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May 17, 2017

U.S. Securities and Exchange Commission
100 F. Street, N.E.
Washington, DC 20549

RE: Form 40-33-Civil Action Discontinuance in Respect of Prospect
Capital Management L.P. and Prospect Administration L.L.C.
(File No. 1:16-CV-02990)

Dear Ladies and Gentlemen:

Pursuant to Section 33 of the Investment Company Act of 1940, enclosed for filing please find a copy of the order of the United States Court of Appeals for the Second Circuit dismissing with prejudice, in accordance with the parties' stipulation, the plaintiff's appeal from the final judgment of the United States District Court dismissing the plaintiff's complaint in the action referred to above.

Please do not hesitate to contact me at (212) 735-2790 if you have any questions regarding this filing.

Sincerely,

/s/ Richard T. Prins

Richard T. Prins

Enclosures

cc: Joseph A. Ferraro, Esq.

MANDATE
UNITED STATES COURT OF APPEALS
FOR THE
SECOND CIRCUIT

At a Stated Term of the United States Court of Appeals for the Second Circuit, held at the Thurgood Marshall United States Courthouse, 40 Foley Square, in the City of New York, on the 15th day of May, two thousand and seventeen

Susan Paskowitz,

Plaintiff - Appellant,

v.

Prospect Capital Management L.P., Prospect
Administration LLC,

Defendants - Appellees.

ORDER



Docket No. 17-510

The parties in the above-referenced case have filed a stipulation withdrawing this appeal pursuant to FRAP 42.

The stipulation is hereby "So Ordered".

For The Court:

Catherine O'Hagan Wolfe,
Clerk of Court

A True Copy

Catherine O'Hagan Wolfe, Clerk

United States Court of Appeals, Second Circuit




MANDATE ISSUED ON 05/15/2017

UNITED STATES COURT OF APPEALS
FOR THE SECOND CIRCUIT

SUSAN PASKOWITZ,

Plaintiff -
Appellant,

v.

PROSPECT CAPITAL MANAGEMENT L.P.,
and PROSPECT ADMINISTRATION LLC,

Defendants -
Appellees.

Docket No. 17-510

FILED ELECTRONICALLY

STIPULATION OF DISMISSAL WITH PREJUDICE

It is hereby stipulated and agreed, by and between undersigned counsel, that the named Plaintiff, Susan Paskowitz, in the above-captioned action, by her attorneys pursuant to Rule 42(b) of the Federal Rules of Appellate Procedure, hereby voluntarily dismisses the above-captioned action with prejudice. Each party agrees to pay their respective court costs and fees in connection with this dismissal.

Respectfully submitted,

DATED: May 12, 2017

KIRBY McINERNEY LLP



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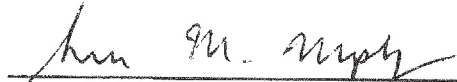
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Counsel for Plaintiff-Appellant Susan Paskowitz

DATED: May 12, 2017

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Administration LLC*