

SECURITIES AND EXCHANGE COMMISSION

Investment Company Act Release No. 34535; File No. 812-15259

BlackRock Capital Investment Corporation, et al.

March 18, 2022

AGENCY: Securities and Exchange Commission (“Commission” or “SEC”).

ACTION: Notice.

Notice of application for an order under sections 17(d) and 57(i) of the Investment Company Act of 1940 (the “Act”) and rule 17d-1 under the Act to permit certain joint transactions otherwise prohibited by sections 17(d) and 57(a)(4) of the Act and rule 17d-1 under the Act.

Summary of Application: Applicants request an order (“Order”) to permit certain business development companies (“BDCs”) and closed-end management investment companies to co-invest in portfolio companies with each other and with affiliated investment entities.

Applicants: BlackRock Capital Investment Corporation (“BCIC”), BlackRock Credit Strategies Fund (“BCSF”), BlackRock Direct Lending Corp. (“BDLC”), BlackRock Private Credit Fund (“BPCF”), BlackRock Private Investments Fund (“BPIF”), BPIF Subsidiary, LLC, BlackRock Capital Investment Advisors, LLC (“BlackRock Capital Advisor”), BlackRock Advisors, LLC (“BAL”), Middle Market Senior Fund, L.P., 1824 Private Equity Feeder, L.P., 1824 Private Equity Fund, L.P., 1885 Private Opportunities Fund, L.P., ABR PEP I, Ltd., ABR PEP II, Ltd., APO Global Healthcare Cayman, Ltd., APO Global Healthcare HOLDCO SCSP, BEL45 Private Opportunities Fund, L.P., BlackRock 2019 Evergreen Private Opportunities Feeder SCSP, BlackRock 2019 Evergreen Private Opportunities Master SCSP, BlackRock APO Global Healthcare Private Equity Fund, S.C.A. SICAV-RAIF, BlackRock ASF Private Opportunities Fund, L.P., BlackRock Diversified Private Debt USPC Holdings LP, BlackRock Diversified Private Opportunities Fund, L.P., BlackRock Diversified Private Opportunities Fund II, L.P., BlackRock

ERI Private Opportunities Feeder SCSP, BlackRock ERI Private Opportunities Master SCSP, BlackRock Gemini II Private Opportunities Fund, LP, BlackRock Gemini Private Opportunities Fund, L.P., BlackRock Growth Equity Fund Aggregator LP, BlackRock Growth Equity Fund LP, BlackRock Growth Equity Fund (LUX) SCSP, BlackRock Growth Equity Fund Holdings (LUX) SCSP, BlackRock GSA Private Opportunities Feeder Fund, L.P., BlackRock GSA Private Opportunities Fund, L.P., BlackRock HAJAR Feeder Fund, L.P., BlackRock HAJAR Fund, L.P., BlackRock Healthcare Opportunities Fund (Delaware), L.P., BlackRock Healthcare Opportunities Fund, L.P., BlackRock Heartland Private Opportunities Fund, L.P., BlackRock Inverwood Private Opportunities Fund, L.P., BlackRock JI Private Equity Solutions, L.P., BlackRock McKinney Opportunities Fund Cayman, Ltd., BlackRock MD POF Cayman, Ltd., BlackRock MD Private Opportunities Feeder Fund, L.P., BlackRock MD Private Opportunities Fund, L.P., BlackRock MSV Private Opportunities Fund, L.P., BlackRock Private Equity Co-Investments 2021 Aggregator LP, BlackRock Private Equity Co-Investments 2021 LP, BlackRock Private Equity Co-Investments 2021 (LUX) SCSP, BlackRock Private Equity Co-Investments 2021 Holdings (LUX) SCSP, BlackRock Private Equity Impact Capital 60-40 LP, BlackRock Private Equity Impact Capital 60-40 (LUX) SCSP, BlackRock Private Equity Impact Capital 100 LP, BlackRock Private Equity Impact Capital 100 (LUX) SCSP, BlackRock Private Equity Impact Capital Aggregator LP, BlackRock Private Equity Impact Capital Holdings (LUX) SCSP, BlackRock Private Equity Primaries 2021 Aggregator LP, BlackRock Private Equity Primaries 2021 Holdings (Cayman) LP, BlackRock Private Equity Primaries 2021 LP, BlackRock Private Equity Primaries 2021 (LUX) SCSP, BlackRock Private Opportunities Fund IV (Cayman), L.P., BlackRock Private Opportunities Fund IV (Employees), L.P., BlackRock Private Opportunities Fund IV Feeder SCSP, BlackRock Private Opportunities Fund IV Master SCSP, BlackRock Private Opportunities Fund IV, L.P.,

