UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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, 2013

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 001-33559

BLACKROCK KELSO CAPITAL CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**20-2725151**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
40 East 52nd Street, New York, NY	**10022**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant's Telephone Number, Including Area Code: 212-810-5800

Former Name, Former Address and Former Fiscal Year, If Changed Since Last Report.

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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting 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 ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes ☐ No ☑

The number of shares of the Registrant's common stock, $.001 par value per share, outstanding at November 6, 2013 was 74,402,185.

BLACKROCK KELSO CAPITAL CORPORATION

FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2013

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PART 1. CONSOLIDATED FINANCIAL INFORMATION

In this Quarterly Report, "Company", "we", "us" and "our" refer to BlackRock Kelso Capital Corporation unless the context states otherwise.

Item 1. Consolidated Financial Statements

BlackRock Kelso Capital Corporation

Consolidated Statements of Assets and Liabilities
(Unaudited)

	September 30, 2013	December 31, 2012
Assets		
Investments at fair value:		
Non-controlled, non-affiliated investments (cost of $791,002,833 and $849,028,227)	$ 802,818,060	$ 850,511,125
Non-controlled, affiliated investments (cost of $98,337,878 and $50,983,674)	143,726,372	67,750,172
Controlled investments (cost of $149,890,939 and $137,337,392)	192,543,797	143,336,244
Total investments at fair value (cost of $1,039,231,650 and $1,037,349,293)	1,139,088,229	1,061,597,541
Cash and cash equivalents	13,727,451	9,122,141
Unrealized appreciation on forward foreign currency contracts	—	369,417
Receivable for investments sold	10,357,911	504,996
Interest receivable	18,739,382	14,048,248
Prepaid expenses and other assets	11,666,665	4,375,527
Total Assets	$ 1,193,579,638	$ 1,090,017,870
Liabilities		
Payable for investments purchased	$ 30,675,753	$ 440,243
Debt	412,919,440	346,850,000
Interest payable	3,365,354	5,277,132
Dividend distributions payable	19,302,790	19,196,418
Base management fees payable	5,286,986	5,626,893
Incentive management fees payable	20,269,011	20,277,930
Accrued administrative services	221,967	277,000
Other accrued expenses and payables	5,238,135	4,692,562
Total Liabilities	497,279,436	402,638,178
Net Assets		
Common stock, par value $.001 per share, 200,000,000 common shares authorized, 75,667,000 and 75,257,888 issued and 74,241,493 and 73,832,381 outstanding	75,667	75,258
Paid-in capital in excess of par	922,588,375	917,534,577
Distributions in excess of taxable net investment income	(37,031,405)	(22,291,022)
Accumulated net realized loss	(277,308,567)	(219,270,607)
Net unrealized appreciation	97,452,808	20,808,162
Treasury stock at cost, 1,425,507 and 1,425,507 shares held	(9,476,676)	(9,476,676)
Total Net Assets	696,300,202	687,379,692
Total Liabilities and Net Assets	$ 1,193,579,638	$ 1,090,017,870
Net Asset Value Per Share	$ 9.38	$ 9.31

The accompanying notes are an integral part of these consolidated financial statements.

BlackRock Kelso Capital Corporation

Consolidated Statements of Operations

(Unaudited)

	Three months ended		Nine months ended	
	September 30, 2013	**September 30, 2012**	**September 30, 2013**	**September 30, 2012**
Investment Income:				
Interest income:				
Non-controlled, non-affiliated investments	$21,370,250	$ 27,543,637	$ 73,117,037	$ 81,802,597
Non-controlled, affiliated investments	3,876,098	1,037,387	5,958,969	4,053,330
Controlled investments	2,702,931	3,071,070	7,641,475	6,501,767
Total interest income	27,949,279	31,652,094	86,717,481	92,357,694
Fee income:				
Non-controlled, non-affiliated investments	29,875	8,369,140	7,578,694	15,457,315
Non-controlled, affiliated investments	—	602,344	—	735,708
Controlled investments	2,350,000	57,679	2,638,680	136,170
Total fee income	2,379,875	9,029,163	10,217,374	16,329,193
Dividend income:				
Non-controlled, non-affiliated investments	640,163	38,845	1,226,348	706,157
Non-controlled, affiliated investments	413,302	—	487,141	—
Controlled investments	—	—	—	—
Total dividend income	1,053,465	38,845	1,713,489	706,157
Total investment income	31,382,619	40,720,102	98,648,344	109,393,044
Expenses:				
Incentive management fees	9,358,529	2,963,803	16,692,244	5,177,662
Interest and credit facility fees	5,455,017	5,180,706	15,128,057	14,917,849
Base management fees	5,286,986	5,964,904	15,826,168	16,877,541
Amortization of debt issuance costs	568,678	634,677	1,431,226	1,890,236
Professional fees	541,180	577,051	1,647,600	1,080,582
Investment advisor expenses	479,871	511,774	1,520,714	1,364,420
Director fees	194,500	113,500	474,000	347,063
Administrative services	174,288	164,074	607,429	416,608
Other	449,909	671,341	2,263,313	1,975,362
Total expenses	22,508,958	16,781,830	55,590,751	44,047,323
Net Investment Income	8,873,661	23,938,272	43,057,593	65,345,721
Realized and Unrealized Gain (Loss):				
Net realized gain (loss):				
Non-controlled, non-affiliated investments	307,321	(4,417)	(25,980,491)	(75,340,007)
Non-controlled, affiliated investments	—	2,441,751	21	2,123,846
Controlled investments	769,604	—	(31,890,556)	—
Foreign currency	(933,861)	362,009	(166,934)	(217,703)
Net realized gain (loss)	143,064	2,799,343	(58,037,960)	(73,433,864)
Net change in unrealized appreciation or depreciation:				
Non-controlled, non-affiliated investments	(408,094)	(1,814,151)	21,595,785	77,069,859
Non-controlled, affiliated investments	4,602,853	5,287,500	28,621,996	6,300,604
Controlled investments	6,507,911	(14,735,396)	26,688,350	(20,004,775)
Foreign currency translation	124,348	(1,146,461)	(261,485)	331,946
Net change in unrealized appreciation or depreciation	10,827,018	(12,408,508)	76,644,646	63,697,634
Net realized and unrealized gain (loss)	10,970,082	(9,609,165)	18,606,686	(9,736,230)
Net Increase in Net Assets Resulting from Operations	$19,843,743	$ 14,329,107	$ 61,664,279	$ 55,609,491
Net Investment Income Per Share - basic	$ 0.12	$ 0.32	$ 0.58	$ 0.89
Earnings Per Share - basic	$ 0.27	$ 0.19	$ 0.83	$ 0.76
Basic and Diluted Weighted-Average Shares Outstanding - basic	74,239,932	73,692,104	74,099,028	73,555,011
Net Investment Income Per Share - diluted	$ 0.12	$ 0.32	$ 0.57	$ 0.89
Earnings Per Share - diluted	$ 0.26	$ 0.19	$ 0.80	$ 0.76
Basic and Diluted Weighted-Average Shares Outstanding - diluted	84,136,659	73,692,104	82,183,168	73,555,011
Dividends Declared Per Share	$ 0.26	$ 0.26	$ 0.78	$ 0.78

The accompanying notes are an integral part of these consolidated financial statements.

BlackRock Kelso Capital Corporation

Consolidated Statements of Changes in Net Assets

(Unaudited)

	Nine months ended	
	September 30, 2013	**September 30, 2012**
Net Increase in Net Assets Resulting from Operations:		
Net investment income	$ 43,057,593	$ 65,345,721
Net realized gain (loss)	(58,037,960)	(73,433,864)
Net change in unrealized appreciation or depreciation	76,644,646	63,697,634
Net increase in net assets resulting from operations	61,664,279	55,609,491
Dividend Distributions to Stockholders from:		
Net investment income	(57,797,976)	(57,375,884)
Capital Share Transactions:		
Equity component of convertible debt	1,189,747	—
Reinvestment of dividends	3,864,460	4,291,772
Net increase in net assets resulting from capital share transactions	5,054,207	4,291,772
Total Increase in Net Assets	8,920,510	2,525,379
Net assets at beginning of period	687,379,692	701,008,849
Net assets at end of period	$ 696,300,202	$ 703,534,228
Capital Share Activity:		
Shares issued from reinvestment of dividends	409,112	484,529
Net increase in shares outstanding	409,112	484,529

The accompanying notes are an integral part of these consolidated financial statements.

BlackRock Kelso Capital Corporation

Consolidated Statements of Cash Flows

(Unaudited)

	Nine months ended September 30, 2013	Nine months ended September 30, 2012
Operating Activities:		
Net increase in net assets resulting from operations	$ 61,664,279	$ 55,609,491
Adjustments to reconcile net increase in net assets resulting from operations:		
PIK interest and dividends	(7,902,257)	(3,177,221)
Net amortization on investments	(13,105,237)	(11,364,420)
Amortization of debt issuance costs	1,431,226	1,890,236
Net change in unrealized on investments	(76,906,131)	(63,365,688)
Net change in unrealized on foreign currency translation	261,485	(331,946)
Net realized (gain) loss on investments	56,913,656	73,216,161
Net realized (gain) loss on foreign currency	166,934	217,703
Changes in operating assets:		
Purchase of investments	(357,071,616)	(235,299,728)
Purchase of foreign currency contracts - net	(59,002)	(220,986)
Proceeds from disposition of investments	319,283,096	203,491,979
Change in receivable for investments sold	(9,852,915)	2,530,110
Change in interest receivable	(4,691,134)	(6,397,850)
Change in dividends receivable	—	(317,146)
Change in prepaid expenses and other assets	(8,722,364)	(92,350)
Changes in operating liabilities:		
Change in payable for investments purchased	30,235,510	1,119,625
Change in interest payable	(1,911,778)	(3,034,453)
Change in management fees payable	(339,907)	671,149
Change in incentive management fees payable	(8,919)	(8,914,356)
Change in accrued administrative services	(55,033)	20,424
Change in other accrued expenses and payables	1,843,373	310,598
Net cash provided by (used in) operating activities	(8,826,734)	6,561,332
Financing Activities:		
Dividend distributions paid in cash	(53,827,143)	(52,963,972)
Proceeds from debt	388,840,837	225,900,000
Repayments of debt	(321,581,650)	(184,300,000)
Net cash provided by (used in) financing activities	13,432,044	(11,363,972)
Effect of exchange rate changes on cash	—	393
Net increase (decrease) in cash	4,605,310	(4,802,247)
Cash and cash equivalents, beginning of period	9,122,141	7,778,993
Cash and cash equivalents, end of period	$ 13,727,451	$ 2,976,746
Supplemental disclosure of cash flow information and non-cash financing activities:		
Cash paid during period for:		
Interest	$ 15,997,777	$ 17,289,778
Taxes	$ 493,801	$ 1,503,347
Dividend distributions reinvested	$ 3,864,459	$ 4,291,772

The accompanying notes are an integral part of these consolidated financial statements.

BlackRock Kelso Capital Corporation

Consolidated Schedules of Investments
September 30, 2013
(Unaudited)

Portfolio Company	Industry	Interest Rate	Maturity	Principal Amount or Number of Shares/Units	Cost(a)	Fair Value(b)
Senior Secured Notes—31.4%						
Advanced Lighting Technologies, Inc., First Lien(i)	*Lighting*	10.50%	6/1/19	$20,000,000	$ 19,568,872	$ 15,000,000
AGY Holding Corp., Second Lien(d)(i)	*Glass Yarns/Fibers*	11.00%	12/15/16	21,762,500	19,309,254	19,151,000
American Piping Products, Inc., Second Lien(i)	*Distribution*	12.88%	11/15/17	20,000,000	19,653,586	19,800,000
American Residential Services L.L.C. et al., Second Lien(i)	*HVAC/ Plumbing Services*	12.00%	4/15/15	46,000,000	45,772,112	46,000,000
BPA Laboratories Inc., First Lien(i)	*Healthcare Services*	12.25%	4/1/17	35,078,000	34,178,885	34,376,440
Gastar Exploration USA Inc., Second Lien(i)	*Energy*	8.63%	5/15/18	1,680,000	1,591,540	1,621,200
Sizzling Platter LLC et al., First Lien(i)	*Restaurants*	12.25%	4/15/16	30,000,000	29,454,642	30,600,000
TriMark USA, LLC., Second Lien(n)(o)	*Food Service Equipment*	13.00%	6/29/16	51,882,110	51,882,110	51,882,110
Total Senior Secured Notes					221,411,001	218,430,750
Unsecured Debt—10.0%						
Higginbotham Insurance Holdings, Inc.	*Insurance*	11.00%	12/14/18	21,000,000	21,000,000	21,000,000
Red Apple Stores Inc.(f)(g)(p)	*Discount Stores*	18.00%	7/11/17	5,209,207	5,209,207	5,209,207
SVP Worldwide Ltd.(g)(o)(p)	*Consumer Products*	14.00%	6/27/18	44,057,461	44,057,461	43,616,885
Total Unsecured Debt					70,266,668	69,826,092
Subordinated Debt—7.7%						
A & A Manufacturing Co., Inc.(o)	*Protective Enclosures*	14.00%	5/16/16	32,995,314	32,995,314	32,995,314
The Pay-O-Matic Corp.(o)	*Financial Services*	14.00%	9/30/16	20,400,000	20,400,000	20,400,000
Total Subordinated Debt					53,395,314	53,395,314

The accompanying notes are an integral part of these consolidated financial statements.

BlackRock Kelso Capital Corporation

Consolidated Schedules of Investments—(Continued)
September 30, 2013
(Unaudited)

Portfolio Company	Industry	Interest Rate	Maturity	Principal Amount or Number of Shares/Units	Cost(a)	Fair Value(b)
Senior Secured Loans—78.7%(e)						
AGY Holding Corp., Second Lien(d)	*Glass Yarns/Fibers*	12.00%	9/15/16	$ 7,964,650	$ 7,964,650	$ 7,964,650
AL Solutions, Inc., Term Loan B, Second Lien(o)	*Metals*	5.00%	12/31/19	70,136	—	—
Alpha Media Group Inc., First Lien(o)	*Publishing*	12.00%	7/15/16	6,093,448	4,321,548	550,000
AmQuip Crane Rental LLC, Second Lien	*Construction Equipment*	12.00%	12/19/17	41,186,747	41,186,747	38,715,542
Arclin US Holdings Inc., Second Lien(g)(n)(p)	*Chemicals*	7.75%	1/15/15	3,460,581	3,236,090	3,460,581
Ascend Learning, LLC, Second Lien(n)	*Education*	11.50%	12/6/17	20,000,000	20,000,000	20,000,000
Attachmate Corporation et al., Second Lien(n)	*Software*	11.00%	11/22/18	29,191,324	28,713,051	29,191,324
Bankruptcy Management Solutions, Inc., Term Loan A, First Lien(f)(n)	*Financial Services*	4.50%	6/27/17	1,656,250	1,547,930	1,590,000
Bankruptcy Management Solutions, Inc., Term Loan B, First Lien(f)(n)	*Financial Services*	7.00%	6/27/18	12,238,196	10,035,187	10,402,467
BBTS Borrower LP, First Lien(n)	*Energy*	7.75%	6/4/19	4,935,000	4,888,033	5,009,025
Citrus Energy Appalachia, LLC, Second Lien(n)	*Energy*	9.75%	7/26/18	27,857,143	27,016,708	27,016,708
Dial Global, Inc. et. al., Priority Second Lien	*Media & Entertainment*	12.00%	7/21/17	32,130,000	32,130,000	32,130,000
Dial Global, Inc. et. al., Term Loan A, Second Lien(o)	*Media & Entertainment*	6.00%	4/16/18	7,710,172	7,710,172	7,710,172
Dial Global, Inc. et. al., Term Loan B, Second Lien(o)	*Media & Entertainment*	22.45%	4/16/18	8,300,979	8,300,979	8,300,979
K2 Pure Solutions Nocal, L.P. First Lien(n)	*Chemicals*	10.00%	8/19/19	20,000,000	19,607,851	19,607,851
MediMedia USA, Inc., First Lien(n)	*Information Services*	8.00%	11/20/18	9,975,000	9,693,601	9,675,750
MediMedia USA, Inc., Second Lien(n)	*Information Services*	12.25%	11/20/19	60,000,000	58,290,762	58,200,000
Penton Media, Inc. et al., First Lien(d)(n)(o)	*Information Services*	6.00%	8/1/14	23,504,760	23,504,760	23,504,760
Pre-Paid Legal Services, Inc., First Lien(n)	*Legal Services*	6.25%	7/1/19	9,516,129	9,424,294	9,516,129
Pre-Paid Legal Services, Inc., Second Lien(n)	*Legal Services*	9.75%	7/1/20	25,000,000	24,636,216	25,000,000
Red Apple Stores Inc., Second Lien(f)(g)(p)	*Discount Stores*	16.00%	1/11/17	20,000,000	20,000,000	20,000,000
Road Infrastructure Investment, LLC, Second Lien(n)	*Manufacturing*	10.25%	9/30/18	15,000,000	14,822,481	15,000,000
Royal Adhesives and Sealants, LLC, Second Lien(n)	*Chemicals*	9.75%	1/31/19	6,000,000	5,883,353	5,883,353
Shoreline Energy LLC, Second Lien(n)	*Energy*	10.25%	3/30/19	30,000,000	29,100,000	29,100,000

The accompanying notes are an integral part of these consolidated financial statements.

