UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended September 30, 2006

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 000-51327

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, New York	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 |X| No |_|

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer as defined in Rule 12b-2 of the Exchange Act. Large accelerated filer |_| Accelerated filer |_| Non-Accelerated filer |X|

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 |X|

The number of shares of the Registrant's common stock, $.001 par value per share, outstanding at November 13, 2006, was 37,627,405.

BLACKROCK KELSO CAPITAL CORPORATION

FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2006

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained herein constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 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. BlackRock Kelso Capital Corporation (the "Company") cautions that 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 the Company assumes no duty to and does 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 disclosed in the Company's Securities and Exchange Commission (the "SEC") reports and those identified elsewhere in this report, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance:

(1) the introduction, withdrawal, success and timing of business initiatives and strategies;
(2) changes in political, economic or industry conditions, the interest rate environment or financial and capital markets, which could result in changes in the value of the Company's assets;
(3) the relative and absolute investment performance and operations of the Company's investment adviser, BlackRock Kelso Capital Advisors LLC (the "Investment Advisor");
(4) the impact of increased competition;
(5) the impact of future acquisitions and divestitures;
(6) the unfavorable resolution of legal proceedings;
(7) the extent and timing of any share repurchases;
(8) the impact, extent and timing of technological changes and the adequacy of intellectual property protection;
(9) the impact of legislative and regulatory actions and reforms and regulatory, supervisory or enforcement actions of government agencies relating to the Company or the Investment Advisor;
(10) terrorist activities, which may adversely affect the general economy, real estate, financial and capital markets, specific industries, and the Company and the Investment Advisor;
(11) the ability of the Investment Advisor to attract and retain highly talented professionals;
(12) fluctuations in foreign currency exchange rates; and
(13) the impact of changes to tax legislation and, generally, the tax position of the Company.

PART I. FINANCIAL INFORMATION

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

Item 1. Financial Statements.

BLACKROCK KELSO CAPITAL CORPORATION
STATEMENTS OF ASSETS AND LIABILITIES

	SEPTEMBER 30, 2006 (UNAUDITED)	DECEMBER 31, 2005
ASSETS:		
Cash and cash equivalents (amortized cost of $11,005,143 and $288,984,387)	$ 11,004,790	$ 288,972,347
Investments, at fair value (amortized cost of $557,308,473 and $250,184,074)	559,518,512	250,436,350
Receivable for investments sold	2,724,328	996,250
Foreign currency, at fair value (cost of $119,714)	120,647	-
Interest receivable	6,798,358	1,656,131
Dividends receivable	12,250	-
Unrealized appreciation on forward foreign currency contract	113,698	-
Other assets	101,389	165,363
Total Assets	$ 580,393,972	$ 542,226,441
LIABILITIES:		
Payable for investments purchased	$ 9,760,000	$ 4,198,296
Dividend distribution payable	-	7,073,318
Legal fees (offering costs) payable	-	587,080
Base management fees payable	1,541,975	455,329
Incentive management fees payable	1,309,382	-
Accrued administrative services expenses	1,249,019	508,950
Other accrued expenses and payables	781,841	698,619
Total Liabilities	14,642,217	13,521,592
NET ASSETS:		
Common stock, par value $.001 per share, 40,000,000 common shares authorized, 37,627,405 and 35,366,589 issued and outstanding	37,627	35,367
Paid-in capital in excess of par	563,233,775	529,298,432
Undistributed (distributions in excess of) net investment income	220,757	(870,327)
Accumulated net realized (loss) gain	(61,904)	1,141
Net unrealized appreciation	2,321,500	240,236
Total Net Assets	565,751,755	528,704,849
Total Liabilities and Net Assets	$ 580,393,972	$ 542,226,441
Net Asset Value Per Share	$ 15.04	$ 14.95

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

BLACKROCK KELSO CAPITAL CORPORATION
STATEMENTS OF OPERATIONS (UNAUDITED)

	THREE MONTHS ENDED SEPTEMBER 30, 2006	NINE MONTHS ENDED SEPTEMBER 30, 2006	JULY 25, 2005* THROUGH SEPTEMBER 30, 2005**
INVESTMENT INCOME:			
Interest income	$ 14,999,584	$ 35,442,158	$ 3,599,086
Dividend income	116,866	430,203	-
Other income	-	122,133	-
Total investment income	15,116,450	35,994,494	3,599,086
EXPENSES:			
Base management fees	2,818,865	8,218,199	1,976,340
Incentive management fees	1,309,382	1,309,382	-
Administrative services	295,260	875,367	216,708
Organizational	-	-	200,000
Professional fees	211,224	531,223	126,216
Investment Advisor expenses	200,994	482,130	132,616
Director fees	64,526	221,587	107,670
Insurance	42,194	125,299	45,278
Other	62,089	141,776	53,543
Expenses before management fee waiver	5,004,534	11,904,963	2,858,371
Management fee waiver	(895,428)	(3,595,228)	(988,170)
Net expenses	4,109,106	8,309,735	1,870,201
NET INVESTMENT INCOME	11,007,344	27,684,759	1,728,885
REALIZED AND UNREALIZED GAIN (LOSS):			
Net realized gain (loss) on:			
Investments	430,880	228,035	-
Foreign currency	(291,079)	(291,079)	-
Net realized gain (loss)	139,801	(63,044)	-
Net change in unrealized appreciation (depreciation):			
Investments	150,051	1,954,946	116,865
Foreign currency translations	114,631	114,631	-
Cash equivalents	(353)	11,687	(47,505)
Net change in unrealized appreciation	264,329	2,081,264	69,360
Net realized and unrealized gain	404,130	2,018,220	69,360
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	$ 11,411,474	$ 29,702,979	$ 1,798,245
Earnings Per Share	$ 0.31	$ 0.82	$ 0.05
Basic and Diluted Weighted-Average Shares Outstanding	36,901,928	36,315,321	35,366,589

* Inception of operations.
** Certain amounts have been reclassified to conform to the current period's presentation.

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

BLACKROCK KELSO CAPITAL CORPORATION
STATEMENTS OF CHANGES IN NET ASSETS (UNAUDITED)

	NINE MONTHS ENDED SEPTEMBER 30, 2006	JULY 25, 2005* THROUGH SEPTEMBER 30, 2005
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS:		
Net investment income	$ 27,684,759	$ 1,728,885
Net change in unrealized appreciation	2,081,264	69,360
Net realized loss	(63,044)	-
Net increase in net assets resulting from operations	29,702,979	1,798,245
DIVIDENDS TO SHAREHOLDERS FROM NET INVESTMENT INCOME	(26,593,678)	-
CAPITAL SHARE TRANSACTIONS:		
Proceeds from shares sold	810,000	530,498,845
Less offering costs	-	(1,372,407)
Reinvestment of dividends	33,127,605	-
Net increase in net assets resulting from capital share transactions	33,937,605	529,126,438
TOTAL INCREASE IN NET ASSETS	37,046,906	530,924,683
Net assets at beginning of period	528,704,849	-
Net assets at end of period	$ 565,751,755	$ 530,924,683
CAPITAL SHARE ACTIVITY:		
Shares issued from subscriptions	54,000	35,366,589
Shares issued from reinvestment of dividends	2,206,816	-
Total increase in shares	2,260,816	35,366,589
ACCUMULATED DISTRIBUTIONS:		
Undistributed net investment income	$ 220,757	$ 1,728,885

* Inception of operations.

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

BLACKROCK KELSO CAPITAL CORPORATION
STATEMENTS OF CASH FLOWS (UNAUDITED)

	NINE MONTHS ENDED SEPTEMBER 30, 2006	JULY 25, 2005* THROUGH SEPTEMBER 30, 2005
OPERATING ACTIVITIES:		
Net increase in net assets resulting from operations	$ 29,702,979	$ 1,798,245
Adjustments to reconcile net increase in net assets resulting from operations to net cash used in operating activities:		
Proceeds from dispositions (purchases) of short-term investments - net	76,990,928	(103,196,541)
Purchases of long-term investments	(451,805,780)	(20,257,000)
Purchases of foreign currency - net	(413,610)	-
Proceeds from sales/repayments of long-term investments	68,720,921	-
Net change in unrealized appreciation on investments	(1,954,946)	(116,865)
Net change in unrealized appreciation on foreign currency translations	(114,631)	-
Net realized gain on investments	(228,035)	-
Net realized loss on foreign currency	291,079	-
Amortization of premium/discount - net	(802,433)	(489,747)
Increase in receivable for investments sold	(1,728,078)	-
Increase in interest receivable	(5,142,227)	(187,253)
Increase in dividends receivable	(12,250)	-
Decrease (increase) in other assets	63,974	(122,332)
Increase in payable for investments purchased	5,561,704	8,990,000
(Decrease) increase in legal fees (offering costs) payable	(587,080)	800,000
Increase in base management fees payable	1,086,646	436,992
Increase in incentive management fees payable	1,309,382	-
Increase in organization expenses payable	-	200,000
Increase in accrued administrative services expenses	740,069	185,484
Increase in other accrued expenses and payables	83,222	437,969
Net cash used in operating activities	(278,238,166)	(111,521,048)
FINANCING ACTIVITIES:		
Net proceeds from issuance of common stock:		
Cash	810,000	109,408,498
Contribution of short-term investments and cash equivalents	-	419,717,940
Dividends paid - net of reinvestment	(539,391)	-
Net cash provided by financing activities	270,609	529,126,438
Net (decrease) increase in cash and cash equivalents	(277,967,557)	417,605,390
Cash and cash equivalents, beginning of period	288,972,347	-
Cash and cash equivalents, end of period	$ 11,004,790	$ 417,605,390
Supplemental disclosure of non-cash financing activities:		
Dividend distributions reinvested	$ 33,127,605	$ -

* Inception of operations.