BlackRock Secondaries & Liquidity Solutions – B Intermediary (Cayman) LP, BlackRock
Secondaries & Liquidity Solutions – B LP, BlackRock Secondaries & Liquidity Solutions – C LP,
BlackRock Secondaries & Liquidity Solutions (LUX) SCSP, BlackRock Secondaries & Liquidity
Solutions Holdings (LUX) SCSP, BlackRock Secondaries & Liquidity Solutions LP, BlackRock
Secondaries & Liquidity Solutions Subsidiary SCSP, BLK2018 Core Private Equity Feeder Fund,
L.P., BLK2018 Core Private Equity Fund, L.P., BLK2019 Private Opportunities Feeder Fund, L.P.,
BLK2019 Private Opportunities Fund, L.P., BLK2020 Private Opportunities Feeder Fund, L.P.,
BLK2020 Private Opportunities Fund, L.P., BLK2021 Core Private Equity Feeder Fund, L.P.,
BLK2021 Core Private Equity Fund, L.P., BLK2021 Private Opportunities Feeder Fund, L.P.,
BLK2021 Private Opportunities Fund, L.P., BR POF IV Cayman Master Fund, L.P., BR/ERB Co-
Investment Fund II, L.P., BV PE Opportunities Cayman Master Fund, Ltd., BV PE Opportunities
Feeder Fund SCSP, BV PE Opportunities Master Fund SCSP, Coin Private Opportunities, L.P., FM
Global Cayman, Ltd., FM Global Investment Partners, L.P., Gildi Lífeyrissjodur (Gildi Pension
Fund), Gildi Lífeyrissjodur II (Gildi Pension Fund), Heathrow Forest Opportunities Fund, L.P.,
High Cedar Direct Fund, L.P., High Cedar Feeder, L.P., High Cedar Master Cayman, Ltd., High
Cedar Master, L.P., High Rock Direct Fund, L.P., High Rock Feeder, L.P., High Rock Master, L.P.,
High Street Feeder, L.P., High Street Fund, L.P., Lincoln Pension Private Equity BR, L.P.,
Markwood Co-Investment Fund 1, L.P., MB BlackRock Holdings SCSP, MedioBanca BlackRock
Master Fund SCSP, Mountain Research Fund – Private Equity, L.P., Mutual of Omaha of Cayman,
Ltd., Mutual of Omaha Opportunities Fund, L.P., NDSIB Private Opportunities Fund, L.P.,
NMERB Sierra Blanca Fund, L.P., OV Private Opportunities, L.P., PEP ASGA Feeder L.P., PEP
ASGA Master Cayman, Ltd., PEP ASGA Master L.P., PEP Tellco Investments 1 Cayman, Ltd.,
PEP Tellco Investments 1, L.P., PMH SPV Amber LP, PMH SPV Amber B LP, PMH SPV Basalt

