



SUMMARY RISK FACTORS

Investing in our common stock may be considered speculative and involves a high degree of risk, including the risk of a substantial loss of investment. Below are risk factors you should consider before buying shares of our common stock.

* We intend to invest primarily in senior secured term loans, second lien loans and mezzanine debt and selected equity investments issued by private companies. For our senior secured and second lien loans, the collateral securing these investments may decrease in value or lose its entire value over time or may fluctuate based on the performance of the portfolio company which may lead to a loss in principal. Mezzanine debt investments are typically unsecured, and investing in mezzanine debt may involve a heightened level of risk, including a loss of principal or the loss of the entire investment.

* This is our initial public offering, and no public trading market exists for our shares. We do not currently intend to list our shares on an exchange and do not expect a public trading market to develop for the shares in the foreseeable future. Therefore, if you purchase shares you will likely have limited ability to sell your shares.

* We have not identified specific investments that we will make with the proceeds from this offering, and therefore you will not have the opportunity to evaluate our investments prior to purchasing shares of our common stock.

* We are a new company and have no operating history.

* We intend to qualify as a regulated investment company, or RIC, under Subchapter M of the Internal Revenue Code of 1986, but may fail to do so.

* Current market conditions have impacted debt and equity capital markets in the United States. Economic conditions or other factors may affect our ability to borrow for investment purposes, and may therefore adversely affect our ability to achieve our investment objectives.

* Our ability to achieve our investment objectives depends on our Advisor's ability to manage and support our investment process. If our Advisor were to lose any members of its senior management team, our ability to achieve our investment objectives could be significantly impacted.

* There is a risk that we may not be able to pay distributions, and that distributions may not grow over time. Our distributions to our stockholders may exceed our earnings, particularly during the period before we have substantially invested the net proceeds from this offering. Therefore, portions of the distributions that we pay may represent a return of capital to you which will lower your tax basis in your shares and reduce the amount of funds we have for investment in targeted assets.

* A significant portion of our investment portfolio will be recorded at fair value as determined in good faith by our board of directors and, as a result, there is and will be uncertainty as to the value of our portfolio investments.

* BDCA Advisor, its affiliates and Main Street Capital Corporation face conflicts of interest regarding compensation, investment opportunities and management resources.

* Because our business model depends to a significant extent upon relationships with private equity sponsors, investment banks, and commercial banks, the inability of our Advisor to maintain or develop these relationships, or the failure of these relationships to generate investment opportunities, could adversely affect our business.

* Borrowing funds to make investments will expose us to the risk of leverage, increasing the potential for gain or loss on amounts invested.

* Our board of directors may change our operating policies and strategies without prior notice or stockholder approval, the effects of which may be adverse. However, our Board of Directors may not withdraw our election to be treated as a Business Development Company without stockholder approval.