

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940
Release No. 28295 / June 3, 2008

In the Matter of	:
	:
MAIN STREET CAPITAL CORPORATION	:
MAIN STREET MEZZANINE FUND, LP	:
MAIN STREET CAPITAL II, LP	:
MAIN STREET CAPITAL PARTNERS, LLC	:
	:
1300 Post Oak Boulevard, Suite 800	:
Houston, TX 77056	:
	:
(812-13438)	:
	:

ORDER UNDER SECTIONS 17(d) and 57(i) OF THE INVESTMENT COMPANY ACT OF 1940 AND RULE 17d-1 UNDER THE ACT

Main Street Capital Corporation, Main Street Mezzanine Fund, LP, Main Street Capital II, LP and Main Street Capital Partners, LLC filed an application on October 12, 2007, and an amendment to the application on April 28, 2008, requesting an order under section 57(i) of the Investment Company Act of 1940 (“Act”) and rule 17d-1 under the Act permitting certain joint transactions otherwise prohibited by section 57(a)(4) of the Act and under section 17(d) of the Act and rule 17d-1 under the Act authorizing certain joint transactions. The order would permit a business development company and its wholly-owned small business investment company to co-invest with certain affiliates in portfolio companies.

On May 8, 2008, a notice of the filing of the application was issued (Investment Company Act Release No. 28265). The notice gave interested persons an opportunity to request a hearing and stated that an order disposing of the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information set forth in the application, as amended, that participation by the investment company in the proposed transactions is consistent with the provisions, policies and purposes of the Act and is on a basis no less advantageous than that of other participants.

Accordingly,

IT IS ORDERED, under sections 17(d) and 57(i) of the Act, and rule 17d-1 under the Act, that the relief requested by Main Street Capital Corporation, Main Street Mezzanine Fund, LP, Main Street Capital II, LP and Main Street Capital Partners, LLC (File No. 812-13438) is granted, effective immediately, subject to the conditions contained in the application, as amended.

For the Commission, by the Division of Investment Management, under delegated authority.

Florence E. Harmon
Acting Secretary