RAND CAPITAL CORP
Form 10-Q
May 02, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2018

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period from __________ to __________

Commission File Number: 814-00235

Rand Capital Corporation

(Exact Name of Registrant as specified in its Charter)

New York	**16-0961359**
(State or Other Jurisdiction of Incorporation or Organization)	**(IRS Employer Identification No.)**
2200 Rand Building, Buffalo, NY	**14203**
(Address of Principal executive offices)	**(Zip Code)**

(716) 853-0802

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer , smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company
		Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of May 2, 2018, there were 6,321,988 shares of the registrant s common stock outstanding.

RAND CAPITAL CORPORATION

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements and Supplementary Data

RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	March 31, 2018 (Unaudited)	December 31, 2017
ASSETS		
Investments at fair value:		
Control investments (cost of $99,500)	**$ 99,500**	$ 99,500
Affiliate investments (cost of $21,086,529 and $20,871,129, respectively)	**16,982,195**	17,016,795
Non-affiliate investments (cost of $15,900,940 and $15,718,690, respectively)	**15,148,528**	15,167,767
Total investments, at fair value (cost of $37,086,969 and $36,689,319, respectively)	**32,230,223**	32,284,062
Cash	**5,499,266**	6,262,039
Interest receivable (net of allowance: $206,900 at 3/31/18; $161,000 at 12/31/17)	**168,129**	231,048
Deferred tax asset	**656,268**	551,863
Prepaid income taxes	**797,422**	762,047
Other assets	**82,247**	42,854
Total assets	**$ 39,433,555**	$ 40,133,913
LIABILITIES AND STOCKHOLDERS EQUITY (NET ASSETS)		
Liabilities:		
Debentures guaranteed by the SBA (net of debt issuance costs)	**$ 7,862,023**	$ 7,855,173
Profit sharing and bonus payable		144,000
Accounts payable and accrued expenses	**119,739**	178,348
Deferred revenue	**53,521**	37,707
Total liabilities	**8,035,283**	8,215,228
Commitments and contingencies (See Note 5)		
Stockholders equity (net assets):		
Common stock, $.10 par; shares authorized 10,000,000; shares issued 6,863,034; shares outstanding of 6,321,988	**686,304**	686,304
Capital in excess of par value	**10,581,789**	10,581,789
Accumulated net investment loss	**(1,770,475)**	(1,597,146)
Undistributed net realized gain on investments	**27,215,738**	27,215,738
Net unrealized depreciation on investments	**(3,845,979)**	(3,498,895)
Treasury stock, at cost: 541,046 shares	**(1,469,105)**	(1,469,105)
Total stockholders equity (net assets) (per share $4.97 at 3/31/18; $5.05 at 12/31/17)	**31,398,272**	31,918,685

Total liabilities and stockholders equity (net assets)	**$ 39,433,555**	$ 40,133,913

See accompanying notes

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RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	Three months ended March 31, 2018	Three months ended March 31, 2017
Investment income:		
Interest from portfolio companies:		
Affiliate investments	**$ 147,036**	$ 136,757
Non-Control/Non-Affiliate investments	**150,312**	109,334
Total interest from portfolio companies	**297,348**	246,091
Interest from other investments:		
Non-Control/Non-Affiliate investments	**5,110**	10,975
Total interest from other investments	**5,110**	10,975
Dividend and other investment income:		
Affiliate investments	**50,783**	62,373
Non-Control/Non-Affiliate investments	**3,382**	2,512
Total dividend and other investment income	**54,165**	64,885
Fee income:		
Affiliate investments	**3,167**	917
Non-Control/Non-Affiliate investments	**3,019**	5,769
Total fee income	**6,186**	6,686
Total investment income	**362,809**	328,637
Expenses:		
Salaries	**169,874**	165,413
Employee benefits	**63,745**	52,370
Directors fees	**34,875**	34,875
Professional fees	**101,687**	84,002
Stockholders and office operating	**64,439**	67,210
Insurance	**11,988**	11,302
Corporate development	**15,796**	21,708
Other operating	**2,691**	1,960
	465,095	438,840
Interest on SBA obligations	**77,569**	77,569
Bad debt expense	**45,900**	

Total expenses	**588,564**	516,409
Net investment loss before income taxes	**(225,755)**	(187,772)
Income tax benefit	**(52,426)**	(72,508)
Net investment loss	**(173,329)**	(115,264)
Net decrease in unrealized depreciation on investments:		
Affiliate investments	**(250,000)**	
Non-Control/Non-Affiliate investments	**(201,489)**	(380,644)
Decrease in unrealized depreciation before income taxes	**(451,489)**	(380,644)
Deferred income tax benefit	**(104,405)**	(136,427)
Net decrease in unrealized depreciation on investments	**(347,084)**	(244,217)
Net unrealized loss on investments	**(347,084)**	(244,217)
Net decrease in net assets from operations	**($520,413)**	($359,481)
Weighted average shares outstanding	**6,321,988**	6,321,988
Basic and diluted net decrease in net assets from operations per share	**($0.08)**	($0.06)

See accompanying notes

RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS

(Unaudited)

	Three months ended March 31, 2018	Three months ended March 31, 2017
Net assets at beginning of period	**$31,918,685**	$32,629,363
Net investment loss	**(173,329)**	(115,264)
Net decrease in unrealized depreciation on investments	**(347,084)**	(244,217)
Net decrease in net assets from operations	**(520,413)**	(359,481)
Total decrease in net assets	**(520,413)**	(359,481)
Net assets at end of period	**$31,398,272**	$32,269,882
Accumulated net investment loss	**($1,770,475)**	($1,693,112)

See accompanying notes

RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Three months ended March 31, 2018	Three months ended March 31, 2017
Cash flows from operating activities:		
Net decrease in net assets from operations	**($ 520,413)**	($ 359,481)
Adjustments to reconcile net decrease in net assets to net cash used in operating activities:		
Investments in portfolio companies	**(450,000)**	(450,000)
Proceeds from loan repayments	**70,131**	
Increase in unrealized depreciation on investments before income taxes	**451,489**	380,644
Deferred income tax benefit	**(104,405)**	(272,086)
Depreciation and amortization	**7,400**	7,850
Original issue discount amortization	**(9,080)**	(2,499)
Non-cash conversion of debenture interest	**(8,701)**	(10,439)
Change in interest receivable allowance	**45,900**	
Changes in operating assets and liabilities:		
Decrease (increase) in interest receivable	**17,019**	(43,903)
(Increase) decrease in other assets	**(39,943)**	420,866
Increase in prepaid income taxes	**(35,375)**	
Increase in income taxes payable		71,111
Decrease in accounts payable and accrued expenses	**(70,609)**	(188,073)
Decrease in profit sharing and bonus payable	**(132,000)**	(1,138,052)
Increase (decrease) in deferred revenue	**15,814**	(6,686)
Total adjustments	**(242,360)**	(1,231,267)
Net cash used in operating activities	**(762,773)**	(1,590,748)
Net decrease in cash	**(762,773)**	(1,590,748)
Cash:		
Beginning of period	**6,262,039**	12,280,140
End of period	**$ 5,499,266**	$ 10,689,392

See accompanying notes

RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS

March 31, 2018

(Unaudited)

Company, Geographic Location, Business Description, (Industry) and Website	(a) Type of Investment	(b) Date Acquired	(c) Equity	Cost	(d)(f) Fair Value	Percent of Net Assets
Non-Control/Non-Affiliate Investments 48.2% of net assets: (j)						
ACV Auctions, Inc. (e)(g)	1,181,160 Series A preferred	8/12/16	<1%			0.9%
Buffalo, NY. Live mobile wholesale auctions for new and used car dealers. (Software)	shares.			$ 163,000	$ 282,356	
www.acvauctions.com						
Centivo Corporation (e)(g)	190,967 Series A-1 Preferred shares.	7/5/17	2%	200,000	200,000	1.0%
New York, NY. Tech-enabled health solutions company that helps self-insured employers and their employees save money and have a better experience.	337,808 Series A-2 Preferred shares.			101,342	101,342	
(Health Care)	**Total Centivo**			301,342	301,342	
eHealth Global Technologies, Inc.	**(g)** $3,500,000 term notes at 10% due September 2, 2019.	6/28/16	0%	3,500,000	3,500,000	11.1%
Henrietta, NY. eHealth Connect® improves health care delivery through intelligently aggregated clinical record and images for patient referrals.						
(Health Care)						

www.ehealthtechnologies.com

Empire Genomics, LLC (g) (h) Buffalo, NY. Molecular diagnostics company that offers a comprehensive menu of assay services for diagnosing and guiding patient therapeutic treatments. (Health Care)	$1,101,489 senior secured convertible term notes at 10% due April 30, 2018.	6/13/14	0%	1,101,489	900,000	3.6%
www.empiregenomics.com	$250,000 promissory note at 12% due December 31, 2019.			228,334	228,334	
	(i) Interest receivable $68,174.					
	Total Empire			1,329,823	1,128,334	
GoNoodle, Inc. (g)(m) **(Formerly HealthTeacher, Inc.)**	$1,000,000 secured note at 12% due January 31, 2020, (1% Payment in Kind (PIK)).	2/6/15	<1%	1,031,904	1,031,904	3.3%
Nashville, TN. Student engagement education software providing core aligned physical activity breaks. (Software)	Warrant for 47,324 Series C Preferred shares.			25	25	
www.gonoodle.com	**Total GoNoodle**			1,031,929	1,031,929	
Mercantile Adjustment Bureau, LLC (g) Williamsville, NY. Full service accounts receivable management and collections company.	$1,199,039 subordinated secured note at 13% (3% for the calendar year 2018) due April 30, 2018.	10/22/12	4%	1,199,040	949,040	3.0%
	(e) $150,000 subordinated debenture at 8% due June 30, 2018.			150,000		
(Contact Center) www.mercantilesolutions.com	Warrant for 3.29% membership interests. Option for 1.5% membership interests.			97,625		
	(i) Interest receivable $53,710.					
	Total Mercantile			1,446,665	949,040	
Outmatch Holdings, LLC (e)(g)	2,641,899 Class P1 Units.	11/18/10	4%	2,140,007	2,140,007	6.8%
	109,788 Class C1 Units.			5,489	5,489	
(Chequed Holdings, LLC)						

Dallas, TX. Web based predictive employee selection and reference checking. (Software) www.outmatch.com						
	Total Outmatch			2,145,496	2,145,496	
PostProcess Technologies LLC (e)(g) Buffalo, NY. Provides innovative solutions for the post-processing of additive manufactured 3D parts. (Manufacturing) www.postprocess.com	$300,000 convertible promissory note at 5% due July 28, 2018.	7/25/16	0%	300,000	300,000	1.0%

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RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS

March 31, 2018 (Continued)

(Unaudited)

Company, Geographic Location, Business Description, (Industry) and Website	(a) Type of Investment	(b) Date Acquired	(c) Equity	Cost	(d)(f) Fair Value	Percent of Net Assets
Rheonix, Inc. (e)	9,676 common shares.	10/29/09	4%		11,000	9.3%
Ithaca, NY. Developer of fully automated microfluidic based molecular assay and diagnostic testing devices. (Health Care)	**(g)** 1,839,422 Series A preferred shares.			2,099,999	2,165,999	
	(g) 50,593 common shares.				59,000	
www.rheonix.com	**(g)** 589,420 Series B preferred shares.			702,732	702,732	
	Total Rheonix			2,802,731	2,938,731	
SocialFlow, Inc. (e)(g)	1,049,538 Series B preferred shares.	4/5/13	4%	500,000	731,431	6.6%
New York, NY. Provides instant analysis of social networks using a proprietary, predictive analytic algorithm to optimize advertising and publishing. (Software)	1,204,819 Series B-1 preferred shares.			750,000	839,648	
www.socialflow.com	717,772 Series C preferred shares.			500,000	500,221	
	Total Social Flow			1,750,000	2,071,300	
Somerset Gas Transmission Company, LLC (e) Columbus, OH. Natural gas transportation. (Oil and Gas) www.somersetgas.com	26.5337 units.	7/10/02	3%	719,097	500,000	1.6%

