

StoneCastle Financial Corp.

EXHIBIT TO ITEM 77C

Submission of Matters to a Vote of Security Holders

Annual Meeting of Stockholders

The Annual Meeting of Stockholders of StoneCastle Financial Corp. ("the Company") was held on May 20, 2014 for the purpose of electing Directors of the Company ("Proposal 1"). The proposal was approved by the Company's Stockholders and the results of the voting are as follows:

Proposal 1: Election of Directors.

	Voted For	Authority Withheld
Clara Miller	3,304,236	26,425
George Shilowitz	3,262,849	67,812

Alan Ginsberg, Emil Henry and Joshua Siegel continue to serve in their capacities as Directors of the Company.

POLICIES WITH RESPECT TO SECURITY INVESTMENTS

Effective May 12, 2014, the Investment Objectives, Strategies and Policies of StoneCastle Financial Corp. were amended and are stated as follows:

Investment Objectives. Our primary investment objective is to provide stockholders with current income, and to a lesser extent capital appreciation, through preferred equity, subordinated debt and common equity investments in the U.S. community banking sector. See "Community Banking Sector Focus." To lesser extent, we may also invest in similar securities of larger U.S. domiciled banks and companies that provide goods and/or services to banking companies. Together with banks, we refer to these types of companies as banking-related and intend, under normal circumstances, to invest at least 80% of the value of our net assets plus the amount of any borrowings for investment purposes in such businesses. There can be no assurance that we will achieve our investment objectives.

Investment Strategy. We expect to create a portfolio of securities and investments focused on the bank sector, with an emphasis on community banks. We intend to direct investments in numerous issuers differentiated by asset sizes, business models and geographies. In addition, we may indirectly invest in securities issued by banks through structured securities and credit derivatives. We expect that these indirect investments would provide exposure to and focus on the same types of investments that we make in banking companies and accordingly would be complementary to our overall strategy and enhance the diversity of our holdings. We will seek to finance our portfolio primarily with the proceeds of this equity offering and future equity offerings. We may also incur leverage to the extent permitted by the Investment Company Act. See "Leverage". Although we normally seek to invest substantially all of our assets in banking-related securities, we reserve the ability to invest up to 20% of our assets in other types of securities and instruments.

Additionally, we may take temporary defensive positions that are inconsistent with our investment strategy in attempting to respond to adverse market, economic, political or other conditions. If we do so, we may not achieve our investment objective. We may also choose not to take defensive positions.

Changes in Accountants

The Registrant, by action of its Board of Trustees taken on July 21, 2014 for the StoneCastle Financial Corp. (the "Company"), engaged KPMG, LLP ("KPMG") as its independent registered public accounting firm to audit the Funds' financial statements for the fiscal year ended December 31, 2014. The decision to engage KPMG was recommended by the Audit Committee at a Special Meeting held on July 21, 2014.

On June 30, 2014, KPMG acquired certain assets of Rothstein-Kass, P.A. (d/b/a Rothstein Kass & Company, P.C.) and certain of its affiliates ("Rothstein Kass"). As a result of this transaction, effective on the same date, Rothstein Kass resigned as the independent registered public accounting firm for the Company.

The reports of Rothstein Kass on the financial statements of the Company for the fiscal year ended December 31, 2013 contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principle. During the fiscal year ended December 31, 2013, there have been no disagreements with Rothstein Kass on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements if not resolved to the satisfaction of Rothstein Kass would have caused them to make reference thereto in their reports on the financial statements for such years. Furthermore, during the fiscal year ended December 31, 2013, and through June 30, 2014, there have been no reportable events (as defined in S-K 304(a)(1)(v)). The Registrant has requested that Rothstein Kass furnish it with a letter addressed to the SEC stating whether or not it agrees with the above statements. A copy of such letter, dated August 26, 2014, is filed as Exhibit 77Q1(f) to this Form N-SAR.

During the Funds' most recent fiscal year, and through June 30, 2014, neither the Registrant nor anyone on its behalf has consulted Rothstein Kass, with respect to the Company, on items which (i) concerned the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on Registrant's financial statements or (ii) concerned the subject of a disagreement (as defined in paragraph (a)(1)(iv) of Item 304 of Regulation S-K) or reportable events (as described in paragraph (a)(1)(v) of said Item 304).

August 26, 2014

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-7561

Ladies and Gentlemen:

We have read StoneCastle Financial Corp.'s statements included in Item 77K of Form N-SAR and are in agreement with the statements contained therein concerning our Firm in response to Item 304(a) of Regulation S-K.

Very truly yours,

/s/
Rothstein Kass