting policies, we are not currently aware of any reasonably likely events or circumstances that would result in materially different amounts being reported.

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**RESULTS OF OPERATIONS**

Results comparisons are for the three and six months ended September 30, 2009 and September 30, 2008.

**Investment Income**

For the three and six months ended September 30, 2009, gross investment income totaled \$84.4 million and \$167.0 million, respectively. For the three and six months ended September 30, 2008, gross investment income totaled \$103.5 million and \$194.5 million, respectively. The decrease in gross investment income for the three and six months ended September 30, 2009, was primarily due to two factors: the reduction of the size of the income producing portfolio for the three and six month periods as well as the reduction in the yield of the overall income producing portfolio with LIBOR decreasing over 300 basis points. Origination, closing and/or commitment fees associated with investments in portfolio companies are accreted into interest income over the respective terms of the applicable loans.

**Expenses**

Net operating expenses totaled \$33.0 million and \$66.2 million, respectively, for the three and six months ended September 30, 2009, of which \$26.1 million and \$51.1 million, respectively, were base management fees and performance-based incentive fees and \$4.4 million and \$9.5 million, respectively, were interest and other credit facility expenses. Of these net operating expenses, general and administrative expenses totaled \$2.5 million and \$5.7 million, respectively, for the three and six months ended September 30, 2009. Net operating expenses totaled \$47.1 million and \$91.7 million, respectively, for the three and six months ended September 30, 2008, of which \$30.5 million and \$58.1 million, respectively, were base management fees and performance-based incentive fees and \$14.4 million and \$28.3 million, respectively, were interest and other credit facility expenses. Of these net operating expenses, general and administrative expenses totaled \$2.2 million and \$5.3 million, respectively, for the three and six months ended September 30, 2008. Net expenses consist of base investment advisory and management fees, insurance expenses, administrative services fees, legal fees, directors' fees, audit and tax services expenses, and other general and administrative expenses. The decrease in net expenses for the three and six month periods ended September 30, 2009 versus the three and six month periods ended September 30, 2008 was primarily related to the decrease in the weighted average interest expense on our revolving credit facility. This decrease in weighted average interest expense is due primarily to LIBOR decreasing over 300 basis points.

**Net Investment Income**

The Company's net investment income totaled \$51.4 million and \$100.7 million, or \$0.34, and \$0.68 on a per average share basis, respectively, for the three and six months ended September 30, 2009. For the three and six months ended September 30, 2008, net investment income totaled \$56.5 million and \$102.8 million or \$0.40 per share and \$0.75 per share, respectively.

**Net Realized Losses**

The Company had investment sales and prepayments totaling \$30.2 million and \$100.6 million, respectively, for the three and six months ended September 30, 2009. For the three and six months ended September 30, 2008, investment sales and prepayments totaled \$21.3 million and \$110.4 million, respectively. Net realized losses for the three and six months ended September 30, 2009 were \$3.1 million and \$101.3 million, respectively. For the three and six months ended September 30, 2008, net realized losses totaled \$30.0 million and \$59.8 million, respectively.

**Net Unrealized Appreciation (Depreciation) on Investments, Cash Equivalents and Foreign Currencies**

For the three and six months ended September 30, 2009, the Company's investments, cash equivalents, foreign currencies and other assets and liabilities had net appreciation of \$60.9 million and \$194.2 million,

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respectively. For the three and six months ended September 30, 2008, the Company's investments, cash equivalents, foreign currencies and other assets and liabilities had net depreciation of \$264.5 million and \$209.1 million, respectively. This net unrealized appreciation was primarily due to improving capital market conditions and net changes in specific portfolio company fundamentals. At September 30, 2009, the Company's net unrealized depreciation totaled \$737.3 million versus net unrealized depreciation of \$406.2 million at September 30, 2008.

**Net Increase in Net Assets From Operations**

For the three and six months ended September 30, 2009, the Company had a net increase in net assets resulting from operations of \$109.2 million and \$193.6 million, respectively. For the three and six months ended September 30, 2008, the Company had a net decrease in net assets resulting from operations of \$238.0 million and \$166.1 million, respectively. The earnings per share were \$0.71 and \$1.31 for the three and six months ended September 30, 2009, respectively. For the three and six months ended September 30, 2008, the loss per share was \$1.67 and \$1.21, respectively.