Other Non-Control/Non-Affiliate Investments:						
DataView, LLC (Software) (e)	Membership Interest.			310,357		0.0%
UStec/Wi3 (Manufacturing) (e)	Common Stock.			100,500		0.0%
Subtotal Non-Control/Non-Affiliate Investments				$ 15,900,940	$ 15,148,528	
Affiliate Investments 54.1% of net assets (k)						
BeetNPath, LLC (Grainful) (e)(g) Ithaca, NY. Frozen entrées and packaged dry side dishes made from 100% whole grain steel cut oats under Grainful brand name. (Consumer Product) www.grainful.com	1,119,024 Series A-2 Preferred Membership Units.	10/20/14	9%	$ 359,000	$ 359,000	2.1%
	1,032,918 Series B Preferred Membership Units.			261,277	291,000	
	Total BeetNPath			620,277	650,000	
Carolina Skiff LLC (g) Waycross, GA. Manufacturer of fresh water, ocean fishing and pleasure boats. (Manufacturing) www.carolinaskiff.com	6.0825% Class A common membership interest.	1/30/04	7%	15,000	1,750,000	5.6%
ClearView Social, Inc. (e)(g) Buffalo, NY. Social media publishing tool for law, CPA and professional firms. (Software) www.clearviewsocial.com	312,500 Series seed plus preferred shares.	1/4/16	6%	200,000	200,000	0.6%
First Wave Products Group, LLC (e)(g) Batavia, NY. Sells First Crush automated pill crusher that	$500,000 senior term notes at 10% due July 31, 2017. $280,000 junior term notes at 10% due	4/19/12	7%	661,563 316,469		0.0%

crushes and grinds medical pills	July 31, 2017.					
for nursing homes and medical institutions. (Health Care)	Warrant for 41,619 capital securities.			22,000		
www.firstwaveproducts.com						
	Total First Wave			1,000,032		
Genicon, Inc. (g)	1,586,902 Series B preferred shares.	4/10/15	6%	1,000,000	1,000,000	12.8%
Winter Park, FL. Designs, produces and distributes patented surgical instrumentation. (Health Care)	$3,000,000 promissory notes at 8% due May 1, 2020.			2,912,859	2,912,859	
	Warrant for 250,000 common shares.			80,000	80,000	
www.geniconendo.com	Warrant for 125,000 common shares.			40,000	40,000	
	Total Genicon			4,032,859	4,032,859	

RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS

March 31, 2018 (Continued)

(Unaudited)

Company, Geographic Location, Business Description, (Industry) and Website	(a) Type of Investment	(b) Date Acquired	(c) Equity	Cost	(d)(f) Fair Value	Percent of Net Assets
GiveGab, Inc. (e)(g) Ithaca, NY. Online fundraising, day of giving supporter engagement software for non-profit organizations. (Software) www.givegab.com	5,084,329 Series Seed preferred shares.	3/13/13	6%	616,221	424,314	1.3%
G-TEC Natural Gas Systems (e) Buffalo, NY. Manufactures and distributes systems that allow natural gas to be used as an alternative fuel to gases. (Manufacturing) www.gas-tec.com	16.639% Class A membership interest. 8% cumulative dividend.	8/31/99	17%	400,000	100,000	0.3%
Intrinsiq Materials, Inc. (e)(g) Rochester, NY. Produces printable electronics utilizing a unique process of nanomaterial based ink in a room-temperature environment. (Manufacturing) www.intrinsiqmaterials.com	4,161,747 Series A preferred shares.	9/19/13	12%	1,125,673	400,000	1.3%
Knoa Software, Inc. (g) (h) New York, NY. End user experience management and performance (EMP) solutions	973,533 Series A-1 convertible preferred shares. 1,876,922 Series B preferred shares.	11/20/12	7%	750,000 479,155	750,000 479,155	3.9%

utilizing enterprise applications. (Software) www.knoa.com						
	Total Knoa			1,229,155	1,229,155	
KnowledgeVision Systems, Inc. (e)(g) Lincoln, MA. Online presentation and training software. (Software) www.knowledgevision.com	200,000 Series A-1 preferred shares.	11/13/13	7%	250,000		1.8%
	214,285 Series A-2 preferred shares.			300,000	300,000	
	129,033 Series A-3 preferred shares.			165,001	165,001	
	Warrant for 46,743 Series A-3 shares.			35,000	35,000	
	$50,000 subordinated promissory note at 8% payable on demand of majority of noteholders after August 31, 2017.			50,000	50,000	
	Total KnowledgeVision			800,001	550,001	
Mezmeriz, Inc. (e)(g) Ithaca, NY. Micro-electronic mechanical systems (MEMS) developer of carbon fiber MEMS mirror modules for gesture recognition and 3D scanning. (Electronics Developer) www.mezmeriz.com	1,554,565 Series Seed preferred shares.	1/9/08	14%	742,850	351,477	1.1%
Microcision LLC (g)(m) Pennsauken Township, NJ. Manufacturer of precision machined medical implants, components and assemblies. (Manufacturing) www.microcision.com	$1,500,000 subordinated promissory note at 12% (1% PIK) due December 31, 2024.	9/24/09	15%	1,918,926	1,918,926	6.1%
	15% Class A common membership interest.					
	Total Microcision			1,918,926	1,918,926	
New Monarch Machine Tool, Inc. (g)	22.84 common shares.	9/24/03	15%	22,841	22,841	0.1%

Cortland, NY. Manufactures
and services vertical/horizontal
machining centers.
(Manufacturing)

www.monarchmt.com

RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS

March 31, 2018 (Continued)

(Unaudited)

Company, Geographic Location, Business Description, (Industry) and Website	(a) Type of Investment	(b) Date Acquired	(c) Equity	Cost	(d)(f) Fair Value	Percent of Net Assets
OnCore Golf Technology, Inc. (e)(g)	150,000 Series AA preferred shares.	12/31/14	9%	375,000		1.0%
Buffalo, NY. Maker of patented golf balls. (Consumer Product)	$300,000 subordinated convertible promissory notes at 6% due January 24, 2018.			300,000	300,000	
www.oncoregolf.com	**(i)** Interest receivable $50,342.					
	Total OnCore			675,000	300,000	
SciAps, Inc. (e)(g)	187,500 Series A convertible preferred shares.	7/12/13	6%	1,500,000	700,000	6.4%
Woburn, MA. Instrumentation company producing portable analytical devices using XRF, LIBS and RAMAN spectroscopy to identify compounds, minerals, and elements. (Manufacturing)	274,299 Series A-1 convertible preferred shares.			504,710	250,000	
	117,371 Series B convertible preferred shares.			250,000	250,000	
www.sciaps.com	113,636 Series C preferred shares.			175,000	175,000	
	369,698 Series C-1 preferred shares.			399,274	399,274	
	147,059 Series D shares.			250,000	250,000	
	Total SciAps			3,078,984	2,024,274	
SOMS Technologies, LLC (e)(g)	5,959,490 Series B membership interests.	12/2/08	9%	472,632	528,348	1.7%

Valhalla, NY. Produces and markets the microGreen Extended Performance Oil Filter. (Consumer Products) www.microgreenfilter.com						
Teleservices Solutions Holdings, LLC	250,000 Class B preferred units.	5/30/14	6%	250,000		0.0%
(e) (g)(m)	1,000,000 Class C preferred units.			1,190,680		
Montvale, NJ. Customer contact center specializing in customer acquisition and retention for selected industries. (Contact Center)	80,000 Class D preferred units.			91,200		
www.ipacesetters.com	104,198 Class E preferred units.			104,198		
	PIK dividend for Series C and D at 12% and 14%, respectively.					
	Total Teleservices			1,636,078		
Tilson Technology Management, Inc. (g)	120,000 Series B preferred shares.	1/20/15	11%	600,000	600,000	8.0%
Portland, ME. Cellular, fiber optic and wireless information systems, construction, and management. (Professional Services)	21,391 Series C convertible preferred shares.			200,000	200,000	
www.tilsontech.com	$200,000 subordinated promissory note at 8% due September 28, 2021.			200,000	200,000	
	65,790 Series D preferred shares.			750,000	750,000	
	$750,000 subordinated promissory note at 8% due December 1, 2022.			750,000	750,000	
	Total Tilson			2,500,000	2,500,000	
Subtotal Affiliate Investments				$ 21,086,529	$ 16,982,195	

Control Investments 0.3% of net assets (l)

Advantage 24/7 LLC (e)(g) Williamsville, NY. Marketing program for wine and spirits dealers. (Marketing Company) www.advantage24-7.com	45% Membership interest.	12/30/10	45%	$ 99,500	$ 99,500	0.3%
Subtotal Control Investments				$ 99,500	$ 99,500	
TOTAL INVESTMENTS 102.6%				$ 37,086,969	$ 32,230,223	
OTHER ASSETS IN EXCESS OF						
LIABILITIES (2.6%)					(831,951)	
NET ASSETS 100%					$ 31,398,272	

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RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS

March 31, 2018 (Continued)

(Unaudited)

Notes to the Consolidated Schedule of Portfolio Investments

(a) At March 31, 2018, restricted securities represented 100% of the fair value of the investment portfolio. Restricted securities are subject to one or more restrictions on resale and are not freely marketable.

(b) The Date Acquired column indicates the date in which the Corporation first acquired an investment in the company or a predecessor company.

(c) Each equity percentage estimates the Corporation s ownership interest in the applicable portfolio investment. The estimated ownership is calculated based on the percent of outstanding voting securities held by the Corporation or the potential percentage of voting securities held by the Corporation upon exercise of warrants or conversion of debentures, or other available data. If applicable, the symbol <1% indicates that the Corporation holds an equity interest of less than one percent.

(d) The Corporation s investments are carried at fair value in accordance with Accounting Standards Codification (ASC) 820 Fair Value Measurements and Disclosures, which defines fair value and establishes guidelines for measuring fair value. At March 31, 2018, ASC 820 designates 100% of the Corporation s investments as Level 3 assets. Under the valuation policy of the Corporation, unrestricted publicly held securities are valued at the average closing bid price for these securities for the last three trading days of the reporting period. Restricted securities are subject to restrictions on resale, and are valued at fair value as determined by the management of the Corporation and submitted to the Board of Directors for approval. Fair value is considered to be the amount that the Corporation may reasonably expect to receive for portfolio securities when sold on the valuation date. Valuations as of any particular date, however, are not necessarily indicative of amounts which may ultimately be realized as a result of future sales or other dispositions of securities and these favorable or unfavorable differences could be material. Among the factors considered in determining the fair value of restricted securities are the financial condition and operating results, projected operations, and other analytical data relating to the investment. Also considered are the market prices for unrestricted securities of the same class (if applicable) and other matters which may have an impact on the value of the portfolio company (see Note 3 Investments to the Consolidated Financial Statements).

(e) These investments are non-income producing. All other investments are income producing. Non-income producing investments have not generated cash payments of interest or dividends including LLC tax-related distributions within the last twelve months, or are not expected to do so going forward.

(f) As of March 31, 2018 the total cost of investment securities was approximately $37.1 million. Net unrealized depreciation was approximately ($4.9) million, which was comprised of $2.4 million of unrealized appreciation of investment securities and ($7.3) million of unrealized depreciation of investment securities. At March 31, 2018, the aggregate gross unrealized gain for federal income tax purposes was $2.8 million and the aggregate gross unrealized loss for federal income tax purposes was ($6.5) million. The net unrealized loss for federal income tax purposes was ($3.7) million based on a tax cost of $36 million.

(g) Rand Capital SBIC, Inc. investment.

(h) Reduction in cost and value from previously reported balances reflects current principal repayment.

(i) Represents interest due (amounts over $50,000) from investments included as interest receivable on the Corporation s Statement of Financial Position.

(j) Non-Control/Non-Affiliate Investments are investments that are neither Control Investments nor Affiliate Investments.

(k) Affiliate Investments are defined by the Investment Company Act of 1940, as amended (1940 Act), as those Non-Control investments in companies in which between 5% and 25% of the voting securities are owned by the Corporation.

(l) Control Investments are defined by the 1940 Act as investments in companies in which more than 25% of the voting securities are owned by the Corporation or where greater than 50% of the board representation is maintained.

(m) Payment in kind (PIK) represents earned interest that is added to the cost basis of the investment.

RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS

March 31, 2018 (Continued)

(Unaudited)

Investments in and Advances to Affiliates

Company	Type of Investment	December 31, 2017 Fair Value	Gross Additions (1)	Gross Reductions (2)	March 31, 2018 Fair Value	Net Realized Gains (Losses)	Amount of Interest/ Dividend/ Fee Income (3)
Control Investments:							
Advantage 24/7 LLC	45% Membership interest.	$ 99,500	$	$	$ 99,500	$	$
	Total Control Investments	$ 99,500	$	$	$ 99,500		$
Affiliate Investments: BeetNPath, LLC	1,119,024 Series A-2 Preferred Membership Units.	$ 359,000	$	$	$ 359,000		$
	1,032,918 Series B Preferred Membership Units.	291,000			291,000		
	Total BeetNPath	650,000			650,000		
Carolina Skiff LLC	6.0825% Class A common membership interest.	1,750,000			1,750,000		41,095
ClearView Social, Inc.	312,500 Series seed plus preferred shares.	200,000			200,000		
First Wave Products Group, LLC	$500,000 senior term notes at 10%.	250,000		(250,000)			
	$280,000 junior term notes at 10%.						
	Warrant for 41,619 capital securities.						
	Total First Wave	250,000		(250,000)			

Genicon, Inc.	1,586,902 Series B preferred shares.	1,000,000			1,000,000	
	$3,000,000 promissory notes at 8%.	2,903,779	9,080		2,912,859	71,247
	Warrant for 250,000 common shares	80,000			80,000	
	Warrant for 125,000 common shares	40,000			40,000	
	Total Genicon	4,023,779	9,080		4,032,859	71,247
GiveGab, Inc.	5,084,329 Series Seed preferred shares.	424,314			424,314	
G-TEC Natural Gas Systems	16.639% Class A membership interest. 8% cumulative dividend.	100,000			100,000	
Intrinsiq Materials, Inc.	4,161,747 Series A preferred shares.	400,000			400,000	
Knoa Software, Inc.	973,533 Series A-1 convertible preferred shares.	750,000			750,000	
	1,876,922 Series B preferred shares.	479,155			479,155	
	$48,466 convertible promissory note at 8%.	48,466		(48,466)		773
	Total Knoa	1,277,621		(48,466)	1,229,155	773
KnowledgeVision Systems, Inc.	200,000 Series A-1 preferred shares. 214,285 Series A-2 preferred shares.	300,000			300,000	
	129,033 Series A-3 preferred shares.	165,001			165,001	
	$50,000 subordinated promissory note at 8%	50,000			50,000	1,019
	Warrant for 46,743 Series A-3 shares.	35,000			35,000	
	Total Knowledge Vision	550,001			550,001	1,019

Mezmeriz, Inc.	1,554,565 Series seed preferred shares.	351,477			351,477	
Microcision LLC	$1,500,000 subordinated promissory note at 12% (1% PIK).	1,914,140	4,786		1,918,926	57,424
New Monarch Machine Tool, Inc.	22.84 common shares.	22,841			22,841	1,000

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RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS

March 31, 2018 (Continued)

Investments in and Advances to Affiliates

Company	Type of Investment	December 31, 2017 Fair Value	Gross Additions (1)	Gross Reductions (2)	March 31, 2018 Fair Value	Net Realized Gains (Losses)	Amount o Interest/ Dividend Fee Incom (3)
nCore Golf echnology, Inc.	150,000 Series AA preferred shares. $300,000 subordinated convertible promissory notes at 6%.	300,000			300,000		
	Total OnCore	300,000			300,000		
ciAps, Inc.	187,500 Series A convertible preferred shares.	700,000			700,000		
	274,299 Series A-1 convertible preferred shares.	250,000			250,000		
	117,371 Series B convertible preferred shares.	250,000			250,000		
	113,636 Series C preferred shares.	175,000			175,000		
	369,698 Series C-1 preferred shares.	399,274			399,274		
	147,059 Series D shares		250,000		250,000		
	Total SciAps	1,774,274	250,000		2,024,274		
OMS echnologies, LLC	5,959,490 Series B membership interests.	528,348			528,348		
eleservices olutions oldings, LLC	250,000 Class B preferred units. 1,000,000 Class C preferred units. 80,000 Class D preferred units. 104,198 Class E preferred units.						
	Total Teleservices						
ilson Technology anagement, Inc.	120,000 Series B preferred shares.	600,000			600,000		5,000
	21,391 Series C convertible preferred shares.	200,000			200,000		

$200,000 subordinated promissory note at 8%.	200,000			200,000		3,945
65,790 Series D preferred shares.	750,000			750,000		4,688
$750,000 subordinated promissory note at 8%.	750,000			750,000		14,795
Total Tilson	2,500,000			2,500,000		28,428
Total Affiliate Investments	**$ 17,016,795**	**$ 263,866**	**($ 298,466)**	**$ 16,982,195**	**$**	**$ 200,986**
Total Control and Affiliate Investments	**$ 17,116,295**	**$ 263,866**	**($ 298,466)**	**$ 17,081,695**	**$**	**$ 200,986**

This schedule should be read in conjunction with the Corporation s Consolidated Financial Statements, including the Consolidated Schedule of Portfolio Investments and Notes to the Consolidated Financial Statements.

(1) Gross additions include increases in the cost basis of investments resulting from new portfolio investments, follow on investments, capitalized interest and the accretion of discounts. Gross additions also include net increases in unrealized appreciation or net decreases in unrealized depreciation, and the movement of an existing portfolio company into this category and out of another category.

(2) Gross reductions include decreases in the cost basis of investments resulting from principal repayments, sales, note conversions, net increases in unrealized depreciation, net decreases in unrealized appreciation, the exchange of existing securities for new securities and the movement of an existing portfolio company out of this category and into another category.

(3) Represents the total amount of interest, fees or dividends credited to income for the portion of the period an investment was included in Control or Affiliate categories, respectively.

RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS

March 31, 2018 (Continued)

Industry Classification	Percentage of Total Investments (at fair value) as of March 31, 2018
Healthcare	36.9%
Software	24.6
Manufacturing	20.2
Professional Services	7.8
Consumer Product	4.6
Contact Center	2.9
Oil and Gas	1.6
Electronics	1.1
Marketing	0.3
Total Investments	**100%**

RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS

December 31, 2017

Company, Geographic Location, Business Description, (Industry) and Website	(a) Type of Investment	(b) Date Acquired	(c) Equity	Cost	(d)(f) Fair Value	Percent of Net Assets
Non-Control/Non-Affiliate Investments 47.5% of net assets: (j)						
ACV Auctions, Inc. (e)(g) Buffalo, NY. Live mobile wholesale auctions for new and used car dealers. (Software) www.acvauctions.com	1,181,160 Series A preferred shares.	8/12/16	<1%	$ 163,000	$ 282,356	0.9%
Centivo Corporation (e)(n) New York, NY. Tech-enabled health solutions company that helps self-insured employers and their employees save money and have a better experience. (Health Care)	$100,000 convertible unsecured note at 2% due February 1, 2019.	7/5/17	0%	100,000	100,000	0.3%
eHealth Global Technologies, Inc. Henrietta, NY. eHealth Connect® improves health care delivery through intelligently aggregated clinical record and images for patient referrals. (Health Care) www.ehealthtechnologies.com	(g) $1,500,000 term note at 10% due September 2, 2019.	6/28/16	0%	1,500,000	1,500,000	11.0%
	(n) $2,000,000 term note at 10% due September 2, 2019.			2,000,000	2,000,000	
	Total eHealth			3,500,000	3,500,000	
Empire Genomics, LLC (g) Buffalo, NY. Molecular diagnostics company that offers a comprehensive menu of assay services for diagnosing and guiding patient therapeutic treatments. (Health Care)	$1,101,489 senior secured convertible term notes at 10% due April 30, 2018.	6/13/14	0%	1,101,489	1,101,489	4.2%
	$250,000 promissory note at 12% due December 31, 2019.			250,000	250,000	

www.empiregenomics.com						
	(i) Interest receivable $65,906.					
	Total Empire			1,351,489	1,351,489	
GoNoodle, Inc. (g)(m)		2/6/15	<1%			3.2%
(Formerly HealthTeacher, Inc.) Nashville, TN. Student engagement education software providing core aligned physical activity breaks. (Software)	$1,000,000 secured note at 12% due January 31, 2020, (1% Payment in Kind (PIK)).			1,029,330	1,029,330	
www.gonoodle.com	Warrant for 47,324 Series C Preferred shares.			25	25	
	Total GoNoodle			1,029,355	1,029,355	
Mercantile Adjustment Bureau, LLC (g)		10/22/12	4%			3.0%
Williamsville, NY. Full service accounts receivable management and collections company. (Contact Center) www.mercantilesolutions.com	$1,199,039 subordinated secured note at 13% (3% for the calendar year 2017) due January 31, 2018.			1,199,040	949,040	
	(e) $150,000 subordinated debenture at 8% due June 30, 2018.			150,000		
	Warrant for 3.29% membership interests. Option for 1.5% membership interests.			97,625		
	(i) Interest receivable $55,983.					
	Total Mercantile			1,446,665	949,040	
Outmatch Holdings, LLC (e)(g)						
(Chequed Holdings, LLC) Dallas, TX. Web based predictive employee selection and reference checking. (Software)	2,641,899 Class P1 Units.	11/18/10	4%	2,140,007	2,140,007	6.7%
www.outmatch.com	109,788 Class C1 Units.			5,489	5,489	
	Total Outmatch			2,145,496	2,145,496	

PostProcess Technologies LLC (e)(g) Buffalo, NY. Provides innovative solutions for the post-processing of additive manufactured 3D parts. (Manufacturing) www.postprocess.com	$300,000 convertible promissory note at 5% due July 28, 2018.	7/25/16	0%	300,000	300,000	0.9%

RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS

December 31, 2017 (Continued)

Company, Geographic Location, Business Description, (Industry) and Website	(a) Type of Investment	(b) Date Acquired	(c) Equity	Cost	(d)(f) Fair Value	Percent of Net Assets
Rheonix, Inc. (e)	9,676 common shares.	10/29/09	4%		11,000	9.2%
Ithaca, NY. Developer of fully automated microfluidic based molecular assay and diagnostic testing devices. (Health Care) www.rheonix.com	**(g)** 1,839,422 Series A preferred shares.			2,099,999	2,165,999	
	(g) 50,593 common shares.				59,000	
	(g) 589,420 Series B preferred shares.			702,732	702,732	
	Total Rheonix			2,802,731	2,938,731	
SocialFlow, Inc. (e)(g)	1,049,538 Series B preferred shares.	4/5/13	4%	500,000	731,431	6.5%
New York, NY. Provides instant analysis of social networks using a proprietary, predictive analytic algorithm to optimize advertising and publishing. (Software)	1,204,819 Series B-1 preferred shares.			750,000	839,648	
	717,772 Series C preferred shares.			500,000	500,221	
www.socialflow.com	**Total Social Flow**			1,750,000	2,071,300	
Somerset Gas Transmission Company, LLC (e) Columbus, OH. Natural gas transportation. (Oil and Gas) www.somersetgas.com	26.5337 units.	7/10/02	3%	719,097	500,000	1.6%
Other Non-Control/Non-Affiliate Investments:						
DataView, LLC (Software) (e)	Membership Interest.			310,357		0.0%
UStec/Wi3 (Manufacturing) (e)	Common Stock.			100,500		0.0%

Subtotal Non-Control/Non-Affiliate Investments						
				$ 15,718,690	$ 15,167,767	
Affiliate Investments 53.3% of net assets (k)						
BeetNPath, LLC (Grainful) (e)(g)	1,119,024 Series A-2 Preferred Membership Units.	10/20/14	9%	$ 359,000	$ 359,000	2.0%
Ithaca, NY. Frozen entrées and packaged dry side dishes made from 100% whole grain steel cut oats under Grainful brand name. (Consumer Product)	1,032,918 Series B Preferred Membership Units.			261,277	291,000	
www.grainful.com	**Total BeetNPath**			620,277	650,000	
Carolina Skiff LLC (g) Waycross, GA. Manufacturer of fresh water, ocean fishing and pleasure boats. (Manufacturing) www.carolinaskiff.com	6.0825% Class A common membership interest.	1/30/04	7%	15,000	1,750,000	5.5%
ClearView Social, Inc. (e)(g) Buffalo, NY. Social media publishing tool for law, CPA and professional firms. (Software) www.clearviewsocial.com	312,500 Series seed plus preferred shares.	1/4/16	6%	200,000	200,000	0.6%
First Wave Products Group, LLC (e)(g)		4/19/12	7%			0.8%
Batavia, NY. Sells First Crush automated pill	$500,000 senior term notes at 10% due July 31, 2017.			661,563	250,000	
crusher that crushes and grinds medical pills for nursing homes and medical institutions. (Health	$280,000 junior term notes at 10% due July 31, 2017.			316,469		
Care) www.firstwaveproducts.com	Warrant for 41,619 capital securities.			22,000		
	Total First Wave			1,000,032	250,000	
Genicon, Inc.	**(g)** 1,586,902 Series B preferred shares.	4/10/15	6%	1,000,000	1,000,000	12.6%
				1,936,002	1,936,002	

Winter Park, FL. Designs, produces and distributes patented surgical instrumentation.	**(g)** $2,000,000 promissory note at 8% due May 1, 2020.		
	(g) Warrant for 250,000 common shares.	80,000	80,000
(Health Care)			
www.geniconendo.com			
	(n) $1,000,000 promissory note at 8% due May 1, 2020.	967,777	967,777
	(n) Warrant for 125,000 common shares.	40,000	40,000
	Total Genicon	4,023,779	4,023,779

RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS

December 31, 2017 (Continued)

Company, Geographic Location, Business Description, (Industry) and Website	(a) Type of Investment	(b) Date Acquired	(c) Equity	Cost	(d)(f) Fair Value	Percent of Net Assets
GiveGab, Inc. (e)(g) Ithaca, NY. Online fundraising, day of giving supporter engagement software for non-profit organizations. (Software) www.givegab.com	5,084,329 Series Seed preferred shares.	3/13/13	6%	616,221	424,314	1.3%
G-TEC Natural Gas Systems (e) Buffalo, NY. Manufactures and distributes systems that allow natural gas to be used as an alternative fuel to gases. (Manufacturing) www.gas-tec.com	16.639% Class A membership interest. 8% cumulative dividend.	8/31/99	17%	400,000	100,000	0.3%
Intrinsiq Materials, Inc. (e)(g) Rochester, NY. Produces printable electronics utilizing a unique process of nanomaterial based ink in a room-temperature environment. (Manufacturing) www.intrinsiqmaterials.com	4,161,747 Series A preferred shares.	9/19/13	12%	1,125,673	400,000	1.3%
Knoa Software, Inc. (g) New York, NY. End user experience management and performance (EMP) solutions utilizing enterprise applications. (Software) www.knoa.com	973,533 Series A-1 convertible preferred shares.	11/20/12	7%	750,000	750,000	4.0%
	1,876,922 Series B preferred shares.			479,155	479,155	
	$48,466 convertible promissory note at 8% due May 9, 2018.			48,466	48,466	
	Total Knoa			1,277,621	1,277,621	
		11/13/13	7%	250,000		1.7%

KnowledgeVision Systems, Inc. (e)(g) Lincoln, MA. Online presentation and training software. (Software) www.knowledgevision.com	200,000 Series A-1 preferred shares. 214,285 Series A-2 preferred shares.			300,000	300,000	
	129,033 Series A-3 preferred shares.			165,001	165,001	
	Warrant for 46,743 Series A-3 shares.			35,000	35,000	
	$50,000 subordinated promissory note at 8% payable on demand of majority of noteholders after August 31, 2017.			50,000	50,000	
	Total KnowledgeVision			800,001	550,001	
Mezmeriz, Inc. (e)(g) Ithaca, NY. Micro-electronic mechanical systems (MEMS) developer of carbon fiber MEMS mirror modules for gesture recognition and 3D scanning. (Electronics Developer) www.mezmeriz.com	1,554,565 Series Seed preferred shares.	1/9/08	14%	742,850	351,477	1.1%
Microcision LLC (g)(m) Pennsauken Township, NJ. Manufacturer of precision machined medical implants, components and assemblies. (Manufacturing) www.microcision.com	$1,500,000 subordinated promissory note at 12% (1% PIK) due December 31, 2024.	9/24/09	15%	1,914,140	1,914,140	6.0%
	15% Class A common membership interest.					
	Total Microcision			1,914,140	1,914,140	
New Monarch Machine Tool, Inc. (g) Cortland, NY. Manufactures and services vertical/horizontal machining centers. (Manufacturing) www.monarchmt.com	22.84 common shares.	9/24/03	15%	22,841	22,841	0.1%

RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS

December 31, 2017 (Continued)

Company, Geographic Location, Business Description, (Industry) and Website	(a) Type of Investment	(b) Date Acquired	(c) Equity	Cost	(d)(f) Fair Value	Percent of Net Assets
OnCore Golf Technology, Inc. (e)(g) Buffalo, NY. Maker of patented golf balls. (Consumer Product) www.oncoregolf.com	150,000 Series AA preferred shares. $300,000 subordinated convertible promissory notes at 6% (10% for calendar year 2017) due January 24, 2018.	12/31/14	9%	375,000		0.9%
	(i) Interest receivable $50,342.			300,000	300,000	
	Total OnCore			675,000	300,000	
SciAps, Inc. (e)(g) Woburn, MA. Instrumentation company producing portable analytical devices using XRF, LIBS and RAMAN spectroscopy to identify compounds, minerals, and elements. (Manufacturing) www.sciaps.com	187,500 Series A convertible preferred shares.	7/12/13	8%	1,500,000	700,000	5.6%
	274,299 Series A-1 convertible preferred shares.			504,710	250,000	
	117,371 Series B convertible preferred shares.			250,000	250,000	
	113,636 Series C preferred shares.			175,000	175,000	
	369,698 Series C-1 preferred shares.			399,274	399,274	
	Total SciAps			2,828,984	1,774,274	
SOMS Technologies, LLC (e)(g)	5,959,490 Series B membership interests.	12/2/08	9%	472,632	528,348	1.7%

Valhalla, NY. Produces and markets the microGreen Extended Performance Oil Filter. (Consumer Products) www.microgreenfilter.com						
Teleservices Solutions Holdings, LLC **(e) (g)(m)** Montvale, NJ. Customer contact center specializing in customer acquisition and retention for selected industries. (Contact Center) www.ipacesetters.com	250,000 Class B preferred units.	5/30/14	6%	250,000		0.0%
	1,000,000 Class C preferred units.			1,190,680		
	80,000 Class D preferred units.			91,200		
	104,198 Class E preferred units.			104,198		
	PIK dividend for Series C and D at 12% and 14%, respectively.					
	Total Teleservices			1,636,078		
Tilson Technology Management, Inc. Portland, ME. Cellular, fiber optic and wireless information systems, construction, and management. (Professional Services) www.tilsontech.com	**(g)** 120,000 Series B preferred shares.	1/20/15	11%	600,000	600,000	7.8%
	21,391 Series C convertible preferred shares.			200,000	200,000	
	(g) $200,000 subordinated promissory note at 8% due September 28, 2021.			200,000	200,000	
	(n) 65,790 Series D preferred shares.			750,000	750,000	
	(n) $750,000 subordinated promissory note at 8% due December 1, 2022.			750,000	750,000	
	Total Tilson			2,500,000	2,500,000	
				$ 20,871,129	$ 17,016,795	

Subtotal Affiliate Investments						
Control Investments 0.3% of net assets (l)						
Advantage 24/7 LLC (e)(g) Williamsville, NY. Marketing program for wine and spirits dealers. (Marketing Company) www.advantage24-7.com	53% Membership interest.	12/30/10	53%	$99,500	$99,500	0.3%
Subtotal Control Investments				$99,500	$99,500	
TOTAL INVESTMENTS 101.1%				$36,689,319	$32,284,062	
OTHER ASSETS IN EXCESS OF LIABILITIES (1.1%)					(365,377)	
NET ASSETS 100%					$31,918,685	

RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS

December 31, 2017 (Continued)

Notes to the Consolidated Schedule of Portfolio Investments

(a) At December 31, 2017, restricted securities represented 100% of the fair value of the investment portfolio. Restricted securities are subject to one or more restrictions on resale and are not freely marketable.

(b) The Date Acquired column indicates the date in which the Corporation first acquired an investment in the company or a predecessor company.

(c) Each equity percentage estimates the Corporation s ownership interest in the applicable portfolio investment. The estimated ownership is calculated based on the percent of outstanding voting securities held by the Corporation or the potential percentage of voting securities held by the Corporation upon exercise of warrants or conversion of debentures, or other available data. If applicable, the symbol <1% indicates that the Corporation holds an equity interest of less than one percent.

(d) The Corporation s investments are carried at fair value in accordance with Accounting Standards Codification (ASC) 820 Fair Value Measurements and Disclosures, which defines fair value and establishes guidelines for measuring fair value. At December 31, 2017, ASC 820 designates 100% of the Corporation s investments as Level 3 assets. Under the valuation policy of the Corporation, unrestricted publicly held securities are valued at the average closing bid price for these securities for the last three trading days of the reporting period. Restricted securities are subject to restrictions on resale, and are valued at fair value as determined by the management of the Corporation and submitted to the Board of Directors for approval. Fair value is considered to be the amount that the Corporation may reasonably expect to receive for portfolio securities when sold on the valuation date. Valuations as of any particular date, however, are not necessarily indicative of amounts which may ultimately be realized as a result of future sales or other dispositions of securities and these favorable or unfavorable differences could be material. Among the factors considered in determining the fair value of restricted securities are the financial condition and operating results, projected operations, and other analytical data relating to the investment. Also considered are the market prices for unrestricted securities of the same class (if applicable) and other matters which may have an impact on the value of the portfolio company (see Note 3 Investments to the Consolidated Financial Statements).

(e) These investments are non-income producing. All other investments are income producing. Non-income producing investments have not generated cash payments of interest or dividends including LLC tax-related distributions within the last twelve months, or are not expected to do so going forward.

(f) As of December 31, 2017, the total cost of investment securities was approximately $36.7 million. Net unrealized depreciation was approximately ($4.4) million, which was comprised of $2.4 million of unrealized appreciation of investment securities and ($6.8) million of unrealized depreciation of investment securities. At December 31, 2017, the aggregate gross unrealized gain for federal income tax purposes was $2.8 million and the aggregate gross unrealized loss for federal income tax purposes was ($4.4) million. The net unrealized loss for federal income tax purposes was ($1.6) million based on a tax cost of $33.9 million.

(g) Rand Capital SBIC, Inc. investment.

(h) Reduction in cost and value from previously reported balances reflects current principal repayment. There were no principal repayments during the year ended December 31, 2017.

(i) Represents interest due (amounts over $50,000) from investments included as interest receivable on the Corporation s Statement of Financial Position.

(j) Non-Control/Non-Affiliate Investments are investments that are neither Control Investments nor Affiliate Investments.

(k) Affiliate Investments are defined by the Investment Company Act of 1940, as amended (1940 Act), as those Non-Control investments in companies in which between 5% and 25% of the voting securities are owned by the Corporation.

(l) Control Investments are defined by the 1940 Act as investments in companies in which more than 25% of the voting securities are owned by the Corporation or where greater than 50% of the board representation is maintained.

(m) Payment in kind (PIK) represents earned interest that is added to the cost basis of the investment.

(n) Rand Capital SBIC II, L.P. investment.

RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS

December 31, 2017 (Continued)

Investments in and Advances to Affiliates

Company	Type of Investment	December 31, 2016 Fair Value	Gross Additions (1)	Gross Reductions (2)	December 31, 2017 Fair Value	Net Realized Gains (Losses)	Amount of Interest/ Dividend/ Fee Income (3)
Control Investments:							
Advantage 24/7 LLC	53% Membership interest.	$99,500	$	$	$99,500	$	$
	Total Control Investments	**$99,500**	$	$	**$99,500**		$
Affiliate Investments:							
BeetNPath, LLC	1,119,024 Series A-2 Preferred Membership Units.	$359,000		$	$359,000		$
	1,032,918 Series B Preferred Membership Units		$291,000		291,000		
	$150,000 convertible promissory note at 8%.	150,000		(150,000)			4,800
	Total BeetNPath	509,000	291,000	(150,000)	650,000		4,800
Carolina Skiff LLC	6.0825% Class A common membership interest.	1,100,000	650,000		1,750,000		178,532
ClearView Social, Inc.	312,500 Series seed plus preferred shares.	200,000			200,000		
First Wave Products Group, LLC	$500,000 senior term notes at 10%.	250,000			250,000		
	$280,000 junior term notes at 10%.						
	Warrant for 41,619 capital securities.						
	Total First Wave	250,000			250,000		

Genicon, Inc.	1,586,902 Series B preferred shares.	1,000,000			1,000,000	
	$1,100,000 senior term loans at 12%.	1,100,000		(1,100,000)		50,234
	$600,000 term loan at 14%.	600,000		(600,000)		32,200
	$2,000,000 promissory note at 8%		2,016,002	(80,000)	1,936,002	129,752
	$1,000,000 promissory note at 8%		1,007,777	(40,000)	967,777	60,860
	Warrant for 250,000 common shares		80,000		80,000	
	Warrant for 125,000 common shares		40,000		40,000	
	Total Genicon	2,700,000	3,143,779	(1,820,000)	4,023,779	273,046
GiveGab, Inc.	5,084,329 Series Seed preferred shares.	424,314			424,314	
G-TEC Natural Gas Systems	16.639% Class A membership interest. 8% cumulative dividend	100,000			100,000	
Intrinsiq Materials, Inc.	4,161,747 Series A preferred shares.	780,000		(380,000)	400,000	
Knoa Software, Inc.	973,533 Series A-1 convertible preferred shares.		750,000		750,000	
	1,876,922 Series B preferred shares.	449,455	29,700		479,155	
	$48,466 convertible promissory note at 8%.	48,466			48,466	3,877
	Total Knoa	497,921	779,700		1,277,621	3,877
KnowledgeVision Systems, Inc.	200,000 Series A-1 preferred shares.					
	214,285 Series A-2 preferred shares.	300,000			300,000	
	129,033 Series A-3 preferred shares.	165,001			165,001	
	$50,000 subordinated promissory note at 8%		50,000		50,000	3,748
	Warrant for 46,743 Series A-3 shares.	35,000			35,000	
	Total Knowledge Vision	500,001	50,000		550,001	3,748