BlackRock Kelso Capital Corporation

Consolidated Schedules of Investments—(Continued)
September 30, 2013
(Unaudited)

Portfolio Company	Industry	Interest Rate	Maturity	Principal Amount or Number of Shares/Units	Cost(a)	Fair Value(b)
Sur La Table, Inc., First Lien	*Consumer Products*	12.00%	7/28/17	$50,000,000	$ 50,000,000	$ 51,000,000
United Subcontractors, Inc., First Lien(d)(n)(o)	*Building and Construction*	6.25%	6/30/15	5,015,119	4,920,223	4,814,510
Water Pik, Inc., Second Lien(n)	*Consumer Products*	9.75%	1/8/21	22,500,000	21,518,260	21,518,260
WBS Group LLC, First Lien(f)(n)	*Software*	6.50%	6/30/14	27,284,255	27,284,255	27,284,255
WBS Group LLC, Second Lien(f)(n)	*Software*	10.50%	12/31/14	24,999,000	24,581,705	24,999,000
Wellbiz Brands, Inc. (Fitness Together Franchise Corp.), First Lien(o)	*Personal Fitness*	11.50%	11/10/13	4,523,577	4,523,577	4,523,577
Westward Dough Operating Company, LLC, First Lien(f)	*Restaurants*	8.00%	3/2/17	6,590,896	6,590,896	6,590,896
Total Senior Secured Loans					551,433,329	548,259,789
Preferred Stock—5.5%						
Advantage Insurance Holdings, Ltd.(d)(g)(i)(p)	*Insurance*	8.00%		500,000	5,000,000	5,000,000
Alpha Media Group Holdings Inc., Series A-2(c)	*Publishing*			5,000	—	—
Dial Global, Inc. et. al.	*Media & Entertainment*	15.00%		35,871	17,196,098	14,226,238
KAGY Holding Company, Inc. (AGY Holding Corp.)(d)	*Glass Yarns/Fibers*	20.00%		22,960	4,785,036	4,441,920
Progress Financial Corporation, Series F-1(c)	*Financial Services*			963,710	740,313	1,106,674
Progress Financial Corporation, Series G(c)	*Financial Services*			1,758,256	2,013,112	2,019,088
USI Senior Holdings, Inc. (United Subcontractors)(c)(d)	*Building and Construction*			209,419	3,812,635	6,282,571
VSS-AHC Consolidated Holdings Corp. (Advanstar Global LLC)(d)	*Printing/ Publishing*	15.00%		4,809	5,026,392	5,027,761
Total Preferred Stock					38,573,586	38,104,252
Common Stock—18.0%(c)						
Alpha Media Group Holdings Inc., Class B	*Publishing*			12,500	—	—
Arclin Cayman Holdings Ltd.(g)(p)	*Chemicals*			450,532	9,722,203	16,700,000
Bankruptcy Management Solutions, Inc.(f)	*Financial Services*			368,124	16,654,505	16,922,660
ECI Holdco, Inc., Class A-1(f)	*Electronics*			19,040,132	19,027,697	59,214,810
M & M Tradition Holdings Corp.(d)	*Sheet Metal Fabrication*			500,000	5,000,000	8,500,000
Red Apple Stores Inc.(f)(g)(h)	*Discount Stores*			8,756,859	8,512,095	8,512,095
Tygem Holdings, Inc., Class A	*Metals*			30,000	—	—

The accompanying notes are an integral part of these consolidated financial statements.

BlackRock Kelso Capital Corporation

Consolidated Schedules of Investments—(Continued)
September 30, 2013

(Unaudited)

Portfolio Company	Industry	Interest Rate	Maturity	Principal Amount or Number of Shares/Units	Cost(a)	Fair Value(b)
USI Senior Holdings, Inc. (United Subcontractors)(d)	*Building and Construction*			209,419	$ 3,814,281	$ 15,704,331
Total Common Stock					62,730,781	125,553,896
Limited Partnership/Limited Liability Company Interests—8.7%						
ARS Investment Holdings, LLC(c)(j)	*HVAC/Plumbing Services*			102,601	—	990,000
DynaVox Systems Holdings, LLC(c)(k)	*Augmentative Communication Products*			272,369	758,069	24,513
Higginbotham Investment Holdings, LLC(c)	*Insurance*			1,163	1,500,000	1,736,047
Marquette Transportation Company Holdings, LLC(c)(l)	*Transportation*			25,000	5,000,000	2,261,000
Marsico Holdings, LLC(c)(i)	*Financial Services*			91,445	1,848,077	7,803
Penton Business Media Holdings, LLC(c)(d)	*Information Services*			226	9,050,000	33,815,325
PG Holdco, LLC	*Healthcare Services*	15.00%		333	416,240	416,240
PG Holdco, LLC, Class A(c)	*Healthcare Services*			16,667	166,667	337,670
Sentry Security Systems Holdings, LLC(c)	*Security Services*			147,271	147,271	16,217
Sentry Security Systems Holdings, LLC	*Security Services*	8.00%		602,729	1,005,563	1,005,563
VSS-AHC Holdings LLC (Advanstar Global LLC)(c)(d)	*Printing/ Publishing*			884,716	6,150,647	9,519,544
WBS Group LLC(c)(f)(m)	*Software*			—	1,000	6,056,783
Westward Dough Holdings, LLC, Class A(c)(f)	*Restaurants*			350,000	9,260,324	4,564,000
Total Limited Partnership/Limited Liability Company Interests					35,303,858	60,750,705

The accompanying notes are an integral part of these consolidated financial statements.

BlackRock Kelso Capital Corporation

Consolidated Schedules of Investments—(Continued)
September 30, 2013

(Unaudited)

Portfolio Company	Industry	Interest Rate	Maturity	Principal Amount or Number of Shares/Units	Cost(a)	Fair Value(b)
Equity Warrants/Options—3.6%(c)						
Arclin Cayman Holdings Ltd., Tranche 1(g)(p)	*Chemicals*		expire 1/15/14	230,159	$ 403,815	$ 4,658,497
Arclin Cayman Holdings Ltd., Tranche 2(g)(p)	*Chemicals*		expire 1/15/15	230,159	323,052	4,666,895
Arclin Cayman Holdings Ltd., Tranche 3(g)(p)	*Chemicals*		expire 1/15/14	230,159	484,578	4,078,743
Arclin Cayman Holdings Ltd., Tranche 4(g)(p)	*Chemicals*		expire 1/15/15	230,159	403,815	4,090,324
Bankruptcy Management Solutions, Inc., Tranche A(f)	*Financial Services*		expire 6/27/18	28,464	375,040	378,856
Bankruptcy Management Solutions, Inc., Tranche B(f)	*Financial Services*		expire 6/27/19	30,654	342,295	345,164
Bankruptcy Management Solutions, Inc., Tranche C(f)	*Financial Services*		expire 6/27/20	45,981	468,803	473,604
Dial Global, Inc. et. al., 7.5%	*Media & Entertainment*		expire 4/16/18	4,624,213	—	530,997
Dial Global, Inc. et. al., 12.0%	*Media & Entertainment*		expire 4/16/18	3,888,543	—	—
Facet Investment, Inc.	*Medical Devices*		expire 1/18/21	1,978	250,000	80,415
Marsico Parent Superholdco, LLC (i)	*Financial Services*		expire 12/14/19	455	444,450	—
Progress Financial Corporation	*Financial Services*		expire various	4,767,868	2,616,265	4,963,936
Twin River Worldwide Holdings, Inc., Contingent Value Rights	*Gaming*		expire 11/5/17	1,000	5,000	500,000
Total Equity Warrants/Options					6,117,113	24,767,431
TOTAL INVESTMENTS—163.6%					$1,039,231,650	1,139,088,229
OTHER ASSETS & LIABILITIES (NET)—(63.6)%						(442,788,027)
NET ASSETS—100.0%						$ 696,300,202

(a) Represents amortized cost for fixed income securities and cost for preferred and common stock, limited partnership/limited liability company interests and equity warrants/options.

(b) Fair value is determined by or under the direction of the Company's Board of Directors. See Note 2 for further details.

(c) Non-income producing equity securities at September 30, 2013.

(d) Transaction and other information for "non-controlled, affiliated" investments under the Investment Company Act of 1940, whereby the Company owns 5% or more (but not more than 25%) of the portfolio company's outstanding voting securities.

(e) Approximately 68% of the senior secured loans of the Company's portfolio companies bear interest at a floating rate that may be determined by reference to the London Interbank Offered Rate (LIBOR) or other base rate (commonly the Federal Funds Rate or the Prime Rate), at the borrower's option. In addition, approximately 67% of such senior secured loans have floors of 1.00% to 1.75%. The borrower under a senior secured loan generally has the option to select from interest reset periods of one, two, three or six months and may alter that selection at the end of any reset period. The stated interest rate represents the weighted average interest rate at September 30, 2013 of all contracts within the specified loan facility.

The accompanying notes are an integral part of these consolidated financial statements.

						Nine Months Ended September 30, 2013			
Non-controlled, Affiliated Investments	**Fair Value at December 31, 2012**	**Gross Additions (Cost)***	**Gross Reductions (Cost)****	**Net Unrealized Gain (Loss)**	**Fair Value at September 30, 2013**	**Net Realized Gain (Loss)**	**Interest Income**	**Fee Income**	**Dividend Income**
Advantage Insurance Holdings, Ltd.									
Preferred Stock	$ —	$ 5,000,000	$ —	$ —	$ 5,000,000	$—	$ —	$—	$ —
AGY Holding Corp.:									
Senior Secured Note	—	19,309,254	—	(158,254)	19,151,000†	—	776,673	—	—
Senior Secured Loan	—	7,964,650	—	—	7,964,650†	—	252,213	—	—
KAGY Holding Company, Inc. (AGY Holding Corp.)									
Preferred Stock	—	4,785,036	—	(343,116)	4,441,920†	—	—	—	269,748
M&M Tradition Holdings Corp.									
Common Stock	6,250,000	—	—	2,250,000	8,500,000	—	—	—	—
Penton Business Media Holdings, LLC									
Limited Liability Co. Interest	22,111,124	—	—	11,704,201	33,815,325	—	—	—	—
Penton Media, Inc. et al.									
Senior Secured Loan	20,822,342	3,834,740	(182,432)	(969,890)	23,504,760	—	4,591,336	—	—
United Subcontractors, Inc.									
Senior Secured Loan	3,242,631	1,440,549	—	131,330	4,814,510	21	338,747	—	—
USI Senior Holdings, Inc.:									
Common Stock	3,485,140	88,832	(344)	12,130,703	15,704,331	—	—	—	—
Preferred Stock	4,934,133	87,527	—	1,260,911	6,282,571	—	—	—	—
VSS-AHC Consolidated Holdings Corp. (Advanstar Global LLC)									
Preferred Stock	—	5,026,392	—	1,369	5,027,761	—	—	—	217,393
VSS-AHC Holdings LLC. (Advanstar Global LLC)									
Limited Liability Co. Interest	6,904,802	—	—	2,614,742	9,519,544	—	—	—	—
Totals	$ 67,750,172	$ 47,536,980	$ (182,776)	$ 28,621,996	$143,726,372	$ 21	$ 5,958,969	$—	$ 487,141

* Gross additions include increases in the cost basis of investments resulting from new portfolio investments, payment-in-kind ("PIK") interest or dividends, the amortization of unearned income, the exchange of one or more existing securities for one or more new securities and the movement of an existing portfolio company into this category from a different category.

** Gross reductions include decreases in the cost basis of investments resulting from principal collections related to investment repayments or sales, the exchange of one or more existing securities for one or more new securities and the movement of an existing portfolio company out of this category into a different category.

† Investment moved into non-controlled, affiliated category during the period.

The aggregate fair value of non-controlled, affiliated investments at September 30, 2013 represents 20.6% of the Company's net assets.

(f) Transaction and other information for "controlled" investments under the Investment Company Act of 1940, whereby the Company owns more than 25% of the portfolio company's outstanding voting securities.
(g) Non-U.S. company or principal place of business outside the U.S.
(h) Original purchase denominated in Canadian dollars.
(i) Security is exempt from registration under Rule 144A of the Securities Act of 1933. Such securities may be resold in transactions that are exempt from registration, normally to qualified institutional buyers. In the aggregate, these securities represent 25% of the Company's net assets at September 30, 2013.
(j) The Company is the sole stockholder of BKC ARS Blocker, Inc., a consolidated subsidiary, which is the beneficiary of less than 5% of the voting securities of American Residential Services L.L.C. and thus a non-controlled, non-affiliated investment.
(k) The Company is the sole stockholder of BKC DVSH Blocker, Inc., a consolidated subsidiary, which is the beneficiary of less than 5% of the voting securities of DynaVox Systems LLC and thus a non-controlled, non-affiliated investment.
(l) The Company is the sole stockholder of BKC MTCH Blocker, Inc., a consolidated subsidiary, which is the beneficiary of less than 5% of the voting securities of Marquette Transportation Company Holdings, LLC and thus a non-controlled, non-affiliated investment.
(m) The Company is the sole stockholder of BKC-WBS, LLC, a consolidated subsidiary, which is the beneficiary of more than 25% of the voting securities of WBS Group LLC and thus a controlled investment.
(n) Security bears interest at a floating rate that may or may not include an interest rate floor.
(o) Interest may be paid in cash or PIK, or a combination thereof which is generally at the option of the borrower. PIK earned is included in the cost basis of the security. PIK represented approximately 7.1% of interest income earned for the nine months ended September 30, 2013. In accordance with the Company's policy, PIK may be recorded on an effective yield basis.

The accompanying notes are an integral part of these consolidated financial statements.

Controlled Investments	Fair Value at December 31, 2012	Gross Additions (Cost)*	Gross Reductions (Cost)**	Net Unrealized Gain (Loss)	Fair Value at September 30, 2013	Nine Months Ended September 30, 2013 Net Realized Gain (Loss)	Interest Income	Fee Income
Bankruptcy Management Solutions, Inc.:								
Senior Secured Loan, First Lien, A	$ 1,960,000	$ 2,148,723	$ (2,343,750)	$ (174,973)	$ 1,590,000	$ 216,666	$ 102,513	$ 258,705
Senior Secured Loan, First Lien, B	17,148,766	32,000,130	(35,674,612)	(3,071,817)	10,402,467	2,269,456	2,430,298	100,000
Senior Secured Loan, Second Lien	7,703,412	406,328	(25,556,717)	17,446,977	— †	(24,547,868)	494,976	—
Common Stock	—	16,658,378	(3,873)	268,155	16,922,660	(9,600,072)	—	—
Warrants	—	1,216,827	(30,689)	11,486	1,197,624	(396,273)	—	—
BKC CSP Blocker, Inc.								
Common Stock	—	167,401	(167,401)	—	—	167,401	—	—
ECI Holdco, Inc.								
Common Stock	47,981,132	—	—	11,233,678	59,214,810	—	—	—
Red Apple Stores, Inc.:								
Unsecured Debt	—	5,209,207	—	—	5,209,207††	—	209,207	—
Senior Secured Loan	—	20,000,000	—	—	20,000,000††	—	728,890	1,250,000
Common Stock	—	8,512,095	—	—	8,512,095††	—	—	—
WBS Group LLC:								
Senior Secured Loan, First Lien	27,284,255	—	—	—	27,284,255	—	1,313,763	1,000,000
Senior Secured Loan, Second Lien	24,999,000	117,789	(140,633)	22,844	24,999,000	134	1,973,332	29,975
Limited Liability Co. Interest	6,056,783	—	—	—	6,056,783	—	—	—
Westward Dough Operating Company, LLC								
Senior Secured Loan	6,590,896	—	—	—	6,590,896	—	388,496	—
Westward Dough Holdings, LLC								
Limited Liability Co. Interest	3,612,000	—	—	952,000	4,564,000	—	—	—
Totals	$143,336,244	$86,436,878	$(63,917,675)	$26,688,350	$192,543,797	$(31,890,556)	$7,641,475	$2,638,680

* Gross additions include increases in the cost basis of investments resulting from new portfolio investments, PIK interest or dividends, the amortization of unearned income, the exchange of one or more existing securities for one or more new securities and the movement of an existing portfolio company into this category from a different category.

** Gross reductions include decreases in the cost basis of investments resulting from principal collections related to investment repayments or sales, the exchange of one or more existing securities for one or more new securities and the movement of an existing portfolio company out of this category into a different category.

† Investment no longer held at September 30, 2013.

†† Investment moved into controlled category during the period.

The aggregate fair value of controlled investments at September 30, 2013 represents 27.7% of the Company's net assets.

(p) BDCs are required to invest at least 70% of their total assets primarily in securities of private or thinly traded U.S. public companies, cash, cash equivalents, U.S. Government securities and other high quality debt investments that mature in one year or less. The securities referenced represent either fully or partially non-qualified assets for purposes of this requirement.

BlackRock Kelso Capital Corporation

Consolidated Schedules of Investments
December 31, 2012

Portfolio Company	Industry(a)	Interest Rate	Maturity	Principal Amount or Number of Shares/Units	Cost(b)	Fair Value(c)
Senior Secured Notes—28.2%						
Advanced Lighting Technologies, Inc., First Lien(i)	*Lighting*	10.50%	6/1/19	$20,000,000	$ 19,529,046	$ 20,000,000
AGY Holding Corp., Second Lien	*Glass Yarns/Fibers*	11.00%	11/15/14	28,475,000	22,580,140	19,647,750
American Piping Products, Inc., Second Lien(i)	*Distribution*	12.88%	11/15/17	20,000,000	19,606,207	20,000,000
American Residential Services L.L.C. et al., Second Lien(i)	*HVAC/ Plumbing Services*	12.00%	4/15/15	40,000,000	39,893,591	39,600,000
BPA Laboratories Inc., First Lien(i)	*Healthcare Services*	12.25%	4/1/17	33,250,000	32,260,771	32,917,500
Sizzling Platter LLC et al., First Lien(i)	*Restaurants*	12.25%	4/15/16	30,000,000	29,294,034	30,000,000
TriMark USA, Inc., Second Lien(q)(r)	*Food Service Equipment*	11.50%	11/30/13	33,441,088	33,441,088	31,769,036
Total Senior Secured Notes					196,604,877	193,934,286
Unsecured Debt—10.1%						
Higginbotham Insurance Holdings, Inc.	*Insurance*	11.00%	12/14/18	21,000,000	21,000,000	21,000,000
Maple Hill Acquisition LLC(q)	*Rigid Packaging*	13.50%	10/1/15	5,000,000	4,914,125	5,000,000
SVP Worldwide Ltd.(p)(q)	*Consumer Products*	14.00%	6/27/18	43,725,040	43,725,040	43,725,040
Total Unsecured Debt					69,639,165	69,725,040
Subordinated Debt—14.2%						
A & A Manufacturing Co., Inc.(q)	*Protective Enclosures*	14.00%	5/16/16	32,995,314	32,995,314	32,995,314
MediMedia USA, Inc.(i)	*Information Services*	11.38%	11/15/14	19,950,000	19,219,198	18,753,000
The Pay-O-Matic Corp.(q)	*Financial Services*	14.00%	9/30/16	20,400,000	20,400,000	20,400,000
Sarnova HC, LLC et al.(q)	*Healthcare Products*	14.00%	4/6/16	25,762,284	25,361,778	25,762,284
Total Subordinated Debt					97,976,290	97,910,598

The accompanying notes are an integral part of these consolidated financial statements.