**LIQUIDITY AND CAPITAL RESOURCES**

The Company's liquidity and capital resources are generated and generally available through periodic follow-on equity offerings, through its senior secured, multi-currency \$1.7 billion, five-year, revolving credit facility maturing in April 2011, through investments in special purpose entities in which we hold and finance particular investments on a non-recourse basis, as well as from cash flows from operations, investment sales of liquid assets and prepayments of senior and subordinated loans and income earned from investments and cash equivalents. At September 30, 2009, the Company had \$902 million in borrowings outstanding and \$798 million of unused capacity. In the future, the Company may raise additional equity or debt capital off its shelf registration, among other considerations. The primary use of funds will be investments in portfolio companies, cash distributions to our stockholders, reductions in debt outstanding and other general corporate purposes. On August 18, 2009, the Company closed on its most recent follow-on public equity offering of 20.7 million shares of common stock at \$8.75 per share raising approximately \$173.0 million in net proceeds.

	Payments due by Period (dollars in millions)				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Senior Secured Revolving Credit Facility (1)	\$ 902	\$	\$ 902	\$	\$

- (1) At September 30, 2009, \$798 million remained unused under our senior secured revolving credit facility. Pricing of our credit facility is 100 basis points over LIBOR.

Information about our senior securities is shown in the following table as of each year ended March 31 since the Company commenced operations, unless otherwise noted. The   indicates information which the SEC expressly does not require to be disclosed for certain types of senior securities.

Class and Year	Total Amount Outstanding (dollars in thousands) (1)	Asset Coverage Per Unit (2)	Involuntary Liquidating Preference Per Unit (3)	Average Market Value Per Unit (4)
<b>Revolving Credit Facility</b>				
Fiscal 2010 (through September 30, 2009)	\$ 902,312	\$ 2,867	\$	N/A
Fiscal 2009	1,057,601	2,320		N/A
Fiscal 2008	1,639,122	2,158		N/A
Fiscal 2007	492,312	4,757		N/A
Fiscal 2006	323,852	4,798		N/A
Fiscal 2005	0	0		N/A

- (1) Total amount of each class of senior securities outstanding at the end of the period presented.



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- (2) The asset coverage ratio for a class of senior securities representing indebtedness is calculated as our consolidated total assets, less all liabilities and indebtedness not represented by senior securities, divided by senior securities representing indebtedness. This asset coverage ratio is multiplied by \$1,000 to determine the Asset Coverage Per Unit.
- (3) The amount to which such class of senior security would be entitled upon the involuntary liquidation of the issuer in preference to any security junior to it.
- (4) Not applicable, as senior securities are not registered for public trading.

**Contractual Obligations**

We have entered into two contracts under which we have future commitments: the investment advisory and management agreement, pursuant to which AIM has agreed to serve as our investment adviser, and the administration agreement, pursuant to which the Administrator has agreed to furnish us with the facilities and administrative services necessary to conduct our day-to-day operations and provide on our behalf managerial assistance to those portfolio companies to which we are required to provide such assistance. Payments under the investment advisory and management agreement are equal to (1) a percentage of the value of our average gross assets and (2) a two-part incentive fee. Payments under the administration agreement are equal to an amount based upon our allocable portion of the Administrator's overhead in performing its obligations under the administration agreement, including rent, technology systems, insurance and our allocable portion of the costs of our chief financial officer and chief compliance officer and their respective staffs. Either party may terminate each of the investment advisory and management agreement and administration agreement without penalty upon not more than 60 days' written notice to the other. Please see Note 3 within our financial statements for more information.

**Off-Balance Sheet Arrangements (dollars in thousands)**

The Company has the ability to issue standby letters of credit through its revolving credit facility. As of September 30, 2009 and September 30, 2008, the Company had issued through JPMorgan Chase Bank, N.A. standby letters of credit totaling \$3,508 and \$3,768, respectively.

