

ALLIED CAPITAL CORP

Form 497

January 24, 2006

PROSPECTUS SUPPLEMENT
(To Prospectus dated October 3, 2005)

20,000,000 Shares

This prospectus supplement supplements the prospectus dated October 3, 2005 relating to our offer, from time to time, of up to 20,000,000 shares of our common stock by providing certain information regarding our recent developments and our third quarter 2005 financial results.

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 that a prospective investor should know before investing in our common stock. We file annual, quarterly and current reports, proxy statements and other information about us with the Securities and Exchange Commission. This information is available free of charge by contacting us at 1919 Pennsylvania Avenue, NW, Washington, DC, 20006, or by telephone at (202) 331-1112 or on our website at www.alliedcapital.com. The SEC also maintains a website at www.sec.gov that contains such information.

You should review the information, including the risk of leverage, set forth under Risk Factors on page 10 of the accompanying prospectus before investing.

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 date of this prospectus supplement is January 24, 2006.

We have not authorized any dealer, salesman or other person to give any information or to make any representation other than those contained in this prospectus supplement or the accompanying prospectus. You must not rely upon any information or representation not contained in this prospectus supplement or the accompanying prospectus as if we had authorized it. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or a solicitation of any offer to buy any security other than the registered securities to which they relate, nor do they constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction to any person to whom it is unlawful to make such an offer or solicitation in such jurisdiction. The information contained in this prospectus supplement and the accompanying prospectus is accurate as of the dates on their covers.

TABLE OF CONTENTS
Prospectus Supplement

	Page Number
Recent Developments	S-1
Interim Management's Discussion and Analysis of Financial Condition and Results of Operations	S-2
Interim Consolidated Financial Statements	S-33
Notice Regarding Independent Accountants' Review Report	S-74
Prospectus	
Prospectus Summary	1
Fees and Expenses	6
Selected Condensed Consolidated Financial Data	7
Where You Can Find Additional Information	9
Risk Factors	10
Use of Proceeds	18
Price Range of Common Stock and Distributions	19
Management's Discussion and Analysis of Financial Condition and Results of Operations	20
Senior Securities	64
Business	68
Portfolio Companies	82
Determination of Net Asset Value	89
Management	92
Compensation of Executive Officers and Directors	98
Control Persons and Principal Holders of Securities	108
Portfolio Management	109
Certain Relationships and Related Party Transactions	112
Tax Status	113
Certain Government Regulations	118
Stock Trading Plans and Ownership Guidelines	123
Dividend Reinvestment Plan	123
Description of Capital Stock	124
Plan of Distribution	130
Legal Matters	132
Safekeeping, Transfer and Dividend Paying Agent and Registrar	132
Brokerage Allocation and Other Practices	132
Independent Registered Public Accounting Firm	132
Notice Regarding Arthur Andersen LLP	132

(i)

RECENT DEVELOPMENTS

On December 9, 2005, our Board of Directors declared an extra cash dividend of \$0.03 per share for 2005. The extra cash dividend for 2005 is payable on January 27, 2006, with a record date of December 28, 2005.

On January 20, 2006, our Board of Directors declared a regular quarterly dividend of \$0.59 per share for the first quarter of 2006. The record date for the dividend is March 17, 2006, and the dividend is payable on March 31, 2006.

On January 20, 2006, our Board of Directors amended our Amended and Restated Bylaws to provide that directors shall be elected by a majority of the votes cast at the annual meeting of the stockholders and to create the title of Investment Officer.

On January 20, 2006, the Compensation Committee of our Board of Directors approved 2005 cash bonuses and 2006 individual performance awards (IPAs) and 2006 individual performance bonuses (IPBs) for certain officers. Our Board of Directors ratified the approval of the Compensation Committee on January 20, 2006.

In total, 2005 cash bonuses have been determined to be approximately \$27 million, of which \$10.8 million had been accrued for the nine months ended September 30, 2005. The 2005 bonus payments for William L. Walton, Chairman and Chief Executive Officer, Joan M. Sweeney, Chief Operating Officer, and John M. Scheurer, Managing Director, are \$2,750,000, \$1,500,000, and \$850,000, respectively. Total 2006 IPAs and IPBs are estimated to be \$13.6 million. The 2006 IPAs for Mr. Walton, Ms. Sweeney, and Mr. Scheurer are \$1,475,000, \$750,000, and \$550,000, respectively. The 2006 IPBs for Mr. Walton, Ms. Sweeney, and Mr. Scheurer are \$1,475,000, \$750,000, and \$550,000, respectively.