BlackRock Kelso Capital Corporation

Consolidated Schedules of Investments—(Continued)
December 31, 2012

Portfolio Company	Industry(a)	Interest Rate	Maturity	Principal Amount or Number of Shares/Units	Cost(b)	Fair Value(c)
Senior Secured Loans—81.0%(e)						
Advantage Sales & Marketing Inc., Second Lien(r)	*Marketing Services*	9.25%	6/17/18	$10,000,000	$ 9,890,614	$10,000,000
Airvana Network Solutions Inc., First Lien(r)	*Software*	10.00%	3/25/15	1,376,190	1,360,814	1,376,190
AL Solutions, Inc., Term Loan B, Second Lien(q)	*Metals*	5.00%	12/31/19	67,543	—	—
Alpha Media Group Inc., First Lien(q)	*Publishing*	12.00%	7/15/13	5,570,965	4,276,112	445,676
AmQuip Crane Rental LLC, Second Lien	*Construction Equipment*	12.00%	12/19/17	41,186,747	41,186,747	36,656,205
Arclin US Holdings Inc., Second Lien(g)(p)(r)	*Chemicals*	7.75%	1/15/15	3,487,477	3,128,529	3,487,477
Ascend Learning, LLC, Second Lien(r)	*Education*	11.50%	12/6/17	20,000,000	19,574,806	20,000,000
Ashton Woods USA L.L.C., Second Lien	*Homebuilding*	11.75%	7/6/15	52,500,000	52,500,000	52,500,000
Attachmate Corporation et al., Second Lien(r)	*Software*	11.00%	11/22/18	20,000,000	19,456,360	19,600,000
Bankruptcy Management Solutions, Inc., Term Loan A, First Lien(f)(r)	*Financial Services*	7.50%	8/20/14	2,000,000	1,742,957	1,960,000
Bankruptcy Management Solutions, Inc., Term Loan B, First Lien(f)(q)(r)	*Financial Services*	7.50%	8/20/14	21,435,958	13,709,669	17,148,766
Bankruptcy Management Solutions, Inc., Term Loan A, Second Lien(f)(q)(r)	*Financial Services*	8.21%	8/20/15	34,237,388	25,150,389	7,703,412
The Bargain! Shop Holdings Inc., First Lien(g)(h)(p)	*Discount Stores*	16.00%	7/1/14	23,857,000	23,870,128	23,934,774
Berlin Packaging L.L.C., Second Lien(r)	*Rigid Packaging*	6.71%	8/17/15	24,000,000	23,763,460	23,520,000
Dial Global, Inc. et. al., Second Lien(q)(r)	*Media & Entertainment*	13.00%	7/21/17	43,911,945	43,434,129	36,007,795
Fitness Together Franchise Corporation, First Lien(q)	*Personal Fitness*	11.50%	11/10/13	4,554,665	4,554,665	4,326,933
InterMedia Outdoors, Inc., Second Lien(r)	*Printing/ Publishing*	7.01%	1/31/14	10,000,000	10,000,000	10,000,000
MCCI Group Holdings, LLC, Second Lien(r)	*Healthcare Services*	10.75%	1/29/18	57,000,000	57,000,000	57,000,000
MediMedia USA, Inc.(r)	*Information Services*	6.25%	8/15/14	15,000,000	13,850,567	13,850,567

The accompanying notes are an integral part of these consolidated financial statements.

BlackRock Kelso Capital Corporation

Consolidated Schedules of Investments—(Continued)
December 31, 2012

Portfolio Company	Industry(a)	Interest Rate	Maturity	Principal Amount or Number of Shares/Units	Cost(b)	Fair Value(c)
Penton Media, Inc. et al., First Lien(d)(q)(r)	*Information Services*	5.00%	8/1/14	$23,395,890	$ 19,852,452	$ 20,822,342
Pre-Paid Legal Services, Inc., First Lien(r)	*Legal Services*	11.00%	12/31/16	15,000,000	14,673,297	15,000,000
Progress Financial Corporation, Second Lien(r)	*Financial Services*	13.00%	6/18/15	35,750,000	35,176,063	35,750,000
Road Infrastructure Investment, LLC, Second Lien(r)	*Manufacturing*	10.25%	9/30/18	10,000,000	9,821,828	10,000,000
SOURCEHOV LLC, Second Lien(r)	*Process Outsourcing*	10.50%	4/29/18	25,000,000	22,566,623	23,250,000
Sur La Table, Inc., First Lien	*Consumer Products*	12.00%	7/28/17	50,000,000	50,000,000	50,000,000
United Subcontractors, Inc., First Lien(d)(q)(r)	*Building and Construction*	6.32%	6/30/15	3,602,923	3,479,674	3,242,631
WBS Group LLC, First Lien(f)(r)	*Software*	6.50%	6/30/13	27,284,255	27,284,255	27,284,255
WBS Group LLC, Second Lien(f)(r)	*Software*	10.50%	12/31/13	24,999,000	24,604,549	24,999,000
Westward Dough Operating Company, LLC, First Lien(f)	*Restaurants*	7.00%	3/2/17	6,590,896	6,590,896	6,590,896
Total Senior Secured Loans					582,499,583	556,456,919
Preferred Stock—0.9%(s)						
Alpha Media Group Holdings Inc., Series A-2	*Publishing*			5,000	—	—
Progress Financial Corporation, Series F-1	*Financial Services*			963,710	740,313	914,173
USI Senior Holdings, Inc. (United Subcontractors)(d)	*Building and Construction*			164,471	3,725,108	4,934,133
Total Preferred Stock					4,465,421	5,848,306
Common Stock—10.5%(s)						
Alpha Media Group Holdings Inc., Class B	*Publishing*			12,500	—	—
Arclin Cayman Holdings Ltd.(g)(p)	*Chemicals*			450,532	9,722,203	14,624,959
Bankruptcy Management Solutions, Inc.(f)	*Financial Services*			326,873	9,600,072	—
ECI Holdco, Inc., Class A-1 (Electrical Components)(f)	*Electronics*			19,040,132	19,027,697	47,981,132

The accompanying notes are an integral part of these consolidated financial statements.

BlackRock Kelso Capital Corporation

Consolidated Schedules of Investments—(Continued)
December 31, 2012

Portfolio Company	Industry(a)	Interest Rate	Maturity	Principal Amount or Number of Shares/Units	Cost(b)	Fair Value(c)
M & M Tradition Holdings Corp.(d)	*Sheet Metal Fabrication*			500,000	$ 5,000,000	$ 6,250,000
Tygem Holdings, Inc., Class A	*Metals*			30,000	—	—
USI Senior Holdings, Inc. (United Subcontractors)(d)	*Building and Construction*			164,471	3,725,793	3,485,140
Total Common Stock					47,075,765	72,341,231
Limited Partnership/Limited Liability Company Interests—7.1%						
ARS Investment Holdings, LLC(k)(s)	*HVAC/Plumbing Services*			102,601	—	790,000
DynaVox Systems Holdings, LLC(m)(s)	*Augmentative Communication Products*			272,369	758,069	100,777
Higginbotham Investment Holdings, LLC(s)	*Insurance*			1,163	1,500,000	1,500,000
Marquette Transportation Company Holdings, LLC(n)(s)	*Transportation*			25,000	5,000,000	6,169,000
Marsico Holdings, LLC(i)(s)	*Financial Services*			91,445	1,848,077	143,569
Penton Business Media Holdings, LLC(d)(s)	*Information Services*			226	9,050,000	22,111,124
PG Holdco, LLC (Press Ganey)	*Healthcare Services*	15.00%		333	374,585	374,585
PG Holdco, LLC (Press Ganey), Class A(s)	*Healthcare Services*			16,667	166,667	317,477
Sentry Security Systems Holdings, LLC(s)	*Security Services*			147,271	147,271	8,264
Sentry Security Systems Holdings, LLC	*Security Services*	8.00%		602,729	948,786	948,786
VSS-AHC Holdings LLC (Advanstar Global LLC)(d)(s)	*Printing/ Publishing*			884,716	6,150,647	6,904,802
WBS Group LLC (f)(o)(s)	*Software*			—	1,000	6,056,783
Westward Dough Holdings, LLC, Class A(f)(s)	*Restaurants*			350,000	9,260,324	3,612,000
Total Limited Partnership/ Limited Liability Company Interests					35,205,426	49,037,167
Equity Warrants/Options—2.4%(s)						
Arclin Cayman Holdings Ltd., Tranche 1(g)(p)	*Chemicals*		expire 1/15/14	230,159	403,815	3,743,759

The accompanying notes are an integral part of these consolidated financial statements.

BlackRock Kelso Capital Corporation

Consolidated Schedules of Investments—(Continued)
December 31, 2012

Portfolio Company	Industry(a)	Interest Rate	Maturity	Principal Amount or Number of Shares/Units	Cost(b)	Fair Value(c)
Arclin Cayman Holdings Ltd., Tranche 2(g)(p)	*Chemicals*		expire 1/15/15	230,159	$ 323,052	$ 3,802,514
Arclin Cayman Holdings Ltd., Tranche 3(g)(p)	*Chemicals*		expire 1/15/14	230,159	484,578	3,189,738
Arclin Cayman Holdings Ltd., Tranche 4(g)(p)	*Chemicals*		expire 1/15/15	230,159	403,815	3,303,049
Bankruptcy Management Solutions, Inc.(f)	*Financial Services*		expire 10/1/17	23,046	365,584	—
Facet Investment, Inc.	*Medical Devices*		expire 1/18/21	1,978	250,000	80,415
Marsico Parent Superholdco, LLC(i)	*Financial Services*		expire 12/14/19	455	444,450	—
Progress Financial Corporation	*Financial Services*		expire various	3,761,553	1,202,472	2,124,519
Twin River Worldwide Holdings, Inc., Contingent Value Rights	*Gaming*		expire 11/5/17	1,000	5,000	100,000
Total Equity Warrants/Options					3,882,766	16,343,994
TOTAL INVESTMENTS—154.4%					$1,037,349,293	1,061,597,541
OTHER ASSETS & LIABILITIES (NET)—(54.4)%						(374,217,849)
NET ASSETS—100.0%						$ 687,379,692

(a) Unaudited
(b) Represents amortized cost for fixed income securities and cost for preferred and common stock, limited partnership/limited liability company interests and equity warrants/options.
(c) Fair value is determined by or under the direction of the Company's Board of Directors. See Note 2 for further details.
(d) Transaction and other information for "non-controlled, affiliated" investments under the Investment Company Act of 1940, whereby the Company owns 5% or more (but not more than 25%) of the portfolio company's outstanding voting securities.
(e) Approximately 69% of the senior secured loans of the Company's portfolio companies bear interest at a floating rate that may be determined by reference to the London Interbank Offered Rate (LIBOR) or other base rate (commonly the Federal Funds Rate or the Prime Rate), at the borrower's option. In addition, approximately 61% of such senior secured loans have floors of 1.00% to 2.00%. The borrower under a senior secured loan generally has the option to select from interest reset periods of one, two, three or six months and may alter that selection at the end of any reset period. The stated interest rate represents the weighted average interest rate at December 31, 2012 of all contracts within the specified loan facility.
(f) Transaction and other information for "controlled" investments under the Investment Company Act of 1940, whereby the Company owns more than 25% of the portfolio company's outstanding voting securities.
(g) Non-U.S. company or principal place of business outside the U.S.
(h) Principal amount is denominated in Canadian dollars.
(i) Security is exempt from registration under Rule 144A of the Securities Act of 1933. Such securities may be resold in transactions that are exempt from registration, normally to qualified institutional buyers. In the aggregate, these securities represent 23.5% of the Company's net assets at December 31, 2012.

The accompanying notes are an integral part of these consolidated financial statements.

Non-controlled, Affiliated Investments	Fair Value at December 31, 2011	Gross Additions (Cost)*	Gross Reductions (Cost)**	Net Unrealized Gain (Loss)	Fair Value at December 31, 2012	For the Year Ended December 31, 2012 Net Realized Gain (Loss)	Interest Income	Fee Income	Dividend Income
Advanstar Global LLC									
Limited Liability Co. Interest	$ —	$ 5,855,188	$ —	$ 1,049,614	$ 6,904,802††	$ —	$ —	$ —	$ —
Conney Safety Products, LLC									
Subordinated Debt	25,582,734	735,708	(25,582,733)	(735,709)	— †	—	2,137,580	735,708	—
Conney Prime Holdings LLC									
Limited Liability Co. Interest	1,785,488	—	(4,742,576)	2,957,088	— †	2,415,317	—	—	—
M&M Tradition Holdings Corp.									
Common Stock	7,250,000	—	—	(1,000,000)	6,250,000	—	—	—	2,500,000
MGHC Holding Corporation:									
Common Stock	224,200	—	(1,223,666)	999,466	— †	(51,302)	—	—	—
Warrants	—	—	(136,297)	136,297	— †	(136,297)	—	—	—
Penton Business Media Holdings, LLC									
Limited Liability Co. Interest	20,321,858	—	—	1,789,266	22,111,124	—	—	—	—
Penton Media, Inc. et al.									
Senior Secured Loan	8,067,187	10,921,947	(172,396)	2,005,604	20,822,342	3	2,572,608	—	—
United Subcontractors, Inc.									
Senior Secured Loan	1,809,875	1,594,303	(178,130)	16,583	3,242,631	(4,006)	255,002	—	—
USI Senior Holdings, Inc.:									
Common Stock	5,994,457	99,635	(3,762,412)	1,153,460	3,485,140	(344)	—	—	—
Preferred Stock	—	3,725,108	—	1,209,025	4,934,133	—	—	—	—
Totals	$71,035,799	$22,931,889	$(35,798,210)	$ 9,580,694	$67,750,172	$2,223,371	$4,965,190	$735,708	$2,500,000

* Gross additions include increases in the cost basis of investments resulting from new portfolio investments, payment-in-kind ("PIK") interest or dividends, the amortization of unearned income, the exchange of one or more existing securities for one or more new securities and the movement of an existing portfolio company into this category from a different category.

** Gross reductions include decreases in the cost basis of investments resulting from principal collections related to investment repayments or sales, the exchange of one or more existing securities for one or more new securities and the movement of an existing portfolio company out of this category into a different category.

† Investment no longer held at December 31, 2012.

†† Investment moved into non-controlled, affiliated category during the period.

The aggregate fair value of non-controlled, affiliated investments at December 31, 2012 represents 9.9% of the Company's net assets.

(j) The Company is sole stockholder of BKC CSP Blocker, Inc., a consolidated subsidiary and thus a controlled investment.

(k) The Company is the sole stockholder of BKC ARS Blocker, Inc., a consolidated subsidiary, which is the beneficiary of less than 5% of the voting securities of American Residential Services L.L.C. and thus a non-controlled, non-affiliated investment.

(l) The Company is the sole stockholder of BKC ASW Blocker, Inc., a consolidated subsidiary, which is the beneficiary of more than 25% of the voting securities of American SportWorks LLC and thus a controlled investment.

(m) The Company is the sole stockholder of BKC DVSH Blocker, Inc., a consolidated subsidiary, which is the beneficiary of less than 5% of the voting securities of DynaVox Systems LLC and thus a non-controlled, non-affiliated investment.

(n) The Company is the sole stockholder of BKC MTCH Blocker, Inc., a consolidated subsidiary, which is the beneficiary of less than 5% of the voting securities of Marquette Transportation Company Holdings, LLC and thus a non-controlled, non-affiliated investment.

(o) The Company is the sole stockholder of BKC-WBS, LLC, a consolidated subsidiary, which is the beneficiary of more than 25% of the voting securities of WBS Group LLC and thus a controlled investment.

Controlled Investments	Fair Value at December 31, 2011	Gross Additions (Cost)*	Gross Reductions (Cost)**	Net Unrealized Gain (Loss)	Fair Value at December 31, 2012	For the Year Ended December 31, 2012 Net Realized Gain (Loss)	Interest Income	Fee Income
American SportWorks LLC								
Senior Secured Loan	$ 3,550,900	$ —	$ (8,000,000)	$ 4,449,100	$ — †	$ (7,391,074)	$ —	$ —
ASW International LLC(l)								
Limited Liability Co. Interest	—	—	(7,428,827)	7,428,827	— †	(7,428,827)	—	—
Bankruptcy Management Solutions, Inc.:								
Senior Secured Loan, First Lien, A	1,948,000	157,842	—	(145,842)	1,960,000	—	168,256	157,843
Senior Secured Loan, First Lien, B	15,512,497	3,402,401	(187,575)	(1,578,557)	17,148,766	—	3,379,989	—
Senior Secured Loan, Second Lien	21,992,702	2,872,037	—	(17,161,327)	7,703,412	—	2,985,806	—
Common Stock	1,772,470	—	—	(1,772,470)	—	—	—	—
Warrants	4,190	—	—	(4,190)	—	—	—	—
BKC CSP Blocker, Inc.(j)								
Common Stock	—	—	—	—	— †	—	—	—
ECI Holdco, Inc.								
Common Stock	42,444,480	178,861	—	5,357,791	47,981,132	—	—	—
WBS Group LLC:								
Senior Secured Loan, First Lien	—	27,284,255	—	—	27,284,255	—	870,035	—
Senior Secured Loan, Second Lien	—	25,461,454	—	(462,454)	24,999,000	—	1,766,157	35,849
WBS Group LLC								
Limited Liability Co. Interest	—	7,492,304	—	(1,435,521)	6,056,783	—	—	—
Westward Dough Operating Company, LLC								
Senior Secured Loan	—	6,790,896	(200,000)	—	6,590,896	—	397,411	—
Westward Dough Holdings, LLC								
Limited Liability Co. Interest	—	9,260,324	—	(5,648,324)	3,612,000	—	—	—
Totals	$87,225,239	$82,900,374	$(15,816,402)	$(10,972,967)	$143,336,244	$(14,819,901)	$9,567,654	$193,692

* Gross additions include increases in the cost basis of investments resulting from new portfolio investments, PIK interest or dividends, the amortization of unearned income, the exchange of one or more existing securities for one or more new securities and the movement of an existing portfolio company into this category from a different category.

