

ALLIED CAPITAL CORP
Form 11-K
June 27, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 11-K

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

**o ANNUAL REPORT PURSUANT TO SECTION 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

OR

**o TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the year ended December 31, 2005

Commission file number 0-22832

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

ALLIED CAPITAL 401(k) PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**ALLIED CAPITAL CORPORATION
1919 Pennsylvania Avenue, N.W.
Washington D.C. 20006
Telephone: (202) 721-6100**

ALLIED CAPITAL 401(k) PLAN
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| The other schedules required by Department of Labor Form 5500, Annual Return/Report of Employee Benefit Plan, are not applicable and are therefore omitted. | |

Report of Independent Registered Public Accounting Firm

The Plan Administrator
Allied Capital 401(k) Plan:

We have audited the accompanying statements of net assets available for benefits of Allied Capital 401(k) Plan (the Plan) as of December 31, 2005 and 2004, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2005 and 2004, and the changes in net assets available for benefits for the years then ended in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management and has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ KPMG LLP
Washington, DC
June 15, 2006

ALLIED CAPITAL 401(k) PLAN
 Statements of Net Assets Available for Benefits
 December 31, 2005 and 2004

| | 2005 | 2004 |
|--------------------------------------------|---------------------|---------------------|
| Assets: | | |
| Non-interest bearing cash | \$ 5,856 | \$ 4,866 |
| Investments at fair value (note 4): | | |
| Common stock of Allied Capital Corporation | 5,948,452 | 5,059,702 |
| Mutual funds | 5,764,819 | 4,302,419 |
| Common/collective trusts | 1,006,098 | 802,405 |
| Cash and cash equivalents | 1,653,286 | 1,421,050 |
| Participant loans | 79,159 | 102,374 |
| Total Investments | 14,451,814 | 11,687,950 |
| Receivables: | | |
| Employer contributions | 986,839 | 913,907 |
| Total assets | 15,444,509 | 12,606,723 |
| Liabilities: | | |
| Due to broker for securities purchased | 5,856 | 4,866 |
| Other | 1,096 | |
| Net assets available for benefits | \$15,437,557 | \$12,601,857 |

See accompanying notes to financial statements.

ALLIED CAPITAL 401(k) PLAN
Statements of Changes in Net Assets Available for Benefits
Years ended December 31, 2005 and 2004

| | 2005 | 2004 |
|-----------------------------------------------|--------------|--------------|
| Additions: | | |
| Investment income: | | |
| Dividends and interest | \$ 668,881 | \$ 487,239 |
| Net appreciation in fair value of investments | 1,074,915 | 388,097 |
| | 1,743,796 | 875,336 |
| Contributions: | | |
| Participants | 1,434,483 | 1,196,228 |
| Employer | 986,839 | 913,907 |
| Rollover | 25,690 | 102,337 |
| | 2,447,012 | 2,212,472 |
| Total additions | 4,190,808 | 3,087,808 |
| Deductions: | | |
| Benefits paid to participants | 1,335,845 | 3,903,037 |
| Administrative expenses | 19,263 | 31,184 |
| Total deductions | 1,355,108 | 3,934,221 |
| Net increase (decrease) | 2,835,700 | (846,413) |
| Net assets available for plan benefits: | | |
| Beginning of year | 12,601,857 | 13,448,270 |
| End of year | \$15,437,557 | \$12,601,857 |

See accompanying notes to financial statements.

ALLIED CAPITAL 401(k) PLAN

Notes to Financial Statements

December 31, 2005 and 2004

(1) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements of Allied Capital 401(k) Plan (the Plan) have been prepared on the accrual basis and present the net assets available for benefits and the changes in those net assets.

(b) Trust Fund Management and Investments

Allied Capital Corporation (the Company) is the sponsor of the Plan. Wachovia Bank, N.A., the Trustee of the Plan, has authority to execute investment transactions based upon the investment elections of plan participants.

The Plan's investments are stated at fair value. Investments in mutual funds are based on quoted market information. Investments in common/collective trust funds are valued at the net asset value of shares held by the Plan. Shares of common stock of the Company are valued at the last sale price on the principal exchange on which they are traded. Participant loans are recorded at cost, which approximates fair value. Purchases and sales of investments are recorded on a trade-date basis. Appreciation and depreciation in the fair values of investments are recognized in the financial statements in the periods in which such changes occur. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

(c) Administrative Expenses

Trustee fees and loan administration expenses are deducted directly from the participants' accounts. Other administrative expenses of the Plan are paid by the Company.

