ALLIED CAPITAL CORP
Form 497
December 18, 2002

Prospectus Supplement
(To Prospectus dated October 21, 2002)

Filed Pursuant to Rule 497
Registration Statement No. 333-87862

1,750,000 Shares

COMMON STOCK

We are offering for sale 1,750,000 shares of our common stock. Our common stock is traded on the New York Stock Exchange under the symbol ALD. The last reported sales price for our common stock on December 17, 2002 was $21.66 per share.

You should review the information, including the risk of leverage, set forth under Risk Factors on page 9 of the accompanying prospectus before investing our common stock.

	Per Share	Total
Public offering price	$21.76	$38,080,000
Underwriting discount	$0.87	$1,522,500
Proceeds to Allied Capital Corporation(1)	$20.89	$36,557,500

(1) Before deducting expenses payable by us estimated to be $50,000.

Please read this prospectus supplement, and the accompanying prospectus, before investing, and keep it for future reference. The prospectus supplement and the accompanying prospectus contain important information about us. The SEC maintains an Internet website (http://www.sec.gov) that contains other information about us.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The shares of common stock will be ready for delivery on or about December 18, 2002.

JEFFERIES & COMPANY, INC.

The date of this prospectus supplement is December 17, 2002.

You should rely only on the information contained in this prospectus supplement and the accompanying prospectus. We have not, and the underwriter has not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriter is not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

TABLE OF CONTENTS

Prospectus Supplement

Fees and Expenses
S-1
Use of Proceeds
S-2
Underwriting
S-2
Legal Matters
S-3
Recent Developments
S-3
Interim Management s Discussion and Analysis of Financial Condition and Results of Operations
S-4
Interim Consolidated Financial Statements
S-39

Prospectus

Prospectus Summary
1
Fees and Expenses
5
Selected Condensed Consolidated Financial Data
6
Risk Factors
9
Use of Proceeds
16
Price Range of Common Stock and Distributions
17
Management s Discussion and Analysis of Financial Condition and Results of Operations
18
Senior Securities
51
Business
55
Portfolio Companies
69
Determination of Net Asset Value
77
Management
81
Compensation of Executive Officers and Directors
86
Control Persons and Principal Holders of Securities

92
Certain Relationships and Transactions
94
Tax Status
95
Certain Government Regulations
99
Dividend Reinvestment Plan
102
Description of Securities
103
Selling Shareholders
107
Plan of Distribution
107
Legal Matters
108
Safekeeping, Transfer and Dividend Paying Agent and Registrar
108
Brokerage Allocation and Other Practices
108
Independent Public Accountants
108
Notice Regarding Arthur Andersen LLP
109
Index to Consolidated Financial Statements
F-1

In this prospectus supplement and the accompanying prospectus, unless otherwise indicated, Allied Capital , we , us or our refer to Allied Capital Corporation and its subsidiaries.

Information contained in this prospectus supplement, and the accompanying prospectus, may contain forward-looking statements, which can be identified by the use of forward-looking terminology such as may, will, expect, intend, anticipate, estimate, or continue or the n thereof or other variations thereon or comparable terminology. The matters described in Risk Factors in the accompanying prospectus and certain other factors noted throughout this prospectus supplement and the accompanying prospectus constitute cautionary statements identifying important factors with respect to any such forward-looking statements, including certain risks and uncertainties, that could cause actual results to differ materially from those in such forward-looking statements.

FEES AND EXPENSES

This table describes the various costs and expenses that an investor of our common stock will bear directly or indirectly.

Shareholders Transaction Expenses	
Sales load (as a percentage of offering price)(1)	4.0%
Dividend reinvestment plan fees(2)	None
Annual Expenses (as a percentage of consolidated net assets attributable to common shares)(3)	
Operating expenses(4)	3.6%
Interest payments on borrowed funds(5)	4.9%
Total annual expenses(6)	8.5%

(1) The underwriting discounts and commissions with respect to the shares sold by Allied Capital in this offering are the only sales loads paid in connection with this offering.

(2) The expenses of our dividend reinvestment plan are included in Operating expenses. We have no cash purchase plan. The participants in the dividend reinvestment plan will bear a pro rata share of brokerage commissions incurred with respect to open market purchases, if any. See Dividend Reinvestment Plan in the accompanying prospectus.

(3) Consolidated net assets attributable to common stock equals net assets (*i.e.*, total consolidated assets less total consolidated liabilities and preferred stock) at September 30, 2002.

(4) Operating expenses represent our estimated operating expenses for the year ending December 31, 2002 excluding interest on indebtedness. This percentage for the year ended December 31, 2001 was 3.8%.

(5) The Interest payments on borrowed funds represents our estimated interest expenses for the year ending December 31, 2002. We had outstanding borrowings of $990.7 million at September 30, 2002. This percentage for the year ended December 31, 2001 was 5.5%. See Risk Factors in the accompanying prospectus.

(6) Total annual expenses as a percentage of consolidated net assets attributable to common stock are higher than the total annual expenses percentage would be for a company that is not leveraged. We borrow money to leverage our net assets and increase our total assets. The SEC requires that the Total annual expenses percentage be calculated as a percentage of net assets, rather than the total assets, including assets that have been funded with borrowed monies. If the Total annual expenses percentage were calculated instead as a percentage of consolidated total assets, our Total annual expenses would be 4.9% of consolidated total assets.

Example

The following example, required by the SEC, demonstrates the projected dollar amount of total cumulative expenses that would be incurred over various periods with respect to a hypothetical investment in us. In calculating the following expense amounts, we assumed we would have no additional leverage and that our operating expenses would remain at the levels set forth in the table above.

	1 Year	3 Years	5 Years	10 Years
You would pay the following expenses on a $1,000 investment, assuming a 5.0% annual return	$123	$291	$459	$881

Although the example assumes (as required by the SEC) a 5.0% annual return, our performance will vary and may result in a return of greater or less than 5.0%. In addition, while the example assumes reinvestment of all dividends and distributions at net asset value, participants in the dividend reinvestment plan may receive shares of common stock that we issue at or above net asset value or purchased by the administrator of the dividend reinvestment plan, at the market price in effect at the time, which may be higher than, at, or below net asset value. See Dividend Reinvestment Plan in the accompanying prospectus.

