

Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

CAPITAL SOUTHWEST CORP  
Form 10-Q  
January 09, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2007

OR

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: 814-61

CAPITAL SOUTHWEST CORPORATION  
(Exact name of registrant as specified in its charter)

Texas  
(State or other jurisdiction of incorporation  
or organization)

75-1072796  
(I.R.S. Employer  
Identification No.)

12900 Preston Road, Suite 700, Dallas, Texas  
(Address of principal executive offices)

75230  
(Zip Code)

Registrant's telephone number, including area code: (972) 233-8242

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 X No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer \_\_\_\_ Accelerated filer X Non-accelerated filer \_\_\_\_

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

3,889,151 shares of Common Stock, \$1 Par Value as of January 9, 2008

# Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

## TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION	Page No.
-----	-----
ITEM 1. Consolidated Financial Statements (1)	
Consolidated Statements of Financial Condition September 30, 2007 (Unaudited) and March 31, 2007.....	3
Consolidated Statements of Operations (Unaudited) For the three and six months ended September 30, 2007 and September 30, 2006.....	4
Consolidated Statements of Changes in Net Assets For the six months ended September 30, 2007 (Unaudited) and year ended March 31, 2007.....	5
Consolidated Statements of Cash Flows (Unaudited) For the three and six months ended September 30, 2007 and September 30, 2006.....	6
Portfolio of Investments September 30, 2007.....	7
Notes to Consolidated Financial Statements.....	12
ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.....	18
ITEM 3. Quantitative and Qualitative Disclosure About Market Risk.....	20
ITEM 4. Controls and Procedures.....	20
PART II. OTHER INFORMATION	
ITEM 1 Legal Proceedings.....	21
ITEM 1A. Risk Factors.....	21
ITEM 4. Submission of Matters to a Vote of Security Holders.....	21
ITEM 6. Exhibits and Reports on Form 8-K.....	22
Signatures .....	23
(1) As described in Note 2, the financial statements for fiscal year 2007 have been restated.	

PART I. FINANCIAL INFORMATION

## Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

Item 1. Consolidated Financial Statements

CAPITAL SOUTHWEST CORPORATION AND SUBSIDIARIES  
Consolidated Statements of Financial Condition  
-----

Assets	September 30, 2007 ----- (Unaudited)
Investments at market or fair value	
Companies more than 25% owned	
(Cost: September 30, 2007 - \$28,758,246	
March 31, 2007 - \$28,632,356)	\$ 389,987,
Companies 5% to 25% owned	
(Cost: September 30, 2007 - \$19,962,243,	
March 31, 2007 - \$18,798,896)	82,329,
Companies less than 5% owned	
(Cost: September 30, 2007 - \$31,982,402,	
March 31, 2007 - \$24,211,045)	96,917,
	-----
Total investments	
(Cost: September 30, 2007- \$80,702,891,	
March 31, 2007 - \$71,642,297)	569,235,
Cash and cash equivalents	31,871,
Receivables	102,
Other assets	9,379,
	-----
Totals	\$ 610,589, =====
Liabilities and Shareholders' Equity	
Other liabilities	\$ 1,341,
Deferred income taxes	2,374,
	-----
Total liabilities	3,716, -----
Shareholders' equity	
Common stock, \$1 par value: authorized,	
5,000,000 shares; issued, 4,326,516 shares	
at September 30, 2007 and 4,323,416 shares	
at March 31, 2007	4,326,
Additional capital	116,689,
Undistributed net investment income	6,728,
Undistributed net realized loss on investments	(2,371,
Unrealized appreciation of investments	488,532,
Treasury stock - at cost (437,365 shares)	(7,033, -----
Net assets at market or fair value, equivalent	
to \$156.04 per share at September 30, 2007 on the 3,889,151 shares	
outstanding and \$186.75 per share at March 31, 2007 on the 3,886,051	
shares outstanding	606,872, -----
Totals	\$ 610,589, =====

(See Notes to Consolidated Financial Statements)

CAPITAL SOUTHWEST CORPORATION  
AND SUBSIDIARIES  
Consolidated Statements of Operations

-----  
(Unaudited)

	Three Months Ended September 30		Six Months Ended September 30	
	2007	2006 as restated	2007	2006 as restated
Investment income:				
Interest	\$ 679,442	\$ 933,678	\$ 1,244,129	\$ 1,244,129
Dividends	801,467	757,935	1,164,894	1,164,894
Management and directors' fees	226,200	179,950	451,400	451,400
	-----	-----	-----	-----
	1,707,109	1,871,563	2,860,423	2,860,423
	-----	-----	-----	-----
Operating expenses:				
Salaries	291,085	320,334	565,221	565,221
Net pension benefit	(127,434)	(43,284)	(163,671)	(163,671)
Other operating expenses	288,194	230,737	553,158	553,158
	-----	-----	-----	-----
	451,845	507,787	954,708	954,708
	-----	-----	-----	-----
Income before interest expense and income taxes	1,255,264	1,363,776	1,905,715	1,905,715
Interest expense	--	178,222	--	--
	-----	-----	-----	-----
Income before income taxes	1,255,264	1,185,554	1,905,715	1,905,715
Income tax expense	44,400	15,200	54,160	54,160
	-----	-----	-----	-----
Net investment income	\$ 1,210,864	\$ 1,170,354	\$ 1,851,555	\$ 1,851,555
	=====	=====	=====	=====
Proceeds from disposition of investments	\$ 402,777	\$ 10,045,064	\$ 728,552	\$ 728,552
Cost of investments sold	--	826,317	--	--
	-----	-----	-----	-----
Net realized gain on investments	402,777	9,218,747	728,552	728,552
	-----	-----	-----	-----
Net decrease in unrealized appreciation of investments	(138,128,989)	(2,931,221)	(120,980,544)	(120,980,544)
	-----	-----	-----	-----
Net realized and unrealized gain (loss) on investments	\$ (137,726,212)	\$ 6,287,526	\$ (120,251,992)	\$ (120,251,992)
	=====	=====	=====	=====

Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

Increase (decrease) in net assets from operations	\$ (136,515,348) =====	\$ 7,457,880 =====	\$ (118,400,437) =====	\$ =====
--	---------------------------	-----------------------	---------------------------	-------------

(See Notes to Consolidated Financial Statements)

4

CAPITAL SOUTHWEST CORPORATION  
AND SUBSIDIARIES  
Consolidated Statements of Changes in Net Assets  
-----