**INTERIM 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 consolidated financial statements and the notes thereto included in this prospectus supplement and in the accompanying prospectus. In addition, this prospectus supplement and the accompanying prospectus contain certain forward-looking statements. These statements include the plans and objectives of management for future operations and financial objectives and can be identified by the use of forward-looking terminology such as may, will, expect, intend, anticipate, estimate, or continue or the negative thereof or other variations thereon or comparable terminology. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions. Certain factors that could cause actual results and conditions to differ materially from those projected in these forward-looking statements are set forth in the Risk Factors section in the accompanying prospectus. Other factors that could cause actual results to differ materially include:

changes in the economy;

risks associated with possible disruption in our operations due to terrorism;

future changes in laws or regulations and conditions in our operating areas; and

other risks and uncertainties as may be detailed from time to time in our public announcements and SEC filings.

Financial or other information presented for private finance portfolio companies has been obtained from the portfolio companies, and this 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 U.S. generally accepted accounting principles 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 U.S. generally accepted accounting principles.

OVERVIEW

As a business development company, we are in the private equity business. Specifically, we provide long-term debt and equity investment capital to companies in a variety of industries. Our lending and investment activity has generally been focused on private finance and commercial real estate finance, primarily the investment in non-investment grade commercial mortgage-backed securities, which we refer to as CMBS, and collateralized debt obligation bonds and preferred shares, which we refer to as CDOs.

On May 3, 2005, we completed the sale of our portfolio of CMBS and CDO investments. Upon the completion of this transaction, our lending and investment activity has been focused primarily on private finance investments. Our private finance activity principally involves providing financing through privately negotiated long-term debt and equity investment capital. Our financing is generally used to fund growth, acquisitions, buyouts, recapitalizations, note purchases, bridge financings, and other types of financings. We generally invest in private companies though, from time to time, we

may invest in companies that are public but lack access to additional public capital or whose securities may not be marginable.

Our portfolio composition at September 30, 2005, and December 31, 2004, was as follows:

	2005	2004
Private finance	96%	76%
Commercial real estate finance	4%	24%

Our earnings depend primarily on the level of interest and dividend income, fee and other income, and net realized and unrealized gains or losses on our investment portfolio after deducting interest expense on borrowed capital and operating expenses. Interest income results from the stated interest rate earned on a loan or debt security and the amortization of loan origination fees and discounts. The level of interest income is directly related to the balance of the interest-bearing investment portfolio outstanding during the period 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 level of repayments in the portfolio, the amount of loans and debt securities for which interest is not accruing and our ability to secure debt and equity capital for our investment activities.

Because we are a regulated investment company for tax purposes, we intend to distribute substantially all of our annual taxable income as dividends to our shareholders. See *Other Matters* below.

PORTFOLIO AND INVESTMENT ACTIVITY

The total portfolio at value, investment activity, and the yield on interest-bearing investments at and for the three and nine months ended September 30, 2005 and 2004, and at and for the year ended December 31, 2004, were as follows:

	At and for the		At and for the		At and for the Year Ended December 31, 2004
	Three Months Ended		Nine Months Ended		
	September 30,		September 30,		
	2005	2004	2005	2004	
(\$ in millions)	(unaudited)		(unaudited)		
Portfolio at value	\$ 3,223.8	\$ 2,980.0	\$ 3,223.8	\$ 2,980.0	\$ 3,013.4
Investments funded	\$ 673.4	\$ 311.9	\$ 1,328.2	\$ 1,106.9	\$ 1,524.5
Change in accrued or reinvested interest and dividends	\$ 5.5	\$ 5.5	\$ 1.9	\$ 31.7	\$ 52.2
Principal collections related to investment repayments or sales	\$ 151.0	\$ 112.4	\$ 1,241.8	\$ 543.3	\$ 909.2
Yield on interest-bearing investments ⁽¹⁾	12.6%	14.2%	12.6%	14.2%	14.0%