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

BLACKROCK KELSO CAPITAL CORPORATION
SCHEDULES OF INVESTMENTS (UNAUDITED)
SEPTEMBER 30, 2006

Portfolio Company (a)	Industry	Principal Amount or Number of Shares/Units	Cost (b)	Fair Value
SHORT-TERM INVESTMENTS - 5.3%				
Commercial Paper - 3.5%				
Morgan Stanley & Co. Incorporated, 5.30%, 1/31/07	Securities Broker and Dealer	$ 20,000,000	$ 20,000,000	$ 20,012,800
Master Notes - 1.8%				
Citigroup Global Markets Inc., 5.45%, 8/27/07	Financial Services	10,000,000	10,000,000	10,000,000
		$ 30,000,000	30,000,000	30,012,800
LONG-TERM INVESTMENTS - 93.6%				
Subordinated Debt / Corporate Notes - 11.9%				
American Residential Services L.L.C., 15.00% (12.00% cash, 3.00% PIK), 9/28/13	HVAC/Plumbing Services	$ 28,700,000	28,700,000	28,700,000 (e)
First Mercury Holdings, Inc., 13.41% (LIBOR + 8.00%/Q), 8/15/12, acquired 8/12/05 (c)	Insurance	1,800,000	1,784,888	1,840,500
Lucite International Luxembourg Finance S.ar.l., PIK Loan, 12.11% PIK (EURIBOR + 9.00%/Q), 7/14/14	Chemicals	13,000,000 (d)	16,002,896	16,205,339
Mattress Giant Corporation, 13.00% (11.00% cash, 2.00% PIK), 8/1/12	Bedding - Retail	13,667,000	13,534,135	13,667,000
U.S. Security Holdings, Inc., 13.00% (11.00% cash, 2.00% PIK), 5/8/14, acquired 5/10/06 (c)	Security Services	7,000,000	7,000,000	7,017,500
Total Subordinated Debt / Corporate Notes			67,021,919	67,430,339
Senior Secured Loans - 81.3% (f)				
AGY Holding Corp., Second Lien, 12.32% (LIBOR + 7.00%), 4/7/13	Glass Yarns/Fibers	$ 10,000,000	10,000,000	10,150,000
ALM Media, Inc., Second Lien, 11.12% (LIBOR + 5.75%), 3/7/11	Publishing	39,750,000	39,752,161	39,849,375
American Safety Razor Company, LLC, Second Lien, 11.72% (LIBOR + 6.25%), 1/30/14	Consumer Products	10,000,000	10,000,000	10,150,000
Applied Tech Products Corp. et al., Tranche A, First Lien, 9.72% (LIBOR + 4.50%), 10/24/10	Plastic Packaging	4,251,515	4,224,645	4,224,645 (e)
Applied Tech Products Corp. et al., Tranche B, Second Lien, 14.22% (LIBOR + 9.00%), 4/24/11	Plastic Packaging	1,951,515	1,934,782	1,934,782 (e)
Applied Tech Products Corp. et al., Tranche C, Third Lien, 17.72% (LIBOR + 6.30% cash, 6.20% PIK), 10/24/11	Plastic Packaging	726,445	640,496	640,496 (e)
Bankruptcy Management Solutions, Inc., Second Lien, 11.74% (LIBOR + 6.25%), 7/31/13	Software	25,000,000	25,000,000	25,390,625
Bare Escentuals Beauty, Inc., Second Lien, 14.25% (Base Rate + 6.00%), 2/18/13	Cosmetics	4,000,000	4,000,000	4,000,000

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

Portfolio Company (a)	Industry	Principal Amount or Number of Shares/Units	Cost (b)	Fair Value
Benchmark Medical Holdings Inc., First Lien, 8.65% (LIBOR + 3.25%), 12/27/12	Rehabilitation Centers	$ 1,990,000	$ 1,990,000	$ 1,930,300
Benchmark Medical Holdings, Inc., Second Lien, 12.06% (LIBOR + 7.00%), 6/27/13	Rehabilitation Centers	9,000,000	9,000,000	8,730,000
Cambridge International, Inc., Second Lien, 11.87% (LIBOR + 6.50%), 11/11/13	Metal Conveyor Belts	20,500,000	20,305,770	20,295,000
Cannondale Bicycle Corporation, Second Lien, 12.37% (LIBOR + 7.00%), 6/5/10	Bicycles/Apparel	10,000,000	10,000,000	10,000,000 (e)
Champion Energy Corporation et al., First Lien, 10.37% (LIBOR + 5.00%), 6/29/11	Heating and Oil Services	15,000,000	15,000,000	15,000,000 (e)
Champion Energy Corporation et al., Second Lien, 16.00% (12.00% cash, 4.00% PIK), 6/30/12	Heating and Oil Services	20,002,222	19,715,218	19,715,218 (e)
Data Transmission Network Corporation, Second Lien, 13.39% (LIBOR + 8.00%), 9/10/13	Information Services	4,000,000	4,000,000	4,000,000
Delta Air Lines, Inc., Term Loan B, First Lien, 10.02% (LIBOR + 4.75%), 3/16/08	Airlines	1,000,000	1,000,000	1,020,163
Deluxe Entertainment Services Group Inc., Second Lien, 13.62% (LIBOR + 8.25%), 7/28/11	Entertainment	16,000,000	16,000,000	16,460,000
DynaVox Systems LLC, Term Loan B, First Lien, 9.00% (LIBOR + 3.50%), 6/30/11	Augmentative Communication Products	3,491,250	3,466,478	3,491,250
DynaVox Systems LLC, Term Loan C, First Lien, 10.50% (LIBOR + 5.00%), 12/13/11	Augmentative Communication Products	1,750,000	1,737,594	1,750,000
Electrical Components International Holdings Company, Second Lien, 11.78% (LIBOR + 6.50%), 5/1/14	Electronics	20,000,000	20,000,000	20,100,000
Event Rentals, Inc., First Lien, 10.77% (LIBOR + 5.25%), 11/17/11	Party Rentals	14,115,767	14,115,767	14,115,767 (e)
Event Rentals, Inc., Acquisition Loan, First Lien, 10.74% (LIBOR + 5.25%), 11/17/11	Party Rentals	19,423,598	19,423,598	19,423,598 (e)
Facet Technologies, LLC, Second Lien, 12.33% LIBOR + 7.00%), 1/26/12	Medical Devices	27,000,000	27,000,000	27,000,000 (e)
Fitness Together Franchise Corporation, First Lien, 11.75% (LIBOR + 6.25%), 7/14/12	Personal Fitness	13,900,000	13,630,573	13,630,573 (e)
Gleason Corporation, Second Lien, 10.97% (LIBOR + 5.50%), 12/30/13	Gear Production Machinery	16,000,000	16,000,000	16,180,000
Haggar Clothing Co., Second Lien, 12.28% (LIBOR + 7.00%), 11/1/11	Apparel	2,500,000	2,478,811	2,500,000
Heartland Automotive Services II Inc. et al., Term Loan A, First Lien, 9.16% (LIBOR + 3.75%), 2/27/12	Automobile Repair	6,755,662	6,749,138	6,789,441
Heartland Automotive Services II Inc. et al., Acquisition Loan (Funded), First Lien, 9.51%, (LIBOR + 4.00%), 2/27/12	Automobile Repair	1,740,000	1,740,000	1,740,000
Heartland Automotive Services II Inc. et al., Acquisition Loan (Unfunded), First Lien, 0.75%, 2/27/08	Automobile Repair	1,260,000	1,260,000	1,260,000