The example should not be considered a representation of future expenses, and the actual expenses may be greater or less than those shown.

USE OF PROCEEDS

The net proceeds from the sale of the shares of our common stock, after deducting estimated expenses of this offering, are estimated to be $36.5 million. We intend to use the net proceeds from selling our common stock for investment in the debt or equity securities of primarily private companies or non-investment grade commercial mortgage-backed securities and other general corporate purposes. We may also repay a portion of our revolving line of credit. At December 16, 2002, the interest rate on our revolving line of credit was 2.71% and there was approximately $94.8 million outstanding. This revolving line of credit terminates in August 2003 and may be extended under substantially similar terms for one additional year.

UNDERWRITING

Subject to the terms and conditions stated in the underwriting agreement with Jefferies & Company, Inc., the underwriter has agreed to purchase, and we have agreed to sell to the underwriter, all 1,750,000 of the shares offered by this prospectus supplement.

The underwriting agreement provides that the obligations of the underwriter to purchase the shares offered by us are subject to some conditions. The underwriter is obligated to purchase all of the shares offered by us, if any of the shares are purchased.

The underwriter proposes to offer the shares to the public initially at the public offering price set forth on the cover of this prospectus supplement. The public offering price is equal to the volume weighted average price per share of our common stock on the NYSE for each of the five trading days beginning on December 11, 2002 and ending on December 17, 2002. After the offering, the public offering price may be changed by the underwriter.

The following table shows the per share and total underwriting discounts and commissions to be paid to the underwriter by us.

Per share	$0.87
Total	$1,522,500

We estimate that the total expenses of this offering, excluding the underwriting discounts and commissions, will be approximately $50,000, which will be paid by us.

This offering of the shares is made for delivery when, as and if accepted by the underwriter and subject to prior sale and to withdrawal, cancellation or modification of this offering without notice. The underwriter reserves the right to reject an order for the purchase of shares in whole or in part.

We have agreed to indemnify the underwriter against certain liabilities, including liabilities under the Securities Act, and to contribute to payments the underwriter may be required to make in respect of these liabilities.

We have been advised by the underwriter that, in accordance with Regulation M under the Securities Act, some persons participating in this offering may engage in transactions, including syndicate covering transactions or stabilizing bids, that may have the effect of stabilizing or maintaining the market price of the shares at a level above that which might otherwise prevail in the open market.

A syndicate covering transaction is a bid for or the purchase of shares on behalf of the underwriter to reduce a syndicate short position incurred by the underwriter in connection with this offering. The underwriter may create a syndicate short position by making short sales of our shares and must then purchase our shares in the open market to cover the syndicate short positions created by these short sales. Short sales involve the sale by the underwriter of a greater number of shares than it is required to purchase in this offering. A short position is more likely to be created if the underwriter is concerned that there may be downward pressure in the price of the shares in the open market after pricing that could adversely affect investors who purchase in this offering.

A stabilizing bid is a bid for or the purchase of shares on behalf of the underwriter for the purpose of fixing or maintaining the price of our shares.

We have been advised by the representatives of the underwriter that these transactions may be effected on the New York Stock Exchange or otherwise and, if commenced, may be discontinued at any time. Similar to other purchase activities, these activities may have the effect of raising or maintaining the market price of our shares or preventing or regarding a decline in the market price of our shares. As a result, the price of our shares may be higher than the price that might otherwise exist in the open market.

The underwriter expects to deliver the shares through the facilities of The Depository Trust Company in New York, New York, on or about December 18, 2002. At that time, the underwriter will pay us for the shares in immediately available funds.

This offering is being conducted in compliance with Rule 2810 of the Conduct Rules of the National Association of Securities Dealers, Inc.

The address for Jefferies & Company, Inc. is 520 Madison Avenue, 8th Floor, New York, NY 10022.

LEGAL MATTERS

Certain legal matters with respect to the validity of the shares of common stock we are offering will be passed upon for us by Sutherland Asbill & Brennan LLP, Washington, D.C. Certain legal matters related to the offering will be passed upon for the underwriter by Morgan, Lewis & Bockius LLP, New York, New York.

RECENT DEVELOPMENTS

On November 21, 2002, we completed a non-transferable rights offering, raising approximately $86 million in new equity capital, after offering-related expenses.

INTERIM MANAGEMENT S DISCUSSION AND ANALYSIS

OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following analysis of the financial condition and results of operations of the Company should be read in conjunction with the Company s Consolidated Financial Statements and the Notes thereto included herein and in the accompanying prospectus.

Financial or other information presented for private finance portfolio companies has been obtained from the portfolio company, and the financial information presented may represent unaudited, projected or pro forma financial information, and therefore may not be indicative of actual results. In addition, the private equity industry uses financial measures such as EBITDA or EBITDAM (Earnings Before Interest, Taxes, Depreciation, Amortization and, in some instances, Management fees) in order to assess a portfolio company s financial performance and to value a portfolio company. EBITDA and EBITDAM are not intended to represent cash flow from operations as defined by accounting principles generally accepted in the United States of America and such information should not be considered as an alternative to net income, cash flow from operations or any other measure of performance prescribed by accounting principles generally accepted in the United States of America.

OVERVIEW

We are a business development company that provides long-term debt and equity investment capital to support the expansion of companies in a variety of industries. Our lending and investment activity is generally focused in private finance and commercial real estate finance, primarily in non-investment grade commercial mortgage-backed securities, which we refer to as CMBS. Our private finance activity principally involves providing financing through privately negotiated long-term debt and equity investment capital. Our private financing is generally used to fund growth, buyouts, acquisitions, recapitalizations, note purchases, and bridge financings. We generally invest in private companies though, from time to time, we may invest in public companies that lack access to public capital or whose securities may not be marginable.