LP, PMH SPV Emerald LP, PMH SPV Garnet LP, PMH SPV Pearl LP, PMH SPV Pearl – B LP, PMH SPV Radar Holdings LP, PMH SPV Sapphire LP, Private Equity Opportunities ELTIF, Private Equity Partners VII (Delaware), L.P., Private Equity Partners VII (Scotland), L.P., Private Equity Partners VII Master Cayman, Ltd., Private Equity Partners VII Master L.P., Private Equity Partners VII US Cayman, Ltd., Private Equity Partners VII US, L.P., Private Market Holdings LP, Red River Direct Investment Fund III, L.P., Salam Private Opportunities Fund, L.P., Salam Private Opportunities Feeder, L.P., SC-BR Asia PE Feeder Fund, L.P., SC-BR Asia PE Fund, L.P., SONJ Private Opportunities Fund II, L.P., Sullivan Way POF Cayman, Ltd., Sullivan Way Private Opportunities Fund, L.P., Tango Capital Opportunities Fund, L.P., TFO Asia Private Opportunities Fund, L.P., The Lincoln National Life Insurance Company, Topanga Opportunities Fund Cayman, Ltd., Topanga Private Opportunities, L.P., Total Alternatives Fund – Private Equity LP, Total Alternatives Fund – Private Equity (B) LP, TSCL Private Markets Feeder Fund, L.P., TSCL Private Markets Fund, L.P., VFL Co Invest Partners, L.P., BlackRock 2019 Evergreen Private Opportunities Cayman Master Ltd., BlackRock Alternative Funds S.C.A., SICAV-RAIF – BlackRock Private Equity Impact Opportunities ELTIF, BlackRock Florida Cayman, L.P., BlackRock HMC GP, LLC, BlackRock McKinney Opportunities Fund, L.P., BlackRock POF V (GENPAR) LLC, BlackRock Private Equity Primaries 2021 (Cayman) LP, BlackRock Private Opportunities Fund V (LUX) SCSP, BlackRock Private Opportunities Fund V Aggregator LP, BlackRock Private Opportunities Fund V Holdings (LUX) SCSP, BlackRock Private Opportunities Fund V LP, BlackRock Secondaries & Liquidity Solutions – B SPV LP, BlackRock Secondaries & Liquidity Solutions Holdings II (LUX) SCSP, BlackRock Secondaries & Liquidity Solutions II – B LP, BlackRock Secondaries & Liquidity Solutions II – C LP, BlackRock Secondaries & Liquidity Solutions II (GENPAR) LLC, BlackRock Secondaries & Liquidity Solutions II (GENPAR) SARL,

BlackRock Secondaries & Liquidity Solutions II (LUX) SCSP, BlackRock Secondaries & Liquidity Solutions II LP, BlackRock Secondaries & Liquidity Solutions Subsidiary II (LUX) SCSP, BLK TEEMO, L.P., BR Magnum Aggregator, Ltd., HMC Alpha Ventures Fund, L.P., NHRS Private Opportunities Fund, L.P., PEP TELLCO Investments 2, L.P., PMH Holdco II LP, PMH Holdco LP, PMH Newco II LLC, Private Equity Impact Opportunities Holdings SCSP, Private Market Holdings – C, LLC, Private Market Holdings II LLC, SLS II – C Holdco LP, SLS II – C Holdings LLC, SLS II – C Newco LLC, TSCL Private Markets Cayman Fund Ltd., BlackRock TCP Capital Corp. (“TCPC”), Special Value Continuation Partners LLC (“SVCP”), TCPC Funding I, LLC (“TCPC Funding”), TCPC Funding II, LLC (“TCPC Funding II”), TCPC SBIC, LP (“TCPC SBIC”), TCPC SBIC GP, LLC (“TCPC SBIC GP”), Tennenbaum Capital Partners, LLC (“TCP”), SVOF/MM, LLC (“SVOF/MM”), Tennenbaum Opportunities Partners V, LP, Tennenbaum Opportunities Fund V, LLC, Tennenbaum Heartland Co-Invest, LP, SEB DIP Investor, LP, Special Value Expansion Fund, LLC, Special Value Opportunities Fund, LLC, TCP Direct Lending Fund VIII-S, LLC, TCP Direct Lending Fund VIII-T, LLC, TCP DLF VIII 2018 CLO LLC, TCP Enhanced Yield Funding I, LLC, TCP Rainier, LLC, TCP Direct Lending Fund VIII, LLC, TCP Direct Lending Fund VIII-L, LLC, TCP Direct Lending Fund VIII-A, LLC, Tennenbaum Energy Opportunities Co., LLC, Tennenbaum Energy Opportunities Fund, LP, Tennenbaum Enhanced Yield Fund I, LLC, Tennenbaum Opportunities Fund VI, LLC, TCP Waterman Fund, LLC, Tennenbaum Senior Loan Fund III, LP, Tennenbaum Senior Loan Funding III, LLC, Tennenbaum Senior Loan Fund IV-A, LP, Tennenbaum Senior Loan Fund IV-B, LP, Tennenbaum Special Situations Fund IX, LLC, Tennenbaum Special Situations Fund IX-A, LLC, Tennenbaum Special Situations Fund IX-S, L.P., Tennenbaum Senior Loan Fund II, LP, Tennenbaum Senior Loan Fund V, LLC, Tennenbaum Enhanced Yield Operating I, LLC, TCP Waterman CLO, LLC, TCP Whitney