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

Portfolio Company (a)	Industry	Principal Amount or Number of Shares/Units	Cost (b)	Fair Value
HIT Entertainment, Inc., Second Lien, 10.83% (LIBOR + 5.50%), 2/26/13	Entertainment	$ 1,000,000	$ 1,000,000	$ 1,005,000
International Radiology Group, L.L.C. et al., First Lien, 8.58% (LIBOR + 3.25%), 6/30/11	Healthcare Management Services	4,960,227	4,913,151	4,960,227
International Radiology Group, L.L.C. et al., Second Lien, 12.33% (LIBOR + 7.00%), 6/30/12	Healthcare Management Services	10,000,000	9,904,243	10,000,000
MacAndrews Deluxe Holdings LLC, First Lien, 13.00%, 7/28/11	Entertainment	14,000,000	14,000,000	14,105,000
Oriental Trading Company, Inc., Second Lien, 11.47% (LIBOR + 6.00%), 1/31/14	Party Supplies and Novelties	3,000,000	3,000,000	2,997,501
Precision Parts International Services Corp. et al., First Lien, 9.14% (LIBOR + 3.75%), 9/30/11	Automotive Parts	4,927,500	4,927,500	4,927,500
Premier Yachts, Inc. et al., Term A, First Lien 9.08% (LIBOR + 3.75%), 8/22/12	Entertainment Cruises	7,944,588	7,905,609	7,904,865
Premier Yachts, Inc. et al., Term B, First Lien, 12.33% (LIBOR + 7.00%), 8/22/13	Entertainment Cruises	1,750,000	1,741,390	1,741,250
Prism Business Media Holdings, Inc., Second Lien, 11.49% (LIBOR + 6.00%), 9/30/13	Information Services	11,000,000	10,990,237	10,972,500
Professional Paint, Inc., Second Lien, 11.38% (LIBOR + 5.75%), 5/31/13	Paint and Coatings	16,000,000	16,000,000	16,120,000
QTC Acquisition Inc., Second Lien, 11.82% (LIBOR + 6.50%), 5/10/13	Disability Evaluations	23,000,000	22,937,877	23,000,000
Robertson Aviation, L.L.C., First Lien, 9.14% (LIBOR + 3.50%), 4/19/13	Aviation Fuel Systems	4,850,481	4,838,765	4,874,733
Stolle Machinery Company, LLC, Second Lien, 11.37% (LIBOR + 6.00%), 9/29/13	Canning Machinery	8,500,000	8,500,000	8,569,063
United Subcontractors, Inc., Second Lien, 12.86% (LIBOR + 7.25%), 6/27/13	Building and Construction	10,000,000	10,000,000	9,950,000
Wastequip, Inc., Second Lien, 10.82% (LIBOR + 5.50%), 7/15/12	Waste Treatment	500,000	500,000	505,000
Wembley, Inc., Second Lien, 9.70% (LIBOR + 4.25%), 8/23/12	Gaming	1,000,000	1,000,000	1,008,750
Westward Dough Operating Company, LLC, Term Loan A, First Lien, 9.37% (LIBOR + 4.00%), 3/30/11	Restaurants	8,000,000	8,000,000	8,000,000 (e)
Westward Dough Operating Company, LLC, Term Loan B, First Lien, 12.37% (LIBOR + 7.00%), 3/30/11	Restaurants	8,000,000	8,000,000	8,000,000 (e)
Total Senior Secured Loans		$ 459,540,770	458,323,803	460,112,622
Preferred Stock - 0.2%				
Facet Holdings Corp., Class A, 12.00% PIK	Medical Devices	900	900,000	900,000 (e)
Fitness Together Holdings, Inc., Series A, 8.00% PIK	Personal Fitness	187,500	187,500	187,500 (e)
Total Preferred Stock			1,087,500	1,087,500

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

BLACKROCK KELSO CAPITAL CORPORATION
SCHEDULES OF INVESTMENTS (UNAUDITED) (continued)
SEPTEMBER 30, 2006

Portfolio Company (a)	Industry	Principal Amount or Number of Shares/Units	Cost (b)	Fair Value
Common Stock - 0.4% (g)				
Facet Holdings Corp.	Medical Devices	10,000	$ 100,000	$ 100,000 (e)
Fitness Together Holdings, Inc.	Personal Fitness	62,500	62,500	62,500 (e)
MGHC Holding Corporation	Bedding - Retail	205,000	2,050,000	2,050,000 (e)
Total Common Stock			2,212,500	2,212,500
Limited Partnership Interest - 0.1% (g)				
ARS Co-Investors, L.P.	HVAC/Plumbing Services	-	324,216	324,216 (e)
Equity Warrants - 0.1% (g)				
ATEP Holdings, Inc., expire 10/24/15	Plastic Packaging	470	-	- (e)
ATH Holdings, Inc., expire 10/24/15	Plastic Packaging	470	-	- (e)
ATPP Holdings, Inc., expire 10/24/15	Plastic Packaging	470	90,112	90,112 (e)
ATPR Holdings, Inc., expire 10/24/15	Plastic Packaging	470	-	- (e)
Champion Energy Corporation, expire 6/29/16	Heating and Oil Services	15,900	300,000	300,000 (e)
Fitness Together Holdings, Inc., expire 7/14/16	Personal Fitness	105,263	56,000	56,000 (e)
Total Equity Warrants			446,112	446,112
TOTAL LONG-TERM INVESTMENTS INCLUDING UNEARNED INCOME			529,416,050	531,613,289
UNEARNED INCOME - (0.4)%			(2,107,577)	(2,107,577)
TOTAL LONG-TERM INVESTMENTS			527,308,473	529,505,712
TOTAL INVESTMENTS - 98.9%			$ 557,308,473	559,518,512
OTHER ASSETS & LIABILITIES (NET) - 1.1%				6,233,243
NET ASSETS - 100.0%				$ 565,751,755

(a) None of our portfolio companies are "controlled" or "affiliated" as defined in the Investment Company Act of 1940.

(b) Represents amortized cost for fixed income securities and unearned income, and cost for preferred and common stock, limited partnership interest and equity warrants.

(c) These securities are exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions that are exempt from registration, normally to qualified institutional buyers. In the aggregate, these securities represent 1.6% of net assets at September 30, 2006.

(d) Denominated in Euro ((euro)).

(e) Fair value of this investment determined by or under the direction of our Board of Directors (see Note 2). The aggregate fair value of these investments (net of unearned income) is $172,347,830, or 30.5% of net assets, at September 30, 2006.

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

(f) Approximately 92% of the senior secured loans to our portfolio companies bear interest at a floating rate that may be determined by reference to the London Interbank Offered Rate (LIBOR), Euro Interbank Offered Rate (EURIBOR), or other base rate (commonly the Federal Funds Rate or the Prime Rate), at the borrower's option. Additionally, 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. Current reset frequencies for floating rate instruments other than senior secured loans are indicated by Q (quarterly) or S (semiannually).

(g) Non-income producing securities.

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

BLACKROCK KELSO CAPITAL CORPORATION
SCHEDULES OF INVESTMENTS
DECEMBER 31, 2005

Portfolio Company (a)	Industry (b)	Principal Amount or Number of Shares/Units	Cost (c)	Fair Value
SHORT-TERM INVESTMENTS - 20.1%				
Asset-Backed Security - 2.8%				
RACERS Trust, Series 2005-17-O, 4.39% (LIBOR + 0.02%/Q), 8/21/06, acquired 8/29/05 (d)	Asset-Backed Security	$ 15,000,000	$ 15,000,000	$ 15,006,300
Certificates of Deposit - 5.7%				
DEFPA BANK plc, New York, 4.53%, 10/16/06	Banking	15,000,000	15,000,000	14,961,713
Washington Mutual Bank N.A., 4.46%, 3/28/06	Banking	15,000,000	15,000,000	14,999,820
Total Certificates of Deposit		30,000,000	30,000,000	29,961,533
Commercial Paper - 11.6%				
Barclays US Funding Corp., 4.24%, 2/3/06	Banking	26,000,000	25,900,019	25,900,019
BNP Paribas (Canada), 3.83%, 1/24/06	Banking	1,500,000	1,496,397	1,496,397
Credit Suisse First Boston USA, Inc., 3.83%, 1/27/06	Securities Broker and Dealer	8,000,000	7,978,626	7,978,626
Morgan Stanley & Co. Incorporated, 4.08%, 8/4/06	Securities Broker and Dealer	26,000,000	26,000,000	26,003,120
Total Commercial Paper		61,500,000	61,375,042	61,378,162
TOTAL SHORT-TERM INVESTMENTS		$ 106,500,000	106,375,042	106,345,995
LONG-TERM INVESTMENTS - 27.3%				
Subordinated Debt / Corporate Notes - 1.3%				
First Mercury Holdings, Inc., 12.33% (LIBOR + 8.00%/Q), 8/15/12, acquired 8/12/05 (d)	Insurance	$ 1,800,000	1,782,965	1,831,500
InSight Health Services Corp., 9.17% (LIBOR + 5.25%/Q), 11/1/11, acquired 9/16/05 (d)	Diagnostic Imaging	2,500,000	2,488,066	2,375,000
Select Medical Holdings Corporation, 9.93% (LIBOR + 5.75%/S), 9/15/15, acquired 9/15/05 (d)	Specialty Hospitals	2,500,000	2,500,000	2,512,500
Total Subordinated Debt / Corporate Notes		$ 6,800,000	6,771,031	6,719,000
Senior Secured Loans - 24.8% (e)				
Applied Tech Products Corp. et al., Tranche A, First Lien, 8.91% (LIBOR + 4.50%), 10/24/10	Plastic Packaging	$ 4,251,515	4,219,701	4,219,629 (f)
Applied Tech Products Corp. et al., Tranche B, Second Lien, 13.41% (LIBOR + 9.00%), 4/24/11	Plastic Packaging	1,951,515	1,932,040	1,932,000 (f)
Applied Tech Products Corp. et al., Tranche C, Third Lien, 16.91% (LIBOR + 6.30% cash, 6.20% PIK), 10/24/11	Plastic Packaging	696,970	598,331	598,145 (f)
Benchmark Medical Holdings Inc., First Lien, 9.00% (Base Rate + 1.75%), 12/27/12	Rehabilitation Centers	2,000,000	2,000,000	2,015,000
Benchmark Medical Holdings Inc., Second Lien, 13.00% (Base Rate + 5.75%), 6/27/13	Rehabilitation Centers	9,000,000	9,000,000	9,000,000
Bushnell Performance Optics, First Lien, 7.53% (LIBOR + 3.00%), 8/19/11	Leisure Products	1,000,000	1,000,000	1,012,469