Our portfolio composition at September 30, 2002, and December 31, 2001, was as follows:

	At September 30, 2002	At December 31, 2001
Private Finance	71%	68%
Commercial Real Estate Finance	29%	32%

Our earnings depend primarily on the level of interest and related portfolio income, fee income and net realized and unrealized gains or losses earned on our investment portfolio after deducting interest paid on borrowed capital and operating expenses. Interest income results from the stated interest rate earned on a loan and the amortization of loan origination points and discounts. The level of interest income is directly related to the balance of the interest-bearing investment portfolio multiplied by the weighted average yield. Our ability to generate interest income is dependent on economic, regulatory and competitive factors that influence new investment activity, the amount of loans for which

interest is not accruing and our ability to secure debt and equity capital for our investment activities.

PORTFOLIO AND INVESTMENT ACTIVITY

Total portfolio investment activity and yields at and for the three and nine months ended September 30, 2002 and 2001, and at and for the year ended December 31, 2001, were as follows:

($ in millions)	At and for the Three Months Ended September 30,		At and for the Nine Months Ended September 30,		At and for the Year Ended December 31,
	2002	2001	2002	2001	2001
	(unaudited)		(unaudited)		
Portfolio at value	$2,343.6	$2,174.4	$2,343.6	$2,174.4	$2,329.6
Investments funded	$157.6	$213.7	$353.0	$513.5	$680.3
Change in accrued or reinvested interest and dividends	$13.5	$14.9	$33.0	$40.4	$51.6
Principal repayments	$44.7	$7.9	$111.7	$50.4	$74.5
CMBS and commercial real estate loan sales	$87.2	$55.4	$213.5	$130.0	$130.0
Yield*	14.1%	14.1%	14.1%	14.1%	14.3%

* The weighted average yield on the interest-bearing investments is computed as the (a) annual stated interest rate earned plus the annual amortization of loan origination fees, original issue discount and market discount earned on accruing interest-bearing investments, divided by (b) total interest-bearing investments at value. The weighted average yield is computed as of the balance sheet date.

Private Finance

The private finance portfolio, investment activity and yields at and for the three and nine months ended September 30, 2002 and 2001, and at and for the year ended December 31, 2001, were as follows:

($ in millions)	At and for the Three Months Ended September 30,		At and for the Nine Months Ended September 30,		At and for the Year Ended December 31,
	2002	2001	2002	2001	2001
	(unaudited)		(unaudited)		
Portfolio at value:					
Loans and debt securities	$1,122.6	$1,095.6	$1,122.6	$1,095.6	$1,107.9
Equity interests	540.0	443.7	540.0	443.7	487.2

Total portfolio	$1,662.6	$1,539.3	$1,662.6	$1,539.3	$1,595.1
Investments funded	$148.7	$116.9	$218.4	$230.7	$287.7
Change in accrued or reinvested interest and dividends	$13.5	$14.8	$32.6	$39.2	$48.9
Principal repayments	$44.2	$6.0	$100.2	$29.1	$43.8
Yield*	14.4%	14.5%	14.4%	14.5%	14.8%

* The weighted average yield on loans and debt securities is computed as the (a) annual stated interest rate earned plus the annual amortization of loan origination fees, original issue discount and market discount earned on accruing loans and debt securities, divided by (b) total loans and debt securities at value. The weighted average yield is computed as of the balance sheet date.

Investments funded during the three and nine month periods ended September 30, 2002, and the year ended December 31, 2001, consisted of the following:

($ in thousands)	Loans and Debt Securities	Equity Interests	Total
For the three months ended September 30, 2002(1)			
Companies more than 25% owned	$15,775	$300	$16,075
Companies 5% to 25% owned	17,314	386	17,700
Companies less than 5% owned	106,995	7,886	114,881
Total	$140,084	$8,572	$148,656
For the nine months ended September 30, 2002(1)			
Companies more than 25% owned	$31,737	$4,059	$35,796
Companies 5% to 25% owned	24,808	7,432	32,240
Companies less than 5% owned	141,018	9,392	150,410
Total	$197,563	$20,883	$218,446
For the year ended December 31, 2001(1)			

Companies more than 25% owned	$47,860	$78,260	$126,120
Companies 5% to 25% owned	8,203	3,721	11,924
Companies less than 5% owned	142,144	7,548	149,692
Total	$198,207	$89,529	$287,736

(1) The private finance portfolio is presented in three categories companies more than 25% owned, which represent portfolio companies where we directly or indirectly own more than 25% of the outstanding voting securities of such portfolio company and therefore are deemed controlled by us under the 1940 Act; companies owned 5% to 25%, which represent portfolio companies where we directly or indirectly own 5% to 25% of the outstanding voting securities of such portfolio company or where we hold one or more seats on the portfolio company s board of directors and, therefore are deemed to be an affiliated person under the 1940 Act; and companies less than 5% owned, which represent portfolio companies where we directly or indirectly own less than 5% of the outstanding voting securities of such portfolio company and where we have no other affiliations with such portfolio company.

At September 30, 2002, we had outstanding funding commitments of $92.8 million to portfolio companies, including $28.1 million committed to private venture capital funds. At September 30, 2002, we also had total commitments to private finance portfolio companies in the form of standby letters of credit and guarantees of $61.7 million.

We fund new investments using cash, through the issuance of our common equity, the reinvestment of previously accrued interest and dividends in debt or equity securities, or the current reinvestment of interest and dividend income through the receipt of a debt or equity security (payment-in-kind income). From time to time we may opt to reinvest accrued interest receivable in a new debt or equity security in lieu of receiving such interest in cash and providing a subsequent growth investment.

We may acquire more than 50% of the common stock of a company in a control buyout transaction. Control investments are generally structured such that we earn a current return through a combination of interest income on our senior loans and subordinated debt, dividends on our preferred and common stock, and management or transaction services fees to compensate us for the managerial assistance that we provide to a controlled portfolio company. In some cases for companies that are more than 50% owned, we may not accrue interest on loans and debt securities if such company is in need of additional capital and, therefore, we may defer current debt service. Our most significant

investments acquired through control buyout transactions at September 30, 2002, were The Hillman Companies, Inc., (formerly SunSource, Inc.), acquired in 2001 and Business Loan Express, Inc., acquired in 2000.