**AIC Credit Opportunities Fund LLC (currencies in thousands)**

We own all of the common member interests in AIC Credit Opportunity Fund LLC ( AIC Holdco ), which was formed for the purpose of holding various financed investments. Effective in June 2008, we invested \$39,500 in a special purpose entity wholly owned by AIC Holdco, AIC (FDC) Holdings LLC ( Apollo FDC ), which was used to purchase a Junior Profit-Participating Note due 2013 in principal amount of \$39,500 (the Junior Note ) from Apollo I Trust (the Trust ). The Trust also issued a Senior Floating Rate Note due 2013 (the Senior Note ) to an unaffiliated third party ( FDC Counterparty ) in principal amount of \$39,500 paying interest at Libor plus 1.50%, increasing over time to Libor plus 2.0%. The Trust used the aggregate \$79,000 proceeds to acquire \$100,000 face value of a senior subordinated loan of First Data Corporation (the FDC Reference Obligation ) due 2016 and paying interest at 11.25% per year. The Junior Note generally entitles Apollo FDC to the net interest and other proceeds due under the FDC Reference Obligation after payment of interest due under the Senior Notes, as described above. In addition, Apollo FDC is entitled to 100% of any realized appreciation in the FDC Reference Obligation and, since the Senior Note is a non-recourse obligation, Apollo FDC is exposed up to the amount of equity used by AIC Holdco to fund the purchase of the Junior Note plus any additional margin Apollo decides to post, if any, during the term of the financing.

Through AIC Holdco, effective in June 2008, we invested \$11,375 in a special purpose entity wholly owned by AIC Holdco, AIC (TXU) Holdings LLC ( Apollo TXU ), which acquired exposure to \$50,000 notional amount of a Libor plus 3.5% senior secured delayed draw term loan of Texas Competitive Electric Holdings ( TXU ) due 2014 through a non-recourse total return swap with an unaffiliated third party expiring on October 10, 2013 and pursuant to which Apollo TXU pays interest at Libor plus 1.5% and generally receives all

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proceeds due under the delayed draw term loan of TXU (the TXU Reference Obligation). Like Apollo FDC, Apollo TXU is entitled to 100% of any realized appreciation in the TXU Reference Obligation and, since the total return swap is a non-recourse obligation, Apollo TXU is exposed up to the amount of equity used by AIC Holdco to fund the investment in the total return swap, plus any additional margin we decide to post, if any, during the term of the financing.

Through AIC Holdco, effective in September 2008, we invested \$10,022 equivalent, in a special purpose entity wholly owned by AIC Holdco, AIC (Boots) Holdings, LLC (Apollo Boots), which acquired 23,383 and £12,465 principal amount of senior term loans of AB Acquisitions Topco 2 Limited, a holding company for the Alliance Boots group of companies (the Boots Reference Obligations), out of the proceeds of our investment and a multicurrency \$40,876 equivalent non-recourse loan to Apollo Boots (the Acquisition Loan) by an unaffiliated third party that matures in September 2013 and pays interest at LIBOR plus 1.25% or, in certain cases, the higher of the Federal Funds Rate plus 0.50% or the lender's prime-rate. The Boots Reference Obligations pay interest at the rate of LIBOR plus 3% per year and mature in June 2015.

Pursuant to applicable investment company accounting, we do not consolidate AIC Holdco or its wholly owned subsidiaries and accordingly only the value of our investment in AIC Holdco is included on our balance sheet. The Senior Note, total return swap and Acquisition Loan are non-recourse to AIC Holdco, its subsidiaries and us and have standard events of default including failure to pay contractual amounts when due and failure by each of the underlying Apollo special purpose entities to provide additional credit support, sell assets or prepay a portion of its obligations if the value of the FDC Reference Obligation, the TXU Reference Obligation or the Boots Reference Obligation, as applicable, declines below specified levels. We may unwind any of these transactions at any time without penalty. From time to time Apollo Investment may provide additional capital to AIC Holdco for purposes of funding margin calls under one or more of the transactions described above. During the fiscal year ended March 31, 2009, we provided \$18,480 in additional capital to AIC Holdco. During the six months ended September 30, 2009, \$7,812 of net capital was returned to us from AIC Holdco.