CLO, LLC, TCP Whitney CLO, Ltd., Tennenbaum Senior Loan Operating III, LLC, Tennenbaum Senior Loan SPV IV-A, LLC, BlackRock Elbert CLO V Ltd., BlackRock DLF IX 2019 CLO, LLC, BlackRock DLF IX-G CLO, LLC, BlackRock DLF IX 2020-1 CLO, LLC, BlackRock Lisi Credit Fund, LP, Special Value Opportunities Feeder Fund, TCP CLO III, LLC, TCP Direct Lending Fund VIII MM, LLC, TCP Direct Lending Fund VIII-A MM, LLC, Tennenbaum DIP Opportunity Feeder, LP, Tennenbaum Energy Opportunities GP, LLC, Tennenbaum Enhanced Yield MM I, LLC, Tennenbaum Heartland GP, LLC, Tennenbaum Senior Loan GP III, LLC, Tennenbaum Senior Loan GP IV-A, LLC, Tennenbaum Senior Loan GP IV-B, LLC, Tennenbaum Senior Loan MM V, LLC, Tennenbaum SLF II GP, LLC, Tennenbaum Special Situations IX-S GP, LLC, Tennenbaum Special Situations MM IX, LLC, Tennenbaum Special Situations MM IX-A, LLC, Tennenbaum Waterman GP, LLC, Special Value Continuation Partners, LP, ABR USPC Holdings I, Ltd., ABR USPC Holdings II, Ltd., BlackRock Baker CLO 2021-1, Ltd., BlackRock Baker CLO VIII, LLC, BlackRock Direct Lending Fund IX-U (Luxembourg) SCSP, BlackRock DLF IX CLO 2021-1, LLC, BlackRock DLF IX CLO 2021-2, LLC, BlackRock Rainier CLO VI, Ltd., BlackRock Shasta CLO VII, LLC, BlackRock Technology Credit Opportunities I, LP, BlackRock Technology Credit Opportunities I, Ltd., BlackRock Technology Credit Opportunities Non-US II Ltd., DLF IX-L Funding, LP, Loan Capital Direct LLC, Olympia Holdings I, Ltd., TCP DLF VIII-L Funding, LP, TCP DLF VIII-S Funding, LLC, TCP DLF VIII-T Funding, LLC, Middle Market Senior Master Fund S.À.R.L., Tennenbaum Special Situations IX-C, L.P., Tennenbaum Special Situations IX-O, L.P., TCP Direct Lending Fund VIII – L (Ireland), TCP Direct Lending Fund VIII – U (Ireland), BlackRock Direct Lending Fund IX-U (Ireland), and BlackRock Direct Lending Fund IX-L (Ireland) (collectively, the “Applicants”).

Filing Dates: The application was filed on August 25, 2021, and amended on March 17, 2022.

Hearing or Notification of Hearing: An order granting the requested relief will be issued unless the Commission orders a hearing. Interested persons may request a hearing by e-mailing the Commission's Secretary at Secretarys-Office@sec.gov and serving Applicants with a copy of the request by e-mail, if an e-mail address is listed for the relevant Applicant below, or personally or by mail, if a physical address is listed for the relevant Applicant below. Hearing requests should be received by the Commission by 5:30 p.m. on April 13, 2022, and should be accompanied by proof of service on Applicants, in the form of an affidavit or, for lawyers, a certificate of service.

Pursuant to rule 0-5 under the Act, hearing requests should state the nature of the writer's interest, any facts bearing upon the desirability of a hearing on the matter, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by writing to the Commission's Secretary at Secretarys-Office@sec.gov.

ADDRESSES: The Commission: Secretarys-Office@sec.gov. Applicants: GroupBCIALSupport@blackrock.com.

FOR FURTHER INFORMATION CONTACT: Jean E. Minarick, Senior Counsel, or Terri Jordan, Branch Chief, at (202) 551-6825 (Division of Investment Management, Chief Counsel's Office).