(d) Payment of Benefits

Benefits are recorded when paid.

(e) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan's management to make estimates and assumptions that affect the reported amounts of net assets and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

(2) Description of the Plan

The following brief description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(a) General

The Plan was established effective September 1, 1999, and is a defined contribution plan covering substantially all full-time employees who are age 21 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(Continued)

ALLIED CAPITAL 401(k) PLAN

Notes to Financial Statements

December 31, 2005 and 2004

(b) Contributions

Participants may contribute up to 100% of their eligible annual compensation subject to the limits established by the Internal Revenue Code. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants are able to defer payment of taxes on their contributions to the Plan, related contributions by the Company and all income realized on accounts maintained under the Plan. Participant contributions to the Plan are allocated among the various investment programs based on their instructions, subject to certain limitations. Participants may change their allocation instructions and transfer accumulated savings between funds on a daily basis, subject to certain limitations.

The Company makes annual non-elective contributions to each participant's account equaling 3% of eligible compensation as defined by the Plan. The Company also makes an additional non-elective contribution equaling 2% of eligible compensation to participants who have completed at least 1,000 hours of service and were employed on the last day of the plan year.

(c) Participant Accounts

Each participant's account is credited with the participant's contributions, allocations of the Company's contributions and earnings on related investments. Allocations of Company contributions are made once per year based on each participant's eligible compensation. Allocations of earnings are calculated daily based on participant account balances. The plan benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(d) Vesting

Participants are immediately 100% vested in their own contributions, as well as any direct rollovers they make into the Plan, plus any earnings thereon. In addition, participants become 100% vested in the employer contributions immediately upon meeting the eligibility requirements.

(e) Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at 1/2% above the prime rate at the time the loan is secured. Principal and interest is paid ratably through bi-weekly payroll deductions.

(f) Payment of Benefits

Upon termination of service due to death, disability, or retirement, a participant may elect either a lump sum amount equal to the value of the participant's vested interest in his or her account or in annual installment payments. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

(Continued)

ALLIED CAPITAL 401(k) PLAN

Notes to Financial Statements

December 31, 2005 and 2004

(3) Plan Termination

While the Company has not expressed any intent to terminate the Plan, it is free to do so at any time. In the event of termination of the Plan, the Plan's assets would be distributed to the participants in accordance with the Plan agreement.

(4) Investments

Investments that represent five percent or more of the fair value of net assets available for plan benefits are as follows:

| | December 31, | |
|----------------------------------------------------------------------------------------------------------------------------|---------------------|------------------|
| | 2005 | 2004 |
| Common stock: | | |
| Allied Capital Corporation | \$5,948,452 | \$5,059,702 |
| Mutual Funds: | | |
| The Growth Fund of America | \$ 875,430 | \$ 663,335 |
| Common / Collective Trusts: | | |
| Enhanced Stock Market Fund | \$1,006,098 | \$ 802,405 |
| Money Market: | | |
| Evergreen Money Market Fund | \$1,653,286 | \$1,421,050 |
| Net appreciation (depreciation) in the fair value of investments is summarized as follows for the years ended December 31: | | |
| | 2005 | 2004 |
| Mutual funds | \$ 285,146 | \$343,975 |
| Common stock of Allied Capital Corporation | 732,635 | (36,996) |
| Common / collective trusts | 57,134 | 81,118 |
| | \$1,074,915 | \$388,097 |

(5) Transactions with Parties-in-Interest

During the years ended December 31, 2005 and 2004, the Plan invested in shares of Allied Capital Common Stock.

The Company pays a portion of the Plan's administrative expenses.

Investments in common/collective trusts are managed by Wachovia Bank, N.A., which is the Trustee of the Plan. In addition, the Plan invests in certain mutual funds managed by Wachovia Bank, N.A. Therefore, transactions related to these investments qualify as party-in-interest transactions.

(6) Federal Income Tax Status

The Plan has adopted a prototype plan designed by Wachovia Bank, N.A. The prototype plan obtained its latest determination letter on August 30, 2001, in which the Internal Revenue Service stated that the plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving its latest determination letter, however, the Plan Administrator believes the Plan is designed and being operated in compliance with the applicable requirements of the IRC.

