

From: Hoffman, Michael K [Michael.Hoffman@skadden.com]
Sent: Wednesday, April 21, 2010 6:00 PM
To: Minore, Dominic
Subject: THL Credit, Inc.
Dominic,

This email is to confirm to you the substance of our conversation regarding the acceleration of effectiveness for THL Credit, Inc. (the "Fund"). I confirm that the Fund will not issue at closing more than 14,897,667 shares of its common stock pursuant to its Registration Statement on Form N-2 unless an amended Exhibit L opinion is filed pursuant to a post-effect amendment opining as to the legality of the increased number of shares.

In addition, I confirm to you that the information that will be changed in the 497 filing will be information relating to the public offering price of the Fund's common shares, amount of proceeds and other items dependent upon the offering price as permitted by Rule 430A.

I also confirm to you that in our view the changes are appropriate under rule 430A and will not materially change the total mix of information contained in the general disclosure package that is available to investors purchasing in the public offering, including the exhibits filed as part of the Registration Statement.

To ensure compliance with Treasury Department regulations, we advise you that, unless otherwise expressly indicated, any federal tax advice contained in this message was not intended or written to be used, and cannot be used, for the purpose of (i) avoiding tax-related penalties under the Internal Revenue Code or applicable state or local tax law provisions or (ii) promoting, marketing or recommending to another party any tax-related matters addressed herein.

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Further information about the firm, a list of the Partners and their professional qualifications will be provided upon request.

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