** Gross reductions include decreases in the cost basis of investments resulting from principal collections related to investment repayments or sales, the exchange of one or more existing securities for one or more new securities and the movement of an existing portfolio company out of this category into a different category.

*** For the year ended December 31, 2012.

† Investment no longer held at December 31, 2012.

The aggregate fair value of controlled investments at December 31, 2012 represents 20.9% of the Company's net assets.

(p) BDCs are required to invest at least 70% of their total assets primarily in securities of private or thinly traded U.S. public companies, cash, cash equivalents, U.S. Government securities and other high quality debt investments that mature in one year or less. The securities referenced represent either fully or partially non-qualified assets for purposes of this requirement.

(q) Interest may be paid in cash or PIK which is generally at the option of the borrower. PIK earned is included in the cost basis of the security. PIK represented approximately 4.5% of interest income earned for the year ended December 31, 2012. In accordance with the Company's policy, PIK may be recorded on an effective yield basis.

(r) Security bears interest at a floating rate that may or may not include an interest rate floor.

(s) Non-income producing equity securities at December 31, 2012.

BlackRock Kelso Capital Corporation

Notes to Consolidated Financial Statements (Unaudited)

1. Organization

BlackRock Kelso Capital Corporation and subsidiaries (the "Company") was organized as a Delaware corporation on April 13, 2005 and was initially funded on July 25, 2005. The Company has elected to be regulated as a business development company and as an investment advisor ("BDC") under the Investment Company Act of 1940 (the "1940 Act"). In addition, for tax purposes the Company has qualified and has elected to be treated as a regulated investment company ("RIC") under the Internal Revenue Code of 1986 (the "Code"). The Company's investment objective is to generate both current income and capital appreciation through debt and equity investments. The Company invests primarily in middle-market companies in the form of senior and junior secured and unsecured debt securities and loans, each of which may include an equity component, and by making direct preferred, common and other equity investments in such companies.

The accompanying consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Certain financial information that is normally included in annual financial statements, including certain financial statement footnotes, prepared in accordance with GAAP, is not required for interim reporting purposes and has been condensed or omitted herein. These consolidated financial statements should be read in conjunction with the Company's consolidated financial statements and notes related thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, which was filed with the Securities and Exchange Commission ("SEC") on March 7, 2013.

2. Significant accounting policies

Basis of Presentation

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated financial statements and the reported amounts of income and expenses during the reported period. Changes in the economic environment, financial markets and any other parameters used in determining these estimates could cause actual results to differ and such differences could be material. In the opinion of management, all adjustments, consisting solely of normal recurring accruals considered necessary for the fair presentation of financial statements for the interim period, have been included.

The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries, which were established to hold certain investments of the Company. The Company owns 100% of each subsidiary and, as such, the subsidiaries are consolidated into the Company's consolidated financial statements. The subsidiaries hold investments which are treated as pass through entities for tax purposes. By investing through these 100% owned subsidiaries, the Company is able to benefit from corporate tax treatment for these entities and thereby create a tax structure that is more advantageous with respect to the RIC status of the Company. Transactions between subsidiaries, to the extent they occur, are eliminated in consolidation.

Expenses are recorded on an accrual basis.

Investments

Security transactions are accounted for on the trade date unless there are substantial conditions to the purchase. Realized gains or losses are measured by the difference between the net proceeds from the repayment or sale and the amortized cost basis of the investment. Unrealized gains or losses primarily reflect the change in investment values, including the reversal of previously recorded unrealized gains or losses when gains or losses are realized. Realized gains or losses on the disposition of investments are calculated using the specific identification method.

Investments for which market quotations are readily available are valued at such market quotations unless they are deemed not to represent fair value. The Company obtains market quotations, when available, from an independent pricing service or one or more broker-dealers or market makers and utilizes the average of the range of bid and ask quotations. Debt and equity securities for which market quotations are not readily available or for which market quotations are deemed not to represent fair value are valued at fair value as determined in good faith by or under the direction of the Company's Board of Directors.

Because the Company expects that there will not be a readily available market for substantially all of the investments in its portfolio, the Company expects to value substantially all of its portfolio investments at fair value as determined in good faith by or under the direction of the Board of Directors using a consistently applied valuation process in accordance with a documented valuation policy that has been reviewed and approved by the Board of Directors. Due to the inherent uncertainty and subjectivity of determining the fair value of investments that do not have a readily available market value, the fair value of the Company's investments may differ significantly from the values that would have been used had a readily available market value existed for such investments and may differ materially from the values that the Company may ultimately realize.

In addition, changes in the market environment and other events may have differing impacts on the market quotations used to value some of the Company's investments than on the fair values of the Company's investments for which market quotations are not readily available. Market quotations may be deemed not to represent fair value in certain circumstances where BlackRock Kelso Capital Advisors LLC, the Company's investment advisor (the "Advisor"), believes that facts and circumstances applicable to an issuer, a seller or purchaser or the market for a particular security cause current market quotations to not reflect the fair value of the security. Examples of these events could include cases where a security trades infrequently causing a quoted purchase or sale price to become stale, where there is a "forced" sale by a distressed seller, where market quotations vary substantially among market makers, or where there is a wide bid-ask spread or significant increase in the bid-ask spread.

With respect to the Company's investments for which market quotations are not readily available or for which market quotations are deemed not to represent fair value, the Board of Directors has approved a multi-step valuation process applied each quarter, as described below:

(i) The quarterly valuation process begins with each portfolio company or investment being initially evaluated and rated by the investment professionals of the Advisor responsible for the portfolio investment;

(ii) The investment professionals provide recent portfolio company financial statements and other reporting materials to independent valuation firms engaged by the Board of Directors, such firms conduct independent appraisals each quarter and their preliminary valuation conclusions are documented and discussed with senior management of the Advisor;

(iii) The audit committee of the Board of Directors reviews the preliminary valuations prepared by the independent valuation firms; and

(iv) The Board of Directors discusses valuations and determines the fair value of each investment in the portfolio in good faith based on the input of the Advisor, the respective independent valuation firms and the audit committee.

Those investments for which market quotations are not readily available or for which market quotations are deemed not to represent fair value are valued utilizing a market approach, an income approach, or both approaches, as appropriate. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities (including a business). The income approach uses valuation techniques to convert future amounts (for example, cash flows or earnings) to a single present amount (discounted). The measurement is based on the value indicated by current market expectations about those future amounts. In following these approaches, the types of factors that the Company may take into account in determining the fair value of its investments include, as relevant and among other factors: available current market data, including relevant and applicable market trading and transaction comparables, applicable market yields and multiples, security covenants, call protection provisions, information rights, the nature and realizable value of any collateral, the portfolio company's ability to make payments, (e.g., non-performance risk), its earnings and discounted cash flows, the markets in which the portfolio company does business, comparisons of financial ratios of peer companies that are public, M&A comparables, the Company's principal market (as the reporting entity) and enterprise values.

Until the end of the second calendar quarter following its acquisition, each unquoted investment in a new portfolio company generally is held at amortized cost, which the Advisor believes approximates fair value under the circumstances. As of that date, an independent valuation firm conducts an initial independent appraisal of the investment.

Accounting Standards Codification ("ASC") 820-10, *Fair Value Measurements and Disclosures* ("ASC 820-10"), issued by the Financial Accounting Standards Board ("FASB"), defines fair value, establishes a framework for measuring fair value and requires disclosures about fair value measurements. See note 10 for further details.

Cash and Cash Equivalents

Cash equivalents include short-term liquid overnight investments.

Revenue recognition

Interest income is recorded on an accrual basis and includes amortization of premiums and accretion of discounts. Discounts and premiums to par value on securities purchased are accreted/amortized into interest income over the life of the respective security. Premiums and discounts are determined based on the cash flows expected to be received for a particular investment upon maturity.

Dividend income is recorded on the ex-dividend date and is adjusted to the extent that the Company expects to collect such amounts. For loans and securities with payment-in-kind ("PIK") income, which represents contractual interest or dividends accrued and added to the principal balance and generally due at maturity, such income is accrued only to the extent that the Advisor believes that the PIK income is likely to be collected. To maintain the Company's status as a RIC, this non-cash source of income must be paid out to stockholders in the form of dividends, even though the Company has not yet collected the cash.

Fee income, such as structuring fees, origination, closing, commitment and other upfront fees are generally non-recurring and are recognized as revenue when earned. In instances where the Company does not perform significant services in connection with the related investment, fees paid to the Company may be deferred and amortized over the estimated life of the investment. Upon the prepayment of a loan or debt security, any prepayment penalties and unamortized loan origination, structuring, closing, commitment and other upfront fees are recorded as income.

U.S. Federal income taxes

The Company has elected to be treated as a RIC under Subchapter M of the Code and operates in a manner so as to qualify for the tax treatment applicable to RICs.

In order to qualify for favorable tax treatment as a RIC, the Company is required to distribute annually to its stockholders at least 90% of its investment company taxable income, as defined by the Code. To avoid federal excise taxes, the Company must distribute annually at least 98% of its ordinary income and 98.2% of net capital gains from the current year and any undistributed ordinary income and net capital gains from the preceding years. The Company, at its discretion, may carry forward taxable income in excess of calendar year distributions and pay a 4% excise tax on this income. If the Company chooses to do so, all other things being equal, this would increase expenses and reduce the amount available to be distributed to stockholders. The Company will accrue excise tax on estimated undistributed taxable income as required.

Dividends from net investment income and distributions from net realized capital gains are determined in accordance with U.S. federal income tax regulations, which may differ from those amounts determined in accordance with GAAP. These book/tax differences are either temporary or permanent in nature. To the extent these differences are permanent, they are charged or credited to paid-in-capital or accumulated net realized gain (loss), as appropriate, in the period that the differences arise. Temporary and permanent differences are primarily attributable to differences in the tax treatment of certain loans and the tax characterization of income and non-deductible expenses. These differences are generally determined in conjunction with the preparation of the Company's annual RIC tax return.

Book and tax basis differences relating to stockholder dividends and distributions and other permanent book and tax differences are reclassified among the Company's capital accounts. In addition, the character of income and gains to be distributed is determined in accordance with income tax regulations that may differ from GAAP.

The Company may pay distributions in excess of its taxable net investment income. This information would be disclosed in the Company's annual Form 10-K as part of the required RIC tax disclosures. This excess would be a tax-free return of capital in the period and reduce the shareholder's tax basis in its shares. The cumulative amounts disclosed on the Consolidated Statements of Assets and Liabilities as distributions in excess of taxable net investment income are $37,031,405 and $22,291,022 at September 30, 2013 and December 31, 2012, respectively.

Dividends to Common Stockholders

Dividends and distributions to common stockholders are recorded on the ex-dividend date. The amount to be paid out as a dividend is determined by the Board of Directors. Net realized capital gains, if any, generally are distributed at least annually, although the Company may decide to retain such capital gains for investment.

The Company has adopted a dividend reinvestment plan that provides for reinvestment of distributions on behalf of stockholders, unless a stockholder elects to receive cash. As a result, if the Board of Directors authorizes, and the Company declares, a cash dividend, then stockholders who have not "opted out" of the dividend reinvestment plan will have their cash dividends automatically reinvested in additional shares of Common Stock, rather than receiving the cash dividends.

Foreign Currency

Foreign currency amounts are translated into United States dollars on the following basis:

(i) market value of investment securities, other assets and liabilities—at the spot exchange rate on the last business day of the period; and

(ii) purchases and sales of investment securities, income and expenses—at the rates of exchange prevailing on the respective dates of such transactions, income or expenses.

Although net assets and fair values are presented based on the applicable foreign exchange rates described above, the Company does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in fair values of investments held. Such fluctuations are included with the net realized and unrealized gain or loss from investments.

Investments denominated in foreign currencies and foreign currency transactions may involve certain considerations and risks not typically associated with those of domestic origin, including unanticipated movements in the value of the foreign currency relative to the U.S. dollar.

Debt Issuance Costs

Debt issuance costs are amortized over the term of the related debt using the straight line method.

Equity Offering Expenses

The Company records registration expenses related to its shelf registration statement and related SEC filings as prepaid assets. These expenses are charged as a reduction of capital upon utilization, in accordance with ASC 946, *Financial Services—Investment Companies*.

Non-Accrual Loans

Loans or debt securities are placed on non-accrual status, as a general matter, when principal or interest payments are past due 30 days or more or when there is reasonable doubt that principal or interest will be collected. Accrued interest generally is reversed when a loan or debt security is placed on non-accrual status. Interest payments received on non-accrual loans or debt securities may be recognized as income or applied to principal depending upon management's judgment. Non-accrual loans and debt securities are restored to accrual status when past due principal and interest is paid and, in management's judgment, are likely to remain current. The Company may make exceptions to this treatment if the loan has sufficient collateral value and is in the process of collection.

Recently Issued Accounting Pronouncements

In December 2011, the FASB issued Accounting Standards Update ("ASU") 2011-11, *Disclosures about Offsetting Assets and Liabilities* ("ASU 2011-11"). These disclosure requirements are intended to help investors and other financial statement users to better assess the effect or potential effect of offsetting arrangements on an entity's financial position. They also improve transparency in the reporting of how companies mitigate credit risk, including disclosure of related collateral pledged or received. In addition, ASU 2011-11 facilitates comparison between those entities that prepare their financial statements on the basis of U.S. GAAP and those entities that prepare their financial statements on the basis of International Financial Reporting Standards ("IFRS"). ASU 2011-11 requires entities to disclose both gross and net information about both instruments and transactions eligible for offset in the financial position; and to disclose instruments and transactions subject to a master netting or similar agreement. ASU 2011-11 was effective for fiscal years beginning on or after January 1, 2013, and interim periods within those annual periods. The adoption of ASU 2011-11 did not have a material impact on the Company's disclosures, which has been reflected in the notes to these consolidated financial statements.

In January 2013, the FASB issued ASU 2013-01, *Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities* ("ASU 2013-01"). This update clarifies that the scope of ASU 2011-11 applies to derivatives accounted for in accordance with Topic 815. This update was effective for the Company for the year ending December 31, 2013, and did not have a material effect on the Company's consolidated financial statements.

3. Agreements and related party transactions

Base Management Fee

The Company has entered into an Investment Management Agreement (the "Management Agreement") with the Advisor, under which the Advisor, subject to the overall supervision of the Company's Board of Directors, manages the day-to-day operations of, and provides investment advisory services to, the Company. For providing these services, the Advisor receives a base management fee (the "Management Fee") from the Company quarterly in arrears at an annual rate of 2.0% of the Company's total assets, including any assets acquired with the proceeds of leverage.

For the three and nine months ended September 30, 2013, the Advisor earned $5,286,986 and $15,826,168, respectively, in Management Fees under the Management Agreement. For the three and nine months ended September 30, 2012, the Advisor earned $5,964,904 and $16,877,541, respectively, in Management Fees under the Management Agreement.

Incentive Management Fee

The Management Agreement provides that the Advisor or its affiliates may be entitled to an incentive management fee (the "Incentive Fee") under certain circumstances. The determination of the Incentive Fee, as described in more detail below, will result in the Advisor or its affiliates receiving no Incentive Fee payments if returns to Company stockholders do not meet an 8.0% annualized rate of return during the applicable fee measurement period and will result in the Advisor or its affiliates receiving less than the full amount of the Incentive Fee percentage until returns to stockholders exceed an approximate 13.3% annualized rate of return during such period. Annualized rate of return in this context is computed by reference to the Company's net asset value and does not take into account changes in the market price of the Company's common stock.

The Advisor will be entitled to receive the Incentive Fee if the Company's performance exceeds a "hurdle rate" during different measurement periods: trailing four quarters' periods (which applies only to the portion of the Incentive Fee based on income) and annual periods (which applies only to the portion of the Incentive Fee based on capital gains). The "trailing four quarters' periods" for purposes of determining the income portion of the Incentive Fee payable for the three months ended September 30, 2013 and 2012 was determined by reference to the four quarter periods ended on September 30, 2013 and 2012, respectively. The term "annual period" means the period beginning on July 1 of each calendar year and ending on June 30 of the next calendar year.

The hurdle rate for each measurement period is 2.0% multiplied by the Company's net asset values at the beginning of each calendar quarter during the measurement period, calculated after giving effect to any distributions that occurred during the measurement period. A portion of the Incentive Fee is based on the Company's income and a portion is based on capital gains. Each portion of the Incentive Fee is described below.

Quarterly Incentive Fee Based on Income. For each trailing four quarters' period, the Company pays the Advisor an Incentive Fee based on the amount by which (A) aggregate distributions and amounts distributable out of taxable net income (excluding any capital gain and loss) during the period less the amount, if any, by which net unrealized capital depreciation exceeds net realized capital gains during the period exceeds (B) the hurdle rate for the period. The amount of the excess of (A) over (B) described in this paragraph for each period is referred to as the excess income amount.

