

UNITED STATES OF AMERICA  
BEFORE THE  
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940  
Release No. 27776 / April 5, 2007

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In the Matter of :  
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HERCULES TECHNOLOGY GROWTH CAPITAL, INC. :  
HERCULES TECHNOLOGY II, L.P. :  
HERCULES TECHNOLOGY SBIC MANAGEMENT, INC. :  
HERCULES FUNDING I, LLC :  
AND :  
HERCULES FUNDING TRUST I :  
 :  
525 University Avenue, Suite 700 :  
Palo Alto, California 94301 :  
(812-13238) :  
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ORDER UNDER SECTIONS 6(c), 57(c), AND 57(i) OF THE INVESTMENT COMPANY  
ACT OF 1940 AND RULE 17d-1 UNDER THE ACT

Hercules Technology Growth Capital, Inc. ("HTGC"), et al. filed an application on September 28, 2005, and an amendment to the application on March 5, 2007, requesting an order under sections 6(c), 57(c), and 57(i) of the Investment Company Act of 1940 ("Act") and rule 17d-1 thereunder permitting HTGC and its wholly-owned subsidiaries to engage in certain transactions that otherwise would be permitted if HTGC and its subsidiaries were one company, and permitting HTGC to adhere to a modified asset coverage requirement.

On March 7, 2007, a notice of the filing of the application was issued (Investment Company Act Release No. 27748). 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 granting the requested exemption is appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

It is also found that the terms of the proposed transactions are reasonable and fair and do not involve overreaching, and the proposed transactions are consistent with the policies of each registered investment company concerned and with the general purposes of the Act.

It is further found that the participation by HTGC 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 section 6(c) of the Act, that the requested exemption from section 18(a), requested by HTGC, et al. (File No. 812-13238), is granted, effective immediately, subject to the conditions contained in the application, as amended.

IT IS FURTHER ORDERED, under section 57(c) of the Act, that the requested relief from sections 57(a)(1) and (2) of the Act by HTGC, et al. is granted, effective immediately, and subject to the conditions contained in the application, as amended.

IT IS FURTHER ORDERED, under section 57(i) of the Act and rule 17d-1 under the Act, that HTGC's participation in the proposed transactions is approved, 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  
Deputy Secretary