Mezmeriz, Inc.	1,554,565 Series seed preferred shares.	351,477			351,477	
Microcision LLC	$1,500,000 subordinated promissory note at 12% (1% PIK).	1,891,964	22,176		1,914,140	228,239
New Monarch Machine Tool, Inc.	22.84 common shares.	22,841			22,841	28,409

RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS

December 31, 2017 (Continued)

Investments in and Advances to Affiliates

Company	Type of Investment	December 31, 2016 Fair Value	Gross Additions (1)	Gross Reductions (2)	December 31, 2017 Fair Value	Net Realized Gains (Losses)	Amoun of Interest Dividen Fee Incom
nCore Golf echnology, c.	150,000 Series AA preferred shares. $300,000 subordinated convertible promissory notes at 6%.	300,000			300,000		29,21
	Total OnCore	300,000			300,000		29,21
iAps, Inc.	187,500 Series A convertible preferred shares.	1,000,000		(300,000)	700,000		
	274,299 Series A-1 convertible preferred shares.	504,710		(254,710)	250,000		
	117,371 Series B convertible preferred shares.	250,000			250,000		
	113,636 Series C preferred shares.		175,000		175,000		
	369,698 Series C-1 preferred shares.		399,274		399,274		
	$200,000 subordinated promissory note at 10%.	200,000		(200,000)			4,73
	$100,000 secured subordinated convertible note at 10%.	100,000		(100,000)			2,37
	Total SciAps	2,054,710	574,274	(854,710)	1,774,274		7,10
MS echnologies, LC	5,959,490 Series B membership interests.	528,348			528,348		6,02
leservices lutions	250,000 Class B preferred units.						
	1,000,000 Class C preferred units.	200,000		(200,000)			
oldings, LC	80,000 Class D preferred units.	91,200		(91,200)			
	104,198 Class E preferred units.	104,198		(104,198)			

	Total Teleservices	395,398		(395,398)			
lson echnology anagement, c.	120,000 Series B preferred shares.	600,000			600,000		20,00
	21,391 Series C convertible preferred shares.	200,000			200,000		
	$200,000 subordinated promissory note at 8%.	200,000			200,000		16,00
	65,790 Series D preferred shares.		750,000		750,000		1,57
	$750,000 subordinated promissory note at 8%.		750,000		750,000		5,09
	Total Tilson	1,000,000	1,500,000		2,500,000		42,67
	Total Affiliate Investments	**$13,605,974**	**$7,010,929**	**($3,600,108)**	**$17,016,795**	$	**$805,66**
	Total Control and Affiliate Investments	**$13,705,474**	**$7,010,929**	**($3,600,108)**	**$17,116,295**	$	**$805,66**

This schedule should be read in conjunction with the Corporation s Consolidated Financial Statements, including the Consolidated Schedule of Portfolio Investments and Notes to the Consolidated Financial Statements.

(1) Gross additions include increases in the cost basis of investments resulting from new portfolio investments, follow on investments, capitalized interest and the accretion of discounts. Gross additions also include net increases in unrealized appreciation or net decreases in unrealized depreciation, and the movement of an existing portfolio company into this category and out of another category.

(2) Gross reductions include decreases in the cost basis of investments resulting from principal repayments, sales, note conversions, net increases in unrealized depreciation, net decreases in unrealized appreciation, the exchange of existing securities for new securities and the movement of an existing portfolio company out of this category and into another category.

(3) Represents the total amount of interest, fees or dividends credited to income for the portion of the period an investment was included in Control or Affiliate categories, respectively.

RAND CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS

December 31, 2017 (Continued)

Industry Classification	**Percentage of Total Investments (at fair value) as of December 31, 2017**
Healthcare	37.7%
Software	24.7
Manufacturing	19.4
Professional Services	7.7
Consumer Product	4.6
Contact Center	2.9
Oil and Gas	1.6
Electronics	1.1
Marketing	0.3
Total Investments	**100%**

Rand Capital Corporation and Subsidiaries

Notes to the Consolidated Financial Statements

(Unaudited)

Note 1. ORGANIZATION

Rand Capital Corporation (Rand , we , us and our) was incorporated under the laws of New York in February 1969. completed our initial public offering in 1971 as an internally managed, closed-end, diversified, management investment company. We have elected to be treated as a business development company (BDC) under the Investment Company Act of 1940, as amended (the 1940 Act). As a BDC, we are required to comply with certain regulatory requirements. For instance, we generally have to invest at least 70% of our total assets in qualifying assets and provide managerial assistance to the portfolio companies in which we invest. See Item 1. Business Regulation, Regulation as a Business Development Company in our Annual Report on Form 10-K for the year ended December 31, 2017.

Throughout our history, our principal business has been to make venture capital investments in early or expansion stage companies, often in upstate New York and regions in close proximity. In accordance with our strategic growth plan, we look for companies with strong leadership that are bringing to market new or unique products, technologies or services and have a high potential for growth. We invest in a mixture of debt and equity instruments. The debt securities typically have an equity component in the form of warrants or options to acquire stock or the right to convert the debt securities into stock.

We established our first small business investment company (SBIC) in 2002, Rand Capital SBIC, Inc. (Rand SBIC), whereby we utilized funds borrowed from the Small Business Administration (SBA) combined with our capital to invest in our portfolio companies. We historically made the majority of our venture capital investments through Rand SBIC. Rand SBIC s predecessor was organized as a Delaware limited partnership and was converted into a New York corporation on December 31, 2008, at which time our operations as a licensed SBIC were continued. Although Rand SBIC was operated as if it were a BDC, it was registered as an investment company under the 1940 Act. In 2012, the SEC granted an Order of Exemption for Rand with respect to the operations of Rand SBIC, and then Rand SBIC filed an election to be regulated as a BDC under the 1940 Act. Rand SBIC s board of directors is comprised of the directors of Rand, a majority of whom are not interested persons of Rand or Rand SBIC.

During 2017 we established a second SBIC subsidiary, Rand Capital SBIC II, L.P. (Rand SBIC II), and began making investments through this SBIC subsidiary. During the first quarter of 2018, together with the SBA, we determined that the optimal structure was to revert back to investing in small businesses through our original SBIC, Rand SBIC, and the assets of Rand SBIC II were transferred to Rand SBIC. Rand SBIC can now apply for $6 million in new SBA leverage commitment.

We operate as an internally managed investment company whereby our officers and employees conduct the business of the Corporation under the general supervision of our Board of Directors. We have not elected to qualify to be taxed as a regulated investment company as defined under Subchapter M of the Internal Revenue Code.

In this Quarterly Report on Form 10-Q, unless the context otherwise requires, we , the Corporation , us , and our refe Rand Capital Corporation and Rand SBIC.

Our corporate office is located in Buffalo, NY and our website address is www.randcapital.com. We make available free of charge on our website our annual and periodic reports, proxy statements and other information as soon as reasonably practicable after such material is filed with the Securities and Exchange Commission (SEC). Our shares are traded on the NASDAQ Capital Market under the ticker symbol RAND .

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation It is our opinion that the accompanying consolidated financial statements include all adjustments of a normal recurring nature necessary for a fair presentation in accordance with United States generally accepted accounting principles (GAAP) of the consolidated financial position, results of operations, cash flows and statement of changes in net assets for the interim periods presented. Certain information and note disclosures normally included in audited annual consolidated financial statements prepared in accordance with GAAP have been omitted; however, we believe that the disclosures made are adequate to make the information presented herein not misleading. Our interim results for the three months ended March 31, 2018 are not necessarily indicative of the results for the full year.

These statements should be read in conjunction with the consolidated financial statements and the notes included in our Annual Report on Form 10-K for the year ended December 31, 2017. Information contained in this filing should also be reviewed in conjunction with our related filings with the SEC prior to the date of this report. Those filings include, but are not limited to, the following:

N-54A Election to Adopt Business Development Company status

DEF-14A 2018 Definitive Proxy Statement submitted to shareholders

Form 10-K Annual Report on Form 10-K for the year ended December 31, 2017

Principles of Consolidation The consolidated financial statements include the accounts of Rand and its two wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Fair Value of Financial Instruments The carrying amounts reported in the consolidated statement of financial position of cash, interest receivable, accounts payable and accrued expenses approximate fair value because of the immediate or short-term nature of these financial instruments.

Fair Value of SBA Debentures In March 2018, the SBIC Funding Corporation completed a pooling of SBA debentures that have a coupon rate of 3.187%, excluding a mandatory SBA annual charge estimated to be 0.804%, resulting in a total estimated fixed rate for ten years of 3.991%. The carrying value of Rand s SBA debentures is a reasonable estimate of fair value because their stated interest rates approximate current interest rates that are available for debt with similar terms.

Investment Classification In accordance with the provisions of the 1940 Act, the Corporation classifies its investments by level of control. Under the 1940 Act, Control Investments are investments in companies that the Corporation is deemed to Control because it owns more than 25% of the voting securities of the company or has greater than 50% representation on the company s board. Affiliate Investments are companies in which the Corporation owns between 5% and 25% of the voting securities. Non-Control/Non-Affiliate Investments are those companies that are neither Control Investments nor Affiliate Investments.

Investments Investments are valued at fair value as determined in good faith by the management of the Corporation and approved by the Board of Directors. The Corporation invests in loan instruments, debt instruments, and equity instruments. There is no single standard for determining fair value in good faith. As a result, determining fair value requires that judgment be applied to the specific facts and circumstances of each portfolio investment while employing a consistent valuation process. The Corporation analyzes and values each investment quarterly, and records unrealized depreciation for an investment that it believes has become impaired, including where collection of a loan or debt security or realization of the recorded value of an equity security is doubtful. Conversely, the Corporation will record unrealized appreciation if it believes that an underlying portfolio company has appreciated in value and, therefore, its equity securities have also appreciated in value. These estimated fair values may differ from the values that would have been used had a ready market for the investments existed and these differences could be material if the Corporation s assumptions and judgments differ from results of actual liquidation events.

Qualifying Assets - All of the Corporation s investments were made in privately held small business enterprises, that were not investment companies, were principally based in the United States, and represent qualifying assets as defined by Section 55(a) of the 1940 Act.

Revenue Recognition Interest Income Interest income is recognized on the accrual basis except where the investment is in default or otherwise presumed to be in doubt. In such cases, interest is recognized at the time of receipt. A reserve for possible losses on interest receivable is maintained when appropriate.

Rand SBIC s interest accrual is also regulated by the SBA s Accounting Standards and Financial Reporting Requirements for Small Business Investment Companies. Under these rules, interest income cannot be recognized if collection is doubtful, and a 100% reserve must be established. The collection of interest is presumed to be in doubt when there is substantial doubt about a portfolio company s ability to continue as a going concern or a loan is in default for more than 120 days. Management also uses other qualitative and quantitative measures to determine the value of a portfolio investment and the collectability of any accrued interest.

The following investments are on non-accrual status: G-TEC Natural Gas Systems (G-Tec), First Wave Products Group, LLC (First Wave), OnCore Golf Technology, Inc. (Oncore) and a portion of the Empire Genomics, LLC (Empire Genomics) and Mercantile Adjustment Bureau, LLC (Mercantile) outstanding loan balance.

The Corporation holds debt securities in its investment portfolio that contain payment-in-kind (PIK) interest provisions. PIK interest, computed at the contractual rate specified in each debt agreement, is periodically added to the principal balance of the debt and is recorded as interest income. Thus, the actual collection of this interest may be deferred until the time of debt principal repayment.

Revenue Recognition Dividend Income The Corporation may receive cash distributions from portfolio companies that are limited liability companies or corporations and these distributions are classified as dividend income on the consolidated statement of operations. Dividend income is recognized on an accrual basis when it can be reasonably estimated.

The Corporation may hold preferred equity securities that contain cumulative dividend provisions. Cumulative dividends are recorded as dividend income, if declared and deemed collectible, and any dividends in arrears are added to the balance of the preferred equity investment. The actual collection of these dividends in arrears may be deferred until such time as the preferred equity is redeemed.

