SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

GENERAL MOTORS INVESTMENT MANAGEMENT			Date of Event equiring Staten Month/Day/Year 7/25/2005	nent)	3. Issuer Name and Ticker or Trading Symbol <u>BlackRock Kelso Capital CORP</u> [NONE]					
<u>CORP</u>					4. Relationship of Reporting Perso (Check all applicable)	.,		5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Last) 767 FIFTH AV	(First) ∕ENUE	(Middle)			Director X Officer (give title below)	10% Own Other (spe below)	-	Appli	cable Line)	/Group Filing (Check
(Street) NEW YORK	NY	10153								y One Reporting Person y More than One erson
(City)	(State)	(Zip)								
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock					0	D				
Common Stock					6,666,667	Ι		See explanation below with respect to this line 2		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4) 2. Date Exerc Expiration Da (Month/Day/V			ate	3. Title and Amount of Securi Underlying Derivative Securi	y (Instr. 4) Conve or Exe		rcise	cise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiratior Date	n Title	Amount or Number of Shares	Price o Derivat Securit	ive	Direct (D) or Indirect (I) (Instr. 5)	

Explanation of Responses:

Remarks:

First Plaza Group Trust ("First Plaza"), a group trust organized for the benefit of certain trusts under certain employee benefit plans (the "Plans") for General Motors Corporation, and General Motors Welfare Benefits Trust, a voluntary employees' beneficiary association trust established to fund certain collectively bargained hourly retiree health benefits under the General Motors Health Care Program for Hourly Employees and such other benefits under other collectively bargained welfare plans ("VEBA"), hold the securities referred to in line 2 of Table 1. Of such amount, First Plaza holds 5,000,000 shares and VEBA holds 1,666,667 shares. The reporting person ("GMIMCO") has retained under the Employee Retirement Income Security Act of 1974, as amended, the power to litect the voting and disposition of the Securities although it has no pecuniary interest therein. JP Morgan Chase Bank, National Association is the trustee with respect to First Plaza. State Street Bank and Trust Company is the Trustee with respect to VEBA. GMIMCo is serving as investment manager with respect to the Securities and in that capacity it has the sole power to direct the trustees as to the voting and disposition of the Securities. Because of each trustee's limited role, beneficial ownership of the Securities by each trustee is disclaimed. Line 1 of Table 1 relates to GMIMCo's status as a 10% beneficial owner without pecuniary interest with respect to the Securities. Line 2 of Table 1 relates to the status of the trusts on behalf of which GMIMCo is making the report reflected on such line as a 10% beneficial owner that may have a pecuniary interest in the Securities. This filing should not be deemed an admission that either GMIMCo or either trust is the beneficial owner of the Securitie

/s/ David Holstein

Date

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

OMB APPROVAL

08/04/2005