(Continued)

ALLIED CAPITAL 401(k) PLAN

Notes to Financial Statements

December 31, 2005 and 2004

(7) Plan Amendment

Effective November 1, 2005, the Plan was amended to implement automatic IRA rollover rules for terminated employees distribution amounts between \$1,000 and \$5,000.

There have been subsequent amendments to the Plan in 2006 to permit AC Finance LLC, a wholly owned subsidiary of the Company, to adopt the Plan and become a participating employer in the Plan and to clarify the definition of eligible compensation with regard to the Company nonelective contributions and the employee's elective deferral.

(8) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

| | 2005 | 2004 |
|----------------------------------------------------------------|-------------------|-------------------|
| Net assets available for benefits per the financial statements | \$ 15,437,557 | \$ 12,601,857 |
| Less: employer contribution receivable | 986,839 | 913,907 |
| Plus: other payable | 1,096 | |
| Net assets available for benefits per Form 5500 | \$ 14,451,814 | \$ 11,687,950 |

The following is a reconciliation of employer contributions per the financial statements to the Form 5500 for the years ended December 31:

| | 2005 | 2004 |
|-----------------------------------------------------|----------------|----------------|
| Employer contributions per the financial statements | \$ 986,839 | \$ 913,907 |
| Add (less): | | |
| 2003 employer contributions receivable | | 686,634 |
| 2004 employer contributions receivable | 913,907 | (913,907) |
| 2005 employer contributions receivable | (986,839) | |
| Employer contributions per Form 5500 | \$ 913,907 | \$ 686,634 |

The following is a reconciliation of participant contributions per the financial statements to the Form 5500 for the years ended December 31:

| | 2005 | 2004 |
|--------------------------------------------------------|------------------|------------------|
| Participant contributions per the financial statements | \$ 1,434,483 | \$ 1,196,228 |
| Plus: other payable | 1,096 | |
| Participant contribution per Form 5500 | \$ 1,435,579 | \$ 1,196,228 |

Supplemental Schedule

ALLIED CAPITAL 401(k) PLAN

Form 5500 Schedule H, Part IV, Line 4(i) Schedule of Assets (Held at End of Year)

December 31, 2005

| (a) | (b) Identity of issuer | (c) Description of investment, including maturity date, rate of interest par or maturity value | (e) Current value |
|-----|----------------------------------------------------|------------------------------------------------------------------------------------------------|-------------------|
| * | Wachovia Bank | Enhanced Stock Market Common/Collective Trust Fund | \$ 1,006,098 |
| * | Evergreen Money Market Fund | Money Market | 1,653,286 |
| * | Evergreen Asset Allocation Fund | Mutual Fund | 619,976 |
| | Federated Stock Trust Fund | Mutual Fund | 248,541 |
| | Janus Aspen Series Worldwide Growth Portfolio Fund | Mutual Fund | 386,843 |
| * | Evergreen Selected Special Equity Fund | Mutual Fund | 388,923 |
| * | Evergreen Core Bond Fund | Mutual Fund | 217,469 |
| | Davis New York Venture Fund | Mutual Fund | 486,447 |
| * | Evergreen High Yield Bond Fund | Mutual Fund | 69,571 |
| | Mass Investors Growth Fund | Mutual Fund | 358,166 |
| | Putnam International Growth Fund | Mutual Fund | 269,999 |
| | Franklin Mutual Shares Beacon Fund | Mutual Fund | 259,158 |
| | Goldman Sachs Small Cap Fund | Mutual Fund | 315,365 |
| | Franklin Small Cap Growth Fund | Mutual Fund | 500,677 |
| | Van Kampen Equity and Income Fund | Mutual Fund | 390,644 |
| | The Growth Fund of America | Mutual Fund | 875,430 |
| | MFS International New Discovery Fund | Mutual Fund | 232,379 |
| | Van Kampen Global Franchise Fund | Mutual Fund | 145,231 |
| * | Allied Capital Corporation | Allied Capital Stock | 5,948,452 |
| * | Participant loans | Participant loans at interest rates ranging from 4.50% to 9.00% | 79,159 |
| | | | \$14,451,814 |

* Party-in-interest
refer to Note 5

See accompanying report of independent registered public accounting firm.

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 27, 2006

Allied Capital 401(k) Plan
By: Allied Capital Corporation
By: /s/ Penni F. Roll
Penni F. Roll
Chief Financial Officer

INDEX TO EXHIBITS

| Exhibit No. | Description |
|--------------------|----------------------------------------------------------|
| 23 | Consent of Independent Registered Public Accounting Firm |