Revenue Recognition Fee Income Consists of the revenue associated with the amortization of financing fees charged to the portfolio companies upon successful closing of SBIC financings and income associated with portfolio company board attendance fees. The income associated with the amortization of financing fees was $5,186 and $6,686 for the three months ended March 31, 2018 and 2017, respectively. The board fees were $1,000 and $0 for the three months ended March 31, 2018 and 2017, respectively.

Realized Gain or Loss and Unrealized Appreciation or Depreciation of Investments Amounts reported as realized gains and losses are measured by the difference between the proceeds from the sale or exchange and the cost basis of the investment without regard to unrealized gains or losses recorded in prior periods. The cost of securities that have, in management s judgment, become worthless are written off and reported as realized losses when appropriate. Unrealized appreciation or depreciation reflects the difference between the fair value of the investments and the cost basis of the investments.

Original Issue Discount Investments may include original issue discount or OID income. This occurs when the Corporation purchases a warrant and a note from a portfolio company simultaneously, which requires an allocation of a portion of the purchase price to the warrant and reduces the note or debt instrument by an equal amount in the form of a note discount or OID. The note is reported net of the OID and the OID is accreted into interest income over the life of the loan. The Corporation recognized $9,080 and $2,499 in OID income for three months ended March 31, 2018 and 2017, respectively. OID income is estimated to be approximately $31,000 for the remainder of 2018.

Deferred Debenture Costs - SBA debenture origination and commitment costs, which are netted against the debenture obligation (See Note 6 SBA Debentures), will be amortized ratably over the terms of the SBA debentures. Amortization expense was $6,850 for each of the three months ended March 31, 2018 and 2017. Amortization expense on currently outstanding debentures for the next five years is estimated to average approximately $23,000 per year.

SBA Debentures The Corporation had $8,000,000 in outstanding SBA debentures at March 31, 2018 and December 31, 2017 with a weighted average interest rate of 3.54%. The debentures are presented net of deferred debenture costs (See Note 6 SBA Debentures). The $8,000,000 in outstanding SBA leverage matures from 2022 through 2025.

In the event of a future default of such SBA obligations, the Corporation has consented to the exercise, by the SBA, of all rights of the SBA under 13 C.F.R. 107.1810(i) SBA remedies for automatic events of default and has agreed to take all actions that the SBA may so require. These actions may include the Corporation s automatic consent to the appointment of the SBA, or its designee, as receiver under Section 311(c) of the Small Business Investment Act of 1958.

Net Assets per Share Net assets per share are based on the number of shares of common stock outstanding. The Corporation does not have any common stock equivalents outstanding.

Supplemental Cash Flow Information Income taxes refunded during the three months ended March 31, 2018 and 2017 were $17,051 and $7,960, respectively. Interest paid during each the three months ended March 31, 2018 and 2017 was $140,275. The Corporation converted $8,701 and $10,439 of interest receivable into investments during the three months ended March 31, 2018 and 2017, respectively.

Accounting Estimates The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Stockholders Equity (Net Assets) At March 31, 2018 and December 31, 2017, there were 500,000 shares of $10.00 par value preferred stock authorized and unissued.

On October 26, 2017, the Board of Directors extended the repurchase authorization for up to 1,000,000 shares of the Corporation s outstanding common stock on the open market through October 26, 2018 at prices no greater than the then current net asset value. No shares were repurchased during the three months ended March 31, 2018. At March 31, 2018, the total treasury shares held was 541,046 shares with a total cost of $1,469,105.

Profit Sharing and Stock Option Plan In 2001, the stockholders of the Corporation authorized the establishment of an Employee Stock Option Plan (the Option Plan), that provides for the award of stock options to purchase up to 200,000 common shares to eligible employees. In 2002, the Corporation placed the Option Plan on inactive status as it developed a new profit sharing plan for the Corporation s employees in connection with the formation of its SBIC subsidiary. As of March 31, 2018, no stock options had been awarded under the Option Plan. Because Section 57(n) of the 1940 Act prohibits maintenance of a profit sharing plan for the officers and employees of a BDC where any option, warrant or right is outstanding under an executive compensation plan, no stock options will be granted under the Option Plan while any profit sharing plan is in effect with respect to the Corporation.

In 2002, the Corporation established a Profit Sharing Plan (the Plan) for its executive officers in accordance with Section 57(n) of the 1940 Act. Under the Plan, the Corporation will pay its executive officers aggregate profit sharing payments equal to 12% of the net realized capital gains of its SBIC subsidiary, net of all realized capital losses and unrealized depreciation of the SBIC subsidiary, for the fiscal year, computed in accordance with the Plan and the Corporation s interpretation of the Plan. Any profit sharing paid or accrued cannot exceed 20% of the Corporation s net income, as defined in the Plan. For purposes of the 20% profit sharing test, the Corporation interprets net income to be the total of the Corporation s net investment gain (loss) and its net realized gain (loss) on investments, prior to inclusion of the estimated profit sharing obligation. The profit sharing payments are split equally between the Corporation s two executive officers, each of whom is fully vested in the Plan.

The Corporation did not record any expense pursuant to the Plan for the three months ended March 31, 2018 and 2017, respectively. Included in the profit sharing and bonus payable line on the Consolidated Statement of Financial Position at December 31, 2017 was $132,000 that was paid during the first quarter of 2018.

Income Taxes The Corporation reviews the tax positions it has taken to determine if they meet a more likely than not threshold for the benefit of the tax position to be recognized in the consolidated financial statements. A tax position that fails to meet the more likely than not recognition threshold will result in either a reduction of a current or deferred tax asset or receivable, or the recording of a current or deferred tax liability. There were no uncertain tax positions recorded at March 31, 2018.

It is the Corporation s policy to include interest and penalties related to income tax liabilities in income tax expense. There were no amounts recognized for interest or penalties for the three months ended March 31, 2018 or 2017.

Concentration of Credit and Market Risk The Corporation s financial instruments potentially subject it to concentrations of credit risk. Cash is invested with banks in amounts which, at times, exceed insurable limits. Management does not anticipate non-performance by such banks.

At March 31, 2018, Genicon, Inc. (Genicon), eHealth Global Technologies, Inc. (eHealth), Rheonix, Inc. (Rheonix), Tilson Technology Management, Inc. (Tilson), and Outmatch (Outmatch) represented 13%, 11%, 9%, 8% and 7%, respectively, of the fair value of the Corporation s investment portfolio.

At December 31, 2017, Genicon, Inc. (Genicon), eHealth Global Technologies, Inc. (eHealth), Rheonix, Inc. (Rheonix), Tilson Technology Management, Inc. (Tilson), and Outmatch (Outmatch) represented 12%, 11%, 9%, 8% and 7%, respectively, of the fair value of the Corporation s investment portfolio.

Note 3. INVESTMENTS

The Corporation s investments are carried at fair value in accordance with Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures , which defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements.

Loan investments are defined as traditional loan financings with no equity features. Debt investments are defined as debt financings that include one or more equity features such as conversion rights, stock purchase warrants, and/or stock purchase options. A financing may also be categorized as a debt financing if it is accompanied by the direct purchase of an equity interest in the company.

The Corporation uses several approaches to determine the fair value of an investment. The main approaches are:

Loan and debt securities are valued at cost when it is representative of the fair value of the investment or sufficient assets or liquidation proceeds are expected to exist from a sale of a portfolio company at its estimated fair value. However, they may be valued at an amount other than cost given the carrying interest rate versus the related inherent portfolio risk of the investment. A loan or debt instrument may be reduced in value if it is judged to be of poor quality, collection is in doubt or insufficient liquidation proceeds exist.

Equity securities may be valued using the asset approach , market approach or income approach. The asset approach involves estimating the liquidation value of the portfolio company s assets. To the extent the value exceeds the remaining principal amount of the debt or loan securities of the portfolio company, the fair value of such securities is generally estimated to be their cost. However, where value is less than the remaining principal amount of the loan and debt securities, the Corporation may discount the value of an equity security. The market approach uses observable prices and other relevant information generated by similar market transactions. It may include the use of market multiples derived from a set of comparables to assist in pricing the investment. Additionally, the Corporation adjusts valuations if a subsequent significant equity financing has occurred that includes a meaningful portion of the financing by a sophisticated, unrelated new investor. The income approach employs a cash flow and discounting methodology to value an investment.

ASC 820 classifies the inputs used to measure fair value into the following hierarchy:

Level 1: Quoted prices in active markets for identical assets or liabilities, used in the Corporation s valuation at the measurement date.

Level 2: Quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active, or other observable inputs other than quoted prices.

Level 3: Unobservable and significant inputs to determining the fair value.

Financial assets are categorized based upon the level of judgment associated with the inputs used to measure their fair value.

Any changes in estimated fair value are recorded in the statement of operations as Net decrease in unrealized depreciation on investments.

Under the valuation policy, the Corporation values unrestricted publicly traded companies, categorized as Level 1 investments, at the average closing bid price for the last three trading days of the reporting period. There were no Level 1 or 2 investments as of March 31, 2018.

In the valuation process, the Corporation values restricted securities, categorized as Level 3 investments, using information from these portfolio companies, which may include:

Audited and unaudited statements of operations, balance sheets and operating budgets;

Current and projected financial, operational and technological developments of the portfolio company;

Current and projected ability of the portfolio company to service its debt obligations;

The current capital structure of the business and the seniority of the various classes of equity if a deemed liquidation event were to occur;

Pending debt or capital restructuring of the portfolio company;

Current information regarding any offers to purchase the investment, or recent fundraising transactions;

Current ability of the portfolio company to raise additional financing if needed;

Changes in the economic environment which may have a material impact on the operating results of the portfolio company;

Internal circumstances and events that may have an impact (both positive and negative) on the operating performance of the portfolio company;

Qualitative assessment of key management;

Contractual rights, obligations or restrictions associated with the investment; and

Other factors deemed relevant by the Corporation s management to assess valuation.

The valuation may be reduced if a portfolio company s performance and potential have deteriorated significantly. If the factors that led to a reduction in valuation are overcome, the valuation may be readjusted.

Equity Securities

Equity Securities may include preferred stock, common stock, warrants and limited liability company membership interests.

The significant unobservable inputs used in the fair value measurement of the Corporation s equity investments are earnings before interest, tax and depreciation and amortization (EBITDA) and revenue multiples, where applicable, the financial and operational performance of the business, and the debt and senior equity preferences that may exist in a deemed liquidation event. Standard industry multiples may be used when available; however, the Corporation s portfolio companies are typically small and in early stages of development and these industry standards may be adjusted to more closely match the specific financial and operational performance of the portfolio company. Due to the nature of certain investments, fair value measurements may be based on other criteria, which may include third party appraisals. Significant changes in any of these unobservable inputs may result in a significantly higher or lower fair value estimate.

Another key factor used in valuing equity investments is a significant recent arms-length equity transaction entered into by the portfolio company with a sophisticated, non-strategic, unrelated, new investor. The terms of these equity transactions may not be identical to the equity transactions between the portfolio company and the Corporation, and the impact of the difference in transaction terms on the market value of the portfolio company may be difficult or impossible to quantify.

When appropriate the Black-Scholes pricing model is used to estimate the fair value of warrants for accounting purposes. This model requires the use of highly subjective inputs including expected volatility and expected life, in addition to variables for the valuation of minority equity positions in small private and early stage companies. Significant changes in any of these unobservable inputs may result in a significantly higher or lower fair value estimate.

For recent investments of less than one year old, the Corporation generally relies on the cost basis, which is deemed to represent the fair value, unless other fair value inputs are identified causing the Corporation to depart from this basis.

Loan and Debt Securities

The significant unobservable inputs used in the fair value measurement of the Corporation s loan and debt securities are the financial and operational performance of the portfolio company, similar debt with similar terms with other portfolio companies, as well as the market acceptance for the portfolio company s products or services. These inputs will likely provide an indicator as to the probability of principal recovery of the investment. The Corporation s loan and debt investments are often junior secured or unsecured debt securities. Fair value may also be determined based on other criteria where appropriate. Significant changes to the unobservable inputs may result in a change in fair value. For recent investments, the Corporation generally relies on the cost basis, which is deemed to represent the fair value, unless other fair value inputs are identified causing the Corporation to depart from this basis.