SUPPLEMENTARY INFORMATION: For Applicants' representations, legal analysis, and conditions, please refer to Applicants' first amended and restated application, dated March 17, 2022, which may be obtained via the Commission's website by searching for the file number at the top of this document, or for an Applicant using the Company name search field, on the SEC's EDGAR system. The SEC's EDGAR system may be searched at <https://www.sec.gov/edgar/searchedgar/legacy/companysearch.html>. You may also call the SEC's Public Reference Room at (202) 551-8090.

Introduction:

1. The Applicants request an Order of the Commission under sections 17(d) and 57(i) of the Act and rule 17d-1 thereunder to permit, subject to the terms and conditions set forth in the application (the “Conditions”), a Regulated Fund¹ and one or more other Regulated Funds and/or one or more Affiliated Funds² to enter into Co-Investment Transactions with each other. “Co-Investment Transaction” means any transaction in which a Regulated Fund (or its Wholly-Owned Investment Sub (as defined below)) participated together with one or more Affiliated Funds and/or one or more other Regulated Funds in reliance on the Order. “Potential Co-Investment

¹ “Regulated Funds” means BCIC, BCSF, BDLC, BPCF, BPIF, TCPC, the Future Regulated Funds and the BDC Downstream Funds. “Future Regulated Fund” means a closed-end management investment company (a) that is registered under the Act or has elected to be regulated as a BDC, (b) whose investment adviser or sub-adviser is an Adviser, and (c) that intends to participate in the proposed co-investment program (the “Co-Investment Program”).

“Adviser” means BlackRock Capital Advisor, TCP and SVOF/MM and any Future Adviser. The term Adviser does not include BAL or any other investment adviser to an Affiliated Fund or a Regulated Fund whose sub-adviser is an Adviser (a “Sub-Advised Fund”), except that such investment adviser is deemed to be an Adviser for purposes of Conditions 2(c)(iv), 13 and 14 only. BAL and any investment adviser to a Sub-Advised Fund will not be the source of any Potential Co-Investment Transactions under the Order.

“Future Adviser” means any future investment adviser that (i) is controlled by BlackRock Capital Advisor, (ii) (a) is registered as an investment adviser under the Advisers Act (as defined below) or (b) is a relying adviser of an investment adviser that is registered under the Advisers Act and that is controlled by BlackRock Capital Advisor, and (iii) is not a Regulated Fund or a subsidiary of a Regulated Fund.

² “Affiliated Fund” means any Existing Affiliated Fund (identified in Appendix A to the application) or any entity (a) whose investment adviser or sub-adviser is an Adviser, (b) that either (x) would be an investment company but for section 3(c)(1), 3(c)(5)(C) or 3(c)(7) of the Act or (y) relies on the rule 3a-7 exemption from investment company status, (c) that is not a BDC Downstream Fund (as defined below), and (d) that intends to participate in the Co-Investment Program; provided that an entity sub-advised by an Adviser is not included in this term if: (i) such Adviser serving as sub-adviser does not control the entity, and (ii) the primary investment adviser is not an Adviser. Applicants represent that no Existing Affiliated Fund is a BDC Downstream Fund.

“BDC Downstream Fund” means, with respect to any Regulated Fund that is a BDC, an entity (i) that the BDC directly or indirectly controls, (ii) that is not controlled by any person other than the BDC (except a person that indirectly controls the entity solely because it controls the BDC), (iii) that would be an investment company but for section 3(c)(1) or 3(c)(7) of the Act, (iv) whose investment adviser or sub-adviser is an Adviser, (v) that is not a Wholly-Owned Investment Sub and (vi) that intends to participate in the Co-Investment Program.

Transaction” means any investment opportunity in which a Regulated Fund (or its Wholly-Owned Investment Sub) could not participate together with one or more Affiliated Funds and/or one or more other Regulated Funds without obtaining and relying on the Order.³

2. The Order sought by the application would supersede the Prior Order (as defined below) issued by the Commission to BlackRock Capital Investment Corporation, et al. on June 20, 2019⁴ under sections 17(d) and 57(i) of the Act and rule 17d-1 under the Act, with the result that no person will continue to rely on the Prior Order if the Order is granted.

Applicants:

3. BCIC is a Delaware corporation organized as a closed-end management investment company that has elected to be regulated as a BDC under the Act.⁵ BCIC is managed by a Board⁶ currently comprised of seven persons, six of whom are Independent Directors.⁷

³ All existing entities that currently intend to rely on the Order have been named as Applicants and any existing or future entities that may rely on the Order in the future will comply with its terms and Conditions set forth in the application. No Regulated Fund or Affiliated Fund that relies on this Order will rely on any other order of the Commission authorizing co-investment transactions pursuant to sections 17(d) and 57(i) of the Act and not entity that relies on another such order of the Commission will rely on this Order.