## **Dividends**

Dividends to stockholders for the three and six months ended September 30, 2009 totaled \$45.8 million or \$0.28 per share, and \$82.8 million or \$0.54 per share, respectively. For the three and six months ended September 30, 2008 dividends totaled \$74.0 million or \$0.52 per share, and \$147.9 million or \$1.04 per share, respectively. Tax characteristics of all dividends will be reported to shareholders on Form 1099 after the end of the calendar year. Our quarterly dividends, if any, will be determined by our Board of Directors.

We have elected to be taxed as a RIC under Subchapter M of the Internal Revenue Code of 1986. To maintain our RIC status, we must distribute at least 90% of our ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, out of the assets legally available for distribution. In addition, although we currently intend to distribute realized net capital gains (*i.e.*, net long-term capital gains in excess of short-term capital losses), if any, at least annually, out of the assets legally available for such distributions, we may in the future decide to retain such capital gains for investment.

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

We may not be able to achieve operating results that will allow us to make distributions at a specific level or to increase the amount of these distributions from time to time. In addition, due to the asset coverage test applicable to us as a business development company, we may in the future be limited in our ability to make distributions. Also, our revolving credit facility may limit our ability to declare dividends if we default under certain provisions. If we do not distribute a certain percentage of our income annually, we will suffer adverse tax

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consequences, including possible loss of the tax benefits available to us as a regulated investment company. In addition, in accordance with U.S. generally accepted accounting principles and tax regulations, we include in income certain amounts that we have not yet received in cash, such as contractual payment-in-kind interest, which represents contractual interest added to the loan balance that becomes due at the end of the loan term, or the accrual of original issue or market discount. Since we may recognize income before or without receiving cash representing such income, we may have difficulty meeting the requirement to distribute at least 90% of our investment company taxable income to obtain tax benefits as a regulated investment company.

With respect to the dividends to stockholders, income from origination, structuring, closing, commitment and other upfront fees associated with investments in portfolio companies is treated as taxable income and accordingly, distributed to stockholders.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

We are subject to financial market risks, including changes in interest rates. During the three and six months ended September 30, 2009, many of the loans in our portfolio had floating interest rates. These loans are usually based on floating LIBOR and typically have durations of one to six months after which they reset to current market interest rates. As the percentage of our U.S. mezzanine and other subordinated loans increase as a percentage of our total investments, we expect that more of the loans in our portfolio will have fixed rates. At September 30, 2009, our floating-rate assets and floating-rate liabilities were closely matched. As such, a change in interest rates would not have a material effect on our net investment income. However, we may hedge against interest rate fluctuations from time-to-time by using standard hedging instruments such as futures, options and forward contracts subject to the requirements of the 1940 Act. While hedging activities may insulate us against adverse changes in interest rates, they may also limit our ability to participate in the benefits of lower interest rates with respect to our portfolio of investments. During the three and six months ended September 30, 2009, we did not engage in interest rate hedging activities.

**Item 4. Controls and Procedures**

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

As of September 30, 2009 (the end of the period covered by this report), we, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the 1934 Act). Based on that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective and provided reasonable assurance that information required to be disclosed in our periodic SEC filings is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. However, in evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of such possible controls and procedures.

***(b) Changes in Internal Controls Over Financial Reporting***

There have been no changes in the Company's internal control over financial reporting that occurred during the second quarter of fiscal 2010 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**Table of Contents****PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

We, Apollo Investment Management, L.P. and Apollo Investment Administration, LLC are not currently subject to any material pending legal proceedings.

**Item 1A. Risk Factors**

In addition to the other information set forth in this report, you should carefully consider the factors discussed in our latest registration statement filed on Form N-2 on August 5, 2009 as well as in Part I Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended March 31, 2009, which could materially affect our business, financial condition and/or operating results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially and adversely affect our business, financial condition and/or operating results.