	Six Months Ended September 30, 2007 ----- (Unaudited)	Year Ended March 31, 2007 ----- as restated
Operations		
Net investment income	\$ 1,851,555	\$ 4,233,340
Net realized gain on investments	728,552	14,966,296
Net increase (decrease) in unrealized appreciation of investments	(120,980,544)	147,681,609
	-----	-----
Increase (decrease) in net assets from operations	(118,400,437)	166,881,245
Distributions from:		
Undistributed net investment income	(777,630)	(2,323,150)
Capital share transactions		
Exercise of employee stock options	231,390	1,794,850
Adjustment to initially apply FASB No. 158, net of tax	--	1,173,751
Stock option expense	87,686	169,003
	-----	-----
Increase (decrease) in net assets	(118,858,991)	167,695,699
Net assets, beginning of period as restated	725,731,689	558,035,990
	-----	-----

Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

Net assets, end of period	\$ 606,872,698 =====	\$ 725,731,689 =====
---------------------------	-------------------------	-------------------------

(See Notes to Consolidated Financial Statements)

5

CAPITAL SOUTHWEST CORPORATION  
AND SUBSIDIARIES  
Consolidated Statements of Cash Flows  
-----  
(Unaudited)

	Three Months Ended September 30		Six Months September
	2007	2006	2007
	-----	----- as restated	-----
Cash flows from operating activities			
Increase (decrease) in net assets from operations	\$ (136,515,348)	\$ 7,457,880	\$ (118,400,437)
Adjustments to reconcile increase in net assets from operations to net cash provided by operating activities:			
Proceeds from disposition of investments	402,777	10,045,064	728,552
Purchases of securities	(1,163,347)	(370,230)	(9,215,094)
Maturities of securities	150,000	482,491	154,500
Depreciation and amortization	6,272	4,022	10,681
Net pension benefit	(127,434)	(43,284)	(163,671)
Realized gain on investments	(402,777)	(9,218,747)	(728,552)
Net decrease in unrealized appreciation of investments	138,128,989	2,931,221	120,980,544
Stock option expense	44,100	77,711	87,686
Increase (decrease) in receivables	50,016	(31,415)	234,936
(Increase) decrease in other assets	(23,679)	1,955	(30,408)
Increase (decrease) in other liabilities	43,779	21,727	(75,384)

Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

Decrease in accrued pension cost	(30,266)	(36,568)	(66,834)
Increase in deferred income taxes	44,400	15,200	57,000
	-----	-----	-----
Net cash provided by (used in) operating activities	607,482	11,337,027	(6,426,481)
	-----	-----	-----
Cash flows from financing activities			
Decrease in notes payable to bank	--	(150,000,000)	--
Distributions from undistributed net investment income	--	--	(777,630)
Proceeds from exercise of employee stock options	--	--	231,390
	-----	-----	-----
Net cash provided by (used in) financing activities	--	(150,000,000)	(546,240)
	-----	-----	-----
Net increase (decrease) in cash and cash equivalents	607,482	(138,662,973)	(6,972,721)
Cash and cash equivalents at beginning of period	31,264,000	162,932,468	38,844,203
	-----	-----	-----
Cash and cash equivalents at end of period	\$ 31,871,482	\$ 24,269,495	\$ 31,871,482
	=====	=====	=====

Supplemental disclosure of cash flow information:

Cash paid during the period for:

Interest	\$ --	\$ 201,441	\$ --	\$ --
Income taxes	\$ --	\$ --	\$ --	\$ --

(See Notes to Consolidated Financial Statements)

6

Portfolio of Investments - September 30, 2007

Company	Investment (a)
+AT&T INC. San Antonio, Texas Global leader in local, long distance, Internet and transaction-based voice and data services.	++20,770 shares common stock (acquired 3-9-99)
+ALAMO GROUP INC. Sequin, Texas Tractor-mounted mowing and mobile excavation equipment for governmental, industrial	2,830,300 shares common stock (acquired 4-1-73 thru 5-25-07)

## Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

and agricultural markets;  
street-sweeping equipment  
for municipalities.

<p>ALL COMPONENTS, INC. Addison, Texas Electronics contract manu- facturing; distribution and production of memory and other components for computer manufacturers, retailers and value-added resellers.</p>	<p>8.25% subordinated note due 2012 (acquired 6-27-07) 150,000 shares Series A convertible preferred stock, convertible into 600,000 shares of common stock at \$0.25 per share (acquired 9-16-94) Warrant to purchase 350,000 shares of common stock at \$11.00 per share, expiring 2017 (acquired 6-27-07)</p>
<p>+ALLTEL CORPORATION Little Rock, Arkansas Owner and operator of the nation's largest wireless network.</p>	<p>++8,880 shares common stock (acquired 7-1-98)</p>
<p>+ATLANTIC CAPITAL BANCSHARES, INC. Atlanta, Georgia Holding company of Atlantic Capital Bank a full service commercial bank.</p>	<p>300,000 shares common stock (acquired 4-10-07)</p>
<p>BALCO, INC. Wichita, Kansas Specialty architectural products used in the construction and remodeling of commercial and insti- tutional buildings.</p>	<p>445,000 shares common stock and 60,920 shares Class B non-voting common stock (acquired 10-25-83 and 5-30-02)</p>
<p>BOXX TECHNOLOGIES, INC. Austin, Texas Workstations for computer graphics imaging and design.</p>	<p>3,125,354 shares Series B convertible preferred stock, convertible into 3,125,354 shares of common stock at \$0.50 per share (acquired 8-20-99 thru 8-8-01)</p>
<p>CMI HOLDING COMPANY, INC. Richardson, Texas Owns Chase Medical, which develops and sells devices used in cardiac surgery to relieve congestive heart failure; develops and supports cardiac imaging systems.</p>	<p>10% convertible subordinate note, due 2009 (acquired 7- 2,327,658 shares Series A convertible preferred stock, convertible into 2,327,658 shares of common stock at \$1.72 per share (acquired 8-21-02 and 6-4-03) Warrants to purchase 109,012 shares of common stock at \$1.72 per share, expiring 2012 (acquired 4-16-04) Warrants to purchase 431,982 shares of Series A-1 convertible preferred stock at \$1.72 per share expiring 2012 (acquired 7-2-07)</p>

7

Company

Investment (a)



## Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

<p>+COMCAST CORPORATION  Philadelphia, Pennsylvania  Leading provider of cable,  entertainment and communi-  cations products and  services.</p>	<p>++64,656 shares common stock (acquired 11-18-02)</p>
<p>DENNIS TOOL COMPANY  Houston, Texas  Polycrystalline diamond  compacts (PDCs) used in oil  field drill bits and in  mining and industrial  applications.</p>	<p>20,725 shares 5% convertible preferred stock,  convertible into 20,725 shares of common stock  at \$48.25 per share (acquired 8-10-98)  140,137 shares common stock (acquired 3-7-94 and 8-10-94)</p>
<p>+DISCOVERY HOLDING COMPANY  Englewood, Colorado  Provider of creative  content, media management  and network services  worldwide.</p>	<p>++70,501 shares Series A common stock (acquired 7-21-05)</p>
<p>+EMBARQ CORPORATION  Overland Park, Kansas  Local exchange carrier that  provides voice and data  services, including  high-speed Internet.</p>	<p>++4,500 shares common stock (acquired 5-17-06)</p>
<p>+ENCORE WIRE CORPORATION  McKinney, Texas  Electric wire and cable for  residential and commercial  use.</p>	<p>4,086,750 shares common stock (acquired 7-16-92 thru 10-1-92)</p>
<p>EXTREME INTERNATIONAL, INC.  Sugar Land, Texas  Owns Bill Young Productions,  Texas Video and Post, and  Extreme Communications,  which produce radio and  television commercials and  corporate communications  videos.</p>	<p>39,359.18 shares Series C convertible preferred  stock, convertible into 157,436.72 shares of common  stock at \$25.00 per share (acquired 9-30-03)  3,750 shares 8% Series A convertible preferred stock,  convertible into 15,000 shares of common stock at  \$25.00 per share (acquired 9-30-03)  Warrants to purchase 13,035 shares of common stock  at \$25.00 per share, expiring 2008 (acquired 8-11-98  thru 9-30-03)</p>
<p>+FMC CORPORATION  Philadelphia, Pennsylvania  Chemicals for agricultural,  industrial and consumer  markets.</p>	<p>++6,430 shares common stock (acquired 6-6-86)</p>
<p>+FMC TECHNOLOGIES, INC.  Houston, Texas  Equipment and systems for  the energy, food processing  and air transportation  industries.</p>	<p>++11,057 shares common stock (acquired 1-2-02)</p>
<p>+HEELYS, INC.  Carrollton, Texas</p>	<p>9,317,310 shares common stock (acquired 5-26-00)</p>

## Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

Heelys stealth skate shoes,  
equipment and apparel sold  
through sporting goods  
chains, department stores  
and footwear retailers.

8

Company	Investment (a)
HIC-STAR CORPORATION Dallas, Texas Holding company previously engaged in mortgage banking operations, which have now been sold.	10% subordinated note due 2007 (acquired 10-19-04 and 1-13-05) 12% subordinated notes due 2008 (acquired 3-25-05 thru 2-27-06) Warrants to purchase 463,162 shares of Series A common stock at \$1.00 per share, expiring 2014 (acquired 3-31-04 thru 1-13-05)
+HOLOGIC, INC. Bedford, Massachusetts Medical instruments including bone densi- tometers, mammography devices and digital radiography systems.	++316,410 shares common stock (acquired 8-27-99)
+KIMBERLY-CLARK CORPORATION Dallas, Texas Manufacturer of tissue, personal care and health care products.	++77,180 shares common stock (acquired 12-18-97)
+LIBERTY GLOBAL, INC. Englewood, Colorado Owns interests in broadband, distribution and content companies.	++42,463 shares Series A common stock (acquired 6-15-05) ++42,463 shares Series C common stock (acquired 9-6-05)
+LIBERTY MEDIA CORPORATION Englewood, Colorado Holding company owning interests in electronic retailing, media, communi- cations and entertainment businesses.	++35,250 shares of Liberty Capital Series A common stock (acquired 5-9-06) ++176,252 shares of Liberty Interactive Series A common (acquired 5-9-06)
LIFEMARK GROUP Hayward, California Cemeteries, mausoleums and mortuaries located in northern California.	1,449,026 shares common stock (acquired 7-16-69)

## Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

<p>MEDIA RECOVERY, INC.          Graham, Texas          Computer datacenter and office automation supplies and accessories; impact, tilt monitoring and temperature sensing devices to detect mishandled shipments; dunnage for protecting shipments.</p>	<p>800,000 shares Series A convertible preferred stock, convertible into 800,000 shares of common stock at \$1.00 per share (acquired 11-4-97)          4,000,000 shares common stock (acquired 11-4-97)</p>
<p>PALLETONE, INC.          Bartow, Florida          Manufacturer of wooden pallets and pressure-treated lumber.</p>	<p>12.3% senior subordinated notes due 2012 (acquired 9-2-01)          150,000 shares common stock (acquired 10-18-01)          Warrant to purchase 15,294 shares of common stock at \$1.00 per share, expiring 2011 (acquired 2-17-06)</p>
<p>+PALM HARBOR HOMES, INC.          Dallas, Texas          Integrated manufacturing, retailing, financing and insuring of manufactured housing and modular homes.</p>	<p>7,855,121 shares common stock (acquired 1-3-85 thru 7-3-01)</p>

9

Company	Investment (a)
<p>+PETSMART, INC.          Phoenix, Arizona          Retail chain of more than 928 stores selling pet foods, supplies and services.</p>	<p>++300,000 shares common stock (acquired 6-1-95)</p>
<p>THE RECTORSEAL CORPORATION          Houston, Texas          Specialty chemicals for plumbing, HVAC, electrical, construction, industrial, oil field and automotive applications; smoke containment systems for building fires; also owns 20% of The Whitmore Manufacturing Company.</p>	<p>27,907 shares common stock (acquired 1-5-73 and 3-31-73)</p>
<p>+SPRINT NEXTEL CORPORATION          Reston, Virginia          Diversified telecommunications company.</p>	<p>++90,000 shares common stock (acquired 6-20-84)</p>
<p>TCI HOLDINGS, INC.          Denver, Colorado          Cable television systems and microwave relay systems.</p>	<p>21 shares 12% Series C cumulative compounding preferred stock (acquired 1-30-90)</p>

Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

<p>+TEXAS CAPITAL BANCSHARES, INC.          Dallas, Texas          Regional bank holding          company with banking          operations in six Texas          cities.</p>	<p>++489,656 shares common stock (acquired 5-1-00)</p>
<p>VIA HOLDINGS, INC.          Sparks, Nevada          Designer, manufacturer and          distributor of high-quality          office seating.</p>	<p>9,118 shares Series B preferred stock (acquired 9-19-05)</p>
<p>WELLOGIX, INC.          Houston, Texas          Developer and supporter of          software used by the oil and          gas industry to control          drilling and maintenance          expenses.</p>	<p>4,540,883 shares Series A-1 convertible participating          preferred stock, convertible into 4,540,883 shares          of common stock at \$1.1011 per share (acquired          8-19-05 thru 6-15-07)</p>
<p>THE WHITMORE MANUFACTURING          COMPANY          Rockwall, Texas          Specialized mining, railroad          and industrial lubricants;          coatings for automobiles and          primary metals; fluid          contamination control          devices.</p>	<p>80 shares common stock (acquired 8-31-79)</p>
<p>+WINDSTREAM CORPORATION          Little Rock, Arkansas          Provider of voice, broadband          and entertainment          services.</p>	<p>++9,181 shares common stock (acquired 7-17-06)</p>

10

Company	Investment (a)
-----	
<p>MISCELLANEOUS</p>	<ul style="list-style-type: none"> <li>- BankCap Partners Fund I, L.P. - 6.0% limited partnership interest (acquired 7-14-06 thru 4-3-07)</li> <li>- Diamond State Ventures, L.P. - 1.9% limited partnership interest (acquired 10-12-99 thru 8-26-05)</li> <li>- First Capital Group of Texas III, L.P. - 3.3% limited partnership interest (acquired 12-26-00 thru 8-12-05)</li> <li>- Humac Company - 1,041,000 shares common stock (acquired 1-31-75 and 12-31-75)</li> </ul>

## Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

- PharmaFab, Inc. - contingent payment agreement (acquired 2-15-07)
  - STARTech Seed Fund I - 12.1% limited partnership interest (acquired 4-17-98 thru 1-5-00)
  - STARTech Seed Fund II - 3.2% limited partnership interest (acquired 4-28-00 thru 2-23-05)
  - Sterling Group Partners I, L.P. - 1.7% limited partnership interest (acquired 4-20-01 thru 1-24-05)
- 

TOTAL INVESTMENTS

---

+Publicly-owned company

++ Unrestricted securities as defined in Note (a)

### Notes to Portfolio of Investments

---

(a) Unrestricted securities (indicated by ++) are freely marketable securities having readily available market quotations. All other securities are restricted securities which are subject to one or more restrictions on resale and are not freely marketable. At September 30, 2007, restricted securities represented approximately 88.5% of the value of the consolidated investment portfolio.

(b) Under the valuation policy of the Company, unrestricted securities are valued at the closing sale price for listed securities and at the lower of the closing bid price or the last sale price for Nasdaq securities on the valuation date. Restricted securities, including securities of publicly-owned companies which are subject to restrictions on resale, are valued at fair value as determined by the Board of Directors. Fair value is considered to be the amount which the Company may reasonably expect to receive for portfolio securities if such securities were 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.

Among the factors considered by the Board of Directors in determining the fair value of restricted securities are the financial condition and operating results of the issuer, the long-term potential of the business of the issuer, the market for and recent sales prices of the issuer's securities, the values of similar securities issued by companies in similar businesses, the proportion of the issuer's securities owned by the Company, the nature and duration of resale restrictions and the nature of any rights enabling the Company to require the issuer to register restricted securities under applicable securities laws. In determining the fair value of restricted securities, the Board of Directors considers the inherent value of such securities without regard to the restrictive feature and adjusts for any diminution in value resulting from restrictions on resale.

# Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

-----  
(Unaudited)

## 1. Basis of Presentation

Principles of Consolidation. The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for investment companies. Under rules and regulations applicable to investment companies, we are precluded from consolidating any entity other than another investment company. An exception to this general principle occurs if the investment company has an investment in an operating company that provides services to the investment company. Our consolidated financial statements include our management company.

The financial statements included herein have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and the instructions to Form 10-Q and Article 6 of Regulation S-X. The financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Form 10-K/A for the year ended March 31, 2007. Certain information and footnotes normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted, although we believe that the disclosures are adequate for a fair presentation. The information reflects all adjustments (consisting of normal recurring adjustments) which are, in the opinion of management, necessary for a fair presentation of the results of operations for the interim periods.

## 2. Restatement of Consolidated Financial Statements

Capital Southwest Corporation (the "Company") has filed an amendment to its Annual Report on Form 10-K for the year ended March 31, 2007, to amend and restate its consolidated financial statements and selected per share data and ratios for each of the fiscal years ended March 31, 2007, 2006 and 2005 and our selected per share data and ratios for the years ended March 31, 2004 and 2003. In addition, we have filed an amendment to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2007.

After reviewing the accounting treatment for deferred taxes on unrealized appreciation of investments, the Company has determined its long-standing policy of recording deferred taxes on unrealized appreciation of investments was not in conformity with generally accepted accounting principles and its previously issued financial statements required restatement. The effect of the restatement on the consolidated statement of financial condition as of March 31, 2007; the consolidated statement of operations and consolidated statement of cash flows for the three months and six months ended September 30, 2006; the consolidated statement of changes in net assets for the six months ended September 30, 2006 and year ended March 31, 2007 is as follows and shown in tables below:

(A) A Regulated Investment Company (RIC) is required to record deferred taxes when it is probable the RIC will not qualify under Subchapter M of the Internal Revenue Code for a period longer than one year. Historically, management believed it was probable the Company would not maintain its qualifying status as a RIC in future years and recorded a deferred tax liability on the unrealized appreciation of investments. However, upon further analysis, the Company determined it was only reasonably possible, but not probable, the Company would not maintain its qualifying status as a RIC. Thus the deferred tax liability consistently recorded and disclosed should not have been recognized.

(B) The Company historically has accrued income taxes payable on its investment gains as they have been incurred, as it has been the Company's practice to retain its investment gains. However, RICs are required to

Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

accrue federal income taxes on investment gains that are retained only on the last day of the tax year. The Company incorrectly recorded the tax impact of its investment gains in periods other than the last day of its tax year, December 31. Therefore, the income taxes payable recorded at times other than the tax year end should not have been recognized.

(C) The Company incorrectly classified its' return of capital contributions cumulatively as "undistributed net realized gains on investments." RICs are required to classify return of capital contributions as "additional capital" in the period in which tax basis amounts become permanent; and reflect undistributed amounts remaining since its' previous tax year end adjusted for temporary tax basis differences as "undistributed net realized gains on investments."