The following table provides a summary of the significant unobservable inputs used to determine the fair value of the Corporation s Level 3 portfolio investments as of March 31, 2018:

Investment Type	**Market Approach EBITDA Multiple**	**Market Approach Liquidation Seniority**	**Market Approach Revenue Multiple**	**Market Approach Transaction Pricing**	**Totals**
Non-Control/Non-Affiliate Equity	$	$ 25	$ 2,145,496	$ 6,093,729	$ 8,239,250
Non-Control/Non-Affiliate Debt	$ 949,040	2,160,238	3,500,000	300,000	6,909,278
Total Non-Control/Non-Affiliate	**$ 949,040**	**$ 2,160,263**	**$ 5,645,496**	**$ 6,393,729**	**$ 15,148,528**
Affiliate Equity	$ 4,420,000	$ 22,841	$ 5,406,092	$ 1,001,477	$ 10,850,410
Affiliate Debt	5,781,785		50,000	300,000	6,131,785
Total Affiliate	**$ 10,201,785**	**$ 22,841**	**$ 5,456,092**	**$ 1,301,477**	**$ 16,982,195**
Control Equity	$	$	$ 99,500	$	$ 99,500
Control Debt					
Total Control	**$**	**$**	**$ 99,500**	**$**	**$ 99,500**
Total Level 3 Investments	**$ 11,150,825**	**$ 2,183,104**	**$ 11,201,088**	**$ 7,695,206**	**$ 32,230,223**
Range	4X-9X	1X	0.5X-6.2X	Not Applicable	
Unobservable Input	EBITDA Multiple	Asset Value	Revenue Multiple	Transaction Price	
Weighted Average	5.7X	1X	2.3X	Not Applicable	

The following table provides a summary of the components of Level 1, 2 and 3 Assets Measured at Fair Value at March 31, 2018:

		Fair Value Measurements at Reported Date Using		
Description	**March 31, 2018**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Observable Inputs (Level 2)**	**Other Significant Unobservable Inputs (Level 3)**
Loan investments	$ 3,550,000	$	$	$ 3,550,000
Debt investments	9,491,063			9,491,063
Equity investments	19,189,160			19,189,160
Total	$ 32,230,223	$	$	$ 32,230,223

The following table provides a summary of the components of Level 1, 2 and 3 Assets Measured at Fair Value on a Recurring Basis at December 31, 2017:

Description	December 31, 2017	Fair Value Measurements at Reported Date Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Other Significant Unobservable Inputs (Level 3)
Loan investments	$ 3,550,000	$	$	$ 3,550,000
Debt investments	10,096,244			10,096,244
Equity investments	18,637,818			18,637,818
Total	$ 32,284,062	$	$	$ 32,284,062

The following table provides a summary of changes in Assets Measured at Fair Value Using Significant Unobservable Inputs (Level 3) for the quarter ended March 31, 2018:

Description	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Venture Capital Investments Loan Investments	Debt Investments	Equity Investments	Total
Ending Balance, December 31, 2017, of Level 3 Assets	$ 3,550,000	$ 10,096,244	$ 18,637,818	$ 32,284,062
Unrealized Losses included in net change in net assets from operations:				
Empire Genomics, LLC (Empire Genomics)		(201,489)		(201,489)
First Wave Products Group, LLC (First Wave)		(250,000)		(250,000)
Total Unrealized Losses		(451,489)		(451,489)
Purchases of Securities/Changes to Securities/Non-cash conversions:				
Centivo Corporation (Centivo)			201,342	201,342
Genicon, Inc. (Genicon)		9,080		9,080
GoNoodle, Inc. (GoNoodle)		2,573		2,573
Microcision LLC (Microcision)		4,786		4,786
SciAps, Inc. (Sciaps)			250,000	250,000
Total Purchases of Securities/Changes to Securities/Non-cash conversions		16,439	451,342	467,781
Repayments and Sale of Securities:				
Empire Genomics		(21,665)		(21,665)
Knoa Software, Inc. (Knoa)		(48,466)		(48,466)

Total Repayments and Sale of Securities		(70,131)		(70,131)
Transfers within Level 3		(100,000)	100,000	
Transfers out of Level 3				
Ending Balance, March 31, 2018, of Level 3 Assets	$ 3,550,000	$ 9,491,063	$ 19,189,160	$ 32,230,223

Change in unrealized depreciation on investments for the period included in changes in net assets	($451,489)
Net realized gain on investments for the period included in changes in net assets	$

The following table provides a summary of changes in Assets Measured at Fair Value on a Recurring Basis Using Significant Unobservable Inputs (Level 3) for the three months ended March 31, 2017:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)			
		Venture Capital Investments		
Description	**Loan Investments**	**Debt Investments**	**Equity Investments**	**Total**
Ending Balance, December 31, 2016, of Level 3 Assets	$ 3,200,000	$ 6,700,221	$ 17,600,260	$ 27,500,481
Unrealized Gains and Losses included in net change in net assets from operations:				
ACV Auctions, Inc. (ACV Auctions)			119,356	119,356
City Dining Cards, Inc. (Loupe)			(250,000)	(250,000)
Mercantile Adjustment Bureau, LLC (Mercantile)		(250,000)		(250,000)
Total Unrealized Gains and Losses		(250,000)	(130,644)	(380,644)
Purchases of Securities/Changes to Securities/Non-cash conversions:				
Genicon, Inc. (Genicon)	300,000			300,000
GoNoodle, Inc. (GoNoodle)		2,548		2,548
KnowledgeVision Systems, Inc. (Knowledge Vision)		50,000		50,000
Mercantile		102,499		102,499
Microcision LLC (Microcision)		7,891		7,891
Total Purchases of Securities/Changes to Securities/Non-cash conversions	300,000	162,938		462,938
Ending Balance, March 31, 2017, of Level 3 Assets	$ 3,500,000	$ 6,613,159	$ 17,469,616	$ 27,582,775

Change in unrealized depreciation on investments for the period included in changes in net assets	($380,644)
Net realized gain on investments for the period included in changes in net assets	$

NOTE 4. OTHER ASSETS

At March 31, 2018 and December 31, 2017, other assets was comprised of the following:

	March 31, 2018	December 31, 2017
Prepaid expenses	$ 77,435	$
Operating receivables	2,872	3,204
Equipment (net)	1,940	2,490
Dividend receivable		37,160
Total other assets	$ 82,247	$ 42,854

Note 5. COMMITMENTS AND CONTINGENCIES

The Corporation did not have any commitments to fund any investments as of March 31, 2018.

Note 6. SBA DEBENTURES

Pursuant to Accounting Standard Update (ASU) 2015-03, the debt origination costs associated with the SBA debt obligations are presented as a direct deduction of the related debt obligation.

	March 31, 2018	December 31, 2017
Debentures guaranteed by the SBA	$ 8,000,000	$ 8,000,000
Less unamortized issue costs	(137,977)	(144,827)
Debentures guaranteed by the SBA, net	$ 7,862,023	$ 7,855,173

Note 7. FINANCIAL HIGHLIGHTS

The following schedule provides the financial highlights, calculated based on weighted average shares outstanding, for the three months ended March 31, 2018 and March 31, 2017:

	Three months ended March 31, 2018 (Unaudited)	Three months ended March 31, 2017 (Unaudited)
Income from investment operations (1):		
Investment income	$ 0.05	$ 0.05
Operating expenses	0.09	0.08
Investment loss before income taxes	(0.04)	(0.03)
Income tax benefit	(0.01)	(0.01)
Net investment loss	(0.03)	(0.02)
Net realized and unrealized (loss) gain on investments	(0.05)	(0.04)
Decrease in net asset value	(0.08)	(0.06)
Net asset value, beginning of period	5.05	5.16
Net asset value, end of period	$ 4.97	$ 5.10
Per share market price, end of period	$ 2.69	$ 3.04
Total return based on market value	(10.93%)	(3.80%)
Total return based on net asset value	(1.63%)	(1.10%)
Supplemental data:		
Ratio of operating expenses before income taxes to average net assets	1.86%	1.59%
Ratio of operating expenses including income taxes to average net assets	1.36%	0.95%
Ratio of net investment loss to average net assets	(0.55%)	(1.11%)
Portfolio turnover	1.4%	1.7%
Net assets, end of period	$ 31,398,272	$ 32,269,882
Weighted shares outstanding, end of period	6,321,988	6,321,988

(1) *Per share data are based on weighted average shares outstanding and the results are rounded to the nearest cent.*

The Corporation s interim period results could fluctuate as a result of a number of factors; therefore results for any interim period should not be relied upon as being indicative of performance for the full year or in future periods.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with the consolidated financial statements and related notes included elsewhere in this report. Historical results and percentage relationships among any amounts in the consolidated financial statements are not necessarily indicative of trends in operating results for any future periods.

FORWARD LOOKING STATEMENTS

Statements included in this Management s Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report that do not relate to present or historical conditions are forward-looking statements within the meaning of that term in Section 27A of the Securities Act of 1933, as amended, and in Section 21E of the Securities Exchange Act of 1934, as amended. Additional oral or written forward-looking statements may be made by us from time to time, and forward-looking statements may be included in documents that are filed with the Securities and Exchange Commission. Forward-looking statements involve risks and uncertainties that could cause our results or outcomes to differ materially from those expressed in the forward-looking statements. Forward-looking statements may include, without limitation, statements relating to our plans, strategies, objectives, expectations and intentions and are intended to be made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Words such as believes, forecasts, intends, possible, expects, estimates, anticipates, or plans and simila are intended to identify forward-looking statements. Among the important factors on which such statements are based are assumptions concerning the state of the United States economy and the local markets in which our portfolio companies operate, the state of the securities markets in which the securities of our portfolio companies could be traded, liquidity within the United States financial markets, and inflation. Forward-looking statements are also subject to the risks and uncertainties described under the caption Risk Factors contained in Part II, Item 1A of this report and in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2017.

There may be other factors not identified that affect the accuracy of our forward-looking statements. Further, any forward-looking statement speaks only as of the date when it is made and, except as required by law, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which it is made or to reflect the occurrence of anticipated or unanticipated events or circumstances. New factors emerge from time to time that may cause our business not to develop as we expect, and we cannot predict all of them.

Overview

We are an internally managed investment company that lends to and invests in small companies often concurrently with other investors. We have elected to be treated as a business development company (BDC) under the Investment Company Act of 1940, as amended (the 1940 Act). As a BDC, we are required to comply with certain regulatory requirements. We have historically made the majority of our investments through our wholly-owned subsidiary, Rand Capital SBIC, Inc. (Rand SBIC), which operates as a small business investment company (SBIC) and has been licensed by the U.S. Small Business Administration (SBA) since 2002. During 2017 we established a second SBIC subsidiary, Rand Capital SBIC II, L.P. (Rand SBIC II) and began making investments through this SBIC subsidiary. During the first quarter of 2018, together with the SBA, we determined that the optimal structure was to revert back to investing in small businesses through our original SBIC, Rand SBIC, and the assets of Rand SBIC II were transferred to Rand SBIC. Rand SBIC can now apply for an additional $6 million in new SBA leverage commitments.

Outlook

At the end of the first quarter of 2018, we had approximately $5.5 million in cash available for future investments and expenses. We believe the combination of cash on hand, proceeds from portfolio exits, anticipated additional SBA leverage, and prospective investment income provide sufficient capital for us to continue to add new investments to our portfolio while reinvesting in existing portfolio companies that demonstrate continued growth potential. The following short and long-term trends provide us confidence in our ability to grow Rand:

We expect that well run businesses will require capital to grow and should be able to compete effectively given the strong macroeconomic environment and eager reception of new technologies and service concepts.

We continue to manage risk by investing with other investors, when possible.

We are actively involved with the governance and management of our portfolio companies, which enables us to support their operating and marketing efforts and facilitate their growth.

As our portfolio expands, we are able to better leverage our infrastructure.

We have sufficient cash to invest in new opportunities and to repurchase shares. At quarter end, we had authorization to repurchase an additional 458,954 shares of our Common Stock. However, our prioritized use of cash continues to be growing our portfolio.

Critical Accounting Policies

We prepare our consolidated financial statements in accordance with United States generally accepted accounting principles (GAAP), which require the use of estimates and assumptions that affect the reported amounts of assets and liabilities. A summary of our critical accounting policies can be found in our Annual Report on Form 10-K for the year ended December 31, 2017 under Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations.

Financial Condition

Overview:	March 31, 2018	December 31, 2017	Decrease	% Decrease
Total assets	$ 39,433,555	$ 40,133,913	($700,358)	(1.7%)
Total liabilities	8,035,283	8,215,228	(179,945)	(2.2%)
Net assets	$ 31,398,272	$ 31,918,685	($520,413)	(1.6%)

Net asset value per share (NAV) was $4.97 at March 31, 2018 and $5.05 at December 31, 2017.

Our gross outstanding SBA debentures at March 31, 2018 were $8,000,000 and will mature from 2022 through 2025. Cash approximated 18% of net assets at March 31, 2018 as compared to 20% at December 31, 2017.

Composition of Our Investment Portfolio

Our financial condition is dependent on the success of our portfolio holdings. We have invested substantially all of our assets in small to medium-sized companies. The following summarizes our investment portfolio at the dates indicated.