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

BLACKROCK KELSO CAPITAL CORPORATION
SCHEDULES OF INVESTMENTS (continued)
DECEMBER 31, 2005

Portfolio Company (a)	Industry (b)	Principal Amount or Number of Shares/Units	Cost (c)	Fair Value
Cannondale Bicycle Corporation, Second Lien, 11.53% (LIBOR + 7.00%), 6/5/10	Bicycles/Apparel	$ 10,000,000	$ 10,000,000	$ 10,000,000 (f)
Champion Energy Corporation et al., First Lien, 13.38% (LIBOR + 9.00%), 6/30/09	Heating and Oil Services	18,000,000	18,000,000	18,000,000 (f)
Clean Earth Inc., Tranche B, First Lien, 7.39% (LIBOR + 3.00%), 10/17/11	Environmental Services	1,500,000	1,500,000	1,515,000
Delta Air Lines, Inc., Term Loan B, First Lien, 11.01% (LIBOR + 6.50%), 3/16/08	Airlines	1,000,000	1,000,000	1,036,750
Eight O'Clock Coffee Company, First Lien, 7.44% (LIBOR + 3.00%), 11/14/11	Coffee Distributor	3,000,000	3,000,000	3,022,500
Eight O'Clock Coffee Company, Second Lien, 11.44% (LIBOR + 7.00%), 11/14/12	Coffee Distributor	12,000,000	12,000,000	12,000,000
Event Rentals, Inc., First Lien, 9.94% (LIBOR + 5.25%), 11/17/11	Party Rentals	14,454,545	14,454,545	14,454,545 (f)
Event Rentals, Inc., Acquisition Loan (Funded), First Lien, 9.92% (LIBOR + 5.25%), 11/17/11	Party Rentals	9,847,159	9,847,159	9,847,159 (f)
Event Rentals, Inc., Acquisition Loan (Unfunded), First Lien, 0.50%, 11/18/07	Party Rentals	2,198,295	2,198,295	2,198,295 (f)
Haggar Clothing Co., Second Lien, 11.51% (LIBOR + 7.00%), 11/1/11	Apparel	2,500,000	2,500,000	2,500,000
The Hertz Corporation, Tranche B, First Lien, 8.50% (Base Rate + 1.25%), 12/21/12	Automobile and Equipment Rental	2,000,000	2,000,000	2,022,500
HIT Entertainment, Inc., Second Lien, 9.71% (LIBOR + 5.50%), 2/26/13	Entertainment	1,000,000	1,000,000	990,000
Houghton International Inc., First Lien, 9.25% (Base Rate + 2.00%), 12/15/11	Specialty Chemicals	5,000,000	5,000,000	5,043,750
MD Beauty, Inc., Second Lien, 11.25% (LIBOR + 7.00%), 2/18/13	Cosmetics	3,000,000	3,000,000	3,022,500
Metaldyne Corporation et al., First Lien, 8.58% (LIBOR + 4.50%), 12/31/09	Automotive Parts	998,741	988,476	1,001,237
NTELOS Inc., Second Lien, 9.39% (LIBOR + 5.00%), 2/24/12	Telecommunications	2,000,000	1,984,276	2,020,000
PBI Media, Inc., Second Lien, 10.24% (LIBOR + 6.00%), 9/30/13	Information Services	6,000,000	5,990,032	5,940,000
Precision Parts International Services Corp. et al., First Lien, 7.98% (LIBOR + 3.75%), 9/30/11	Automotive Parts	3,000,000	3,000,000	3,022,501
QTC Acquisition Inc., Second Lien, 10.84% (LIBOR + 6.50%), 5/10/13	Disability Evaluations	10,000,000	10,000,000	10,075,000
US Investigations Services, Inc., Tranche B, First Lien, 7.00% (LIBOR + 2.50%), 10/14/12	Investigative Services	1,995,000	1,995,000	1,999,988
U.S. Security Holdings, Inc., First Lien, 7.27% (LIBOR + 3.25%), 2/29/12	Security Services	983,400	983,400	990,776
Wastequip, Inc., Second Lien, 10.53% (LIBOR + 6.00%), 7/15/12	Waste Treatment	500,000	500,000	506,250
Wembley, Inc., Second Lien, 7.83% (LIBOR + 3.75%), 8/23/12	Gaming	1,000,000	1,000,000	1,006,250
Total Senior Secured Loans		$ 130,877,140	130,691,255	130,992,244

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

BLACKROCK KELSO CAPITAL CORPORATION
SCHEDULES OF INVESTMENTS (continued)
DECEMBER 31, 2005

Portfolio Company (a)	Industry (b)	Principal Amount or Number of Shares/Units	Cost (c)	Fair Value
Closed-End Funds - 1.4%				
Eaton Vance Floating-Rate Income Trust	Closed-End Fund	175,000	$ 2,988,408	$ 2,952,250
Nuveen Floating Rate Income Fund	Closed-End Fund	94,400	1,159,147	1,188,496
PIMCO Floating Rate Strategy Fund	Closed-End Fund	170,000	2,997,026	3,036,200
Total Closed-End Funds			7,144,581	7,176,946
Equity Warrants - 0.0% (g)				
ATEP Holdings, Inc., expire 10/24/15	Plastic Packaging	470	-	- (f)
ATH Holdings, Inc., expire 10/24/15	Plastic Packaging	470	-	- (f)
ATPP Holdings, Inc., expire 10/24/15	Plastic Packaging	470	90,114	90,114 (f)
ATPR Holdings, Inc., expire 10/24/15	Plastic Packaging	470	-	- (f)
Total Equity Warrants			90,114	90,114
TOTAL LONG-TERM INVESTMENTS INCLUDING UNEARNED INCOME			144,696,981	144,978,304
UNEARNED INCOME - (0.2)%			(887,949)	(887,949)
TOTAL LONG-TERM INVESTMENTS			143,809,032	144,090,355
TOTAL INVESTMENTS - 47.4%			$ 250,184,074	250,436,350
OTHER ASSETS & LIABILITIES (NET) - 52.6%				278,268,499
NET ASSETS - 100.0%				$ 528,704,849

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(a) None of our portfolio companies are "controlled" or "affiliated" as defined in the Investment Company Act of 1940.

(b) Unaudited.

(c) Represents amortized cost for fixed income securities and unearned income, and cost for closed-end funds and equity warrants.

(d) These securities are exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions that are exempt from registration, normally to qualified institutional buyers. In the aggregate, these securities represent 4.1% of net assets at December 31, 2005.

(e) Approximately 98% of the senior secured loans to our 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. Additionally, the borrower under a senior secured loan generally has the option to select from interest rate reset periods of one, two, three or six months and may alter that selection at the end of any reset period. Current reset frequencies for floating rate instruments other than senior secured loans are indicated by Q (quarterly) or S (semiannually).

(f) Fair value of this investment determined by or under the direction of our Board of Directors (see Note 2). The aggregate fair value of these investments (net of unearned income) is $60,451,938, or 11.4% of net assets, at December 31, 2005.

(g) Equity warrants are non-income producing securities.

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

1. Organization

BlackRock Kelso Capital Corporation (the "Company") was organized as a Delaware corporation on April 13, 2005 and was initially funded on July 25, 2005. The Company has filed an election to be treated as a business development company ("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, or 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 intends to invest 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.