The portion of the Incentive Fee based on income for each period will equal 50% of the period's excess income amount, until the cumulative Incentive Fee payments for the period equal 20% of the period's income amount distributed or distributable to stockholders as described in clause (A) of the preceding paragraph. Thereafter, the portion of the Incentive Fee based on income for the period will equal 20% of the period's remaining excess income amount.

For the three and nine months ended September 30, 2013 the Advisor earned zero and $1,917,968 respectively. For the three and nine months ended September 30, 2012, the Advisor earned zero and $2,213,859, respectively, in Incentive Fees based on Income from the Company.

Annual Incentive Fee Based on Capital Gains. The portion of the Incentive Fee based on capital gains is calculated and paid on an annual basis beginning on July 1, 2007, the first day of the calendar quarter in which the Public Market Event occurred and each annual period thereafter, ending on June 30 of the next calendar year. For each annual period, the Company pays the Advisor an Incentive Fee based on the amount by which (A) net realized capital gains, if any, to the extent they exceed gross unrealized capital depreciation, if any, occurring during the period exceeds (B) the amount, if any, by which the period's hurdle rate exceeds the amount of income used in the determination of the Incentive Fee based on income for the period. The amount of the excess of (A) over (B) described in this paragraph is referred to as the excess gain amount.

The portion of the Incentive Fee based on capital gains for each period will equal 50% of the period's excess gain amount, until such payments equal 20% of the period's capital gain amount distributed or distributable to stockholders. Thereafter, the portion of the Incentive Fee based on capital gains for the period equals an amount such that the portion of the Incentive Fee payments to the Advisor based on capital gains for the period equals 20% of the period's remaining excess gain amount. The result of this formula is that, if the portion of the Incentive Fee based on income for the period exceeds the period's hurdle, then the portion of the Incentive Fee based on capital gains will be capped at 20% of the capital gain amount.

In calculating whether the portion of the Incentive Fee based on capital gains is payable with respect to any period, the Company accounts for its assets on a security-by-security basis. In addition, the Company uses the "period-to-period" method pursuant to which the portion of the Incentive Fee based on capital gains for any period is based on realized capital gains for the period reduced by realized capital losses and gross unrealized capital depreciation for the period. Based on current interpretations of Section 205(b)(3) of the Investment Advisers Act of 1940 by the SEC and its staff, the calculation of unrealized depreciation for each portfolio security over a period is based on the fair value of the security at the end of the period compared to the fair value at the beginning of the period. Incentive Fees earned in any of the periods described above are not subject to modification or repayment based upon performance in a subsequent period.

The Company is required under GAAP to accrue a hypothetical capital gains Incentive Fee based upon net realized capital gains and unrealized capital appreciation and depreciation on investments held at the end of each period. The accrual of this hypothetical capital gains incentive fee assumes all unrealized capital appreciation and depreciation is realized in order to reflect a hypothetical capital gains incentive fee that would be payable at each measurement date. If such amount is positive at the end of the period, then we record a capital gains incentive fee equal to 20% of such amount, less the amount of capital gains related incentive fees already accrued in prior periods. If the resulting amount is negative, the accrual for GAAP in a given period may result in an additional expense. There can be no assurance that such unrealized capital appreciation will be realized in the future. However, it should be noted that a fee so calculated and accrued would not be payable under the Investment Advisers Act of 1940 or the Management Agreement. Amounts actually paid will be consistent with the Advisers Act which specifically excludes consideration of unrealized capital appreciation.

The capital gains fee due to the Advisor as calculated under the Management Agreement as described above, for the three and nine months ended September 30, 2013 and 2012 were zero. In accordance with GAAP the hypothetical incentive fee for the three and nine months ended September 30, 2013, resulted in a capital gains incentive fee of $9,358,529 and $14,774,276, respectively, and for the three and nine months ended September 30, 2012, resulted in a capital gains incentive fee of $2,963,803. The total cumulative accrued balance at September 30, 2013 and 2012 was $20,269,011 and $2,963,803, respectively.

Advisor Reimbursements

The Management Agreement provides that the Company will reimburse the Advisor for costs and expenses incurred by the Advisor for office space rental, office equipment and utilities allocable to the Advisor under the Management Agreement, as well as any costs and expenses incurred by the Advisor relating to any non-investment advisory, administrative or operating services provided by the Advisor to the Company. For the three and nine months ended September 30, 2013, the Company incurred $479,871 and $1,520,714, respectively, and for the three and nine months ended September 30, 2012, the Company incurred $511,774 and $1,364,420, respectively, for such investment advisor expenses under the Management Agreement.

From time to time, the Advisor may pay amounts owed by the Company to third party providers of goods or services. The Company will subsequently reimburse the Advisor for such amounts paid on its behalf. Reimbursements to the Advisor for such purposes during the three and nine months ended September 30, 2013 were $749,072 and $2,391,977 respectively, and during the three and nine months ended September 30, 2012 were $832,640 and $2,295,143, respectively.

No person who is an officer, director or employee of the Advisor and who serves as a director of the Company receives any compensation from the Company for such services. Directors who are not affiliated with the Advisor receive compensation for their services and reimbursement of expenses incurred to attend meetings.

Administration

The Company also has entered into an administration agreement with BlackRock Financial Management, Inc. (the "Administrator") under which the Administrator provides certain administrative services to the Company. For providing these services, facilities and personnel, the Company reimburses the Administrator for the Company's allocable portion of overhead and other expenses incurred by the Administrator in performing its obligations under the administration agreement, including rent and the Company's allocable portion of the cost of certain of the Company's officers and their respective staff. For the three and nine months ended September 30, 2013, the Company incurred $123,801 and $456,516, respectively, for administrative services expenses payable to the Administrator under the administration agreement. For the three and nine months ended September 30, 2012, the Company incurred $112,976 and $261,160, respectively, in such expenses.

Advisor Stock Transactions

In 2007, the Company's Board of Directors authorized the purchase by the Advisor from time to time in the open market of an indeterminate number of shares of the Company's common stock, in the Advisor's discretion, subject to compliance with the Company's and the Advisor's applicable policies and requirements of law. There were no such purchases during the three and nine months ended September 30, 2013 and 2012.

In March 2011, the Company's Board of Directors authorized the purchase in a private placement of up to 1,000,000 shares of the Company's common stock, in the Advisor's discretion, subject to compliance with the Company's and the Advisor's applicable policies and requirements of law. There were no private placement purchases during the three and nine months ended September 30, 2013 and 2012.

At September 30, 2013 and December 31, 2012, the Advisor owned and had the right to vote approximately 49,000 and 94,000 shares, respectively, of the Company's common stock, representing less than 1.0% of the total shares outstanding. On such dates, under compensation arrangements for its officers and employees the Advisor owned of record but did not have the right to vote an additional 125,000 and 261,000 shares, respectively, of the Company's common stock. At September 30, 2013 and December 31, 2012, other entities affiliated with the Administrator beneficially owned approximately 5,015,000 and 6,019,000 shares, respectively, of the Company's common stock, representing approximately 6.8% and 8.2% of the total shares outstanding. An entity affiliated with the Administrator has ownership and financial interests in the Advisor.

4. Earnings per share

The following information sets forth the computation of basic and diluted net increase in net assets from operations per share (earnings per share) for the three and nine months ended September 30, 2013 and 2012.

	Three Months Ended		Nine Months Ended	
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
Earnings per share – basic:				
Net increase in net assets resulting from operations	$19,843,743	$14,329,107	$61,664,279	$55,609,491
Weighted average shares outstanding – basic	74,239,932	73,692,104	74,099,028	73,555,011
Earnings per share – basic:	$ 0.27	$ 0.19	$ 0.83	$ 0.76
Earnings per share – diluted:				
Net increase in net assets resulting from operations, before adjustments	$19,843,743	$14,329,107	$61,664,279	$55,609,491
Adjustments for interest on unsecured convertible senior notes	1,643,305	—	4,006,281	—
Net increase in net assets resulting from operations, as adjusted	$21,487,048	$14,329,107	$65,670,560	$55,609,491
Weighted average shares outstanding – diluted	84,136,659	73,692,104	82,183,168	73,555,011
Earnings per share – diluted:	$ 0.26	$ 0.19	$ 0.80	$ 0.76

Diluted net increase in net assets per share from operations equals basic net increase in net assets per share from operations for the three and nine months ended September 30, 2012, because there were no common stock equivalents or convertible notes outstanding during those periods.

5. Investments

Purchases of investments, including PIK, for the three months ended September 30, 2013 and 2012 totaled $133,132,350 and $16,788,620, respectively, and for the nine months ended September 30, 2013 and 2012 totaled $364,973,873 and $238,476,949, respectively. Sales/repayments of investments for the three months ended September 30, 2013 and 2012 totaled $15,953,022 and $82,255,990, respectively, and for the nine months ended September 30, 2013 and 2012 totaled $319,283,096 and $203,491,979, respectively.

At September 30, 2013, investments consisted of the following:

	Cost	Fair Value
Senior secured notes	$ 221,411,001	$ 218,430,750
Unsecured debt	70,266,668	69,826,092
Subordinated debt	53,395,314	53,395,314
Senior secured loans:		
First lien	176,342,155	174,069,220
Second/other priority lien	375,091,174	374,190,569
Total senior secured loans	551,433,329	548,259,789
Preferred stock	38,573,586	38,104,252
Common stock	62,730,781	125,553,896
Limited partnership/limited liability company interests	35,303,858	60,750,705
Equity warrants/options	6,117,113	24,767,431
Total investments	$1,039,231,650	$1,139,088,229

At December 31, 2012, investments consisted of the following:

	Cost	Fair Value
Senior secured notes	$ 196,604,877	$ 193,934,286
Unsecured debt	69,639,165	69,725,040
Subordinated debt	97,976,290	97,910,598
Senior secured loans:		
First lien	185,245,486	185,983,030
Second/other priority lien	397,254,097	370,473,889
Total senior secured loans	582,499,583	556,456,919
Preferred stock	4,465,421	5,848,306
Common stock	47,075,765	72,341,231
Limited partnership/limited liability company interests	35,205,426	49,037,167
Equity warrants/options	3,882,766	16,343,994
Total investments	$1,037,349,293	$1,061,597,541

Industry Composition

The industry composition of the portfolio at fair value at September 30, 2013 and December 31, 2012 was as follows:

Industry	September 30, 2013	December 31, 2012
Personal and Other Services	14.5%	10.7%
Printing, Publishing and Media	11.9	9.1
Healthcare	10.8	13.5
Consumer Products	10.2	8.8
Manufacturing	9.7	10.0
Chemicals	8.3	4.9
Business Services	7.8	10.6
Energy	5.5	0.0
Electronics	5.2	4.5
Financial Services	5.1	8.1
Beverage, Food and Tobacco	3.7	3.8
Retail	3.0	2.3
Building and Real Estate	2.4	6.0
Distribution	1.7	4.3
Transportation	0.2	0.6
Containers and Packaging	0.0	2.7
Telecommunications	0.0	0.1
Total	100.0%	100.0%

The geographic composition of the portfolio at fair value at September 30, 2013 was United States 93.3%, Canada 6.3% and the Cayman Islands 0.4%, and at December 31, 2012 was United States 94.7% and Canada 5.3%. The geographic composition is determined by the location of the corporate headquarters of the portfolio company.

Market and Credit Risk

In the normal course of business, the Company invests in securities and enters into transactions where risks exist due to fluctuations in the market (market risk) or failure of the issuer of a security to meet all its obligations (issuer credit risk). The value of securities held by the Company may decline in response to certain events, including those directly involving the issuers whose securities are owned by the Company; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency and interest rate and price fluctuations. Similar to issuer credit risk, the Company may be exposed to counterparty credit risk, or the risk that an entity with which the Company has unsettled or open transactions may fail to or be unable to perform on its commitments. The Company manages counterparty risk by entering into transactions only with counterparties that they believe have the financial resources to honor their obligations and by monitoring the financial stability of those counterparties. Financial assets, which potentially expose the Company to market, issuer and counterparty credit risks, consist principally of investments in portfolio companies. The extent of the Company's exposure to market, issuer and counterparty credit risks with respect to these financial assets is generally approximated by their value recorded in the consolidated statements of assets and liabilities. The Company is also exposed to credit risk related to maintaining all of its cash at a major financial institution.

The Company has investments in lower rated and comparable quality unrated senior and junior secured, unsecured and subordinated debt securities and loans, which are subject to a greater degree of credit risk than more highly rated investments. The risk of loss due to default by the issuer is significantly greater for holders of such securities and loans, in cases where the investment is unsecured or subordinated to other creditors of the issuer.

6. Derivatives

Foreign Currency

The Company may enter into forward foreign currency contracts from time to time to facilitate settlement of purchases and sales of investments denominated in foreign currencies or to help mitigate the impact that an adverse change in foreign exchange rates would have on the value of the Company's investments denominated in foreign currencies. A forward foreign currency contract is a commitment to purchase or sell a foreign currency at a future date (usually the security transaction settlement date) at a negotiated forward rate. These contracts are marked-to-market by recognizing the difference between the contract exchange rate and the current market rate as unrealized appreciation or depreciation. Realized gains or losses are recognized when contracts are settled. The Company's forward foreign currency contracts generally have terms of approximately three months. The volume of open contracts at the end of each reporting period is reflective of the typical volume of transactions during each calendar quarter. Risks may arise as a result of the potential inability of the counterparties to meet the terms of their contracts. The Company attempts to limit this risk by dealing with only creditworthy counterparties. There were no open forward foreign currency contracts at September 30, 2013.

At December 31, 2012, details of open forward foreign currency contracts were as follows:

Foreign Currency	Settlement Date	Amount and Transaction	US$ Value at Settlement Date	US$ Value at December 31, 2012	Unrealized Appreciation (Depreciation)
Canadian dollar	January 16, 2013	21,880,000 Sold	$ 22,373,103	$ 22,002,621	$ 370,482
Canadian dollar	January 16, 2013	324,397 Purchased	(324,962)	(326,215)	1,253
Canadian dollar	January 16, 2013	334,652 Purchased	(338,845)	(336,527)	(2,318)
Total			$ 21,709,296	$ 21,339,879	$ 369,417

All realized and unrealized gains and losses on forward foreign currency contracts are included in earnings (changes in net assets) and are reported as separate line items within the Company's consolidated statements of operations. Unrealized gains and losses on forward foreign currency contracts are also reported as separate line items within the Company's consolidated statements of assets and liabilities.

Warrants

The Company holds warrants and options in certain portfolio companies in an effort to achieve additional investment return. In holding such warrants and options, the Company bears the risk of an unfavorable change in the value of the underlying equity interest. The aggregate fair value of warrants and options at September 30, 2013 and December 31, 2012 represented 3.6% and 2.4%, respectively, of the Company's net assets.

The Company may enter into other derivative instruments and incur other exposures with other counterparties in the future. The derivative instruments held at December 31, 2012 reflected the volume of derivative activity throughout the periods presented.

7. Debt

In accordance with the Investment Company Act, with certain limited exceptions, the Company is only allowed to borrow amounts such that its asset coverage, calculated pursuant to the Investment Company Act, is at least 200% after such borrowing. As of September 30, 2013, the Company's asset coverage was 267%.

On June 7, 2013, the Company entered into a Senior Secured Term Loan Credit Agreement ("Term Loan") which has a principal amount of $10,000,000. The Term Loan has a stated maturity date of May 31, 2018. The interest rate applicable to borrowings thereunder is generally LIBOR plus an applicable margin of 3.75%.

On March 13, 2013, the Company entered into an Amended and Restated Senior Secured Revolving Credit Facility ("Credit Facility") which has an initial aggregate principal amount of up to $350,000,000 and canceled the prior credit facility and the related term loan that were outstanding at December 31, 2012. The Credit Facility has a stated maturity date of March 13, 2017. The interest rate applicable to borrowings thereunder is generally LIBOR plus an applicable margin of 2.50%. The Credit Facility's commitment may increase in size, under certain circumstances, up to a total of $750,000,000.

At September 30, 2013, the Company had $114,000,000 drawn on the Credit Facility versus $171,850,000 at December 31, 2012. Subject to compliance with applicable covenants and borrowing base limitations, the remaining amount available under the Credit Facility was $236,000,000 at September 30, 2013.

On February 19, 2013, the Company closed a private offering of $100,000,000 in aggregate principal amount of 5.50% unsecured convertible senior notes due 2018 (the "Convertible Notes"). The initial purchasers of the Convertible Notes fully exercised their overallotment option and purchased an additional $15,000,000 in aggregate principal amount of the Convertible Notes. The closing of the overallotment option took place on March 4, 2013. With the exercise of the overallotment option, a total of $115,000,000 in aggregate principal amount of the Convertible Notes has been sold. Net proceeds to the Company from the offering, including the exercise of the overallotment option, were approximately $111,300,000. The Convertible Notes were only offered to qualified institutional buyers as defined in the Securities Act of 1933, as amended (the "Securities Act") pursuant to Rule 144A under the Securities Act.

The Convertible Notes are unsecured and bear interest at a rate of 5.50% per year, payable semi-annually in arrears. In certain circumstances and during certain periods, the Convertible Notes are convertible into cash, shares of the Company's common stock or a combination of cash and shares of the Company's common stock, at the Company's election, at an initial conversion rate of 86.0585 shares of common stock per $1,000 principal amount of the Convertible Notes, which is equivalent to an initial conversion price of approximately $11.62 per share of the Company's common stock, subject to defined anti-dilution adjustments. The Company does not have the right to redeem the Convertible Notes prior to maturity. The Convertible Notes mature on February 15, 2018, unless repurchased or converted in accordance with their terms prior to such date.