⁴ BlackRock Capital Investment Corporation, et al., Investment Company Act Release Nos. 33480 (May 21, 2019) (notice) and 33515 (June 20, 2019) (order) (“Prior Order”).

⁵ Section 2(a)(48) defines a BDC to be any closed-end investment company that operates for the purpose of making investments in securities described in section 55(a)(1) through 55(a)(3) and makes available significant managerial assistance with respect to the issuers of such securities.

⁶ “Board” means (i) with respect to a Regulated Fund other than a BDC Downstream Fund, the board of directors (or the equivalent) of the Regulated Fund and (ii) with respect to a BDC Downstream Fund, the Independent Party of the BDC Downstream Fund.

“Independent Party” means, with respect to a BDC Downstream Fund, (i) if the BDC Downstream Fund has a board of directors (or the equivalent), the board or (ii) if the BDC Downstream Fund does not have a board of directors (or the equivalent), a transaction committee or advisory committee of the BDC Downstream Fund.

⁷ “Independent Director” means a director or trustee of the Board of any relevant entity who is not an “interested person” as defined in section 2(a)(19) of the Act. No Independent Director of a Regulated Fund (including any non-interested member of an Independent Party) will have a financial interest in any Co-Investment Transaction, other than indirectly through share ownership in one of the Regulated Funds.

4. BCSF, a Delaware statutory trust, is registered as a non-diversified, closed-end management investment company under the Act. BCSF is managed by a Board, a majority of which are Independent Directors.

5. BDLC is a closed-end management investment company incorporated in Delaware that has elected to be regulated as a BDC under the Act. BDLC is managed by a five member board of directors, three of whom are Independent Directors.

6. BPCF is a Delaware statutory trust organized as a closed-end management investment company that intends to elect to be regulated as a BDC under the Act. BPCF currently is managed by its sole originating trustee.

7. BPIF, a Delaware statutory trust, is registered as a non-diversified, closed-end management investment company under the Act. BPIF is managed by a Board of trustees, a majority of which are Independent Directors.

8. TCPC is a BDC incorporated in Delaware and its common stock is traded on The NASDAQ Global Select Market. TCPC's business and affairs are managed under the direction of its Board. TCPC has an eight-member Board, six of whom are Independent Directors.

9. SVCP is a limited liability company under the laws of the State of Delaware. SVCP is a wholly-owned subsidiary of TCPC.

10. TCPC Funding and TCP Funding II are limited liability companies under the laws of the State of Delaware and are wholly-owned subsidiaries of TCPC.

10. TCPC SBIC is a limited partnership under the laws of the state of Delaware. SVCP directly owns a 100% limited partnership interest in TCPC SBIC. TCPC SBIC will not be registered under the Act based on the exclusion from the definition of investment company contained in section 3(c)(7). TCPC SBIC is a wholly-owned subsidiary that is licensed by the

Small Business Administration (the “SBA”) to operate under the Small Business Investment Act of 1958 (the “SBA Act”) as a small business investment company (such a subsidiary, an “SBIC Subsidiary”).

12. TCPC SBIC GP is a limited liability company under the laws of the state of Delaware, and is a wholly-owned subsidiary of SVCP, which is the sole member of the TCPC SBIC GP. TCPC SBIC GP is the sole general partner of TCPC SBIC.

13. TCPC effectively controls TCPC SBIC because TCPC SBIC GP is a wholly-owned subsidiary of SVCP.

14. BlackRock Capital Advisor is an indirect wholly-owned subsidiary of BlackRock, Inc., which is a New York based global investment management firm. BlackRock Capital Advisor is a Delaware limited liability company and an investment adviser that is registered with the Commission under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). BlackRock Capital Advisor serves as the investment adviser to BCIC and BDLC and sub-adviser to BCSF and BPIF.

15. BAL is a Delaware limited liability company that is registered with the Commission as an investment adviser under the Advisers Act. BAL serves as the investment adviser to BCSF and BPIF and may serve as the investment adviser to Future Regulated Funds and future Affiliated Funds that are sub-advised by an Adviser. BAL is an indirect wholly-owned subsidiary of BlackRock, Inc.