On July 25, 2005, the Company completed a private placement (the "Offering") of 35,366,589 shares of its common stock, par value $.001 per share (the "Common Stock"), at a price of $15.00 per share. Net proceeds from the Offering of $529,333,799 reflect the payment of a placement fee of $507,407 and legal fees and other offering costs of $657,639.

The accompanying interim financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). 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 periods, have been included. The results of operations for interim periods are not necessarily indicative of results to be expected for the full year.

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 financial statements should be read in conjunction with the Company's financial statements and notes related thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2005, which was filed with the Securities and Exchange Commission on March 29, 2006.

2. Significant Accounting Policies

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the 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.

The significant accounting policies consistently followed by the Company are:

(a) Investments for which market quotations are readily available are valued at such market quotations, which are generally obtained from an independent pricing service or one or more broker-dealers or market makers. However, debt investments with remaining maturities within 60 days are valued at cost plus accreted discount, or minus amortized premium, which approximates fair value. Debt and equity securities for which market quotations are not readily available 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 value for many of the investments in its portfolio, the Company expects to value many 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 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 the differences could be material.

With respect to the Company's investments for which market quotations are not readily available, the Board of Directors undertakes a multi-step valuation process each quarter, as described below:

(1) The quarterly valuation process begins with each portfolio company or investment being initially valued by the investment professionals of BlackRock Kelso Capital Advisors LLC, the Company's investment adviser (the "Investment Advisor"), responsible for the portfolio investment;

(2) Preliminary valuation conclusions are then documented and discussed with senior management;

(3) To the extent determined by the Audit Committee of the Board of Directors, independent valuation firms engaged by the Board of Directors conduct independent appraisals and review management's preliminary valuations and their own independent assessment;

(4) The Audit Committee of the Board of Directors reviews the preliminary valuations of the investment (professionals, senior management and independent valuation firms; and

(5) 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 Investment Advisor, the respective independent valuation firms and the Audit Committee.

The types of factors that the Company may take into account in fair value pricing its investments include, as relevant, the nature and realizable value of any collateral, the portfolio company's ability to make payments and its earnings and discounted cash flow, the markets in which the portfolio company does business, comparison to publicly traded securities and other relevant factors.

Determination of fair values involves subjective judgments and estimates. Accordingly, these notes to the financial statements express the uncertainty with respect to the possible effect of such valuations, and any change in such valuations, on the financial statements.

The carrying value of the Company's financial instruments approximate fair value. The carrying value of receivables, other assets, accounts payable and accrued expenses approximate fair value due to their short maturity.

None of the Company's portfolio companies are controlled by or affiliated with the Company as defined in the 1940 Act.

(b) Cash equivalents include short-term investments in money market instruments with remaining maturities when purchased of three months or less.

(c) Security transactions are accounted for on the trade date unless there are substantial conditions to the purchase.

(d) Gains or losses on the sale of investments are calculated using the specific identification method.

(e) Interest income, adjusted for amortization of premium and accretion of discount, is recorded on an accrual basis. Interest income is not accrued if collection is deemed doubtful or the related investment is in default. For loans and debt securities with contractual payment-in-kind ("PIK") interest, which represents contractual interest accrued and added to the loan balance and which generally becomes due at maturity, PIK interest is not accrued if the portfolio company valuation indicates that the PIK interest is not collectible. Origination, structuring, closing, commitment and other upfront fees and discounts and premiums on investments purchased are accreted/amortized over the life of the respective investment. Unamortized origination, structuring, closing, commitment and other upfront fees are recorded as unearned income. 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 interest income. Dividend income is recorded on the ex-dividend date. Expenses are recorded on an accrual basis.

(f) Organizational costs of the Company were expensed as incurred. Offering costs were charged against paid-in capital.

(g) The Company has qualified and elected and intends to continue to qualify for the tax treatment applicable to regulated investment companies under Subchapter M of the Code, and, among other things, has made and intends to continue to make the requisite distributions to its shareholders which will relieve the Company from federal income and excise taxes. Therefore, no provision has been recorded for federal income or excise taxes.

In order to qualify as a RIC, the Company is required to distribute annually to its shareholders at least 90% of investment company taxable income, as defined by the Code. To avoid federal excise taxes, the Company must distribute annually at least 98% of its income (both ordinary income and net capital gains).

In accordance with GAAP, book and tax basis differences relating to distributions to shareholders and other permanent book and tax differences are reclassified to capital in excess of par. In addition, the character of income and gains to be distributed is determined in accordance with income tax regulations that may differ from GAAP.

(h) Dividends and distributions to common shareholders are recorded on the ex-date. The amount to be paid out as a dividend is determined by the Board of Directors. Recent dividends declared by the Company were as follows:

Dividend Amount Per Share Outstanding	Ex-Date	Record Date	Pay Date
$0.20	December 29, 2005	December 31, 2005	January 31, 2006
$0.20	March 29, 2006	March 15, 2006	March 31, 2006
$0.23	June 28, 2006	June 15, 2006	June 30, 2006
$0.30	September 13, 2006	September 15, 2006	September 29, 2006

The Company has adopted a dividend reinvestment plan that provides for reinvestment of distributions on behalf of shareholders, unless a shareholder elects to receive cash. As a result, if the Board of Directors authorizes, and the Company declares, a cash dividend, then shareholders 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.

(i) 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. Risks may arise as a result of the potential inability of the counterparties to meet the terms of their contract.

Details of the open forward foreign currency contract at September 30, 2006 were as follows.

Foreign Currency Bought/Sold	Settlement Date	Amount Purchased / Sold	US$ Value at Settlement Date	US$ Value at September 30, 2006	Unrealized Appreciation
Euro	January 10, 2007	12,900,000 Sold	$16,572,631	$16,458,933	$113,698

There were no open forward foreign currency contracts at December 31, 2005.

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

(1) market value of investment securities, other assets and liabilities -- at the spot exchange rate on the last business day of each month; and

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

The Company isolates that portion of the results of operations arising as a result of changes in the foreign exchange rates from the fluctuations arising from changes in the market prices of investments held at period end. Similarly, the Company isolates the effect of changes in foreign exchange rates from the fluctuations arising from changes in the market prices of portfolio investments sold during the period.

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.

(k) Recently Issued Accounting Pronouncements:

In July 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109 ("FIN 48"), which clarifies the accounting for uncertainty in tax positions. FIN 48 requires that the Company recognize in its financial statements the impact of a tax position, and if that position is more likely than not of being sustained on audit, based on the technical merits of the position. The provisions of FIN 48 are effective for fiscal years beginning after December 15, 2006, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. The Company is currently evaluating the impact of adopting FIN 48 on its financial statements. At this time, the impact to the Company's financial statements has not been determined.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements ("SFAS 157"), which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The provisions of SFAS 157 are effective for fiscal years beginning after November 15, 2007. The Company is currently evaluating the impact of adopting SFAS 157 on its financial statements. At this time, the impact to the Company's financial statements has not been determined.

3. Agreements and Related Party Transaction

The Company has entered into an Investment Management Agreement (the "Management Agreement") with the Investment Advisor, under which the Investment 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 Investment Advisor receives a base management fee (the "Management Fee") from the Company at an annual rate of 2.0% of the Company's total assets, including any assets acquired with the proceeds of leverage. For services rendered under the Management Agreement during the period commencing from July 25, 2005, the closing of the Offering (the "Closing"), through and including the first twelve months of operations, the Management Fee will be payable monthly in arrears. For services rendered under the Management Agreement after that time, the Management Fee will be paid quarterly in arrears.

The Investment Advisor has contractually agreed to waive its rights to receive one-half of the amount of the Management Fee the Investment Advisor would otherwise be entitled to receive from the Company until the first date on which 90% of the assets of the Company are invested in portfolio companies in accordance with the Company's investment objective, excluding investments in cash, cash equivalents, U.S. government securities and other high-quality debt investments that mature in one year or less from the date of investment, or the first anniversary of the Closing, whichever is sooner (the "Ramp-Up Date"). Thereafter, the Investment Advisor has agreed to waive, until such time as the Company has completed an initial public offering of its Common Stock and listed its Common Stock on a national securities exchange (collectively, the "Public Market Event"), one-quarter of the amount of the Management Fee the Investment Advisor would otherwise be entitled to receive from the Company. In addition, the Investment Advisor has agreed to (a) waive Management Fees for any calendar year in excess of approximately $11.9 million until the earlier of (i) such time as the Company has completed the Public Market Event or (ii) the fourth anniversary of the Company's inception of operations and (b) waive Management Fees in excess of approximately $5.6 million during the fifth year of the Company's operations unless the Company has completed the Public Market Event.