On January 18, 2011, the Company closed a private placement issuance of $158,000,000 in aggregate principal amount of five-year, senior secured notes with a fixed interest rate of 6.50% and a maturity date of January 18, 2016 and $17,000,000 million in aggregate principal amount of seven-year, senior secured notes with a fixed interest rate of 6.60% and a maturity date of January 18, 2018 (collectively, the "Senior Secured Notes"). The Senior Secured Notes were sold to certain institutional accredited investors pursuant to an exemption from registration under the Securities Act of 1933, as amended. Interest on the Senior Secured Notes is due semi-annually on January 18 and July 18, commencing on July 18, 2011.

The Company's outstanding debt as of September 30, 2013 and December 31, 2012 was as follows:

	As of					
	September 30, 2013			December 31, 2012		
	Total Aggregate Principal Amount Available (1)	Principal Amount Outstanding	Carrying Value	Total Aggregate Principal Amount Available (1)	Principal Amount Outstanding	Carrying Value
Credit Facility	$350,000,000(2)	$114,000,000	$114,000,000	$375,000,000(3)	$171,850,000	$171,850,000
Senior Secured Notes	175,000,000	175,000,000	175,000,000	175,000,000	175,000,000	175,000,000
Convertible Notes	115,000,000	115,000,000	113,919,440(4)	—	—	—
Term Loan	10,000,000	10,000,000	10,000,000	—	—	—
	$650,000,000	$414,000,000	$412,919,440	$550,000,000	$346,850,000	$346,850,000

(1) Subject to borrowing base and leverage restrictions.
(2) Provides for a feature that allows the Company, under certain circumstances, up to a total of $750,000,000.
(3) Provides for a feature that allows the Company, under certain circumstances, up to a total of $900,000,000.
(4) Represents the aggregate principal amount outstanding of the Convertible Notes less the unaccreted discount initially recorded upon issuance of the Convertible Notes. The total unaccreted discount for the 2018 Convertible Notes, was $1,080,560 as of September 30, 2013.

The Company's average outstanding debt balance during the three and nine months ended September 30, 2013 was $374,921,359 and $334,448,747, respectively, and during the three and nine months ended September 30, 2012 was $420,729,348 and $390,714,051, respectively. The maximum amounts borrowed during the three and nine months ended September 30, 2013 were $392,410,652 and $465,260,652, respectively, and during the three and nine months ended September 30, 2012 was $469,900,000 and $469,900,000.

The weighted average annual interest cost for the three and nine months ended September 30, 2013 was 5.47% and 5.68%, respectively, and for the three and nine months ended September 30, 2012 was 4.73% and 4.87%, exclusive of commitment fees and of other prepaid expenses related to establishing the Credit Facility and the Senior Secured Notes. With respect to any unused portion of the commitments under the Credit Facility, the Company incurs an annual commitment fee of 0.375%. Commitment fees incurred for the three and nine months ended September 30, 2013 were $262,553 and $871,040, respectively, and for the three and nine months ended September 30, 2012 were $164,923 and $611,922.

At September 30, 2013, the Company was in compliance with all covenants required under the Credit Facility, Convertible Notes, Senior Secured Notes and Term Loan.

8. Capital stock

In 2008, the Company's Board of Directors approved a share repurchase plan under which the Company may repurchase up to 2.5 percent of its outstanding shares of common stock from time to time in open market or privately negotiated transactions. In 2009, the Board of Directors approved an extension and increase to the plan which authorized the Company to repurchase up to an additional 2.5 percent of its outstanding shares of common stock. In May 2013, the repurchase plan was further extended through the earlier of June 30, 2014 or until the approved number of shares has been repurchased. During the three and nine months ended September 30, 2013 and 2012, the Company purchased zero shares of its common stock on the open market. Since inception of the repurchase plan through September 30, 2013, the Company has purchased 1,425,507 shares of its common stock on the open market for $9,476,676, including brokerage commissions. At September 30, 2013, the total number of remaining shares authorized for repurchase was 1,331,143. The Company currently holds the shares it repurchased in treasury.

9. Guarantees and commitments

In the normal course of business, the Company may enter into guarantees on behalf of portfolio companies. Under these arrangements, the Company would be required to make payments to third parties if the portfolio companies were to default on their related payment obligations. The Company has no such guarantees outstanding at September 30, 2013 and 2012.

In the normal course of business, the Company enters into contractual agreements that provide general indemnifications against losses, costs, claims and liabilities arising from the performance of individual obligations under such agreements. The Company has had no prior claims or payments pursuant to such agreements. The Company's individual maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not yet occurred. However, based on management's experience, the Company expects the risk of loss to be remote.

From time to time, the Company may be a party to certain legal proceedings incidental to the normal course of its business, including the enforcement of the Company's rights under contracts with its portfolio companies. While the Company cannot predict the outcome of these legal proceedings with certainty, it does not expect that these proceedings will have a material effect on its consolidated financial statements.

10. Fair value of financial instruments

Fair Value Measurements and Disclosure

ASC 820-10, *Fair Value Measurement and Disclosures*, defines fair value, establishes a framework for measuring fair value and requires disclosures about fair value measurements. ASC 820-10 defines fair value as the price that the Company would receive upon selling an investment or pay to transfer a liability in an orderly transaction to a market participant in the principal or most advantageous market for the investment. ASC 820-10 emphasizes that valuation techniques maximize the use of observable market inputs and minimize the use of unobservable inputs. Inputs refer broadly to the assumptions that market participants would use in pricing an asset or liability, including assumptions about risk. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing an asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the assumptions market participants would use in pricing an asset or liability developed based on the best information available in the circumstances.

Level 1 – Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.

Level 2 – Valuations based on unadjusted quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 – Valuations based on inputs that are unobservable and significant to the overall fair value measurement. The inputs into the determination of fair value may require significant management judgment or estimation.

Transfers between levels, if any, represent the value as of the beginning of the period of any investment where a change in the pricing level occurred from the beginning to the end of the period.

The carrying values of the Company's financial instruments approximate fair value. The carrying values of receivables, other assets, accounts payable and accrued expenses approximate fair value due to their short maturities. The fair value of the Company's Credit Facility, Convertible Notes, Senior Secured Notes and Term Loan is derived by taking the average of the high and low quotes as obtained from a broker. The fair value of the Credit Facility, Convertible Notes, Senior Secured Notes and Term Loan would be classified as Level 2 with respect to the fair value hierarchy.

The carrying and fair values of the Company's Credit Facility payable were $114,000,000 and $111,720,000 at September 30, 2013 and $171,850,000 and $168,413,000 at December 31, 2012, respectively. The carrying and fair values of the Term Loan were $10,000,000 and $9,950,000 at September 30, 2013. The carrying and fair values of the Company's Senior Secured Notes were $175,000,000 and $185,330,700 at September 30, 2013 and $175,000,000 and $189,507,410 at December 31, 2012, respectively. The carrying and fair values of the Company's Convertible Notes were $113,919,440 and $116,625,027 at September 30, 2013. The carrying and fair values of the Company's total debt outstanding were therefore $412,919,440 and $423,625,727 at September 30, 2013 and $346,850,000 and $357,920,410 at December 31, 2012, respectively.

The Company's valuation policy and fair value disclosures are consistent with ASC 820-10. The Company evaluates the source of inputs, including any markets in which its investments are trading, in determining fair value and categorizes each investment within the fair value hierarchy pursuant to ASC 820-10.

Under the 1940 Act, the Company is required to separately identify non-controlled investments where it owns 5% or more of a portfolio company's outstanding voting securities as investments in "affiliated" companies. In addition, under the 1940 Act, the Company is required to separately identify investments where it owns more than 25% of a portfolio company's outstanding voting securities as investments in "controlled" companies. Detailed information with respect to the Company's non-controlled non-affiliated, non-controlled affiliated and controlled investments is contained in the accompanying consolidated schedules of investments. The information in the tables below is presented on an aggregate portfolio basis, without segregating the non-controlled non-affiliated, non-controlled affiliated and controlled investment categories.

The following tables summarize the fair values of the Company's investments, forward foreign currency contracts and cash and cash equivalents based on the inputs used at September 30, 2013 and December 31, 2012 in determining such fair values:

		Fair Value Inputs at September 30, 2013		
	Fair Value at September 30, 2013	Price Quotations (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Senior secured notes	$ 218,430,750	$ —	$ —	$ 218,430,750
Unsecured debt	69,826,092	—	—	69,826,092
Subordinated debt	53,395,314	—	—	53,395,314
Senior secured loans	548,259,789	—	—	548,259,789
Preferred stock	38,104,252	—	—	38,104,252
Common stock	125,553,896	—	—	125,553,896
Limited partnership/limited liability company interests	60,750,705	—	—	60,750,705
Equity warrants/options	24,767,431	—	—	24,767,431
Total investments	1,139,088,229	—	—	1,139,088,229
Forward foreign currency contracts	—	—	—	—
Cash and cash equivalents	13,727,451	13,727,451	—	—
Total	$1,152,815,680	$13,727,451	$ —	$1,139,088,229

		Fair Value Inputs at December 31, 2012		
	Fair Value at December 31, 2012	Price Quotations (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Senior secured notes	$ 193,934,286	$ —	$ —	$ 193,934,286
Unsecured debt	69,725,040	—	—	69,725,040
Subordinated debt	97,910,598	—	—	97,910,598
Senior secured loans	556,456,919	—	—	556,456,919
Preferred stock	5,848,306	—	—	5,848,306
Common stock	72,341,231	—	—	72,341,231
Limited partnership/limited liability company interests	49,037,167	—	—	49,037,167
Equity warrants/options	16,343,994	—	—	16,343,994
Total investments	1,061,597,541	—	—	1,061,597,541
Forward foreign currency contracts	369,417	—	369,417	—
Cash and cash equivalents	9,122,141	9,122,141	—	—
Total	$1,071,089,099	$9,122,141	$ 369,417	$1,061,597,541

In determining the fair values of the Company's forward foreign currency contracts at December 31, 2012, the Company used unadjusted indicative price quotations for similar assets (Level 2).

The valuation techniques used at September 30, 2013 and December 31, 2012 in determining the fair values of the Company's investments for which significant unobservable inputs were used were the market approach, income approach or both using third party valuation firms or broker quotes for identical or similar assets. The total fair market value using the market or income approach or using third party valuation firms was $1,138,563,716 and $1,061,396,764 as of September 30, 2013 and December 31, 2012, respectively. The remaining balance was determined using broker quotes for identical or similar assets.

The following is a reconciliation for the three months ended September 30, 2013 of investments for which Level 3 inputs were used in determining fair value:

	Fair Value at June 30, 2013	Amortization of Premium/ Discount - Net	Net Realized Gain (Loss)	Net Change in Unrealized Appreciation or Depreciation	Purchases and PIK	Sales or Repayments	Net Transfers in and/or out of Level 3	Fair Value at September 30, 2013
Senior secured notes	$ 218,139,030	$ 338,067	$ —	$ (304,467)	$ 258,120	$ —	$ —	$ 218,430,750
Unsecured debt	64,397,211	—	—	(2,220)	5,431,101	—	—	69,826,092
Subordinated debt	53,395,314	—	—	—	—	—	—	53,395,314
Senior secured loans	455,840,159	1,062,839	884,105	(678,672)	128,318,434	(37,167,076)	—	548,259,789
Preferred stock	32,573,853	—	—	(2,540,785)	8,071,184	—	—	38,104,252
Common stock	100,719,935	—	30,020	12,407,230	12,426,731	(30,020)	—	125,553,896
Limited partnership / LLC Interest	61,633,155	—	162,801	(916,105)	33,655	(162,801)	—	60,750,705
Equity warrants/ options	22,522,193	—	—	2,245,238	—	—	—	24,767,431
Total investments	$1,009,220,850	$1,400,906	$1,076,926	$10,210,219	$154,539,225	$(37,359,897)	$ —	$1,139,088,229

The following is a reconciliation for the nine months ended September 30, 2013 of investments for which Level 3 inputs were used in determining fair value:

	Fair Value at December 31, 2012	Amortization of Premium/ Discount - Net	Net Realized Gain (Loss)	Net Change in Unrealized Appreciation or Depreciation	Purchases and PIK	Sales or Repayments	Net Transfers in and/or out of Level 3	Fair Value at September 30, 2013
Senior secured notes	$ 193,934,286	$ 2,000,373	$ 9,050,474	$ (309,660)	$ 57,280,277	$ (43,525,000)	$ —	$ 218,430,750
Unsecured debt	69,725,040	85,875	—	(526,451)	5,541,628	(5,000,000)	—	69,826,092
Subordinated debt	97,910,598	1,099,329	—	65,692	31,979	(45,712,284)	—	53,395,314
Senior secured loans	556,456,919	8,878,834	(24,621,419)	22,869,123	350,990,869	(366,314,537)	—	548,259,789
Preferred stock	5,848,306	216,156	(32,772,628)	(1,852,219)	67,861,618	(1,196,981)	—	38,104,252
Common stock	72,341,231	—	(8,342,930)	37,557,649	24,088,978	(91,032)	—	125,553,896
Limited partnership / LLC Interest	49,037,167	—	96,431	11,615,106	98,432	(96,431)	—	60,750,705
Equity warrants/ options	16,343,994	824,670	(323,584)	6,189,090	1,805,951	(72,690)	—	24,767,431
Total investments	$1,061,597,541	$13,105,237	$(56,913,656)	$75,608,330	$507,699,732	$(462,008,955)	$ —	$1,139,088,229

The following is a reconciliation for the three months ended September 30, 2012 of investments for which Level 3 inputs were used in determining fair value:

	Fair Value at June 30, 2012	Amortization of Premium/ Discount - Net	Net Realized Gain (Loss)	Net Change in Unrealized Appreciation or Depreciation	Purchases and PIK	Sales or Repayments	Net Transfers in and/or out of Level 3	Fair Value at September 30, 2012
Senior secured notes	$ 174,802,676	$ 550,364	$ —	$ (648,850)	$ —	$ —	$ —	$ 174,704,190
Unsecured debt	48,500,000	7,876	—	(7,876)	113,583	—	—	48,613,583
Subordinated debt	167,868,954	1,635,138	—	(3,070,611)	—	(68,582,733)	—	97,850,748
Senior secured loans	649,352,587	2,212,065	(8,420)	(12,390,513)	15,333,451	(10,262,860)	—	644,236,310
Preferred stock	—	—	—	361,385	740,313	—	—	1,101,698
Common stock	70,923,064	—	67,998	1,595,669	(128,917)	(80,382)	—	72,377,432
Limited partnership / LLC Interest	44,431,152	—	2,377,756	282,234	30,345	(3,330,015)	—	43,791,472
Equity warrants / options	9,664,681	—	—	938,158	699,845	—	—	11,302,684
Total investments	$1,165,543,114	$4,405,443	$2,437,334	$(12,940,404)	$16,788,620	$(82,255,990)	$ —	$1,093,978,117

The following is a reconciliation for the nine months ended September 30, 2012 of investments for which Level 3 inputs were used in determining fair value:

	Fair Value at December 31, 2011	Amortization of Premium/ Discount - Net	Net Realized Gain (Loss)	Net Change in Unrealized Appreciation or Depreciation	Purchases and PIK	Sales or Repayments	Net Transfers in and/or out of Level 3	Fair Value at September 30, 2012
Senior secured notes	$ 113,871,025	$ 1,380,576	$ —	$ 2,459,992	$ 56,992,597	$ —	$ —	$ 174,704,190
Unsecured debt	5,000,000	221,009	(45,124,241)	45,203,232	43,613,583	(300,000)	—	48,613,583
Subordinated debt	163,038,989	2,493,968	(8,185,353)	3,887,004	10,661,605	(74,045,465)	—	97,850,748
Senior secured loans	655,594,813	7,268,867	42,290	(9,732,498)	115,887,205	(124,824,367)	—	644,236,310
Preferred stock	—	—	—	361,385	740,313	—	—	1,101,698
Common stock	65,985,605	—	(113,608)	7,219,077	278,489	(992,131)	—	72,377,432
Limited partnership / LLC Interest	39,170,742	—	(19,698,952)	9,235,441	18,414,257	(3,330,016)	—	43,791,472
Equity warrants / options	6,291,268	—	(136,297)	4,447,868	699,845	—	—	11,302,684
Total investments	$1,048,952,442	$11,364,420	$(73,216,161)	$63,081,501	$247,287,894	$(203,491,979)	$ —	$1,093,978,117

There were no transfers between Levels during the three and nine months ended September 30, 2013 and 2012. All realized and unrealized gains and losses are included in earnings (changes in net assets) and are reported as separate line items within the Company's consolidated statements of operations.

The significant unobservable inputs used in the market approach of fair value measurement of the Company's investments are the market multiples of earnings before income tax, depreciation and amortization ("EBITDA") of the comparable guideline public companies. The independent valuation firms select a population of public companies for each investment with similar operations and attributes of the subject company. Using the data from these public companies, a range of multiples of enterprise value to EBITDA is calculated. The independent valuation firms select percentages from the range of multiples for purposes of determining the subject company's estimated enterprise value based on said multiple and generally the latest twelve months EBITDA of the subject company (or other meaningful measure). Significant increases or decreases in the multiple will result in an increase or decrease in enterprise value, resulting in an increase or decrease in the fair value of the investment.

The significant unobservable input used in the income approach of fair value measurement of the Company's investments is the discount rate or market yield used to discount the estimated future cash flows expected to be received from the underlying investment, which include both future principal and interest payments. Significant increases or decreases in the discount rate would result in a decrease or increase in the fair value. Included in the consideration and selection of discount rates are the following factors: risk of default, rating of the investment and comparable company investments, and call provisions.