The Hillman Companies, Inc. During 2001, we acquired 93.2% of the common equity of SunSource, Inc. for $71.5 million in cash. Subsequently, SunSource completed the sale of its STS business unit and distributed $16.5 million in cash to us, reducing our common stock cost basis to $57.2 million at December 31, 2001. As part of the STS sale, we invested $3.2 million in the new STS. During the third quarter of 2001, we received fees from SunSource of $2.8 million related to transaction assistance for the SunSource sale and STS sale, and $1.6 million for the syndication of SunSource s senior credit facilities. In addition, we realized a gain of $2.5 million from the sale of warrants prior to the buyout transaction. During the first quarter of 2002, SunSource changed its name to The Hillman Companies, Inc., also referred to as Hillman.

Hillman is a leading manufacturer of key making equipment and distributor of key blanks, fasteners, signage and other small hardware components and operates in multiple channels of the retail marketplace such as hardware stores, national and regional home centers and mass merchants. Hillman has certain patent-protected products including key duplication technology that is important to its business. Hillman s primary operations are located in Cincinnati, Ohio.

During the second quarter of 2002, we recorded unrealized appreciation on this investment of $32.8 million. At September 30, 2002, our investment in Hillman totaled $131.5 million at value, or 5.2% of total assets. We did not change the unrealized appreciation on our investment in Hillman during the third quarter of 2002, as the fair value of our investment was still within our range of estimations of enterprise value for the company. Hillman remains on plan with respect to achieving its estimated 2002 earnings before interest, taxes, depreciation, amortization and management fees, of approximately $50 million.

Business Loan Express, Inc. On December 31, 2000, we acquired 94.9% of BLC Financial Services, Inc. in a going private buyout transaction for $95.2 million. We issued approximately 4.1 million shares of our common stock, or $86.1 million of new equity, and paid $9.1 million in cash to acquire BLC, which thereafter changed its name to Business Loan Express, Inc.

As part of the transaction, we recapitalized Allied Capital Express, our small business lending operation, as an independently managed private portfolio company and merged it into Business Loan Express. We contributed certain assets, including our online rules-based underwriting technology and fixed assets, and transferred 37 employees to the private portfolio company. Upon completion of the transaction, our investment in Business Loan Express as of December 31, 2000 totaled $204.1 million and consisted of $74.5 million of subordinated debt, $25.1 million of preferred stock, and $104.5 million of common stock.

At September 30, 2002, our investment in Business Loan Express totaled $254.3 million at value, or 10.1% of our total assets, which includes unrealized appreciation of $35.4 million. We did not change the unrealized appreciation on our investment in BLX during the third quarter of 2002, as the fair value of our investment was still within our range of estimations of enterprise value. In determining the equity value included in the estimated enterprise value, we assumed that BLX s equity securities would be valued at a multiple of approximately 8 times trailing 2002 pro-forma net income of $23 million,

which results from BLX s actual fiscal 2002 earnings adjusted for management fees and a pro-forma capital structure that assumes the sale of the company.

To view another measure of the fair value of our investment in BLX, we compared our investment at fair value in BLX of $254.3 million to our share of the book value of BLX s junior capital. Our share of BLX s junior capital totals $145.7 million and includes subordinated debt due to us of $89.4 million, preferred equity of $25.1 million and our share of common equity, including paid-in capital and retained earnings of $31.2 million. This comparison shows that the fair value of our $254.3 million investment is 1.7 times the cost or book basis of our share of BLX s junior capital in total.

Summary financial data for Business Loan Express at and for the quarter ended September 30, 2002, and the year ended June 30, 2002, was as follows:

($ in millions)	At and for the Quarter Ended September 30, 2002(1)	At and for the Year Ended June 30, 2002
Operating Data		
Total revenue	$25.7	$84.6
Profits before taxes	$1.5	$3.6
Earnings before interest, taxes and management fees (EBITM)	$12.9	$43.0
Balance Sheet Data		
Total assets(2)	$279.7	$277.1
Total debt	$186.1	$183.0
Total shareholders equity	$60.7	$59.9
Cash Flow Data		
Cash provided by operating activities	$10.7	$18.7
Cash used in investing activities	$(8.6)	$(37.1)
Cash provided by financing activities	$0.7	$3.0
Other Data		
Total loan originations	$153.7	$565.1
Serviced loan portfolio	$1,501.6	$1,372.6
Number of loans	2,251	2,083
Loan delinquencies(3)	8.5%	9.4%

(1)

Financial data at and for the quarter ended September 30, 2002, is unaudited. The results of operations, changes in cash flows and loan originations for the three months ended September 30, 2002 are not necessarily indicative of the operating results to be expected for the full year.

(2) Included in total assets is $6 million of goodwill. There is no other goodwill on BLX s balance sheet. We acquired 94.9% of BLC Financial Services, Inc. on December 31, 2000. Push-down accounting was not required with respect to this transaction; accordingly, goodwill was not recorded by BLX.

(3) Represents the percentage of loans in the total serviced loan portfolio that are greater than 30 days delinquent, which includes loans in workout status. Loans greater than 30 days delinquent for the SBA 7(a) loan portfolio only, which are included in the total serviced loan portfolio, were 7.9% at September 30, 2002. Delinquencies for the types of small business loans made by BLX typically range between 8% and 12%.

The loans originated by BLX are generally secured by commercial real estate. Loans originated under the 7(a) Guaranteed Loan Program also require the personal guarantee of the borrower and, in many cases, the loans are also secured by additional real estate collateral. Because the loans are secured by collateral, BLX s annual loan losses for its serviced SBA 7(a) loans, computed using the unguaranteed balance of the SBA 7(a) loan portfolio, were less than 1% on average for the last five fiscal years.