12

Notes to Consolidated Financial Statements  
(continued)

The restatement will eliminate the accrual for deferred taxes on unrealized appreciation of investments, and income taxes payable and related tax carryforwards on realized gains, increasing the net asset value per share and net assets from operations for the periods restated; and reclassify return of capital contributions to "additional capital."

	As of March 31, 2002	
	Previously Reported (3)	As Restated
-----		
Consolidated Statement of Financial Condition		
-----		
Total assets	729,507,313	729,507,313
	=====	=====
Income taxes payable	231,274	
Deferred income tax	213,474,680	2,312,351
	-----	-----
Total liabilities	215,163,801	3,777,726
	-----	-----
Additional capital	11,221,601	116,375
Undistributed net realized gains (losses)	102,766,040	(3,100,000)
Net unrealized appreciation of investments	397,410,737	609,511
Net assets at market or fair value	514,343,512	725,731
	-----	-----
Total liabilities and shareholders equity	729,507,313	729,507,313
	=====	=====

Six Months Ended September 30, 2002

Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

	2006	
	Previously Reported (1)	As Restated
-----		
Consolidated Statement of Operations		
-----		
Net investment income	1,661,910	1,661,910
Net realized gain on investments	6,243,744	9,610,000
Net decrease in unrealized appreciation of investments	(5,142,701)	(8,142,701)
Net realized and unrealized gain on investments	1,101,043	1,467,300
Increase in net assets from operations	2,762,953	3,127,500
	=====	=====

	Three Months Ended September 2006	
	Previously Reported (1)	As Restated
-----		
Consolidated Statement of Operations		
-----		
Net investment income	1,170,354	1,170,354
Net realized gain on investments	5,985,684	9,210,000
Net decrease in unrealized appreciation of investments	(2,120,220)	(2,930,000)
Net realized and unrealized gain on investments	3,865,463	6,280,000
Increase in net assets from operations	5,035,817	7,450,000
	=====	=====

13

Notes to Consolidated Financial Statements  
(continued)

	Year Ended March 31, 2006	
	Previously Reported (3)	As Restated
-----		
Consolidated Statement of Changes in Net Assets		
-----		
Net investment income	4,233,340	4,233,340
Net realized gain on investments	16,334,000	14,960,000
Net increase on unrealized appreciation before distributions	96,343,609	147,680,000



Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

Increase in net assets from operations before distributions	116,910,949	166,88
Undistributed net investment income	(2,323,150)	(2,32
Net realized gains deemed distributed to shareholders	--	(11,41
Allocated increase in share value for deemed distribution	--	11,41
Employee stock options exercised	1,794,850	1,79
Stock option expense	1,173,751	1,17
Adjustment to initially apply FASB Statement No. 158, net of tax	169,003	16
Increase in net assets	117,725,403	167,69
Net assets, beginning of year	396,618,109	558,03
Net assets, end of year	514,343,512	725,73
Net asset value, per share	\$ 132.36	\$ 1

Six Months Ended  
September 30, 200

Consolidated Statement of Changes in Net Assets	Previously Reported (1)	As Restated
Net investment income	1,661,910	1,66
Net realized gain on investments	6,243,744	9,61
Net decrease on unrealized appreciation before distributions	(5,142,701)	(8,14
Increase in net assets from operations before distributions	2,762,953	3,12
Undistributed net investment income	(772,050)	(77
Employee stock options exercised	1,097,500	1,09
Stock option expense	81,831	8
Increase in net assets	3,170,234	3,53
Net assets, beginning of year	396,618,109	558,03
Net assets, end of year	399,788,343	561,57
Net asset value, per share	\$ 103.15	\$ 1

Notes to Consolidated Financial Statements  
(continued)

Consolidated Statement of CashFlow	Six Months Ended September 30, 2006	
	Previously Reported (1)	As Restated
Net cash provided by operating activities	12,440,179	12,440,179
Net cash provided by financing activities	325,450	325,450
Net increase in cash and cash equivalents	12,765,629	12,765,629

Consolidated Statement of CashFlow	Three Months Ended September 30, 2006	
	Previously Reported (1)	As Restated
Net cash provided by operating activities	11,337,027	11,337,027
Net cash used in financing activities	(150,000,000)	(150,000,000)
Net decrease in cash and cash equivalents	(138,662,973)	(138,662,973)

(1) As presented in the Company's original Form 10-Q for the quarter ended September 30, 2006

(2) Adjusted to reflect the restatement described above.

(3) As presented in the Company's original Form 10-K for the fiscal year ended March 31, 2007

(A), (B) and (C) are described in detail above.

### 3. Stock-Based Compensation

In December 2004, the Financial Accounting Standards Board (FASB) issued SFAS No. 123 (revised 2004), Share-Based Payment (SFAS 123R), which revised SFAS 123. SFAS 123R also supersedes APB 25 and amends SFAS No. 95, Statement of Cash Flows. SFAS 123R eliminates the alternative to account for employee stock options under APB 25 and requires the fair value of all share-based payments to employees, including the fair value of grants of employee stock options, be recognized in the income statement, generally over the vesting period.

In March 2005, the Securities and Exchange Commission issued Staff Accounting Bulletin ("SAB") No. 107, which provides additional implementation guidance for SFAS 123R. Among other things, SAB 107 provides guidance on

## Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

share-based payment valuations, income statement classification and presentation, capitalization of costs and related income tax accounting.

Effective April 1, 2006, we adopted SFAS 123R using the modified prospective transition method. We recognize compensation cost over the straight-line method for all share-based payments granted on or after that date and for all awards granted to employees prior to April 1, 2006 that remain unvested on that date. The fair value of stock options are determined on the date of grant using the Black-Scholes pricing model and are expensed over the vesting period of the related stock options. Accordingly, for the quarter and six months ended September 30, 2007, we recognized compensation expense of \$44,100 and \$87,686, respectively.

As of September 30, 2007, the total remaining unrecognized compensation cost related to non-vested stock options was \$1,971,812, which will be amortized over the weighted-average service period of approximately 6.4 years.

#### 4. Employee Stock Option Plan

On July 19, 1999, shareholders approved the 1999 Stock Option ("Plan"), which provides for the granting of stock options to employees and officers and authorizes the issuance of common stock upon exercise of such options for up to 140,000 shares. All options are granted at or above market price, generally expire ten years from the date of grant and are generally exercisable on or after the first anniversary of the date of grant in five to ten annual installments.