	March 31, 2018	December 31, 2017	Increase (Decrease)	% Increase (Decrease)
Investments, at cost	$ 37,086,969	$ 36,689,319	$ 397,650	1.1%
Unrealized depreciation, net	(4,856,746)	(4,405,257)	(451,489)	(10.2%)
Investments at fair value	$ 32,230,223	$ 32,284,062	($53,839)	(0.2%)

Our total investments at fair value, as estimated by management and approved by our Board of Directors, approximated 103% of net assets at March 31, 2018 versus 101% of net assets at December 31, 2017.

The change in investments during the three months ended March 31, 2018, at cost, is comprised of the following:

	Cost Increase (Decrease)
New investments:	
SciAps, Inc. (Sciaps)	$ 250,000
Centivo Corporation (Centivo)	200,000
Total of new investments	450,000
Other changes to investments:	
Genicon Inc. (Genicon) OID amortization	9,080
Microcision LLC (Microcision) interest conversion	4,786
GoNoodle, Inc. (GoNoodle) interest conversion	2,573
Centivo interest conversion	1,342
Total of other changes to investments	17,781

Investments repaid, sold or liquidated:		
Knoa Software Inc. (Knoa) repayment		(48,466)
Empire Genomics, LLC (Empire Genomics) repayment		(21,665)
Total of investments repaid, sold or liquidated		(70,131)
Net change in investments, at cost	**$**	**397,650**

Results of Operations

Our principal investment objective is to achieve long-term capital appreciation on our equity investments while maintaining a current cash flow from our debenture and pass-through equity instruments to fund expenses. Therefore, we invest in a variety of financial instruments to provide a current return on a portion of the investment portfolio.

Comparison of the three months ended March 31, 2018 to the three months ended March 31, 2017

Investment Income

	Three months ended March 31, 2018	Three months ended March 31, 2017	Increase (Decrease)	% Increase (Decrease)
Interest from portfolio companies	$ 297,348	$ 246,091	$ 51,257	20.8%
Interest from other investments	5,110	10,975	(5,865)	(53.4%)
Dividend and other investment income	54,165	64,885	(10,720)	(16.5%
Fee income	6,186	6,686	(500)	(7.5%)
Total investment income	$ 362,809	$ 328,637	$ 34,172	10.4%

Interest from portfolio companies   Interest from portfolio companies was 21% higher during the three months ended March 31, 2018 versus the same period in 2017 due to the fact that we have originated more income-producing debt investments in the last year. These new debt instruments were originated from Genicon Inc. (Genicon) and eHealth Global Technologies, Inc. and several other portfolio companies.

The following investments are on non-accrual status: G-TEC Natural Gas Systems (G-Tec), First Wave Products Group, LLC (First Wave), OnCore Golf Technology, Inc. (Oncore) and a portion of the Empire Genomics, LLC (Empire Genomics) and Mercantile Adjustment Bureau, LLC (Mercantile) outstanding loan balance.

Interest from other investments   The decrease in interest from other investments is primarily due to lower average cash balances during the three months ended March 31, 2018 versus the same period in 2017.

Dividend and other investment income   Dividend income is comprised of cash distributions from limited liability companies (LLCs) and corporations in which we have invested. Our investment agreements with certain LLCs require those LLCs to distribute funds to us for payment of income taxes on our allocable share of the LLC s profits. These portfolio companies may also elect to make additional discretionary distributions. Dividend income will fluctuate based upon the profitability of these LLCs and corporations and the timing of the distributions or the impact of new investments or divestitures. The dividend distributions for the respective periods were:

	Three months ended March 31, 2018	Three months ended March 31, 2017
Carolina Skiff LLC (Carolina Skiff)	$ 41,095	$ 57,373
Tilson Technology Management, Inc. (Tilson)	9,688	5,000
Empire Genomics LLC (Empire Genomics)	3,382	2,512

Total dividend and other investment income	$	54,165	$	64,885

Fee income Fee income consists of the revenue associated with the amortization of financing fees charged to the portfolio companies upon successful closing of SBIC financings and income from portfolio company board attendance fees. The financing fees are amortized ratably over the life of the instrument associated with the fees. The unamortized fees are carried on the balance sheet under the line item Deferred revenue.

The income associated with the amortization of financing fees was $5,186 and $6,686 for the three months ended March 31, 2018 and 2017, respectively. The income from board fees was $1,000 and $0 for the three months ended March 31, 2018 and 2017, respectively.

Expenses

	Three months ended March 31, 2018	Three months ended March 31, 2017	Increase	% Increase
Total expenses	$ 588,564	$ 516,409	$ 72,155	14.0%

Expenses predominately consist of interest expense on outstanding SBA borrowings, compensation expense, and general and administrative expenses, including stockholder and office operating expenses and professional fees.

The increase in expenses during the three months ended March 31, 2018 versus the same period in 2017 was primarily caused by a 21% increase in professional fees. Professional fees were higher because we incurred additional expenses in connection with implementing our long-term growth strategy. These expenses included external legal, tax consulting and other advisory expenses to support refinement of our strategy, which involved assessing options relative to the complex regulatory environment in which we operate. In addition, for the three months ended March 31, 2018 there was a $45,900 charge to bad debt expense while there was no bad debt expense for the three months ended March 31, 2017.

Decrease in Unrealized Depreciation or Appreciation of Investments

	Three months ended March 31, 2018	Three months ended March 31, 2017	Decrease
Decrease in unrealized depreciation or appreciation before income taxes	($451,489)	($380,644)	($70,845)

The decrease in unrealized depreciation, before income taxes, for the three months ended March 31, 2018 was comprised of the following:

	Three months ended March 31, 2018
First Wave Products Group (First Wave)	($250,000)
Empire Genomics, LLC (Empire Genomics)	(201,489)
Total decrease in net unrealized depreciation of investments before income taxes during the three months ended March 31, 2018	($451,489)

Our valuation of First Wave was decreased to reflect an anticipated round of financing expected to be completed by First Wave in the second quarter of 2018.

The valuation of our investment in Empire Genomics was decreased after we reviewed the portfolio company s operations and current and projected financial condition and determined that a valuation adjustment reflecting prior capitalized interest was necessary.

The decrease in unrealized depreciation, before income taxes, for the three months ended March 31, 2017 was comprised of the following:

	Three months ended March 31, 2017
City Dining Cards, Inc. (Loupe)	($250,000)
Mercantile Adjustment Bureau, LLC (Mercantile)	($250,000)
ACV Auctions, Inc. (ACV)	119,356
Total decrease in net unrealized depreciation of investments before income taxes during the three months ended March 31, 2017	($380,644)

The valuation of our investments in Loupe and Mercantile were each decreased after we reviewed each portfolio company and its financial condition and determined that a valuation adjustment was necessary.

In accordance with our valuation policy, we increased the value of our investment in ACV based on a significant equity financing by a new non-strategic outside entity. This new financing used a higher valuation for ACV than had been used for its prior financing rounds.

All of these value adjustments resulted from a review by our management using the guidance set forth by ASC 820 and our established valuation policy.

Net Increase (Decrease) in Net Assets from Operations

We account for our operations under GAAP for investment companies. The principal measure of our financial performance is net increase (decrease) in net assets from operations on our consolidated statements of operations. For the three months ended March 31, 2018 and 2017, the net decrease in net assets from operations was ($520,413) and ($359,481), respectively.

Liquidity and Capital Resources

Our principal long-term objective is to achieve growth in net asset value per share through capital appreciation. Therefore, a significant portion of our investment portfolio is structured to maximize the potential for capital appreciation, and certain portfolio investments may be structured to provide little or no current yield in the form of dividends or interest payments.

As of March 31, 2018, our total liquidity consisted of approximately $5.5 million in cash on hand.

Net cash provided by operating activities has averaged approximately $3,200,000 over the last three years. The average cash used for investment in portfolio companies over the last three years was $850,000. Our cash flow from operations may fluctuate based on the timing of the receipt of dividend income and realized gains and the associated income taxes paid. We will generally use cash to fund our operating expenses and also to invest in companies, as we seek to build our portfolio utilizing our available cash and proceeds from liquidations of portfolio investments. We anticipate that we will continue to exit investments. However, the timing of liquidation events within the portfolio is difficult to project with any certainty. As of March 31, 2018, we did not have any outstanding commitments to borrow funds from the SBA. Starting in 2022, our SBA debt begins to reach maturity, and this will require us to identify sources of future funding if liquidation of investments is not sufficient to fund operations and repay the SBA debt obligation.

We believe that the cash on hand at March 31, 2018, the scheduled interest payments on our portfolio investments and the anticipated additional SBA leverage will be sufficient to meet our cash needs for the next twelve months. We continue to seek potential exits from portfolio companies to increase the amount of liquidity available for new investments, operating activities and future SBA debenture repayment obligations.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our investment activities contain elements of risk. Our investment portfolio consists of equity and debt securities in private companies and is subject to valuation risk. Because there is typically no public market for the equity and debt securities in which we invest, the valuation of the equity interests in the portfolio is stated at fair value as determined in good faith by our management and approved by our Board of Directors. This is in accordance with our investment valuation policy (see the discussion of valuation policy contained in Note 3. Investments in the consolidated financial statements contained in Item 1 of this report, which is hereby incorporated herein by reference.) In the absence of readily ascertainable market values, the estimated value of the portfolio may differ significantly from the values that would be placed on the portfolio if a ready market for the investments existed. Any changes in valuation are recorded on the consolidated statement of operations as Net change in unrealized depreciation on investments.

At times, a portion of our portfolio may include marketable securities traded in the over-the-counter market. In addition, there may be a portion of the portfolio for which no regular trading market exists. In order to realize the full value of a security, the market must trade in an orderly fashion or a willing purchaser must be available when a sale is to be made. Should an economic or other event occur that would not allow markets to trade in an orderly fashion, we may not be able to realize the fair value of our marketable investments or other investments in a timely manner.

As of March 31, 2018 we did not have any off-balance sheet arrangements or hedging or similar derivative financial instrument investments.

Item 4. Controls and Procedures

Disclosure Controls and Procedures. The Corporation maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the SEC s rules and forms, and that this information is accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. The Chief Executive Officer and the Chief Financial Officer carried out an evaluation of the effectiveness of the design and operation of the Corporation s disclosure controls and procedures as March 31, 2018. Based on the evaluation of these disclosure controls and procedures, the Chief Executive Officer and Chief Financial Officer concluded that the Corporation s controls and procedures were effective as of March 31, 2018.

Changes in Internal Control over Financial Reporting. There have been no changes in our internal control over financial reporting during the Corporation s most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Corporation s internal control over financial reporting.

PART II.

OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

See Part I, Item 1A, Risk Factors, of the Annual Report on Form 10-K for the year ended December 31, 2017.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

Period		Total number of shares purchased (1)	Average price paid per share (2)	Total number of shares purchased as part of publicly announced plan (3)	Maximum number of shares that may yet be purchased under the share repurchase program
1/1/2018	1/31/2018				458,954
2/1/2018	2/28/18				458,954
3/1/2018	3/31/2018				458,954

(1) There were no shares repurchased during the first quarter of 2018.
(2) The average price paid per share is calculated on a settlement basis and includes commission.
(3) On October 26, 2017, the Board of Directors extended the repurchase authorization of up to 1,000,000 shares of the Corporation s common stock on the open market at prices no greater than the then current net asset value through October 26, 2018.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

None.

Item 6. Exhibits

(a) Exhibits

The following exhibits are filed with this report or are incorporated herein by reference to a prior filing, in accordance with Rule 12b-32 under the Securities Exchange Act of 1934.

(3.1)(i) Certificate of Incorporation of the Corporation, incorporated by reference to Exhibit (a)(1) of Form N-2 filed with the Securities Exchange Commission on April 22, 1997. (File No. 333-25617).

(3.1)(ii) By-laws of the Corporation, incorporated by reference to Exhibit 3(ii) to the Corporation s Quarterly Report on Form 10-Q for the period ended September 30, 2016 filed with the Securities Exchange Commission on November 2, 2016. (File No. 814-00235).

(4) Specimen certificate of common stock certificate, incorporated by reference to Exhibit (b) of Form N-2 filed with the Securities Exchange Commission on April 22, 1997. (File No. 333-25617).

(31.1) Certification of Principal Executive Officer Pursuant to Rules 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended filed herewith.

(31.2) Certification of Principal Financial Officer Pursuant to Rules 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended filed herewith.

(32.1) Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 Rand Capital Corporation filed herewith.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: May 2, 2018

RAND CAPITAL CORPORATION

By: /s/ Allen F. Grum
Allen F. Grum, President

By: /s/ Daniel P. Penberthy
Daniel P. Penberthy, Treasurer