⁽¹⁾ The weighted average yield on interest-bearing investments is computed as the (a) annual stated interest plus the annual amortization of loan origination fees, original issue discount, and market discount on accruing interest-bearing investments less the annual amortization of loan origination costs, 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 at value, investment activity, and the yield on loans and debt securities at and for the three and nine months ended September 30, 2005 and 2004, and at and for the year ended December 31, 2004, 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,
	2005	2004	2005	2004	2004
	(unaudited)		(unaudited)		
Portfolio at value:					
Loans and debt securities	\$ 2,039.6	\$ 1,401.1	\$ 2,039.6	\$ 1,401.1	\$ 1,602.9
Equity securities	1,041.4	629.9	1,041.4	629.9	699.2
Total portfolio	\$ 3,081.0	\$ 2,031.0	\$ 3,081.0	\$ 2,031.0	\$ 2,302.1
Investments funded ⁽¹⁾	\$ 665.7	\$ 244.0	\$ 1,131.9	\$ 806.4	\$ 1,140.8
Change in accrued or reinvested interest and dividends	\$ 5.9	\$ 3.9	\$ 20.4	\$ 25.4	\$ 45.6
Principal collections related to investment repayments or sales	\$ 146.5	\$ 99.5	\$ 476.5	\$ 494.0	\$ 551.9
Yield on interest-bearing investments ⁽²⁾	13.0%	15.2%	13.0%	15.2%	13.9%

(1) Investments funded for the nine months ended September 30, 2004, included a \$47.5 million subordinated debt investment in The Hillman Companies, Inc. received in conjunction with the sale of Hillman as discussed below.

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

Our investment activity is focused on making long-term investments in the debt and equity of primarily private middle market companies. Debt investments may include senior loans, second lien debt, unitranche debt (a single debt investment that is a blend of senior and subordinated debt), or subordinated debt (with or without equity features). The junior debt that we invest in that is lower in repayment priority than senior debt is also known as mezzanine debt. Equity investments may include a minority equity stake in connection with a debt investment or a substantial equity stake in connection with a buyout transaction. In a buyout transaction, we generally invest in senior and/or subordinated debt and equity (preferred and/or voting or non-voting common) where our equity ownership represents a significant portion of the equity, but may or may not represent a controlling interest. In addition, we may fund most or all of the debt upon the closing of certain buyout transactions and then the portfolio company may refinance some or all of the senior debt subsequent to closing, which would reduce our investment.

We intend to take a balanced approach to private equity investing that emphasizes a complementary mix of debt investments and buyout investments. The combination of these two types of investments provides current interest and related portfolio income and the potential for future capital gains. Recently we have seen junior debt financing opportunities in the market that we believe are unattractive from a risk/return perspective. We believe many of these transactions employ too much leverage and are priced too low relative to the risks inherent in junior debt instruments. To address the current market place, our strategy is to focus on buyout and recapitalization transactions where we can manage risk through the structure and terms of our debt and equity investments and where we can potentially realize more attractive total returns from both current interest and fee income and future capital gains. We may fund most or all of the debt and equity capital upon the

S-4

closing of certain buyout transactions, which may include investments in lower-yielding senior debt. We are also focusing our debt investing on smaller middle market companies where we can provide unitranche debt, where our current yield may be lower than traditional subordinated debt only. We believe that the unitranche structure, however, provides greater protection in the capital structures of our portfolio companies.

The yield on the private finance loans and debt securities was 13.0% at September 30, 2005, as compared to 13.9% at December 31, 2004, and 15.2% at September 30, 2004. The weighted average yield on the private finance loans and debt securities may fluctuate from period to period depending on the yield on new loans and debt securities, the yield on loans and debt securities repaid, and the amount of lower-yielding senior debt that has been funded. The yield on the private finance portfolio has decreased partly due to our strategy to pursue more buyout and recapitalization transactions, which may include investing in senior debt, as well as pursue unitranche investments.

The level of investment activity for investments funded and principal repayments for private finance investments can vary substantially from period to period depending on the number and size of investments that we make or that we exit and many other factors, including the amount of debt and equity capital available to middle market companies, the level of merger and acquisition activity for such companies, the general economic environment, and the competitive environment for the types of investments we make. We believe that merger and acquisition activity in the middle market was strong in 2004 and has continued into 2005, which has resulted in an increase in private finance investment opportunities, as well as increased repayments.