At September 30, 2007, there were 37,500 shares available for grant under the Plan. The per share weighted-average fair value of the stock options granted on May 15, 2006 was \$31.276 per option 15

15

#### Notes to Consolidated Financial Statements (continued)

using the Black-Scholes pricing model with the following assumptions: expected dividend yield of .64%, risk-free interest rate of 5.08%, expected volatility of 21.1%, and expected life of 7 years. The per share weighted-average fair value of the stock options granted on July 17, 2006 was \$33.045 per option using the Black-Scholes pricing model with the following assumptions: expected dividend yield of .61%, risk-free interest rate of 5.04%, expected volatility of 21.2%, and expected life of 7 years. The per share weighted-average fair value of the stock options granted on July 16, 2007 was \$41.777 per option using the Black-Scholes pricing model with the following assumptions: expected dividend yield of .39%, risk-free interest rate of 4.95%, expected volatility of 19.9%, and expected life of 5 years.

The following summarizes activity in the stock option plan since March 31, 2007:

	Number of shares	Weighted-Average Exercise Price
Balance at March 31, 2007	52,500	\$ 86.184
Granted	25,000	152.980
Exercised	(3,100)	74.642
Canceled	(4,000)	93.490
	-----	-----

## Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

Balance at September 30, 2007	70,400 =====	109.998 =====
-------------------------------	-----------------	------------------

At September 30, 2007, the range of exercise prices and weighted-average remaining contractual life of outstanding options was \$65.00 to \$152.98 and 6.41 years, respectively. The total intrinsic value of options exercised during the six months ended September 30, 2007 was \$75,129 with the exercise prices ranging from \$65.00 to \$93.49 per share. A total of 3,100 new shares were issued for the \$231,390 cash received from option exercises for the six months ended September 30, 2007.

At September 30, 2007, the number of options exercisable was 9,930 and the weighted-average exercise price of those options was \$79.01.

### 5. Summary of Per Share Information

	Three Months Ended September 30		Six Months Ended September 30	
	2007	2006	2007	2006
	as restated		as restated	
Investment income	\$ .44	\$ .48	\$ .74	\$ .79
Operating expenses	(.12)	(.13)	(.25)	(.27)
Interest expense	--	(.04)	--	(.08)
Income taxes	(.01)	(.01)	(.01)	(.01)
Net investment income	.31	.30	.48	.43
Distributions from undistributed net investment income	--	--	(.20)	(.20)
Net realized gain on investments	.10	2.38	.19	2.48
Net decrease in unrealized appreciation of investments after	(35.52)	(.76)	(31.11)	(2.10)
Exercise of employee stock options *	--	--	(.09)	(.29)
Stock option expense	.01	.02	.02	.02
Increase (decrease) in net asset value	(35.10)	1.94	(30.71)	.33
Net asset value:				
Beginning of period	191.13	142.95	186.75	144.56
End of period	\$ 156.04	\$ 144.89	\$ 156.04	\$ 144.89
Shares outstanding at end of period (000s omitted)	3,889	3,875	3,889	3,875

\* Net decrease is due to the exercise of employee stock options at prices less than beginning of period net asset value.

Notes to Consolidated Financial Statements  
(continued)

### 6. Subsequent Events

## Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

In July 2007, William R. Thomas, retired from role as President and Chief Executive Officer, but has continued in capacity as Chairman of the Board. Gary L Martin was named President and Chief Executive Officer.

In August 2007, Susan K. Hodgson resigned from her position as Secretary-Treasurer and Chief Financial Officer. Tracy L. Morris was hired in September 2007, as Controller and Chief Financial Officer.

As described in Part II. Item 1. Legal Proceedings; on August 27, 2007 a lawsuit was filed against, Capital Southwest Corporation, Capital Southwest Venture Corporation, Heelys, Inc., and its Chief Executive Officer, Chief Financial Officer and directors who signed its registration statement with the SEC in connection with its December 7, 2006 initial public offering ("IPO") and its underwriters for the IPO. Four similar suits were filed in September and October 2007.

On November 15, 2007, the Company received a Staff Determination Letter from NASDAQ, stating that we were delinquent in our SEC filings for the quarter ended September 30, 2007 and in violation of NASDAQ rules. The letter instructed us to file for an appeal for the determination or trading of the Company's stock would be suspended. On November 20, 2007, the Company requested a written hearing with NASDAQ. The hearing date is set for January 10, 2008.

### 7. Recent Accounting Pronouncements

The State of Texas recently passed House Bill 3 (HB3), which revises the existing franchise tax system to create a new tax on virtually all Texas businesses. Starting in the fiscal year 2007, HB3 changes the franchise tax base, lowers the tax rate and extends coverage to active businesses receiving state law liability protection. We have been subject to an immaterial amount of Texas franchise taxes and expect the HB3 to have some affect, but have not determined the extent of this impact.

In May 2005, the FASB issued Statement of Financial Accounting Standards No. 154, "Accounting Changes and Error Corrections--a replacement of APB Opinion No. 20 and FASB Statement No. 3" ("SFAS 154"). This Statement replaces APB Opinion No. 20, "Accounting Changes," and FASB Statement No. 3, "Reporting Accounting Changes in Interim Financial Statements." SFAS 154 requires retrospective application to prior periods' financial statements for changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. SFAS 154 also requires that a change in depreciation, amortization, or depletion method for long-lived, non-financial assets be accounted for as a change in accounting estimate effected by a change in accounting principle. SFAS 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The impact of this standard, if any, will depend upon accounting changes or errors that may occur in future periods. The Company adopted SFAS 154 effective December 31, 2005. Prior to the quarter ended September 30, 2007, SFAS 154 did not have any impact on the company's financial statements.

In September 2006, the FASB issued Statement of Financial Accounting Standard No. 157, "Fair Value Measurements" (SFAS 157). The standard defines fair value, outlines a framework for measuring fair value, and details the required disclosures about fair value measurements. The standard is effective for years beginning after November 15, 2007; therefore, we will adopt SFAS 157 effective April 1, 2008. We are evaluating the impact of SFAS 157.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" (SFAS 159). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value and establishes presentation and disclosure requirements designed

## Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. SFAS 159 is effective for us beginning April 1, 2008. The impact, if any, from the adoption of SFAS 159 has not been determined.

17

### Notes to Consolidated Financial Statements (continued)

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" (SFAS 159). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value and establishes presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. SFAS 159 is effective for us beginning April 1, 2008. The impact, if any, from the adoption of SFAS 159 has not been determined.