The ranges of significant unobservable inputs used in the fair value measurement of the Company's Level 3 investments as of September 30, 2013 were as follows:

EBITDA Multiples:

	Cost	Fair Value	Low	High	Weighted Average
Unsecured debt	$5,209,207	$5,209,207	3.00x	3.50x	3.25x
Senior secured loans	120,007,111	120,424,406	6.53x	6.97x	6.75x
Preferred stock	33,573,586	33,104,252	6.54x	7.13x	6.83x
Common stock	62,730,781	125,553,896	6.13x	6.88x	6.50x
Limited partnerships/LLC interest	34,545,789	60,726,192	8.92x	9.69x	9.30x
Equity warrants/options	5,862,113	24,187,016	5.64x	6.35x	6.00x
Market Yields:					
Senior secured notes	221,411,001	218,430,750	12.74%	13.96%	13.35%
Unsecured debt	65,057,461	64,616,885	12.25%	12.75%	12.50%
Subordinated debt	53,395,314	53,395,314	12.75%	14.75%	13.75%
Senior secured loans	295,950,161	296,130,874	10.06%	10.81%	10.44%

11. Financial highlights

The following per share data and ratios have been derived from information provided in the consolidated financial statements. The following is a schedule of financial highlights for a common share outstanding during the nine months ended September 30, 2013 and 2012.

	Nine months ended September 30, 2013	Nine months ended September 30, 2012
Per Share Data:		
Net asset value, beginning of period	$ 9.31	$ 9.58
Net investment income	0.58	0.89
Net realized and unrealized gain (loss)	0.25	(0.13)
Total from investment operations	0.83	0.76
Dividend distributions to stockholders from net investment income	(0.78)	(0.78)
Equity component of warrant	0.01	—
Issuance (reinvestment) of stock at prices (below) above net asset value	0.01	(0.01)
Net increase / (decrease) in net assets	0.07	(0.03)
Net asset value, end of period	$ 9.38	$ 9.55
Market price, end of period	$ 9.48	$ 9.72
Total return(1)(2)	2.23%	29.79%
Ratios / Supplemental Data:		
Ratio of operating expenses to average net assets(3)	7.52%	5.12%
Ratio of interest and other debt related expenses to average net assets(3)	3.19%	3.16%
Ratio of total expenses to average net assets(3)	10.71%	8.28%
Ratio of net investment income to average net assets(3)	8.29%	12.29%
Net assets, end of period	$ 696,300,202	$ 703,534,228
Average debt outstanding	$ 334,448,747	$ 390,714,051
Weighted average shares outstanding	74,099,028	73,555,011
Average debt per share(4)	$ 4.51	$ 5.31
Portfolio turnover(2)	31%	19%

(1) Total return is based on the change in market price per share during the respective periods. Total return calculations take into account dividends and distributions, if any, reinvested in accordance with the Company's dividend reinvestment plan and do not reflect brokerage commissions.

(2) Not annualized.

(3) Annualized.

(4) Average debt per share is calculated as average debt outstanding divided by the weighted average shares outstanding during the applicable period.

12. Subsequent events

On November 5, 2013, the Company's Board of Directors declared a dividend of $0.26 per share, payable on January 3, 2014 to stockholders of record at the close of business on December 20, 2013.

In addition to the subsequent events included in these notes to the consolidated financial statements, the Company conducted a review for additional subsequent events and determined that no additional subsequent events had occurred that would require accrual or additional disclosures.

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

The information contained in this section should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this report.

This report, and other statements that we may make, may contain forward-looking statements with respect to future financial or business performance, strategies or expectations. Forward-looking statements are typically identified by words or phrases such as "trend," "opportunity," "pipeline," "believe," "comfortable," "expect," "anticipate," "current," "intention," "estimate," "position," "assume," "potential," "outlook," "continue," "remain," "maintain," "sustain," "seek," "achieve" and similar expressions, or future or conditional verbs such as "will," "would," "should," "could," "may" or similar expressions.

Forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made, and we assume no duty to and do not undertake to update forward-looking statements. Actual results could differ materially from those anticipated in forward-looking statements and future results could differ materially from historical performance.

In addition to factors previously identified elsewhere in the reports BlackRock Kelso Capital Corporation has filed with the Securities and Exchange Commission (the "SEC"), the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance:

- our future operating results;
- our business prospects and the prospects of our portfolio companies;
- the impact of investments that we expect to make;
- our contractual arrangements and relationships with third parties;
- the dependence of our future success on the general economy and its impact on the industries in which we invest;
- the ability of our portfolio companies to achieve their objectives;
- our expected financings and investments;
- the adequacy of our cash resources and working capital, including our ability to obtain continued financing on favorable terms;
- the timing of cash flows, if any, from the operations of our portfolio companies;
- the impact of increased competition;
- the ability of the Advisor to locate suitable investments for us and to monitor and administer our investments;
- potential conflicts of interest in the allocation of opportunities between us and other investment funds managed by the Advisor or its affiliates;
- the ability of the Advisor to attract and retain highly talented professionals;
- fluctuations in foreign currency exchange rates; and
- the impact of changes to tax legislation and, generally, our tax position.

Overview

We were incorporated in Delaware on April 13, 2005 and were initially funded on July 25, 2005. Our investment objective is to provide a combination of current income and capital appreciation. We intend to invest primarily in debt and equity securities of private and certain public U.S. middle-market companies.

We are externally managed and have elected to be regulated as a BDC under 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," including securities of private or thinly traded public U.S. companies, cash, cash equivalents, U.S. Government securities and high-quality debt investments that mature in one year or less.

Investments

Our level of investment activity can and does vary substantially from period to period depending on many factors, including the amount of debt and equity capital available to middle-market companies, the level of merger and acquisition activity, the general economic environment and the competitive environment for the types of investments we make.

As a BDC, we must not acquire any assets other than "qualifying assets" specified in the 1940 Act unless, at the time the acquisition is made, at least 70% of our total assets are qualifying assets (with certain limited exceptions). Qualifying assets include investments in "eligible portfolio companies." Under the relevant SEC rules, the term "eligible portfolio company" includes all private companies, companies whose securities are not listed on a national securities exchange, and certain public companies that have listed their securities on a national securities exchange and have a market capitalization of less than $250 million. These rules also permit us to include as qualifying assets certain follow-on investments in companies that were eligible portfolio companies at the time of initial investment but that no longer meet the definition.

Revenues

We generate revenues primarily in the form of interest on the debt we hold, dividends on our equity interests and capital gains on the sale of warrants and other debt or equity interests that we acquire in portfolio companies. Our investments in fixed income instruments generally have an expected maturity of three to ten years, although we have no lower or upper constraint on maturity, and typically bear interest at a fixed or floating rate. Interest on our debt securities is generally payable quarterly or semi-annually. In some cases, our debt instruments and preferred stock investments may defer payments of cash interest or dividends or pay interest or dividends in-kind. Any outstanding principal amount of our debt securities and any accrued but unpaid interest will generally become due at the maturity date. In addition, we may generate revenue in the form of prepayment fees, commitment, origination, capital structuring or due diligence fees, fees for providing significant managerial assistance and consulting fees.

Expenses

Our primary operating expenses include the payment of a base management fee and, depending on our operating results, an incentive management fee, interest and credit facility fees, expenses reimbursable under the Management Agreement, administration fees and the allocable portion of overhead under the administration agreement. The base management fee and incentive management fee compensate the Advisor for work in identifying, evaluating, negotiating, closing and monitoring our investments. Our management agreement with the Advisor provides that we will reimburse the Advisor for costs and expenses incurred by the Advisor for office space rental, office equipment and utilities allocable to the Advisor under the management agreement, as well as any costs and expenses incurred by the Advisor relating to any non-investment advisory, administrative or operating services provided by the Advisor to us. We bear all other costs and expenses of our operations and transactions.

Critical accounting policies

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Changes in the economic environment, financial markets and any other parameters used in determining such estimates could cause actual results to differ.

Management considers the critical accounting policies important to understanding the consolidated financial statements. Our critical accounting policies are further described in the notes to the consolidated financial statements. See Note 2 to the consolidated financial statements for a description of significant accounting policies and of recently issued accounting pronouncements.

Financial and operating highlights

At September 30, 2013:

Investment Portfolio: $1,152.8 million
Net Assets: $696.3 million
Indebtedness (borrowings under Credit Facility, Convertible Notes, Term Loan and Senior Secured Notes): $412.9 million
Net Asset Value per share: $9.38

Portfolio Activity for the Three Months Ended September 30, 2013:

Cost of investments during period: $133.1 million
Sales, repayments and other exits during period: $16.0 million
Number of portfolio companies at end of period: 47

Operating Results for the Three Months Ended September 30, 2013:

Net investment income per share: $0.12
Dividends declared per share: $0.26
Earnings per share: $0.27
Net investment income: $8.9 million
Net realized and unrealized losses: $11.0 million
Net increase in net assets from operations: $19.8 million
Net investment income per share, as adjusted[1]: $0.22
Net investment income, as adjusted[1]: $16.1 million

As Adjusted[1]: Amounts are adjusted to remove the incentive management fee expense based on Gains, as required by GAAP, and to include the incremental incentive management fee expense based on Income. The incremental incentive management fee is based on each trailing four-fiscal quarter period, applied to the current quarter's incremental earnings, and without any reduction for incentive management fees paid during the prior three quarters. Amounts reflect the Company's ongoing operating results and reflect the Company's financial performance over time.

Portfolio and investment activity

We invested $133.1 million during the three months ended September 30, 2013. The investments consisted primarily of senior secured loans secured by second liens ($88.4 million, or 66.4%) or first liens ($19.9 million, or 15.0%), and unsecured, subordinated or equity securities ($24.5 million, or 18.4%) and senior secured notes ($0.3 million or 0.2%). Additionally, we received proceeds from sales/repayments and other exits of approximately $16.0 million during the three months ended September 30, 2013. During the quarter one existing portfolio investment was restructured, The Bargain! Shop Holdings Inc. As part of the restructuring the name was changed to Red Apple Stores, Inc.

At September 30, 2013, our portfolio of $1,152.8 million (at fair value) consisted of 47 portfolio companies and was invested 48% in senior secured loans, 21% in equity investments, 19% in senior secured notes, 11% in unsecured or subordinated debt securities, and 1% in cash and cash equivalents. Our average portfolio company investment at amortized cost, excluding investments below $5.0 million, was approximately $21.6 million at September 30, 2013. Our largest portfolio company investment by value was approximately $59.2 million and our five largest portfolio company investments by value comprised approximately 23% of our portfolio at September 30, 2013. At December 31, 2012, our portfolio of $1,070.7 million (at fair value) consisted of 47 portfolio companies was invested 52% in senior secured loans, 18% in senior secured notes, 16% in unsecured or subordinated debt securities, 13% in equity investments and 1% in cash and cash equivalents. Our average portfolio company investment at amortized cost, excluding investments below $5.0 million, was approximately $26.9 million at December 31, 2012. Our largest portfolio company investment by value was approximately $57.0 million and our five largest portfolio company investments by value comprised approximately 23% of our portfolio at December 31, 2012.

The weighted average yield of the debt and income producing equity securities in our portfolio at fair value was 11.8% at September 30, 2013 and 12.6% at December 31, 2012. The weighted average yields on our senior secured loans and other debt securities at fair value were 10.9% and 13.3%, respectively, at September 30, 2013, versus 11.9% and 13.6%, at December 31, 2012. The weighted average yield of the debt and income producing equity securities in our portfolio at their current cost basis was 11.7% at September 30, 2013 and 12.2% at December 31, 2012. The weighted average yields on our senior secured loans and other debt securities at their current cost basis were 10.9% and 13.2%, respectively, at September 30, 2013, versus 11.4% and 13.5%, at December 31, 2012. Yields exclude common equity investments, preferred equity investments with no stated dividend rate, short-term investments, and cash and cash equivalents.

At September 30, 2013, 47.5% of our debt investments bore interest based on floating rates, such as LIBOR, the Federal Funds Rate or the Prime Rate, and 52.5% bore interest at fixed rates. The percentage of our total debt investments that bore floating rate interest based on an interest rate floor was 47.0% at September 30, 2013. At December 31, 2012, 45.1% of our debt investments bore interest based on floating rates, such as LIBOR, the Federal Funds Rate or the Prime Rate, and 54.9% bore interest at fixed rates. The percentage of our total debt investments that bore floating rate interest subject to an interest rate floor was 40.2% at December 31, 2012.

The Advisor employs a grading system for our entire portfolio. The Advisor grades all loans on a scale of 1 to 4. This system is intended to reflect the performance of the borrower's business, the collateral coverage of the loans and other factors considered relevant. Generally, the Advisor assigns only one loan grade to each portfolio company for all loan investments in that portfolio company; however, the Advisor will assign multiple ratings when appropriate for different investments in one portfolio company. The following is a description of the conditions associated with each investment rating:

Grade 1: Investments in portfolio companies whose performance is substantially within the Advisor's expectations and whose risk factors are neutral to favorable to those at the time of the original investment.

Grade 2: Investments in portfolio companies whose performance is below the Advisor's expectations and that require closer monitoring; however, no loss of investment return (interest and/or dividends) or principal is expected.

Grade 3: Investments in portfolio companies whose performance is below the Advisor's expectations and for which risk has increased materially since origination. Some loss of investment return is expected, but no loss of principal is expected. Companies graded 3 generally will be out of compliance with debt covenants and will be unlikely to make debt repayments on their original schedule.

Grade 4: Investments in portfolio companies whose performance is materially below the Advisor's expectations where business trends have deteriorated and risk factors have increased substantially since the original investment. Investments graded 4 are those for which some loss of principal is expected.

The Advisor monitors and, when appropriate, changes the investment ratings assigned to each investment in our portfolio. In connection with our valuation process, the Advisor and Board of Directors review these investment ratings on a quarterly basis. Our average investment rating was 1.11 at September 30, 2013 and 1.20 at December 31, 2012. The following is a distribution of the investment ratings of our portfolio companies at September 30, 2013 and December 31, 2012:

	September 30, 2013	December 31, 2012
Grade 1	$1,042,276,440	$ 890,646,222
Grade 2	78,639,119	127,996,599
Grade 3	2,261,000	42,176,795
Grade 4	14,800,258	597,510
Not Rated	1,111,412	180,415
Total investments	$1,139,088,229	$1,061,597,541

Investment income

Investment income totaled $31,382,619 and $40,720,102, respectively, for the three months ended September 30, 2013 and 2012, of which $18,919,863 and $21,403,022 were attributable to interest and fees on senior secured loans, $11,408,229 and $19,274,373 to interest earned on other debt securities, $1,053,465 and $38,845 to dividends from equity securities, and $1,062 and $3,862 to interest earned on cash equivalents, respectively. The decrease in investment income for the three months ended September 30, 2013 is primarily attributable to a decrease in prepayment fees during the three months ended September 30, 2013.

For the three months ended September 30, 2013 fee income included $2,250,000 from capital structuring fees earned, and $129,875 from commitment and administration fees. For the three months ended September 30, 2012 fee income included $8,733,840 from prepayment fees, $248,953 from amortization of fees and $46,370 from commitment and administration fees. Interest income earned is comprised of cash interest of approximately 93% as well as PIK interest of approximately 7% for the three months ended September 30, 2013. The decrease in fee income for the three months ended September 30, 2013 is primarily attributable to a decrease in prepayment fees during the three months ended September 30, 2013.

Expenses

Expenses for the three months ended September 30, 2013 and 2012 were $22,508,958 and $16,781,830, respectively, which consisted of $9,358,529 and $2,963,803 in incentive management fees, $5,455,017 and $5,180,706 in interest expense and fees, $5,286,986 and $5,964,904 in base management fees, $568,678 and $634,677 in amortization of debt issuance costs, $541,180 and $577,051 in professional fees, $479,871 and $511,774 in Advisor expenses, $194,500 and $113,500 in director fees $174,288 and $164,074 in administrative services, and $449,909 and $671,341 in other expenses, respectively. The increase in expenses is primarily attributable to an increase in incentive management fees.

Net investment income

Net investment income was $8,873,661 and $23,938,272 for the three months ended September 30, 2013 and 2012, respectively. The decrease is primarily attributable to a decrease in prepayment fees and an increase in incentive management fees during the three months ended September 30, 2013.

Net realized gain or loss

Net realized gain of $143,064 for the three months ended September 30, 2013 was the result of $1,076,925 in net gains realized from the disposition of our investments and $933,861 in net loss realized on foreign currency transactions. Net realized gain of $2,799,343 for the three months ended September 30, 2012 was the result of $2,437,334 in net gains realized from the disposition of our investments and $362,009 in net gain realized on foreign currency transactions.

Net unrealized appreciation or depreciation

For the three months ended September 30, 2013, and 2012 the change in net unrealized appreciation or depreciation on investments and foreign currency translation was an increase in net unrealized appreciation of $10,827,018 and a decrease in net unrealized depreciation of $12,408,508, respectively. The increase in net unrealized appreciation for the three months ended September 30, 2013 was comprised of an increase in net unrealized appreciation on investments of $10,702,670 and a net unrealized foreign currency translation gain of $124,348. The decrease in net unrealized appreciation for the three months ended September 30, 2012 was comprised of a decrease in net unrealized appreciation on investments of $11,262,047 and a net unrealized foreign currency translation loss of $1,146,461. The increase in net unrealized appreciation on investments for the three months ended September 30, 2013 was a result of the strong performance of our portfolio companies.

Net increase in net assets resulting from operations

The net increase in net assets resulting from operations for the three months ended September 30, 2013 and 2012 was an increase of $19,843,743 and $14,329,107, respectively. As compared to the prior period, the increase primarily reflects an increase in net realized and unrealized gains for the three months ended September 30, 2013.

Results comparisons for the nine months ended September 30, 2013 and 2012.

Investment income

Investment income totaled $98,648,344 and $109,393,044, respectively, for the nine months ended September 30, 2013 and 2012, of which $58,812,458 and $66,980,456 were attributable to interest and fees on senior secured loans, $38,115,112 and $41,697,592 to interest earned on other debt securities and $1,713,489 and $706,157 to dividends from equity securities and $7,285 and $8,839 in interest earned on cash equivalents, respectively. The decrease in investment income for the nine months ended September 30, 2013 is primarily attributable to a decrease in interest income due to repayments on investments.

