

UNITED STATES OF AMERICA  
BEFORE THE  
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940  
Release No. 31016 / April 15, 2014

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In the Matter of :  
 :  
HMS INCOME FUND, INC. :  
HMS ADVISER LP :  
 :  
2800 Post Oak Boulevard :  
Suite 5000 :  
Houston, Texas 77056 :  
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MAIN STREET CAPITAL CORPORATION :  
MAIN STREET CAPITAL PARTNERS, LLC :  
MAIN STREET MEZZANINE FUND, LP :  
MAIN STREET CAPITAL II, LP :  
MAIN STREET EQUITY INTERESTS, INC. :  
MSCII EQUITY INTERESTS, LLC :  
MSC ADVISER I, LLC :  
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1300 Post Oak Boulevard :  
Suite 800 :  
Houston, Texas 77056 :  
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(812-14016) :  
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ORDER UNDER SECTIONS 57(a)(4) and 57(i) OF THE INVESTMENT COMPANY ACT OF 1940 AND RULE 17d-1 UNDER THE ACT

The above-captioned persons filed an application on March 22, 2012, and amendments to the application on July 27, 2012, December 28, 2012, June 18, 2013, October 3, 2013, February 24, 2014 and March 17, 2014, requesting an order under sections 57(a)(4) and 57(i) of the Investment Company Act of 1940 (the “Act”) and rule 17d-1 under the Act permitting certain joint transactions otherwise prohibited by section 57(a)(4) of the Act. The order would permit business development companies (“BDCs”) to co-invest with one another in portfolio companies.

On March 18, 2014, a notice of the filing of the application was issued (Investment Company Act Release No. 30984). 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 BDCs 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 57(a)(4) and 57(i) of the Act and rule 17d-1 under the Act, that the relief requested by HMS Income Fund, Inc., et al. (File No. 812-14016) 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.

Kevin M. O'Neill  
Deputy Secretary