Net asset value at September 30, 2007 was \$606,872,698, equivalent to \$156.04 per share. Assuming reinvestment of all dividends and tax credits on retained long-term capital gains, less deferred taxes on unrealized appreciation on investments in prior periods, the September 30, 2007 net asset value reflects an increase of 10.6% during the past twelve months.

	September 30, 2007	September 30, 2006
	----	----
Net assets	\$606,872,698	\$561,572,243
Shares outstanding	3,889,151	3,875,751
Net assets per share	\$156.04	\$144.89

### Item 2. Managements Discussion and Analysis of Financial Condition and Results of Operations

#### Results of Operations

The composite measure of our financial performance in the Consolidated Statements of Operations is captioned "Increase (decrease) in net assets from operations" and consists of three elements. The first is "Net investment income", which is the difference between our income from interest, dividends and fees and our combined operating and interest expenses, net of applicable income taxes. The second element is "Net realized gain on investments", which is the difference between the proceeds received from disposition of portfolio securities and their stated cost. The third element is the "Net increase (decrease) in unrealized appreciation of investments", which is the net change in the market or fair value of our investment portfolio, compared with stated cost. It should be noted that the "Net realized gain on investments" and "Net increase (decrease) in unrealized appreciation of investments" are directly related in that when an appreciated portfolio security is sold to realize a gain, a corresponding decrease in net unrealized appreciation occurs by transferring the gain associated with the transaction from being "unrealized" to being "realized". Conversely, when a loss is realized on a depreciated portfolio security, an increase in net unrealized appreciation occurs.

#### Net Investment Income

Interest income of \$1,244,129 in the six months ended September 30, 2007 increased from \$1,139,530 in the year-ago period due to an increase in excess

## Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

cash and interest rates. During the six months ended September 30, 2007 and 2006, we recorded dividend income from the following sources:

	Six Months Ended September 30	
	2007	2006
	-----	-----
Alamo Group Inc.	\$ 339,096	\$ 338,556
Dennis Tool Company	37,499	49,999
Encore Wire Corporation	163,470	
Kimberly-Clark Corporation	81,811	75,636
Lifemark Group	150,000	300,000
PalletOne, Inc.	0	89,842
PETsMart, Inc.	18,000	18,000
The RectorSeal Corporation	240,000	480,000
TCI Holdings, Inc.	40,635	40,635
The Whitmore Manufacturing Company	60,000	120,000
Other	34,383	27,833
	-----	-----
	\$1,164,894	\$1,540,501
	=====	=====

18

### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)

#### Net Increase (Decrease) in Unrealized Appreciation of Investments

Set forth in the following table are the significant increases and decreases in unrealized appreciation by portfolio company:

	Three Months Ended September 30		Six Months Ended September 30	
	2007	2006	2007	2006
	-----	-----	-----	-----
Encore Wire Corporation	\$ --	\$ --	\$ 6,130,000	\$ 8,174,000
Heelys, Inc.	(130,442,000)	30,000,000	(139,760,000)	30,000,000
Media Recovery, Inc.	(9,000,000)	--	(9,000,000)	--
Palm Harbor Homes, Inc.	(7,855,000)	(15,710,000)	(7,855,000)	(23,565,000)
The RectorSeal Corporation	--	--	10,850,000	--

During the six months ended September 30, 2007, the value of our investment in Encore Wire Corporation was increased by \$6,130,000 due to the company's ability to cope with an increasingly volatile wire and cable market. The value of our investment in The RectorSeal Corporation was increased by \$10,850,000 due to increased sales and earnings at the company derived largely from growing demand for the smoke containment systems manufactured by its Smoke Guard subsidiary.

Offsetting the gains at Encore and RectorSeal during the six months ended September 30, 2007, was a \$139,760,000 decline in the value of Heelys, Inc.,

## Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

which experienced significantly slower growth and an extreme decline in market price during the past quarter; a \$7,855,000 decline in the value of Palm Harbor Homes, Inc. due to the deterioration of the manufactured housing market; and a \$9,000,000 decline in the value of Media Recovery, Inc. due to reduced sales and earnings at the company.

### Portfolio Investments

During the quarter ended September 30, 2007, we made additional investments of \$1,050,000 in an existing portfolio company.

We have agreed, subject to certain conditions, to invest up to \$4,846,947 in four portfolio companies.

### Financial Liquidity and Capital Resources

At September 30, 2007, we had cash and cash equivalents of approximately \$31.9 million. Pursuant to Small Business Administration (SBA) regulations, cash and cash equivalents of \$3.8 million held by Capital Southwest Venture Corporation (CSVC) may not be transferred or advanced to us without the consent of the SBA. Under current SBA regulations and subject to SBA's approval of its credit application, CSVC would be entitled to borrow up to \$16.4 million. With the exception of a capital gain distribution made in the form of a distribution of the stock of a portfolio company in the fiscal year ended March 31, 1996, we have elected to retain all gains realized during the past 39 years. Retention of future gains is viewed as an important source of funds to sustain our investment activity. Approximately \$65.2 million of our investment portfolio is represented by unrestricted publicly-traded securities, and represent a source of liquidity.

Funds to be used by us for operating or investment purposes may be transferred in the form of dividends, management fees or loans from Lifemark Group, The RectorSeal Corporation and The Whitmore Manufacturing Company, wholly-owned portfolio companies, to the extent of their available cash reserves and borrowing capacities.

19

### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)

Management believes that our cash and cash equivalents and cash available from other sources described above are adequate to meet our expected requirements. Consistent with our long-term strategy, the disposition of investments from time to time may also be an important source of funds for future investment activities.

### Item 3. Quantitative and Qualitative Disclosure About Market Risk

We are subject to financial market risks, including changes in marketable equity security prices. We do not use derivative financial instruments to mitigate any of these risks.

Our investment performance is a function of our portfolio companies' profitability, which may be affected by economic cycles, competitive forces, foreign currency fluctuations and production costs including labor rates, raw material prices and certain commodity prices. Most of the companies in our investment portfolio do not hedge their exposure to raw material and commodity price fluctuations. However, the portfolio company with the greatest exposure to foreign currency fluctuations generally hedges its exposure. All of these



## Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

factors may have an adverse effect on the value of our investments on our net asset value.