Investments funded for the nine months ended September 30, 2005 and 2004, and for the year ended December 31, 2004, consisted of the following:

(\$ in millions)	Loans and Debt Securities	Equity Interests	Total
<i>For the Nine Months Ended September 30, 2005</i>			
Companies more than 25% owned	\$ 280.5	\$ 80.0	\$ 360.5
Companies 5% to 25% owned	2.4	2.2	4.6
Companies less than 5% owned	663.1	103.7	766.8
Total	\$ 946.0	\$ 185.9	\$ 1,131.9
<i>For the Nine Months Ended September 30, 2004</i>			
Companies more than 25% owned	\$ 267.1	\$ 135.4	\$ 402.5
Companies 5% to 25% owned	89.4	24.4	113.8
Companies less than 5% owned	276.5	13.6	290.1
Total	\$ 633.0	\$ 173.4	\$ 806.4
<i>For the Year Ended December 31, 2004</i>			
Companies more than 25% owned	\$ 445.4	\$ 171.2	\$ 616.6
Companies 5% to 25% owned	112.0	14.4	126.4
Companies less than 5% owned	351.5	46.3	397.8
Total	\$ 908.9	\$ 231.9	\$ 1,140.8

We generally fund new investments using cash. In addition, we may acquire securities in exchange for our common equity. Also, we may acquire new securities through 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.

S-5

Outstanding Investment Commitments. At September 30, 2005, we had outstanding investment commitments to private finance portfolio companies totaling \$352.2 million, including the following:

We have various commitments to Callidus Capital Corporation (Callidus) which owns 80% of Callidus Capital Management, LLC, an asset management company that structures and manages collateralized debt obligations (CDOs), collateralized loan obligations (CLOs), and other related investments. Our commitment to Callidus consisted of the following at September 30, 2005:

(\$ in millions)	Committed Amount	Amount Drawn	Amount Available to be Drawn
Subordinated debt to support warehouse facilities & warehousing activities ⁽¹⁾	\$ 100.0	\$	\$ 100.0
Revolving line of credit for working capital	4.0		4.0
Revolving line of credit facility to support underwriting and syndication activities ⁽²⁾	150.0	52.5	97.5
Total	\$ 254.0	\$ 52.5	\$ 201.5

⁽¹⁾ Callidus has two secured warehouse credit facilities with third parties for up to \$400 million each. These facilities are used primarily to finance the acquisition of loans pending securitization through a CDO or CLO. In conjunction with these warehouse credit facilities, we have agreed to designate our \$100 million subordinated debt commitment for Callidus to draw upon to provide first loss capital as needed to support the warehouse facilities.

⁽²⁾ Draws under this facility may include amounts used to fund senior loans originated by Callidus to portfolio companies included in our portfolio. The amount drawn at September 30, 2005, was used by Callidus to fund a senior loan to our portfolio company, Triax Holdings, LLC.

In addition, we had a commitment to Callidus to purchase preferred equity in future CDO or CLO transactions of \$76.8 million at September 30, 2005.

\$13.8 million in the form of equity to eight private venture capital funds.

\$12.5 million of financing commitments in the form of debt to S.B. Restaurant Company.

\$7.8 million in the form of debt to Mercury Air Centers, Inc.

\$7.6 million in the form of equity to Pennsylvania Avenue Investors, L.P., a limited partnership controlled by us that invests in private buyout equity funds.

In addition to outstanding investment commitments to portfolio companies at September 30, 2005, we may be required to fund additional amounts under earn-out arrangements primarily related to buyout transactions in the future if those companies meet agreed-upon performance targets. We also had commitments to private finance portfolio companies in the form of standby letters of credit and guarantees totaling \$176.8 million. See Interim Management's Discussion and Analysis of Financial Condition and Results of Operations Financial Condition, Liquidity and Capital Resources in this prospectus supplement.