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

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Submission of Matters to a Vote of Security Holders**

On August 5, 2009, the company held its 2009 Annual Meeting of Stockholders in New York, N.Y. Stockholders voted on four matters. The substance of these matters and the results of voting on them are described below.

1. Election of three Class II directors of the Company, who will each serve for a term of three years, or until his successor is duly elected and qualified. Votes were cast as follows:

Nominee	For	Against
Ashok Bakhru	126,857,967	4,620,364
John J. Hannan	125,012,250	6,466,081
James C. Zelter	125,448,370	6,029,961

2. Ratification of the selection of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for the year ending March 31, 2010. Votes were cast as follows:

For	Against	Abstain	Broker Non-Votes
129,135,842	1,453,708	888,781	0

3. Authorization of the Company, with the approval of its board of directors, to sell shares of its common stock (during the next 12 months) at a price below its then current net asset value per share subject to certain limitations (including that the cumulative number of shares sold pursuant to such authority does not exceed 25% of its then outstanding common stock immediately prior to such sale). Votes were cast as follows:



<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
73,610,090	16,911,432	770,941	40,185,868

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4. Authorization of the Company to sell or otherwise issue pursuant to such authority from time to time long-term warrants or securities to subscribe for or convertible into shares of its common stock subject to certain limitations (including that the number of shares issuable does not exceed 25% of the Company's outstanding common stock at the time of issuance of such warrants or other securities and that the exercise or conversion price thereof is not, at the date of issuance of such warrants or other securities, less than the greater of the market value per share and the net asset value per share of its common stock). In addition, unlike number three above, the authority gained does not expire after one year. Votes were cast as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
82,803,338	7,181,632	1,307,493	40,185,868

**Item 5. Other Information**

None.

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**Item 6. Exhibits**

(a) Exhibits

Listed below are the exhibits that are filed as part of this report (according to the number assigned to them in Item 601 of Regulation S-K):

- 3.1 Articles of Amendment and Restatement, as amended (1)
- 3.2 Amended and Restated Bylaws (5)
- 4.1 Form of Stock Certificate (3)
- 10.1 Investment Advisory Management Agreement between Registrant and Apollo Investment Management, L.P. (2)
- 10.1(b) Supplement to the Investment Advisory Management Agreement between Registrant and Apollo Investment Management, L.P. (5)
- 10.2 Administration Agreement between Registrant and Apollo Investment Administration, LLC (2)
- 10.3 Dividend Reinvestment Plan (3)
- 10.4 Custodian Agreement (3)
- 10.5 License Agreement between the Registrant and Apollo Management, L.P. (2)
- 10.6 Form of Transfer Agency and Service Agreement (2)
- 10.7 Amended and Restated Senior Secured Revolving Credit Agreement (4)
- 22.1 Proxy Statement (6)
- 31.1\* Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
- 31.2\* Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
- 32.1\* Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).
- 32.2\* Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).

\* Filed herewith.

- (1) Incorporated by reference from the Registrant's post-effective Amendment No. 1 to the Registration Statement under the Securities Act of 1933, as amended, on Form N-2, filed on August 14, 2006.
- (2) Incorporated by reference from the Registrant's pre-effective Amendment No. 3 to the Registration Statement under the Securities Act of 1933, as amended, on Form N-2, filed on April 1, 2004.
- (3) Incorporated by reference from the Registrant's pre-effective Amendment No. 1 to the Registration Statement under the Securities Act of 1933, as amended, on Form N-2, filed on March 12, 2004.
- (4) Incorporated by reference from the Registrant's Form 8-K filed on April 4, 2006.
- (5) Incorporated by reference from the Registrant's Form 10-K filed on June 12, 2006.
- (6) Incorporated by reference from the Registrant's 14A filed on June 19, 2009.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on November 5, 2009.

**APOLLO INVESTMENT CORPORATION**

By: */s/* JAMES C. ZELTER  
**James C. Zelter**  
**Chief Executive Officer**

By: */s/* RICHARD L. PETEKA  
**Richard L. Peteka**  
**Chief Financial Officer and Treasurer**