Our investment in portfolio securities includes fixed-rate debt securities which totaled \$9,913,348 at September 30, 2007, equivalent to 1.7% of the value of our total investments. Generally these debt securities are below investment grade and have relatively high fixed rates of interest; therefore, minor changes in market yields of publicly-traded debt securities have little or no effect on the values of debt securities in our portfolio and no effect on interest income. Our investments in debt securities are generally held to maturity and their fair values are determined on the basis of the terms of the debt security and the financial condition of the issuer.

A portion of our investment portfolio consists of debt and equity securities of private companies. We anticipate little or no effect on the values of these investments from modest changes in public market equity valuations. Should significant changes in market valuations of comparable publicly-owned companies occur, there may be a corresponding effect on valuations of private companies, which would affect the value and the amount and timing of proceeds eventually realized from these investments. A portion of our investment portfolio also consists of restricted common stocks of publicly-owned companies. The fair values of these restricted securities are influenced by the nature of applicable resale restrictions, the underlying earnings and financial condition of the issuers of such restricted securities and the market valuations of comparable publicly-owned companies. A portion of our investment portfolio also consists of unrestricted, freely marketable common stocks of publicly-owned companies. These freely marketable investments, which are valued at the public market price, are directly exposed to equity price risks, in that a change in an issuer's public market equity price would result in an identical change in the fair value of our investment in such security.

### Item 4. Controls and Procedures

An evaluation was performed under the supervision and with the participation of our Management, including the President and Controller, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934). Based on that evaluation, the President and Controller concluded that our disclosure controls and procedures were not effective due to a material weakness in the Company's internal control over financial reporting ("ICFR") disclosed in "Item 9A. Controls and Procedures" of the Company's Annual Report on Form 10-K/A, for the fiscal year ended March 31, 2007. The following material weakness is the basis for our conclusion:

20

### Item 4. Controls and Procedures

(continued)

- o We did not maintain an adequate process to assess and determine the probability of the Company maintaining its qualifying status as a RIC subject to subchapter M of the IRC over the next twelve months at any given quarter.

To address this material weakness, Management will add a formal evaluation to consider whether it is probable the company will not qualify as a RIC subject to Subchapter M of the IRC over the next 12 months at any given quarter. Additionally, the Company will review its investment gains quarterly and calculate the tax impact on those gains it will retain, however, they will only

## Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

record the tax liability at the last day of the tax year. Management will also determine, based on materiality, any footnote disclosure that may be required during the interim periods. Furthermore, Management will review and assess temporary and permanent differences for reclassification to "additional capital" at each tax year end. When considered necessary by Management, an independent attorney or accountant with requisite knowledge of investment company taxation will be consulted in order to provide necessary guidance. Accordingly, Management believes that the financial statements included in this report fairly represent in all material respects the Company's financial position, results of operations and cash flows for the periods presented. There were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect our ICFR during the fiscal quarter ended September 30, 2007.

### PART II. OTHER INFORMATION

#### Item 1. Legal Proceedings

We are currently the subject of certain legal actions. In our judgment, none of the lawsuits currently pending against us, either individually or in the aggregate, is likely to have a material adverse effect on our business, results of operations, or financial position.

We, Capital Southwest Corporation and Capital Southwest Venture Corporation, have been named in a lawsuit filed on August 27, 2007 in the United States District Court of the Northern District of Texas, Dallas Division, against Heelys, Inc and its Chief Executive Officer, Chief Financial Officer and the directors who signed its registration statement with the Securities and Exchange Commission in connection with its December 7, 2006 initial public offering ("IPO"), and its underwriters for the IPO. The complaint alleges violations of Sections 11 and 15 of the Securities Act of 1933 and the plaintiffs are seeking compensatory damages in an unspecified amount, as well as reasonable costs and expenses incurred in the action, including counsel fees and expert fees.

Four similar suits were also filed in September and October 2007 in the United States District Court of the Northern District of Texas making substantially similar allegations under Sections 11, 12 and 15 of the Securities Act of 1933, and seeking substantially similar damages. These lawsuits have been transferred to a single judge, and we expect that all the cases will be consolidated into a single action, with a consolidated complaint filed shortly thereafter.

We believe that the plaintiffs' claims are without merit, we deny the allegations in the complaints, and we intend to vigorously defend the lawsuits.

#### Item 1A. Risk Factors

There have been no material changes to our risk factors as disclosed in Item 1A, "Risk Factors", in our Annual Report on Form 10-K/A for the fiscal year ended March 31, 2007.

#### Item 4. Submission of Matters to a Vote of Security Holders

Our Annual Meeting of Stockholders was held on July 16, 2007, with the following results of elections and approval:

Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

	Votes Cast		
	For	Against/ Withheld	Abstentions/ Non-Votes
a. The following Directors were elected to serve until the next Annual Meeting of Stockholders:			
Donald W. Burton	3,390,519	25,241	473,391
Graeme W. Henderson	3,388,577	27,183	473,391
Samuel B. Ligon	3,390,069	25,691	473,391
Gary L. Martin	3,386,898	28,862	473,391
William R. Thomas	3,384,051	31,709	473,391
John H. Wilson	3,335,121	80,639	473,391

	Votes Cast		
	For	Against/ Withheld	Abstentions/ Non-Votes
b. Grant Thornton LLP was approved as our independent registered accounting firm for the 2008 fiscal year.	3,412,395	516	476,240

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

Exhibit 31.1- Certification of President required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), filed herewith.

Exhibit 31.2- Certification of Controller required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act, filed herewith.

Exhibit 32.1- Certification of President required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, furnished herewith.

Exhibit 32.2- Certification of Controller required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, furnished herewith.

(b) Reports on Form 8-K We filed the following Current Reports on Forms 8-K with the SEC during the quarter ended September 30, 2007:

Current report on Form 8-K filed with the SEC on July 18, 2007 relating to the resignation of Susan K. Hodgson as Secretary-Treasurer (Chief Financial Officer), effective August 6, 2007; and naming Jeffrey G. Peterson as Secretary of the Corporation.

Current report on Form 8-K filed with the SEC on September 24, 2007 relating to the arrival of Tracy Morris as Controller

Edgar Filing: CAPITAL SOUTHWEST CORP - Form 10-Q

serving as the Chief Financial Officer of the Corporation.

22

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.

CAPITAL SOUTHWEST CORPORATION

Date: January 9, 2008  
-----

By: /s/ Gary L. Martin  
-----  
Gary L. Martin, President  
(chief executive officer)

Date: January 9, 2008  
-----

By: /s/ Tracy L. Morris  
-----  
Tracy L. Morris, Controller  
(chief financial/accounting)