During the third quarter of 2005, our portfolio company, GAC Investments, Inc. (GAC) purchased Triax Holdings, LLC (Triax). We invested \$27.6 million in the common stock of GAC to help fund the purchase of Triax, a new subsidiary of GAC. In addition, we made subordinated loans totaling \$50.6 million to Triax. Our portfolio company, Callidus, made senior loans of \$52.5 million to Triax. The proceeds of these debt and equity investments of \$130.7 million were used by Triax to acquire Tretinoin, the generic equivalent of a leading topical prescription acne medication, and other related assets, as well as to pay certain closing costs. Subsequent to the purchase of these assets, Triax negotiated a purchase price adjustment of \$45 million that reduced Triax's purchase price. The

S-6

proceeds from the \$45 million purchase price adjustment were used to repay a portion of the senior loan made by Callidus. Following GAC's investment in Triax, GAC changed its name to Triview Investments, Inc. (Triview). Triview owns both Triax and Longview Cable & Data, LLC. Triview believes it may be able to utilize its existing tax attributes to offset future taxable income generated by Triax.

Our largest investments at value at September 30, 2005, were in Advantage Sales & Marketing, Inc. and Business Loan Express, LLC (BLX). See Interim Management's Discussion and Analysis of Financial Condition and Results of Operations Results of Operations in this prospectus supplement for a discussion of the net change in unrealized appreciation or depreciation related to these investments.

Advantage Sales & Marketing, Inc. At September 30, 2005, our investment in Advantage Sales & Marketing, Inc. (Advantage) totaled \$257.7 million at cost and \$435.4 million at value, or 12.6% of our total assets, which includes unrealized appreciation of \$177.7 million. We completed the purchase of a majority ownership in Advantage in June 2004.

Total interest and related portfolio income earned from our investment in Advantage for the nine months ended September 30, 2005 and 2004, was \$28.2 million and \$10.4 million, respectively, which includes interest income of \$23.3 million and \$6.0 million, respectively, and fees and other income of \$4.9 million and \$4.4 million, respectively. Interest income from Advantage for the nine months ended September 30, 2005 and 2004, included interest income of \$3.4 million and \$1.1 million, respectively, which was paid in kind. The interest paid in kind was paid to us through the issuance of additional debt.

Net change in unrealized appreciation or depreciation included a net increase in unrealized appreciation on our investment in Advantage of \$153.5 million for the nine months ended September 30, 2005, and no change for the nine months ended September 30, 2004.

Advantage is a leading sales and marketing agency providing outsourced sales, merchandising, and marketing services to the consumer packaged goods industry. Advantage has offices across the United States and is headquartered in Irvine, CA.

Business Loan Express, LLC. At September 30, 2005, our investment in BLX totaled \$285.6 million at cost and \$356.3 million at value, or 10.3% of our total assets, which includes unrealized appreciation of \$70.7 million. BLX was acquired in 2000.

Total interest and related portfolio income earned from our investment in BLX for the nine months ended September 30, 2005 and 2004, was \$26.5 million and \$35.1 million, respectively, which included interest income on the subordinated debt and Class A equity interests of \$10.5 million and \$17.2 million, respectively, dividend income on Class B interests of \$9.0 million and \$8.2 million, respectively, and fees and other income of \$7.0 million and \$9.7 million, respectively. Interest and dividend income from BLX for the nine months ended September 30, 2005 and 2004, included interest and dividend income of \$5.1 million and \$16.1 million, respectively, that was paid in kind. The interest and dividends paid in kind were paid to us through the issuance of additional debt or equity interests. Accrued interest and dividends receivable at September 30, 2005, included accrued interest and dividends due from BLX totaling \$4.4 million, of which \$4.0 million was paid in cash in the fourth quarter of 2005.

Net change in unrealized appreciation or depreciation included a net increase in unrealized appreciation on our investment in BLX of \$15.9 million for the nine months ended September 30, 2005, and a net decrease in unrealized appreciation of \$6.2 million for the nine months ended September 30, 2004.

BLX is a national, non-bank lender that participates in the SBA's 7(a) Guaranteed Loan Program and is licensed by the SBA as a Small Business Lending Company (SBLC). BLX is a nationwide preferred lender, as designated by the SBA, and originates, sells, and services small business loans. In addition, BLX originates conventional small business loans, small investment real estate loans and loans under the USDA Business and Industry Guaranteed Loan Program (B&I). BLX has offices across the United States and is headquartered in New York, New York. Changes in the laws or regulations that govern SBLCs or the SBA 7(a) Guaranteed Loan Program or changes in government funding for this program could have a material adverse impact on BLX and, as a result, could negatively affect our financial results.