Business Loan Express sells or securitizes substantially all of the loans it originates. BLX currently sells the guaranteed piece of SBA 7(a) guaranteed loans for cash premiums of up to 10% of the guaranteed loan amount plus a retained annual servicing fee generally between 1% and 2.0% of the guaranteed loan amount. Alternatively, BLX may sell the guaranteed piece of SBA 7(a) guaranteed loans at par and retain an annual servicing spread, at current prices, of generally between 4.0% and 4.8%. BLX securitizes the unguaranteed piece of the SBA 7(a) loans and conventional loans it originates. Typically, BLX retains up to 2.7% of the loan securitization pools and receives a spread from the excess of loan interest received on the loans sold over the interest cost on the securities issued in the securitization generally between 4.7% and 4.8%.

As a result of BLX s guaranteed loan sales and as a result of securitization transactions, BLX had assets at September 30, 2002, totaling approximately $116.1 million representing the residual interests in and servicing assets for loans sold or securitized, together referred to as Residual Interests. These Residual Interests represent the discounted present value of future cash flow streams to be received from loans sold or securitized after making allowances for estimated prepayments, losses and loan delinquencies.

If loan payments on all loans were to be received as stated in the loan agreements, estimated future cash flows to BLX from loans sold or securitized would total approximately $469 million in the aggregate over the remaining term of these loans. Of the approximate $469 million, estimated cash flows for the 12 months ended September 30, 2003, 2004, 2005, and 2006 would be approximately $36 million, $35 million, $34 million and $33 million, respectively.

BLX s cash flow from operations for the quarter ended September 30, 2002 was $10.7 million. Sources of cash flow from operations include net income, cash proceeds from loan sales net of cash used for loans originated, and changes in working capital. BLX s cash used in investing activities for the quarter ended September 30, 2002 was $8.6 million. Cash used in investing activities includes the origination of residual interests from loans sold, net of collections of residual interests and cash used to purchase fixed assets. BLX s external cash funding requirements to finance its operations and loan portfolio for the quarter were $0.7 million which was funded by the senior revolving line of credit.

Business Loan Express has a three-year $124 million revolving credit facility that matures in March 2004. As the controlling shareholder of Business Loan Express, we have provided an unconditional guaranty to the revolving credit facility lenders in an amount of up to 50% of the total obligations (consisting of principal, accrued interest and other fees) of Business Loan Express under the revolving credit facility. The amount guaranteed by us at September 30, 2002 was $48.5 million. This guaranty can be called by the lenders only in the event of a default by Business Loan Express. Business Loan Express was in compliance with the terms of the revolving credit facility at September 30, 2002. We have also provided two standby letters of credit in connection with two term securitization transactions completed by Business Loan Express in the second quarter of 2002 totaling $10.6 million.

Business Loan Express is currently contemplating a corporate restructure and recapitalization whereby the company would convert from a corporation to a limited liability company. This restructure would enable the company to have greater flexibility as it grows. Upon such restructure and recapitalization, our equity interests would be

converted to membership units and the earnings of Business Loan Express would pass through to its members as dividends. There can be no assurance when or if the corporate restructure and recapitalization will occur. BLX expects to incur certain reorganization expenses related to the corporate restructure and recapitalization.

Business Loan Express is the nation s second largest non-bank government guaranteed lender utilizing the SBA s 7(a) Guaranteed Loan Program and is licensed by the SBA as a Small Business Lending Company (SBLC). Therefore, changes in the laws or regulations that govern SBLCs or the SBA s 7(a) Guaranteed Loan Program or changes in government funding for this program could have a material impact on Business Loan Express or its operations. As of October 1, 2002, the SBA implemented a maximum loan size of $500,000 for loans originated through the SBA 7(a) Guaranteed Loan Program. Pending revision of the government s funding of this program, this limitation may be revisited. BLX does not anticipate that the change will have a material effect on its business. The company plans to emphasize its conventional loan program should the $500,000 SBA 7(a) loan size cap remain in place. Business Loan Express is a preferred lender as designated by the SBA in 68 markets across the United States, and originates, sells and services small business loans. In addition to the 7(a) Guaranteed Loan Program, Business Loan Express originates conventional small business loans and originates loans under the USDA Business and Industry Guaranteed Loan Program. Business Loan Express has 37 offices across the United States and is headquartered in New York, New York.

WyoTech Acquisition Corporation. On July 1, 2002, WyoTech Acquisition Corporation was sold for $84.4 million. We acquired WyoTech in December of 1998 and owned 91% of the common equity of WyoTech. At June 30, 2002, our investment had a cost basis of $16.4 million, which represented all of the debt ($12.6 million), preferred stock ($3.7 million) and 91% of the common equity capital ($0.1 million) of WyoTech. Our total proceeds from the sale of WyoTech, including the repayment of debt and preferred stock and the sale of our 91% common equity ownership, were $77.2 million. We recognized a realized gain of $60.8 million on the transaction. The sale of WyoTech is subject to post-closing working capital adjustments, if any, and customary indemnification provisions.

Commercial Real Estate Finance

The commercial real estate finance portfolio, investment activity and yields at and for the three and nine months ended September 30, 2002 and 2001, and at and for the year ended December 31, 2001, were as follows:

($ in millions)	At and for the Three Months Ended September 30,		At and for the Nine Months Ended September 30,		At and for the Year Ended December 31,
	2002	2001	2002	2001	2001
	(unaudited)		(unaudited)		
Portfolio at value:					
CMBS bonds	$496.4	$447.5	$496.4	$447.5	$558.3
Collateralized debt obligation preferred shares	53.0	24.6	53.0	24.6	24.2
Total CMBS	549.4	472.1	549.4	472.1	582.5
Commercial mortgage loans	59.7	86.2	59.7	86.2	79.6
Residual interest	69.0	74.4	69.0	74.4	69.9
Real estate owned	2.9	2.4	2.9	2.4	2.5
Total Portfolio	$681.0	$635.1	$681.0	$635.1	$734.5

Investments funded	$8.9	$96.8	$134.6	$282.8	$392.6
Change in accrued or reinvested interest	$	$0.1	$0.4	$1.2	$2.7
Principal repayments	$0.5	$1.9	$11.5	$21.3	$30.7
CMBS and commercial real estate loan sales	$87.2	$55.4	$213.5	$130.0	$130.0
Yield*	13.6%	13.5%	13.6%	13.5%	13.5%

* The weighted average yield on the interest-bearing investments is computed as the (a) annual stated interest rate earned plus the annual amortization of loan origination fees, original issue discount and market discount earned on accruing interest-bearing investments, divided by (b) total interest-bearing investments at value. The weighted average yield is computed as of the balance sheet date. Interest-bearing investments for the commercial real estate finance portfolio include all investments except for real estate owned.