16. TCP is a wholly-owned subsidiary of BlackRock Capital Advisor. TCP, a Delaware limited liability company registered under the Advisers Act, serves as the investment adviser to TCPC, TCPC SBIC and certain Existing Affiliated Funds.

17. SVOF/MM is a controlled subsidiary of TCP. SVOF/MM is an investment adviser registered under the Advisers Act. Certain classes and series of SVOF/MM also serve as managing member, sub-adviser and/or investment adviser to certain Existing Affiliated Funds.

18. The Existing Affiliated Funds are the investment funds identified in Appendix A to the application. Applicants represent that each Existing Affiliated Fund is a separate and distinct legal entity and would be an investment company but for section 3(c)(1) or 3(c)(7) of the Act. TCP is the investment adviser to 54 of the Existing Affiliated Funds. Series I of SVOF/MM is the investment adviser to 3 of the Existing Affiliated Funds and BlackRock Capital Advisor is the investment adviser or sub-adviser to 197 of the Existing Affiliated Funds. Series I of SVOF/MM also serves as sub-adviser to one Existing Affiliated Fund of which TCP is the investment adviser.

19. Applicants state that a Regulated Fund may, from time to time, form one or more Wholly-Owned Investment Subs.⁸ Such a subsidiary may be prohibited from investing in a Co-Investment Transaction with a Regulated Fund (other than its parent) or any Affiliated Fund because it would be a company controlled by its parent Regulated Fund for purposes of section 57(a)(4) and rule 17d-1. Applicants request that each Wholly-Owned Investment Sub be permitted to participate in Co-Investment Transactions in lieu of the Regulated Fund that owns it and that the Wholly-Owned Investment Sub's participation in any such transaction be treated, for purposes of the Order, as though the parent Regulated Fund were participating directly.

⁸ "Wholly-Owned Investment Sub" means an entity (i) that is wholly-owned by a Regulated Fund (with such Regulated Fund at all times holding, beneficially and of record, directly or indirectly, 100% of the voting and economic interests); (ii) whose sole business purpose is to hold one or more investments on behalf of such Regulated Fund (and, in the case of an SBIC Subsidiary, maintain a license under the SBA Act and issue debentures guaranteed by the SBA); (iii) with respect to which such Regulated Fund's Board has the sole authority to make all determinations with respect to the entity's participation under the Conditions; and (iv) that would be an investment company but for section 3(c)(1) or 3(c)(7) of the Act.

Applicants' Representations:

A. Allocation Process

20. Applicants represent that the Advisers have established processes for ensuring compliance with the Prior Order and for allocating initial investment opportunities, opportunities for subsequent investments in an issuer and dispositions of securities holdings reasonably designed to treat all clients fairly and equitably. Further, Applicants represent that these processes will be extended and modified in a manner reasonably designed to ensure that the additional transactions permitted under the Order will both (i) be fair and equitable to the Regulated Funds and the Affiliated Funds and (ii) comply with the Conditions.

21. Specifically, Applicants state that the Advisers are organized and managed such that the individual portfolio managers, as well as the teams and committees of portfolio managers, analysts and senior management (“Investment Teams” and “Investment Committees”), responsible for evaluating investment opportunities and making investment decisions on behalf of clients are promptly notified of the opportunities. If the Order is granted, the Advisers will establish, maintain and implement policies and procedures reasonably designed to ensure that, when such opportunities arise, the Advisers to the relevant Regulated Funds are promptly notified and receive the same information about the opportunity as any other Advisers considering the opportunity for their clients. The Advisers will undertake to perform these duties regardless of whether the Advisers serve as investment adviser or sub-adviser to the Regulated Fund or Affiliated Funds. In particular, consistent with Condition 1, if a Potential Co-Investment Transaction falls within the then-current

Objectives and Strategies⁹ and any Board-Established Criteria¹⁰ of a Regulated Fund, the policies and procedures will require that the relevant portfolio managers, Investment Teams and/or Investment Committees responsible for that Regulated Fund receive sufficient information to allow the Regulated Fund's Adviser to make its independent determination and recommendations under the Conditions.