Expenses

Expenses for the nine months ended September 30, 2013 and 2012 were $55,590,751 and $44,047,323, respectively, which consisted of $16,692,244 and $5,177,662 in incentive management fees, $15,826,168 and $16,877,541 in base management fees, $15,128,057 and $14,917,849 in interest expense and fees, $1,647,600, and $1,080,582 in professional fees, $1,520,714 and $1,364,420 in Advisor expenses, $1,431,226 and $1,890,236 in amortization of debt issuance costs, and $607,429 and $416,608 in administrative services, $474,000 and $347,063 in director fees and $2,263,313 and $1,975,362 in other expenses, respectively. The increase in expenses is primarily attributable to an increase in incentive management fees.

Net investment income

Net investment income was $43,057,593 and $65,345,721 for the nine months ended September 30, 2013 and 2012, respectively. The decrease is primarily a result of a decrease in investment income and an increase in incentive management fees.

Net realized gain or loss

Net realized loss of $58,037,960 for the nine months ended September 30, 2013 was the result of $57,871,026 in net losses realized from the disposition of our investments and $166,934 in net loss realized on foreign currency transactions. Net realized loss of $57,871,026 was almost entirely attributable to losses relating to the restructuring of our investments in AGY Holding Corp., Bankruptcy Management Solutions, Inc. and Dial Global, Inc. et. al. Nearly the entire realized loss was reflected in unrealized depreciation in prior periods. Net realized loss on investments for the nine months ended September 30, 2012 resulted primarily from the disposition of our debt and equity investments in Big Dumpster Acquisition, Inc. et al. as well as the restructuring of our equity investment in WBS Group Holdings, LLC. Nearly the entire net realized loss on investments represents amounts that had been reflected in unrealized depreciation on investments in prior periods.

Net unrealized appreciation or depreciation

For the nine months ended September 30, 2013 and 2012, the change in net unrealized appreciation or depreciation was an increase in net unrealized appreciation of $76,644,646 and a decrease in net unrealized depreciation of $63,697,634. The increase in net unrealized appreciation for the nine months ended September 30, 2013 was comprised of an increase in net unrealized appreciation on investments of $76,906,131 and a net unrealized foreign currency translation loss of $261,485. The increase was mainly attributable to the reversal of unrealized depreciation for transactions realized during the nine months ended September 30, 2013. The decrease in net unrealized depreciation for the nine months ended September 30, 2012 was comprised of a decrease in net unrealized depreciation on investments of $63,365,688 and a net unrealized foreign currency translation gain of $331,946. The decrease was mainly attributable to the reversal of unrealized depreciation for transactions realized during the nine months ended September 30, 2012.

Net increase or decrease in net assets resulting from operations

The net increase in net assets resulting from operations for the nine months ended September 30, 2013 and 2012 was an increase of $61,664,279 and $55,609,491, respectively. As compared to the prior period, the increase primarily reflects a net increase in realized and unrealized losses offset by a decrease in net investment income for the nine months ended September 30, 2013.

Supplemental Non-GAAP information

We report our financial results on a GAAP basis; however, management believes that evaluating our ongoing operating results may be enhanced if investors have additional non-GAAP basis financial measures. Management reviews non-GAAP financial measures to assess ongoing operations and, for the reasons described below, considers them to be effective indicators, for both management and investors, of our financial performance over time. Management does not advocate that investors consider such non-GAAP financial measures in isolation from, or as a substitute for, financial information prepared in accordance with GAAP.

We record our liability for Incentive Fees as we become legally obligated to pay them, based on a hypothetical liquidation at the end of each reporting period. Our obligation to pay Incentive Fees with respect to any fiscal quarter is based on a formula that reflects our results over a trailing four-fiscal quarter period ending with the current fiscal quarter. We are legally obligated to pay the amount resulting from the formula less any cash payments of Incentive Fees during the prior three quarters. The formula's requirement to reduce the Incentive Fees by amounts paid with respect to Incentive Fees in the prior three quarters has caused our Incentive Fees expense to become, generally concentrated in the fourth quarter of each year. Management believes that reflecting Incentive Fees throughout the year, as the related investment income is earned on a quarterly basis, is an effective measure of our profitability and financial performance that facilitates comparison of current results with historical results and with those of our peers. Our "as adjusted" results reflect Incentive Fees based on the formula we utilize for each trailing four-fiscal quarter period, with the formula applied to the current quarter's incremental earnings and without any reduction for Incentive Fees paid during the prior three quarters. The resulting amount represents an upper limit of each quarter's incremental Incentive Fees that we may become legally obligated to pay at the end of the year. Prior year amounts are estimated in the same manner. These estimates represent upper limits because, in any calendar year, subsequent quarters' investment underperformance could reduce the Incentive Fees payable with respect to prior quarters' operating results. Changes in the economic environment, financial markets and other parameters used in determining such estimates could cause actual results to differ and such differences could be material. See Note 3 to the consolidated financial statements in this Quarterly Report for a more detailed description of the Company's incentive management fee.

Computations for all periods are derived from our consolidated financial statements as follows:

	Three months ended September 30, 2013	Three months ended September 30, 2012	Nine months ended September 30, 2013	Nine months ended September 30, 2012
GAAP Basis:				
Net Investment Income	$ 8,873,661	$23,938,272	$43,057,593	$65,345,721
Net Investment Income per share	0.12	0.32	0.58	0.89
Addback: GAAP incentive management fee expense based on Gains	9,358,529	2,963,803	14,774,276	2,963,803
Addback: GAAP incentive management fee expense based on Income	—	—	1,917,968	2,213,859
Pre-Incentive Fee[1]:				
Net Investment Income	$18,232,190	$26,902,075	$59,749,837	$70,523,383
Net Investment Income per share	0.25	0.37	0.81	0.96
Less: Incremental incentive management fee expense based on Income	2,114,510	5,013,423	8,390,983	11,425,802
As Adjusted[2]:				
Net Investment Income	$16,117,680	$21,888,652	$51,358,854	$59,097,581
Net Investment Income per share	0.22	0.30	0.69	0.80

Pre-Incentive Fee[1]: Amounts are adjusted to remove all incentive management fees. Such fees are calculated but not necessarily due and payable at this time.

As Adjusted[2]: Amounts are adjusted to remove the incentive management fee expense based on Gains, as required by GAAP, and to include the incremental incentive management fee expense based on Income. The incremental incentive management fee is based on each trailing four-fiscal quarter period, applied to the current quarter's incremental earnings, and without any reduction for incentive management fees paid during the prior three quarters. Amounts reflect the Company's ongoing operating results and reflect the Company's financial performance over time.

Financial condition, liquidity and capital resources

During the nine months ended September 30, 2013, cash flows from operating activities used was primarily due to outflows for new investments in senior secured loans and other debt securities, offset by sales or repayments of principal and settled purchases of selected portfolio company investments.

Net cash used in operating activities during the nine months ended September 30, 2013 was $8,826,734. Our primary use of cash from operating activities during the period was net purchases of $45,690,777.

Net cash provided by financing activities during the nine months ended September 30, 2013 was $13,432,044. Our primary source of cash from financing activities was $67,259,187 in net borrowings under the Credit Facility, Convertible Notes and Term Loan, partially offset by $53,827,143 for dividend distributions made during the period.

On June 7, 2013, the Company entered into a Senior Secured Term Loan Credit Agreement ("Term Loan") which has a principal amount of $10,000,000. The Term Loan has a stated maturity date of May 31, 2018. The interest rate applicable to borrowings thereunder is generally LIBOR plus an applicable margin of 3.75%.

On March 13, 2013 the Company entered into an Amended and Restated Senior Secured Revolving Credit Facility ("Credit Facility") which has an initial aggregate principal amount of up to $350,000,000 and canceled the prior credit facility and the related term loan that were outstanding at December 31, 2012. The Credit Facility has a stated maturity date of March 13, 2017. The interest rate applicable to borrowings thereunder is generally LIBOR plus an applicable margin of 2.50%. The Credit Facility's commitment may increase in size, under certain circumstances, up to a total of $750,000,000.

On February 19, 2013 the Company closed a private offering of $100,000,000 in aggregate principal amount of 5.50% unsecured convertible senior notes due 2018 (the "Convertible Notes"). The initial purchasers of the Convertible Notes fully exercised their overallotment option and purchased an additional $15,000,000 in aggregate principal amount of the Convertible Notes. The closing of the overallotment option took place on March 4, 2013. With the exercise of the overallotment option, a total of $115,000,000 in aggregate principal amount of the Convertible Notes has been sold. Net proceeds to the Company from the offering, including the exercise of the overallotment option, were approximately $111,300,000. The Convertible Notes were only offered to qualified institutional buyers as defined in the Securities Act of 1933, as amended pursuant to Rule 144A under the Securities Act.

The Convertible Notes are unsecured and bear interest at a rate of 5.50% per year, payable semi-annually in arrears. In certain circumstances and during certain periods, the Convertible Notes are convertible into cash, shares of the Company's common stock or a combination of cash and shares of the Company's common stock, at the Company's election, at an initial conversion rate of 86.0585 shares of common stock per $1,000 principal amount of the Convertible Notes, which is equivalent to an initial conversion price of approximately $11.62 per share of the Company's common stock, subject to defined anti-dilution adjustments. The Company does not have the right to redeem the Convertible Notes prior to maturity. The Convertible Notes mature on February 15, 2018, unless repurchased or converted in accordance with their terms prior to such date.

On January 18, 2011, the Company closed a private placement issuance of $158,000,000 in aggregate principal amount of five-year, senior secured notes with a fixed interest rate of 6.50% and a maturity date of January 18, 2016 and $17,000,000 million in aggregate principal amount of seven-year, senior secured notes with a fixed interest rate of 6.60% and a maturity date of January 18, 2018 (collectively, the "Senior Secured Notes"). The Senior Secured Notes were sold to certain institutional accredited investors pursuant to an exemption from registration under the Securities Act of 1933, as amended. Interest on the Senior Secured Notes is due semi-annually on January 18 and July 18, commencing on July 18, 2011.

Contractual obligations

A summary of our significant contractual payment obligations for the repayment of outstanding borrowings at September 30, 2013 is as follows:

	Payments Due By Period (dollars in millions)				
	Total	**Less than 1 year**	**1-3 years**	**3-5 years**	**After 5 years**
Credit Facility(1)	$114.0	$ —	$ —	$114.0	$ —
Term Loan	10.0	—	—	10.0	—
Senior Secured Notes	175.0	—	158.0	17.0	—
Convertible Notes	113.9	—	—	113.9	—
Interest and Credit Facility Fees Payable	3.7	3.7	—	—	—

(1) At September 30, 2013, $236.0 million remained unused under our Credit Facility.

Off-balance sheet arrangements

In the normal course of business, the Company may enter into guarantees on behalf of portfolio companies. Under these arrangements, the Company would be required to make payments to third parties if the portfolio companies were to default on their related payment obligations. The Company has no such guarantees outstanding at September 30, 2013.

Dividends

Our quarterly dividends, if any, are determined by our Board of Directors. Dividends are declared considering our estimate of annual taxable income available for distribution to stockholders and the amount of taxable income carried over from the prior year for distribution in the current year. We cannot assure stockholders that they will receive any dividends and distributions or at a particular level. The following table lists the quarterly dividend per share from our common stock since September 2011.

Dividend Amount Per Share Outstanding	Record Date	Payment Date
$0.26	September 19, 2011	October 3, 2011
$0.26	December 21, 2011	January 4, 2012
$0.26	March 20, 2012	April 3, 2012
$0.26	June 19, 2012	July 3, 2012
$0.26	September 19, 2012	October 3, 2012
$0.26	December 20, 2012	January 3, 2013
$0.26	March 19, 2013	April 2, 2013
$0.26	June 18, 2013	July 2, 2013
$0.26	September 19, 2013	October 3, 2013
$0.26	December 20, 2013	January 3, 2014

Tax characteristics of all dividends are reported to stockholders on Form 1099 after the end of the calendar year.

We have elected to be taxed as a RIC under Subchapter M of the Code. In order to maintain favorable RIC tax treatment, we must distribute annually to our stockholders at least 90% of our ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, out of the assets legally available for distribution. Under the Regulated Investment Company Modernization Act of 2010, capital losses incurred by the Company after December 31, 2010 will not be subject to expiration. In addition, such losses must be utilized prior to the losses incurred in the years preceding enactment. In order to avoid certain excise taxes imposed on RICs, we must distribute during each calendar year an amount at least equal to the sum of:

- 98% of our ordinary income for the calendar year;
- 98.2% of our capital gains in excess of capital losses for the one-year period ending on October 31st; and
- any ordinary income and net capital gains for preceding years that were not distributed during such years.

We maintain an "opt out" dividend reinvestment plan for our common stockholders. As a result, except as discussed below, if we declare a dividend, stockholders' cash dividends will be automatically reinvested in additional shares of our common stock, unless they specifically "opt out" of the dividend reinvestment plan so as to receive cash dividends. With respect to our dividends and distributions paid to stockholders during the nine months ended September 30, 2013 and 2012, dividends reinvested pursuant to our dividend reinvestment plan totaled $3,864,460 and $4,291,772, respectively.

Under the terms of an amendment to our dividend reinvestment plan adopted on March 4, 2009, dividends may be paid in newly issued or treasury shares of our common stock at a price equal to 95% of the market price on the dividend payment date. This feature of the plan means that, under certain circumstances, we may issue shares of our common stock at a price below net asset value per share, which could cause our stockholders to experience dilution. We may not be able to achieve operating results that will allow us to make dividends and distributions at a specific level or to increase the amount of these dividends and distributions from time to time. Also, we may be limited in our ability to make dividends and distributions due to the asset coverage test applicable to us as a BDC under the 1940 Act and due to provisions in our existing and future debt arrangements.

If we do not distribute a certain percentage of our income annually, we will suffer adverse tax consequences, including possible loss of favorable RIC tax treatment. In addition, in accordance with U.S. generally accepted accounting principles and tax regulations, we include in income certain amounts that we have not yet received in cash, such as payment-in-kind interest, which represents contractual interest added to the loan balance that becomes due at the end of the loan term, or the accrual of original issue or market discount. Since we may recognize income before or without receiving cash representing such income, we may have difficulty meeting the requirement to distribute at least 90% of our investment company taxable income to obtain tax benefits as a RIC and may be subject to an excise tax. In order to satisfy the annual distribution requirement applicable to RICs, we have the ability to declare a large portion of a dividend in shares of our common stock instead of in cash. As long as a portion of such dividend is paid in cash (which portion can be as low as 10% for our taxable years ending prior to 2012) and certain requirements are met, the entire distribution would be treated as a dividend for U.S. federal income tax purposes.

With respect to dividends paid to stockholders, certain income we receive from origination, structuring, closing, commitment and other upfront fees associated with investments in portfolio companies may cause our taxable income to exceed our GAAP income although the differences are expected to be temporary in nature.

Recent developments

On November 5, 2013, the Company's Board of Directors declared a dividend of $0.26 per share, payable on January 3, 2014 to stockholders of record at the close of business on December 20, 2013.

Notice is hereby given in accordance with Section 23(c) of the 1940 Act that from time to time the Company may purchase shares of its common stock in the open market at prevailing market prices.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are subject to financial market risks, including changes in interest rates. At September 30, 2013, 47.5% of our debt investments bore interest based on floating rates, such as LIBOR, the Federal Funds Rate or the Prime Rate. The interest rates on such investments generally reset by reference to the current market index after one to six months. At September 30, 2013, the percentage of our total debt investments that bore floating rate interest based on an interest rate floor was 47.0%. Floating rate investments subject to a floor generally reset by reference to the current market index after one to six months only if the index exceeds the floor.

While hedging activities may help to insulate us against adverse changes in interest rates, they also may limit our ability to participate in the benefits of lower interest rates with respect to our portfolio of investments. During the nine months ended September 30, 2013 and 2012, we did not engage in any interest rate hedging activity.

Item 4. Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15 under the Securities Exchange Act of 1934). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our current disclosure controls and procedures are effective in timely alerting them to material information relating to us that is required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934.

There have been no changes in our internal control over financial reporting that occurred during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we and the Advisor may be a party to certain legal proceedings incidental to the normal course of our business, including the enforcement of our rights under contracts with our portfolio companies. While we cannot predict the outcome of these legal proceedings with certainty, we do not expect that these proceedings will have a material effect on our consolidated financial statements.

Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in our most recent Form 10-K filing.

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

Sales of unregistered securities

None.

Issuer purchases of equity securities

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable

Item 5. Other Information

None.

Item 6. Exhibits.

(a) Exhibits.

31.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of CEO and CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

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

BLACKROCK KELSO CAPITAL CORPORATION

Date: November 7, 2013

By: /s/ James R. Maher

James R. Maher
Chief Executive Officer

Date: November 7, 2013

By: /s/ Corinne Pankovcin

Corinne Pankovcin
Chief Financial Officer

EXHIBIT 31.1

CEO CERTIFICATION

I, James R. Maher, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of BlackRock Kelso Capital Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the consolidated financial statements, and other financial information included in this report, fairly present in all material respects the consolidated financial condition, consolidated results of operations and consolidated cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2013

By: /s/ James R. Maher

James R. Maher
Chairman of the Board and Chief Executive Officer

EXHIBIT 31.2

CFO CERTIFICATION

I, Corinne Pankovcin, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of BlackRock Kelso Capital Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the consolidated financial statements, and other financial information included in this report, fairly present in all material respects the consolidated financial condition, consolidated results of operations and consolidated cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2013

By: /s/ Corinne Pankovcin

Corinne Pankovcin
Chief Financial Officer and Treasurer

EXHIBIT 32

Certification of CEO and CFO Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q of BlackRock Kelso Capital Corporation (the "Company") for the quarter ended September 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), James R. Maher, as Chief Executive Officer of the Company, and Corinne Pankovcin, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the consolidated financial condition and consolidated results of operations of the Company.

/s/ James R. Maher

Name: James R. Maher
Title: Chief Executive Officer
Date: November 7, 2013

/s/ Corinne Pankovcin

Name: Corinne Pankovcin
Title: Chief Financial Officer
Date: November 7, 2013