As a limited liability company, BLX's taxable income flows through directly to its members. BLX's annual taxable income generally differs from its book income for the fiscal year due to temporary and permanent differences in the recognition of income and expenses. We hold all of BLX's Class A and Class B interests, and 94.9% of the Class C interests. BLX's taxable income is first allocated to the Class A interests to the extent that dividends are paid in cash or in kind on such interests, with the remainder being allocated to the Class B and C interests. BLX declares dividends on its Class B interests based on an estimate of its annual taxable income allocable to such interests.

At December 31, 2004, our subordinated debt investment in BLX was \$44.6 million at cost and value. Effective January 1, 2005, this debt plus accrued interest of \$0.2 million was exchanged for Class B equity interests of \$44.8 million, which is included in private finance equity interests. We believe this exchange strengthened BLX's equity capital base and simplified its capital structure. Since the subordinated debt is no longer outstanding, the amount of taxable income available to flow through to BLX's equity holders will increase by the amount of interest that would have otherwise been paid on this debt.

At September 30, 2005, BLX had a three-year \$275.0 million revolving credit facility provided by third party lenders that matures in January 2007. The facility provides for a sub-facility for the issuance of letters of credit for up to a total of \$50.0 million. As the controlling equity owner in BLX, we have provided an unconditional guaranty to the revolving credit facility lenders in an amount equal to 50% of the total obligations (consisting of principal, letters of credit issued under the facility, accrued interest, and other fees) of BLX under the revolving credit facility. At September 30, 2005, the principal amount outstanding on the revolving credit facility was \$229.9 million and letters of credit issued under the facility were \$41.5 million. The total obligation guaranteed by us at September 30, 2005, was \$136.2 million. This guaranty can be called by the lenders only in the event of a default by BLX. BLX was in compliance with the terms of the revolving credit facility at September 30, 2005. At September 30, 2005, we had also provided four standby letters of credit totaling \$35.6 million in connection with four term securitization transactions completed by BLX.

On March 31, 2004, we sold our control investment in The Hillman Companies, Inc. (Hillman) for a total transaction value of \$510 million, including the repayment of outstanding debt and adding the value of Hillman's outstanding trust preferred shares. We were repaid our existing \$44.6 million in outstanding debt. Total consideration to us from this sale, including the repayment of debt, was \$245.6 million, which included net cash proceeds of \$198.1 million and the receipt of a new subordinated debt instrument of \$47.5 million. During the second quarter of 2004, we sold a \$5.0 million participation in our subordinated debt in Hillman to a third party, which reduced our investment, and no gain or loss resulted from the transaction. For the year ended December 31, 2004, we realized a gain of \$150.3 million on the transaction.

Commercial Real Estate Finance

The commercial real estate finance portfolio at value, investment activity, and the yield on interest-bearing investments at and for the three and nine months ended September 30, 2005 and 2004, and at and for the year ended December 31, 2004, were as follows:

	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, 2004	
	2005		2004		2005		2004		Value	Yield ⁽¹⁾
	(unaudited)		(unaudited)		(unaudited)		(unaudited)			
(\$ in millions)	Value	Yield ⁽¹⁾	Value	Yield ⁽¹⁾	Value	Yield ⁽¹⁾	Value	Yield ⁽¹⁾	Value	Yield ⁽¹⁾
Portfolio at value:										
CMBS bonds	\$		\$ 604.5	12.4%	\$		\$ 604.5	12.4%	\$ 373.8	14.6%
CDO bonds and preferred shares			177.8	17.4%			177.8	17.4%	212.6	16.8%
Commercial mortgage loans	121.2	6.6%	143.2	8.1%	121.2	6.6%	143.2	8.1%	95.0	6.8%
Real estate owned	15.1		14.6		15.1		14.6		16.9	
Equity interests	6.5		8.9		6.5		8.9		13.0	
Total portfolio	\$ 142.8		\$ 949.0		\$ 142.8		\$ 949.0		\$ 711.3	
Investments funded	\$ 7.7		\$ 67.9		\$ 196.3		\$ 300.5		\$ 383.7	
Change in accrued or reinvested interest	\$ (0.4)		\$ 1.6		\$ (18.5)		\$ 6.3		\$ 6.6	
Principal collections related to investment repayments or sales	\$ 4.5		\$ 12.9		\$ 765.3		\$ 49.3			