Our primary commercial real estate investment activity is the investment in non-investment grade commercial mortgage-backed securities, or CMBS. In 1998, we began to take advantage of a unique market opportunity to acquire non-investment grade CMBS bonds at significant discounts from the face amount of the bonds. We believe that CMBS is an attractive asset class because of the yields that can be earned on securities that are secured by commercial mortgage loans, and ultimately commercial real estate properties. We did not make any new CMBS bond investments during the third quarter of 2002 as there was a limited supply of new CMBS bond issuances in the market. The supply of new CMBS bond issuances has increased in the fourth quarter and we are currently in the process of underwriting two transactions that may close during the fourth quarter of 2002. Our CMBS investment activity level will be dependent upon our ability to invest in CMBS at attractive yields. We plan to continue our CMBS investment activity, however, in order to maintain a balanced portfolio, we expect that CMBS will not exceed 25% of our total assets.

Our commercial real estate investment activity for the three and nine months ended September 30, 2002, and for the year ended December 31, 2001, was as follows:

($ in millions)	Amount Invested			
	Face Amount	Discount	Amount Funded	Yield(1)(3)
For the three months ended September 30, 2002				
CMBS bonds	$	$	$	
CDOs	1.0		1.0	17.4%
Commercial mortgage loans				
Real estate owned(2)	7.9		7.9	
Total	$8.9	$	$8.9	17.4%
For the nine months ended September 30, 2002				
CMBS bonds	$181.4	$(83.8)	$97.6	14.7%
CDOs	29.0		29.0	17.5%
Commercial mortgage loans	0.1		0.1	10.0%
Real estate owned(2)	7.9		7.9	
Total	$218.4	$(83.8)	$134.6	15.3%

For the year ended December 31, 2001

CMBS bonds	$661.4	$(295.6)	$365.8	14.0%
CDOs	24.6		24.6	16.9%
Commercial mortgage loans	2.2		2.2	10.0%
Total	$688.2	$(295.6)	$392.6	14.2%

(1) The yield on new CMBS bond investments will vary from period to period depending on the concentration of lower yielding BB+, BB and BB- CMBS bonds purchased in that period to the total amount invested.
(2) During the quarter ended September 30, 2002, we acquired real estate property in connection with a foreclosed asset in order to facilitate the disposition of the property. A current yield was therefore not calculated for this investment.
(3) Total yield calculation for the three and nine months ended September 30, 2002 excludes new investments in real estate owned.

CMBS Bonds. The non-investment grade and unrated tranches of the CMBS bonds in which we invest are junior in priority for payment of interest and principal to the more senior tranches of the related CMBS bond issuance. Cash flow from the underlying mortgages generally is allocated first to the senior tranches, with the most senior tranches having a priority right to the cash flow. Then, any remaining cash flow is allocated, generally, among the other tranches in order of their relative seniority. To the extent there are defaults and unrecoverable losses on the underlying mortgages resulting in reduced cash flows, our most subordinate tranche will bear this loss first. At September 30, 2002, our CMBS bonds were subordinate to 91% to 97% of the tranches of bonds issued in various CMBS transactions. Given that the non-investment grade CMBS bonds in which we invest are junior in priority for payment of principal and interest, we invest in these CMBS bonds at a discount from the face amount of the bonds. The discount increases with the decrease in the seniority of the CMBS bonds. For the nine months ended September 30, 2002, and the year ended December 31, 2001, the average discount for the CMBS bonds in which we invested was 46% and 45%, respectively.

The underlying pools of mortgage loans that are collateral for our new CMBS bond investments for the nine months ended September 30, 2002, and for the year ended

December 31, 2001, had respective underwritten loan to value and underwritten debt service coverage ratios as follows:

Loan to Value Ranges ($ in millions)	For the Nine Months Ended September 30, 2002		For the Year Ended December 31, 2001	
	Amount	Percentage	Amount	Percentage
Less than 60%	$401.9	16%	$1,259.7	15%
60-65%	178.7	7	941.6	11
65-70%	264.1	11	1,140.6	14
70-75%	799.5	32	2,400.4	29
75-80%	812.7	33	2,466.4	30
Greater than 80%	12.0	1	119.6	1
Total	$2,468.9	100%	$8,328.3	100%
Weighted average loan to value	70.4%		69.7%	

Debt Service Coverage Ratio(1) Ranges ($ in millions)	For the Nine Months Ended September 30, 2002		For the Year Ended December 31, 2001	
	Amount	Percentage	Amount	Percentage
Greater than 2.00	$103.3	4%	$484.8	6%
1.76-2.00	84.2	3	158.2	2
1.51-1.75	240.3	10	855.0	10
1.26-1.50	1,631.8	66	5,008.3	60
1.00-1.25				

	409.3	17	1,822.0	22
Total	$2,468.9	100%	$8,328.3	100%
Weighted average debt service coverage ratio	1.41		1.48	

(1) Defined as annual net cash flow before debt service divided by annual debt service payments.