For the three and nine months ended September 30, 2006 and for the period July 25, 2005 (inception of operations) to September 30, 2005, the Investment Advisor earned $1,923,437, $4,622,971 and $988,170, respectively, in base management fees, net of the waiver provision, from the Company.

The Management Agreement provides that the Investment Advisor or its affiliates may be entitled to an incentive management fee (the "Carried Interest") under certain circumstances. The determination of the Carried Interest, as described in more detail below, will result in the Investment Advisor or its affiliates receiving no Carried Interest payments if returns to Company shareholders, as described in more detail below, do not meet an 8.0% annualized rate of return and will result in the Investment Advisor or its affiliates receiving less than the full amount of the Carried Interest percentage until returns to shareholders exceed an approximate 13.3% annualized rate of return. The determination of the Carried Interest is subject to any applicable limitations under the 1940 Act and the Investment Advisors Act of 1940.

Commencing on the Ramp-Up Date, the Company will pay to the Investment Advisor or its affiliates at the same time as, and not in advance of, any distributions in respect of the Company's Common Stock, (i) 50% of the amount by which the cumulative distributions and amounts distributable to the holders of the Common Stock of the Company exceed an 8% annualized rate of return on net asset value on the Ramp-Up Date until the Investment Advisor or its affiliates have received from the Company an amount equal to 20% of the sum of the cumulative amounts distributed in accordance with the Management Agreement and the cumulative amounts of net income (including realized capital gains in excess of realized capital losses) in excess of net unrealized capital depreciation distributed to the holders of the Company's Common Stock, and (ii) thereafter an amount equal to 20% of the sum of the amount distributed in accordance with the Management Agreement and the cumulative amounts of net income (including realized capital gains in excess of realized capital losses) in excess of net unrealized capital depreciation distributed to the holders of the Company's Common Stock. After the Public Market Event, if any, the amounts above will be measured and paid quarterly on a rolling four-quarter basis and will take into account any decrease in net unrealized depreciation during the measurement period to the extent such decrease did not exceed the net amount of capital depreciation at the beginning of such period and does not exceed the excess of cumulative realized capital gains over cumulative realized capital losses.

For the period July 25, 2006 (Ramp-Up Date) through September 30, 2006, the Investment Advisor earned $1,309,382 in incentive management fees, or Carried Interest, from the Company. No incentive management fees were earned prior to the Ramp-Up Date.

The Management Agreement provides that the Company will reimburse the Investment Advisor for costs and expenses incurred by the Investment Advisor for office space rental, office equipment and utilities allocable to the performance by the Investment Advisor of its duties under the Management Agreement, as well as any costs and expenses incurred by the Investment Advisor relating to any non-investment advisory, administrative or operating services provided by the Investment Advisor to the Company. For the three and nine months ended September 30, 2006 and for the period July 25, 2005 (inception of operations) to September 30, 2005, the Company incurred $200,994, $482,130 and $132,616, respectively, for costs and expenses reimbursable to the Investment Advisor under the Management Agreement.

No person who is an officer, director or employee of the Investment 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 Investment Advisor receive compensation for their services and reimbursement of expenses incurred to attend meetings.

The Company has also entered into an Administration Agreement with BlackRock Financial Management, Inc. (the "Administrator") under which the Administrator provides 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 staffs. The PNC Financial Services Group, Inc. ("PNC") is a significant shareholder of the ultimate parent of the Administrator.

For the three and nine months ended September 30, 2006 and for the period July 25, 2005 (inception of operations) to September 30, 2005, the Company incurred $252,054, $747,945 and $185,484, respectively, for administrative services expenses payable to the Administrator under the Administration Agreement.

From time to time, the Investment Advisor or the Administrator may pay amounts owed by the Company to third party providers of goods or services. The Company will subsequently reimburse the Investment Advisor or the Administrator, as the case may be, for such amounts paid on its behalf. Reimbursements to the Investment Advisor for the three and nine months ended September 30, 2006 and for the period July 25, 2005 (inception of operations) to September 30, 2005 were $231,124, $663,377 and $0, respectively. Reimbursements to the Administrator for the three and nine months ended September 30, 2006 and for the period July 25, 2005 (inception of operations) to September 30, 2005, were $3,614, $31,107 and $180,910, respectively. An additional $1,857 and $10,935 in reimbursements were payable to the Investment Advisor at September 30, 2006 and December 31, 2005, respectively.

PFPC Inc. ("PFPC"), a subsidiary of PNC, provides administrative and accounting services to the Company pursuant to a Sub-Administration and Accounting Services Agreement. PFPC Trust Company, another subsidiary of PNC, provides custodian services to the Company pursuant to a Custodian Services Agreement. Also, PFPC provides transfer agency and compliance support services to the Company pursuant to a Transfer Agency Agreement and a Compliance Support Services Agreement, respectively. For the services provided to the Company by PFPC and its affiliates, PFPC is entitled to an annual fee of 0.02% of the Company's average net assets plus reimbursement of reasonable expenses, and a base fee, payable monthly. PFPC Trust Company may charge the Company additional fees for cash overdraft balances or for sweeping excess cash balances.

For the three months and nine months ended September 30, 2006 and for the period July 25, 2005 (inception of operations) to September 30, 2005, the Company incurred $52,996, $158,340 and $33,450, respectively, for administrative, accounting, custodian and transfer agency services fees payable to PFPC and its affiliates under the related agreements.

On July 25, 2005, in connection with the closing of the Offering, the Company issued approximately 33,333,333 shares of its Common Stock to BlackRock Kelso Capital Holding LLC, an entity for which the Investment Advisor serves as manager, in exchange for total consideration of $500,000,000 ($15.00 per share), consisting of $80,282,060 in cash and a portfolio of short-term investments and cash equivalents valued at $419,717,940. The transaction was effected in accordance with the Company's valuation procedures governing securities transactions with affiliates and was ratified by the Board of Directors.

On March 8, 2006, the Company's Board of Directors authorized the issuance and sale from time to time of up to $2,500,000 in aggregate net asset value of shares of the Company's Common Stock to certain existing and future employees of the Investment Advisor at a price per share equal to the greater of $15.00 or the Company's most recently determined net asset value per share at the time of sale. Pursuant to this authorization, on April 1, 2006 the Company issued and sold in a private placement 54,000 shares of Common Stock for aggregate proceeds of $810,000 to certain employees of the Investment Advisor. On August 10, 2006, the Company's Board of Directors authorized the issuance and sale from time to time of an unlimited number of shares of the Company's Common Stock to the Investment Advisor at a price per share equal to the Company's most recently determined net asset value per share at the time of sale, such shares to be used by the Advisor for employee compensation purposes. Sales under both of the foregoing authorizations are expected to be exempt from the registration requirements of the Securities Act of 1933.

At September 30, 2006, the Investment Advisor beneficially owned indirectly approximately 775,000 shares of the Company's Common Stock, representing approximately 2.1% of the total shares outstanding. At September 30, 2006, other entities affiliated with the Administrator and/or PFPC beneficially owned indirectly approximately 2,475,000 shares of the Company's Common Stock, representing approximately 6.6% of the total shares outstanding. These percentages of total shares outstanding did not change appreciably from December 31, 2005. At September 30, 2006 and December 31, 2005, an entity affiliated with the Administrator owned 36.5% of the members' interests of the Investment Advisor.

On September 29, 2006, Merrill Lynch & Co., Inc. ("Merrill Lynch") contributed its investment management business, Merrill Lynch Investment Managers ("MLIM"), to BlackRock, Inc. ("BlackRock"), the ultimate parent of the Company's Administrator and of a significant holder of the members' interests of the Investment Advisor, to form a new investment management company. The new company operates under the BlackRock name and is governed by a board of directors with a majority of independent members. Merrill Lynch will own no more than 49.8% of the capital stock of the new company on a fully diluted basis and no more than 45% on an undiluted basis. PNC owns approximately

34% of the new company's common stock. Prior to September 29, 2006, PNC was a majority shareholder of BlackRock.

The Company earned $132,101 and $335,362 in interest income on investments in money market securities issued by MLIM or its former affiliates for the three and nine months ended September 30, 2006, respectively, and $66,670 for the period July 25, 2005 (inception of operations) to September 30, 2005. The Company held no investments in securities issued by MLIM or its former affiliates at September 30, 2006. From time to time, former affiliates of MLIM may serve as broker/dealer or agent for the Company or for portfolio companies in which the Company invests. For the period July 25, 2005 (inception of operations) to September 30, 2006, the Company did not make any payments to former MLIM affiliates for such services.

4. Earnings Per Share

The following information sets forth the computation of basic and diluted net increase in net assets per share resulting from operations for the three and nine months ended September 30, 2006 and for the period July 25, 2005 (inception of operations) to September 30, 2005.

