



## **GSC Investment Corp. Announces Filing and Mailing of Definitive Proxy Statement for Special Meeting of Stockholders**

### **Special Meeting of Stockholders to be Held on July 30, 2010 to Vote on Proposals Relating to Previously Announced \$55 Million Recapitalization Plan**

NEW YORK, June 25, 2010 /PRNewswire via COMTEX News Network/ -- GSC Investment Corp. (NYSE: GNV) (the "Company") announced today that it has filed a definitive proxy statement for a special meeting of stockholders to vote on two proposals in connection with the transactions contemplated by the previously announced definitive stock purchase agreement (the "Stock Purchase Agreement") among the Company, Saratoga Investment Advisors, LLC ("Saratoga") and CLO Partners LLC ("CLO Partners"). The special meeting of stockholders will be held at the offices of Davis Polk & Wardwell LLP, located at 450 Lexington Avenue, New York, NY 10017, on July 30, 2010, at 10 a.m., local time. The Company plans to commence the mailing of the notice of meeting and the definitive proxy statement to stockholders on or around June 30, 2010.

Stockholders of record as of the close of business on May 31, 2010 will be entitled to vote at the special meeting of stockholders. The Board of Directors of the Company has unanimously determined that the transactions contemplated by the Stock Purchase Agreement are in the best interests of the Company and its stockholders, and recommends that the Company's stockholders vote "FOR" the proposal to approve the issuance of 9,868,422 shares of the Company's common stock for an aggregate purchase price of approximately \$15,000,000 at a price per share below the current net asset value per share of such stock and "FOR" the proposal to approve the Investment Advisory and Management Agreement, pursuant to which Saratoga would be appointed as the Company's new investment adviser, as set forth in the definitive proxy statement.

Stockholders are encouraged to read the Company's definitive proxy materials in their entirety as they provide, among other things, a detailed discussion of the process that led to the Stock Purchase Agreement and reasons behind the Company's Board of Directors' unanimous recommendation. Stockholders with questions about the Stock Purchase Agreement and the transactions contemplated thereby, or who need assistance in submitting their proxy or voting their shares, should contact the Company's proxy solicitor, Morrow & Co., LLC, toll-free at (800) 607-0088 or at (203) 658-9400.

#### About GSC Investment Corp.

GSC Investment Corp. is a specialty finance company that invests primarily in leveraged loans and mezzanine debt issued by U.S. middle-market companies, high yield bonds and collateralized loan obligations. It has elected to be treated as a business development company under the Investment Company Act of 1940. The Company may also opportunistically invest in distressed debt, debt issued by non-middle market companies, and equity securities issued by middle and non-middle market companies. The Company draws upon the support and investment advice of its external manager, GSC Group, an alternative asset investment manager that focuses on complex, credit-driven strategies. GSC Investment Corp. is traded on the New York Stock Exchange under the symbol "GNV".

#### About Saratoga Investment Advisors, LLC

Saratoga Investment Advisors, LLC is a New York-based investment firm formed to focus on credit driven strategies. It is affiliated with Saratoga Partners, a leading middle-market private equity investment firm with \$750 million of committed and invested institutional equity capital. Saratoga Partners primarily invests in businesses with strong management teams and valuations of between \$50 million and \$500 million, specializing in companies in manufacturing and business services. It also has a successful record in special situations and distressed investing. Since Saratoga was founded in 1984 as a division of the New York investment firm Dillon, Read & Co., Inc., it has invested in 35 companies with an aggregate value of more than \$3.7 billion. It has been an independent firm since its spinoff in 1998 after Dillon Read was acquired by Swiss Bank Corporation (a predecessor to UBS AG). Saratoga is an alternative asset investment manager led by its Managing Directors, Christian Oberbeck, Richard Petrocelli and Charles Phillips.

#### Forward Looking Statements

This press release may contain certain forward-looking statements, including statements with regard to the proposed common Stock Purchase Agreement and other actions described in this press release. Words such as "intends," "believes," "expects," "projects," and "future" or similar expressions are intended to identify forward-looking statements. These forward-looking statements are subject to risks and uncertainties, including the satisfaction of the conditions of the proposed transactions contemplated by the Stock Purchase Agreement, and other factors enumerated in the filings GSC Investment Corp. makes with the SEC. GSC Investment Corp. undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Additional Information about the Transactions and Where to Find It

A copy of the definitive proxy statement of the Company and other materials have been filed with the SEC. INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT AND THESE OTHER MATERIALS CAREFULLY BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY AND THE PROPOSED TRANSACTIONS. Investors and security holders may obtain a free copy of the definitive proxy statement and other documents filed by the Company with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov) or under the Investor Relations section of the Company's website at [www.gscinvestmentcorp.com](http://www.gscinvestmentcorp.com).

The Company and its directors, executive officers and other members of its management and employees may be deemed to be participants in the solicitation of proxies from its stockholders in connection with the proposed transaction. Information concerning the interests of the Company's participants in the solicitation is set forth in the Company's definitive proxy statement relating to the proposed transactions.

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