As a part of our strategy to maximize our return on equity capital, we sold CMBS bonds rated BB+ through B during the nine months ended September 30, 2002 with a cost basis of $205.9 million, and bonds rated BB+ through BB-during the year ended December 31, 2001 with a cost basis of $124.5 million. These bonds had a weighted average effective yield of 11.5% and 10.3%, and were sold for $225.6 million and $126.8 million, respectively, resulting in realized gains on the sales. The sales of these primarily lower-yielding bonds increased our overall liquidity. Included in the CMBS bond sales during the third quarter of 2002 were $129.8 million of face amount of CMBS bonds with a cost basis of $82.7 million. We recognized a gain on this sale of $12.0 million, net of a realized loss of $2.1 million from a hedge related to the CMBS bonds sold. The CMBS bonds sold represented a strip of BB+ through B from our portfolio and had a weighted average yield to maturity of 12.0%. The CMBS bonds were sold to institutional investors.

The effective yield on our CMBS bond portfolio at September 30, 2002 and December 31, 2001 was 14.5% and 14.7%, respectively. The yield on the CMBS portfolio at any point in time will vary depending on the concentration of lower yielding BB+, BB and BB- CMBS bonds held in the portfolio. At September 30, 2002, and December 31, 2001, the unamortized discount related to the CMBS portfolio was $595.6 million and $611.9 million, respectively. At September 30, 2002, the CMBS bond portfolio had a fair value of $496.4 million, which included net unrealized appreciation on the CMBS bonds of $39.8 million.

At September 30, 2002, the underlying pools of mortgage loans that are collateral for our CMBS bonds consisted of approximately 4,100 commercial mortgage loans with a total outstanding principal balance of $22.9 billion. At September 30, 2002, and December 31, 2001, 0.99% and 0.52%, respectively, of the loans in the underlying collateral pool for our CMBS bonds were over 30 days delinquent or were classified as real estate owned.

Collateralized Debt Obligation Preferred Shares. During the nine months ended September 30, 2002, and the year ended December 31, 2001, we invested in the preferred shares of three and one, respectively, collateralized debt obligations, or CDOs, which are secured by investment grade unsecured debt issued by various real estate investment trusts, or REITs, and investment and non-investment grade CMBS bonds. The investment grade REIT collateral consists of debt with a cut-off balance of $1,017.6 million and was issued by 42 REITs. The investment grade CMBS collateral consists of CMBS bonds with a face amount of $479.0 million issued in 39 separate CMBS transactions. The non-investment grade CMBS collateral consists of BB+, BB and BB- CMBS bonds with a face amount of $463.4 million issued in 39 separate CMBS transactions. Included in the CMBS collateral for the CDOs are $397.9 million of CMBS bonds that are senior in priority of repayment to certain lower rated CMBS bonds held by us, which were issued in 23 separate CMBS transactions. The preferred shares are junior in priority for payment of principal to the more senior tranches of debt issued by the CDOs. To the extent there are defaults and unrecoverable losses on the underlying collateral resulting in reduced cash flows, the preferred shares will bear this loss first. At September 30, 2002, our preferred shares in the CDOs were subordinate to approximately 96% of the more senior tranches of debt issued by the CDOs. The yield on the CDOs was 17.2% and 16.9% at September 30, 2002, and December 31, 2001, respectively.

Commercial Mortgage Loans and Real Estate Owned. Since 1998, we have been liquidating much of our whole commercial mortgage loan portfolio so that we can redeploy the proceeds into higher yielding assets. For the nine months ended September 30, 2002, and for the year ended December 31, 2001, we sold $7.6 million and $5.5 million, respectively, of commercial mortgage loans and real estate owned. At September 30, 2002, our whole commercial mortgage loan portfolio had been reduced to $59.7 million from $79.6 million at December 31, 2001.

Residual Interests. The residual interest primarily consists of a retained interest totaling $68.9 million from a 1998 asset securitization whereby bonds were sold in three classes rated AAA, AA and A. The residual interest represents a right to cash flows from the underlying collateral pool of loans after these senior bond obligations are satisfied. At September 30, 2002, one class of bonds rated AAA was outstanding totaling $21.7 million. We have the right to call the bonds upon a minimum of ten days notice to the bondholders. Once the bonds are fully repaid, either through the cash flows from the securitized loans or due to us calling the bonds, the remaining loans in the trust will be returned to us as payment on the residual interest. At September 30, 2002, the residual interest had a fair value of $69.0 million.

Portfolio Asset Quality

As a means to review portfolio quality, we are providing data using three separate measures 1) portfolio by grade, 2) loans and debt securities on non-accrual status, and 3) loans and debt securities over 90 days delinquent. These three separate categories should not be added together, but instead are three different measures to assist in

evaluating the portfolio. Our primary measure for portfolio quality remains the grade of each investment in the portfolio.

We employ a standard grading system for the entire portfolio. Grade 1 is used for those investments from which a capital gain is expected. Grade 2 is used for investments performing in accordance with plan. Grade 3 is used for investments that require closer monitoring; however, no loss of interest or principal is expected. Grade 4 is used for investments that are in workout and for which some loss of current interest is expected, but no loss of principal is expected. Grade 5 is used for investments that are in workout and for which some loss of principal is expected and the investment is written down to net realizable value.

At September 30, 2002, and December 31, 2001, our portfolio was graded as follows:

Grade	2002		2001	
	Portfolio at Value	Percentage of Total Portfolio	Portfolio at Value	Percentage of Total Portfolio
($ in millions)				
1	$720.3	30.7%	$603.3	25.9%
2	1,441.6	61.5	1,553.8	66.7
3	58.2	2.5	79.5	3.4
4	12.8	0.6	44.5	1.9
5	110.7	4.7	48.5	2.1
	$2,343.6	100.0%	$2,329.6	100.0%

Portfolio by Grade. Total Grades 4 and 5 assets as a percentage of the total portfolio at value at September 30, 2002 and December 31, 2001 were 5.3% and 4.0%, respectively. Grade 4 and 5 assets include loans, debt securities and equity securities. We expect that a number of portfolio companies will be in the Grades 4 or 5 categories from time to time. Part of the business of private finance is working with troubled portfolio companies to improve their businesses and protect our investment. The number of portfolio companies and related investment amount included in Grades 4 and 5 may fluctuate significantly from period to period. We continue to follow our historical practice of working with a troubled portfolio company in order to recover the maximum amount of our investment, but record unrealized depreciation for the expected full amount of the potential loss when such exposure is identified.