	Three Months Ended September 30, 2006	Nine Months Ended Ended September 30, 2006	July 25, 2005* Through September 30, 2005
Numerator for basic and diluted net increase in net assets per share	$11,411,474	$29,702,979	$1,798,245
Denominator for basic and diluted weighted average shares	36,901,928	36,315,321	35,366,589
Basic/diluted net increase in net assets per share resulting from operations	$0.31	$0.82	$0.05

* Inception of operations.

Diluted net increase in net assets per share resulting from operations equals basic net increase in net assets per share resulting from operations for the periods because there were no common stock equivalents outstanding during such periods.

5. Purchases and Sales/Repayments of Investments

Excluding short-term investments, the Company's purchases and sales/repayments of investments for the three months ended September 30, 2006 totaled $190,897,536 and $33,357,245, respectively, and for the nine months ended September 30, 2006 totaled $451,805,780 and $68,720,921, respectively.

6. Commitments and Contingencies

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.

7. Financial Highlights

The following per share data and ratios have been derived from information provided in the financial statements. The following is a schedule of financial highlights for a common share outstanding during the nine months ended September 30, 2006 and during the period July 25, 2005 (inception of operations) to September 30, 2005:

	NINE MONTHS ENDED SEPTEMBER 30, 2006	JULY 25, 2005 (1) THROUGH SEPTEMBER 30, 2005
Per Share Data:		
Net asset value, beginning of period	$ 14.95	$ -
Gross proceeds from Offering	-	15.00
Offering costs	-	(0.04)
Net proceeds from Offering	-	14.96
Net investment income	0.76	0.05
Net realized and unrealized gain	0.06	0.00 (2)
Total from investment operations	0.82	0.05
Less: Dividends to shareholders from net investment income	(0.73)	-
Net change in net assets	0.09	15.01
Net asset value, end of period	$ 15.04	$ 15.01
Total return (3)(4)	5.55%	0.07%
Ratios / Supplemental Data:		
Ratio of expenses to average net assets (5)		
Before management fee waiver	2.91%	2.94%
After management fee waiver	2.03%	1.92%
Ratio of net investment income to average net assets (5)	6.76%	1.78%
Net assets, end of period	$ 565,751,755	$ 530,924,683
Portfolio turnover (4)	22%	-

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(1) Inception of operations.

(2) Less than $0.01.
(3) Total return is based on the change in net asset value per share during the period and takes into account dividends and distributions, if any, reinvested in accordance with the Company's dividend reinvestment plan.
(4) Not annualized.
(5) Annualized.

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 financial statements and notes thereto appearing elsewhere in this report.

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 U.S. middle-market companies.

We are externally managed and have elected to be treated 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 U.S. companies, cash, cash equivalents, U.S. government securities and high-quality debt investments that mature in one year or less.

On July 25, 2005, we completed the Offering of 35,366,589 shares of our Common Stock at a price of $15.00 per share, less a placement fee of $507,407 and legal fees and other offering costs of $657,639. We received approximately $529.3 million in net proceeds from the Offering.

We have qualified and elected to be treated as a regulated investment company, or a RIC, under Subchapter M of the Code. To continue to qualify as a RIC, we must, among other things, continue to meet certain source-of-income and asset diversification requirements. Pursuant to these elections, we generally have not had and will not have to pay corporate-level taxes on any income that we distribute to our shareholders.

Portfolio and Investment Activity

We closed a substantial number of new and diverse investments in portfolio companies during the third quarter of 2006, a result of our Investment Advisor's investment platform and favorable market conditions. During the quarter, we invested approximately $190.9 million across 11 new and 3 existing portfolio companies. The new investments consisted primarily of senior loans secured by second liens ($101.9 million) and first liens ($27.9 million), subordinated debt/corporate notes ($57.4 million) and equity securities ($3.7 million). For the year-to-date period through September 30, 2006, we invested $451.8 million across 25 new and 10 existing portfolio companies.

During the quarter, we received proceeds from sales/repayments of approximately $33.4 million. For the year-to-date period through September 30, 2006, we received proceeds from sales/repayments of approximately $68.7 million.

At September 30, 2006, our net portfolio (investments plus cash and cash equivalents) of $571 million consisted of 40 portfolio companies and was invested 80% in senior secured loans, 12% in subordinated debt/corporate notes, 1% in equity investments and 7% in short-term investments (including cash and cash equivalents). Our average portfolio company investment by market value was approximately $13 million. Our largest portfolio company investment by market value was approximately $40 million and our five largest portfolio company investments by market value comprised approximately 27% of our net assets at September 30, 2006. At December 31, 2005, our net portfolio of $539 million consisted of 26 portfolio companies and was invested 25% in senior secured loans, 1% in subordinated debt/corporate notes, 1% in publicly traded, floating rate closed-end funds, less than 1% in equity investments and 73% in short-term investments (including cash and cash equivalents).

Our weighted average yield on invested capital excluding equity investments, closed-end funds, short-term investments and cash equivalents was 12.0% at September 30, 2006 versus 11.4% at June 30, 2006, 10.9% at March 31, 2006 and 10.7% at December 31, 2005. The weighted average yield on our invested capital including equity investments, closed-end funds, short-term investments and cash equivalents was 11.5% at September 30, 2006 versus 9.1% at June 30, 2006, 7.0% at March 31, 2006 and 6.0% at December 31, 2005. Net of expenses, such yields were 9.5% at September 30, 2006, compared with 7.6% at June 30, 2006, 5.5% at March 31, 2006 and 4.4% at December 31, 2005. The weighted average yields on our subordinated debt/corporate notes and senior secured loans were 14.1% and 11.7%, respectively, at September 30, 2006 versus 12.8% and 11.5%, respectively, at June 30, 2006, 10.7% and 10.9%, respectively, at March 31, 2006, and 10.3% and 10.8%, respectively, at December 31, 2005. Yields are computed using interest rates and dividend yields as of the purchase date and include amortization of loan origination and commitment fees, original issue discount and market premium or discount, weighted by the value of the respective investment when averaged.

At September 30, 2006, 88% of our long-term investments bear interest based on floating rates, such as LIBOR, EURIBOR, the Federal Funds Rate or the Prime Rate, and 12% bear interest at fixed rates. At December 31, 2005, more than 98% of our long-term investments bore interest based on floating rates.

Results of Operations

Operating Results for the Three Months Ended September 30, 2006 and the Period Ended September 30, 2005

Operating results for the prior period July 25, 2005 (inception of operations) to September 25, 2005 ("the period ended September 30, 2005") reflect our initial period of operations, during which our portfolio was primarily invested in cash equivalents and short-term investments.

Operating Income

Investment income totaled $15,116,450 and $3,599,086, respectively, for the three months ended September 30, 2006 and the period ended September 30, 2005, of which $12,565,057 and $22,916, respectively, were attributable to interest and amortization of upfront fees on senior secured loans, $1,408,296 and $3,542,146, respectively, to interest earned on short-term investments and cash equivalents, $1,026,230 and $34,024, respectively, to interest earned on subordinated debt/corporate notes, and $116,867 and $0, respectively, to dividends from closed-end funds and preferred stock. As we continue to invest in longer-term investments, we expect that we will generate additional income at rates higher than those we received on our investments since our inception of operations, although there can be no assurance that we will achieve this objective.

Operating Expenses

Net operating expenses for the three months ended September 30, 2006 and the period ended September 30, 2005 were $4,109,106 and $1,870,201, respectively, consisting of $1,923,437 and $988,170, respectively, in base management fees (net of management fee waiver of $895,428 and $988,170, respectively), $1,309,382 and $0, respectively, in incentive management fees, or Carried Interest, owed to the Investment Advisor, $295,260 and $216,708, respectively, in administrative services expenses, $0 and $200,000, respectively, in expenses related to the organization of the Company, $211,224 and $126,216, respectively, in professional fees, $200,994 and $132,616, respectively, in Investment Advisor expenses, $64,526 and $107,670, respectively, in director fees, $42,194 and $45,278, respectively, in insurance expenses, and $62,089 and $53,543, respectively, in other expenses.

Net Investment Income

Net investment income was $11,007,344 and $1,728,885, respectively, for the three months ended September 30, 2006 and the period ended September 30, 2005.

Net Realized Gain

Net realized gain on investments of $139,801 for the three months ended September 30, 2006 was the result of $430,880 in net gains realized from the disposition of investments partially offset by $291,079 in net losses realized on foreign currency transactions during the period. For the period ended September 30, 2005, net realized gain on investments was $0.

Net Unrealized Appreciation

For the three months ended September 30, 2006 and the period ended September 30, 2005, the change in net unrealized appreciation was $264,329 and $69,360, respectively, which was comprised of an increase in net unrealized appreciation on investments of $150,051 and $116,865, respectively, an increase in net unrealized depreciation on cash equivalents of $353 and $47,505, respectively, and net unrealized appreciation on foreign currency translations of $114,631 and $0, respectively.

Net Increase in Net Assets Resulting from Operations

The net increase in net assets resulting from operations for the three months ended September 30, 2006 and the period ended September 30, 2005 was $11,411,474 and $1,798,245, respectively.

Operating Results for the Nine Months Ended September 30, 2006

We commenced operations on July 25, 2005 and, therefore, have no period with which to reasonably compare results for the nine months ended September 30, 2006.

Operating Income

Investment income totaled $35,994,494 for the nine months ended September 30, 2006, of which $24,951,251 was attributable to interest and amortization of upfront fees on senior secured loans, $9,114,415 to interest earned on short-term investments and cash equivalents, $1,376,492 to interest earned on subordinated debt/corporate notes, $430,203 to dividends from closed-end funds and preferred stock and $122,133 to other income. As we continue to invest in longer-term investments, we expect that we will generate additional income at rates higher than those we received on our investments since our inception of operations, although there can be no assurance that we will achieve this objective.

Operating Expenses

Net operating expenses for the nine months ended September 30, 2006 were $8,309,735, consisting of $4,622,971 in base management fees (net of management fee waiver of $3,595,228), $1,309,382 in incentive management fees, or Carried Interest, owed to the Investment Advisor, $875,367 in administrative services expenses, $531,223 in professional fees, $482,130 in Investment Advisor expenses, $221,587 in director fees, $125,299 in insurance expenses, and $141,776 in other expenses.

Net Investment Income

Net investment income was $27,684,759 for the nine months ended September 30, 2006.

Net Realized Loss

Net realized loss on investments of $63,044 for the nine months ended September 30, 2006 was the result of $291,079 in net losses realized on foreign currency transactions partially offset by $228,035 in net gains realized on the disposition of investments during the period.

Net Unrealized Appreciation

For the nine months ended September 30, 2006, the change in net unrealized appreciation was $2,081,264, which was comprised of an increase in net unrealized appreciation on investments of $1,954,946, an increase in net unrealized appreciation on cash equivalents of $11,687, and unrealized appreciation on foreign currency translations of $114,631.

Net Increase in Net Assets Resulting from Operations

The net increase in net assets resulting from operations for the nine months ended September 30, 2006 was $29,702,979.

Financial Condition, Liquidity and Capital Resources

On July 25, 2005, we completed a private placement of 35,366,589 shares of our Common Stock at a price of $15.00 per share. The net proceeds from the Offering of $529,333,799 consisted of cash of $109,615,859 and a contribution of short-term investments and cash equivalents of $419,717,940.

On March 8, 2006, our Board of Directors authorized the issuance and sale from time to time of up to $2,500,000 in aggregate net asset value of shares of our Common Stock to certain existing and future employees of the Investment Advisor at a price per share equal to the greater of $15.00 or our most recently determined net asset value per share at the time of sale. Pursuant to this authorization, on April 1, 2006 we issued and sold in a private placement 54,000 shares of Common Stock for aggregate proceeds of $810,000 to certain employees of the Investment Advisor.

During the nine months ended September 30, 2006, we generated cash primarily from cash flows from operations, including interest earned on senior secured loans and subordinated debt/corporate notes, as well as from temporary investments in cash equivalents and dividends received from closed-end fund holdings. In the future, we may also fund a portion of our investments through borrowings from banks and issuances of senior securities. As a business development company, we are subject to regulations governing our operations that affect our ability to raise additional capital. In the future, we may also securitize a portion of our investments in senior secured loans or other assets.

At September 30, 2006, we had $11,004,790 in cash and cash equivalents and $30,012,800 in other short-term investments that we intend to use in our operations.

Our primary uses of funds are investments in portfolio companies, payment of fees and other operating expenses and cash distributions to shareholders.

Our operating activities resulted in a net use of cash of $278,238,166 for the nine months ended September 30, 2006, primarily due to net purchases of investments.

Our financing activities resulted in the inflow of cash of $270,609 for the nine months ended September 30, 2006, primarily due to proceeds from capital subscriptions. In addition, our non-cash financing activities consisted of $33,127,605 of dividend distributions reinvested.

Off-Balance Sheet Financing

At September 30, 2006, we had no off-balance sheet contractual obligations or arrangements.

Dividends

We intend to distribute quarterly dividends to our shareholders. Our quarterly dividends, if any, will be determined by our Board of Directors. Recent dividends declared by the Company were as follows:

Dividend Amount Per Share Outstanding	Ex-Date	Record Date	Pay Date
$0.20	December 29, 2005	December 31, 2005	January 31, 2006
$0.20	March 29, 2006	March 15, 2006	March 31, 2006
$0.23	June 28, 2006	June 15, 2006	June 30, 2006
$0.30	September 13, 2006	September 15, 2006	September 29, 2006

We have qualified and elected to be taxed as a regulated investment company, or RIC, under Subchapter M of the Code. To maintain our RIC status, we must distribute annually 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. In order to avoid certain excise taxes imposed on RICs, we currently intend to distribute during each calendar year an amount at least equal to the sum of (1) 98% of our ordinary income for the calendar year, (2) 98% of our capital gains in excess of capital losses for the one-year period ending on October 31st and (3) any ordinary income and net capital gains for preceding years that were not distributed during such years. In addition, although we currently intend to distribute realized net capital gains (i.e., net long-term capital gains in excess of short-term capital losses), if any, at least annually, out of the assets legally available for such distributions, we may in the future decide to retain such capital gains for investment.

We maintain an "opt out" dividend reinvestment plan for our common shareholders. As a result, if we declare a dividend, shareholders' 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.

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. In addition, we may be limited in our ability to make dividends and distributions due to the asset coverage test for borrowings when applicable to us as a business development company under the 1940 Act and due to provisions in future credit facilities. If we do not distribute a certain percentage of our income annually, we will suffer adverse tax consequences, including possible loss of our status as a regulated investment company. We cannot assure shareholders that they will receive any dividends and distributions or dividends and distributions at a particular level.

To the extent we perform substantial services in connection with investments in portfolio companies, the associated income from origination, structuring, closing, commitment and other upfront fees is treated as taxable income and accordingly, distributed to shareholders as dividends. For the three and nine months ended September 30, 2006, fees for such services totaled $1,636,982 and $2,200,829, respectively.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are subject to financial market risks, including changes in interest rates. At September 30, 2006, 88% of our long-term investments bear interest based on floating rates, such as LIBOR, EURIBOR, 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. In addition, at September 30, 2006, 7% of our net portfolio consists of high quality short-term investments and cash equivalents.

To illustrate the potential impact of changes in interest rates, we have performed the following analysis based on our September 30, 2006 balance sheet and assuming no changes in our investment structure. Net asset value is analyzed using the assumptions that interest rates, as defined by the LIBOR and U.S. Treasury yield curves, increase or decrease and that the yield curves of the rate shocks will be parallel to each other. Under this analysis, an instantaneous 100 basis point increase in LIBOR and U.S. Treasury yields would cause a decline of approximately $2,300,000 in the value of our net assets at September 30, 2006.

While hedging activities may insulate us against adverse changes in interest rates, they may also limit our ability to participate in the benefits of lower interest rates with respect to our portfolio of investments. During the three and nine months ended September 30, 2006, we did not engage in any interest rate hedging activities.

Item 4. Controls and Procedures

As of the end of the period covered by this report, the Company 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 the Company 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

We are not a party in any material pending legal proceeding, and no such proceedings are known to be contemplated.

Item 1A. Risk Factors

Not required.

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

None.

Item 3. Defaults Upon Senior Securities

None.

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

None.

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 14, 2006

By: /s/ James R. Maher

James R. Maher
Chief Executive Officer

Date: November 14, 2006

By: /s/ Frank D. Gordon

Frank D. Gordon
Chief Financial Officer

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

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 financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and, for, the period 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(c)) 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) Not applicable (until the first fiscal year ending after July 15, 2007).

    (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosures 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 14, 2006

/s/ James R. Maher

Name: James R. Maher
Title: Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Frank D. Gordon, 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 financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and, for, the period 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(c)) 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) Not applicable (until the first fiscal year ending after July 15, 2007).

    (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosures 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 14, 2006

/s/ Frank D. Gordon

Name: Frank D. Gordon
Title: Chief Financial Officer

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 ending September 30, 2006 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 Frank D. Gordon, as Chief Financial Officer of the Company, each hereby certifies, pursuant to ss.18 U.S.C. ss.1350, as adopted pursuant to ss.906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

(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 financial condition and results of operations of the Company.

/s/ James R. Maher
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Name: James R. Maher
Title: Chief Executive Officer
Date: November 14, 2006

/s/ Frank D. Gordon
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Name: Frank D. Gordon
Title: Chief Financial Officer
Date: November 14, 2006

This certification accompanies the report pursuant to ss.906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of ss.18 of the Securities Exchange Act of 1934, as amended.

A signed original of this certification required by ss.906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.