Loans and Debt Securities on Non-Accrual Status. Loans and debt securities on non-accrual status for which we have doubt about interest collection are classified as Grade 4 or 5 assets, which are investments in workout status. In addition to Grade 4 and 5 assets that are in workout, we may not accrue interest on loans to companies which are more than 50% owned by us from time to time if such companies are in need of additional capital and, therefore, we may defer current debt service. Loans and debt securities on non-accrual status may or may not be over 90 days delinquent, as it is not unusual for us to place a loan on non-accrual status before it is over 90 days past due, and there may be loans over 90 days delinquent for which we believe that the interest is fully collectible.

For the total investment portfolio, workout loans not accruing interest, or those loans and debt securities in Grade 4 and 5, were $88.1 million at value at September 30, 2002, or 3.8% of the total portfolio. Included in this category at September 30, 2002, were loans

of $14.3 million that were secured by commercial real estate. Workout loans not accruing interest were $109.0 million at value at December 31, 2001, or 4.7% of the total portfolio, of which $8.9 million were related to portfolio companies in liquidation, and $15.2 million represented loans secured by commercial real estate. As of September 30, 2002, $8.9 million representing receivables related to portfolio companies in liquidation were included in other assets. In addition to Grade 4 and 5 assets that are in workout, loans and debt securities to companies which are more than 50% owned by us that were not accruing interest totaled $63.8 million at value at September 30, 2002.

Loans and Debt Securities Over 90 Days Delinquent. Loans and debt securities over 90 days delinquent are all loans and debt securities in the portfolio that are over 90 days past due, and these loans and debt securities may or may not be included in Grade 4 or 5 assets. If the loan pertains to an investment in workout, the loan or debt security will be included in the Grade 4 or 5 categories. A loan or debt security may be included in Grade 4 or 5 before it is over 90 days past due. If a loan is past due but does not pertain to an investment in workout, the loan or debt security would be included in Grades 1, 2 or 3.

Loans and debt securities greater than 90 days delinquent were $66.5 million at value at September 30, 2002, or 2.8% of the total portfolio. Included in this category are loans valued at $26.9 million that are secured by commercial real estate. Loans greater than 90 days delinquent were $39.1 million at value at December 31, 2001, or 1.7% of the total portfolio. Included in this category are loans valued at $14.1 million that were secured by commercial real estate.

As a provider of long-term privately negotiated investment capital, we may defer payment of principal or interest from time to time. As a result, the amount of the portfolio that is greater than 90 days delinquent or on non-accrual status may vary from quarter to quarter. The nature of our private finance portfolio company relationships frequently provide an opportunity for portfolio companies to amend the terms of payment to us or to restructure their debt and equity capital. During such restructuring, we may not receive or accrue interest or dividend payments. The investment portfolio is priced to provide current returns for shareholders assuming that a portion of the portfolio at any time may not be accruing interest currently. We also price our investments for a total return including interest or dividends plus capital gains from the sale of equity securities. Therefore, the amount of loans greater than 90 days delinquent or on non-accrual status is not necessarily an indication of future principal loss or loss of anticipated investment return. Our portfolio grading system is used as a means to assess loss of investment principal (Grade 5 assets).

At September 30, 2002 and December 31, 2001, 0.99% and 0.52%, respectively, of the loans in the underlying collateral pool for our CMBS bond portfolio were over 30 days delinquent or were classified as real estate owned. We closely monitor the performance of all of the loans in the underlying collateral pools securing our CMBS investments.

Other Assets and Other Liabilities

Because we invest in BB+, BB and BB- rated CMBS bonds, which are purchased at prices that are based on the 10-year Treasury rate, we have entered into transactions with financial institutions to hedge against movement in Treasury rates on certain of these CMBS bonds. These transactions involved receiving the proceeds from the sales of borrowed Treasury securities, with the obligations to replenish the borrowed Treasury securities at a later date based on the then current market price, whatever that price may be. Risks in these contracts arise from the possible inability of counterparties to meet the

terms of their contracts and from movements in the value of the borrowed Treasury securities and interest rates; we do not anticipate nonperformance by any counterparty.

The total obligations to replenish borrowed Treasury securities were $52.2 million and $47.3 million at September 30, 2002, and December 31, 2001, respectively, which included unrealized depreciation on the obligations of $5.6 million and unrealized appreciation on the obligations of $1.2 million, respectively, due to changes in the yield on the borrowed Treasury securities. The obligations have been recorded as an other liability. The proceeds related to the sales of the borrowed Treasury securities were $46.7 million and $48.5 million at September 30, 2002, and December 31, 2001, respectively, and have been recorded as an other asset. Under the terms of the transactions, we have provided additional cash collateral of $5.0 million at September 30, 2002 for the difference between the net proceeds related to the sales of the borrowed Treasury securities and the obligations to replenish the securities on the weekly settlement date. The cash collateral has been recorded as an other asset in the accompanying consolidated financial statements.

RESULTS OF OPERATIONS

Comparison of Three Months Ended September 30, 2002 and 2001

The following table summarizes our condensed operating results for the three months ended September 30, 2002 and 2001.

($ in thousands, except per share amounts)	For the Three Months Ended September 30, 2002	2001	Change	Percent Change
	(unaudited)			
Interest and Related Portfolio Income				
Interest and dividends	$67,624	$60,023	$7,601	13%
Premiums from loan dispositions	392	339	53	16%
Fees and other income	8,313	12,272	(3,959)	(32%)
Total interest and related portfolio income	76,329	72,634	3,695	5%
Expenses				
Interest	17,430	16,093	1,337	8%
Employee	8,153	8,213	(60)	(1%)
Administrative	5,052	4,139	913	22%

Total operating expenses	30,635	28,445	2,190	8%
Net investment income before income tax expense and net realized and unrealized gains	45,694	44,189	1,505	3%
Income tax expense	600	600		
Net investment income before net realized and unrealized gains				