22. The Adviser to each applicable Regulated Fund will then make an independent determination of the appropriateness of the investment for the Regulated Fund in light of the Regulated Fund's then-current circumstances. If the Adviser to a Regulated Fund deems the Regulated Fund's participation in such Potential Co-Investment Transaction to be appropriate, then it will formulate a recommendation regarding the proposed order amount for the Regulated Fund.

23. Applicants state that, for each Regulated Fund and Affiliated Fund whose Adviser recommends participating in a Potential Co-Investment Transaction, the Adviser will formulate a

⁹ "Objectives and Strategies" means (i) with respect to any Regulated Fund other than a BDC Downstream Fund, its investment objectives and strategies, as described in its most current registration statement on Form N-2, other current filings with the Commission under the Securities Act of 1933 (the "Securities Act") or under the Securities Exchange Act of 1934, as amended, and its most current report to stockholders, and (ii) with respect to any BDC Downstream Fund, those investment objectives and strategies described in its disclosure documents (including private placement memoranda and reports to equity holders) and organizational documents (including operating agreements).

¹⁰ "Board-Established Criteria" means criteria that the Board of a Regulated Fund may establish from time to time to describe the characteristics of Potential Co-Investment Transactions regarding which the Adviser to the Regulated Fund should be notified under Condition 1. The Board-Established Criteria will be consistent with the Regulated Fund's Objectives and Strategies. If no Board-Established Criteria are in effect, then the Regulated Fund's Adviser will be notified of all Potential Co-Investment Transactions that fall within the Regulated Fund's then-current Objectives and Strategies. Board-Established Criteria will be objective and testable, meaning that they will be based on observable information, such as industry/sector of the issuer, minimum EBITDA of the issuer, asset class of the investment opportunity or required commitment size, and not on characteristics that involve a discretionary assessment. The Adviser to the Regulated Fund may from time to time recommend criteria for the Board's consideration, but Board-Established Criteria will only become effective if approved by a majority of the Independent Directors. The Independent Directors of a Regulated Fund may at any time rescind, suspend or qualify their approval of any Board-Established Criteria, though Applicants anticipate that, under normal circumstances, the Board would not modify these criteria more often than quarterly.

proposed order amount. Prior to the External Submission (as defined below), each proposed order amount may be reviewed and adjusted, in accordance with the Advisers' written allocation policies and procedures, by an allocation committee for the area in question (e.g., credit, private equity, real estate) on which senior management, legal and compliance personnel from that area participate or, in the case of issues involving multiple areas, an Adviser-wide allocation committee on which senior management, legal and compliance personnel for the Advisers participate.¹¹ The order of a Regulated Fund or Affiliated Fund resulting from this process is referred to as its "Internal Order". The Internal Order will be submitted for approval by the Required Majority of any participating Regulated Funds in accordance with the Conditions.¹²

24. If the aggregate Internal Orders for a Potential Co-Investment Transaction do not exceed the size of the investment opportunity immediately prior to the submission of the orders to the underwriter, broker, dealer or issuer, as applicable (the "External Submission"), then each Internal Order will be fulfilled as placed. If, on the other hand, the aggregate Internal Orders for a Potential Co-Investment Transaction exceed the size of the investment opportunity immediately prior to the External Submission, then the allocation of the opportunity will be made pro rata on the basis of the size of the Internal Orders.¹³ If, subsequent to such External Submission, the size of the

¹¹ The reason for any such adjustment to a proposed order amount will be documented in writing and preserved in the records of the Advisers.

¹² "Required Majority" means a required majority, as defined in section 57(o) of the Act. In the case of a Regulated Fund that is a registered closed-end fund, the Board members that make up the Required Majority will be determined as if the Regulated Fund were a BDC subject to section 57(o). In the case of a BDC Downstream Fund with a board of directors (or the equivalent), the members that make up the Required Majority will be determined as if the BDC Downstream Fund were a BDC subject to section 57(o). In the case of a BDC Downstream Fund with a transaction committee or advisory committee, the committee members that make up the Required Majority will be determined as if the BDC Downstream Fund were a BDC subject to section 57(o) and as if the committee members were directors of the fund.

¹³ The Advisers will maintain records of all proposed order amounts, Internal Orders and External Submissions in conjunction with Potential Co-Investment Transactions. Each applicable Adviser will provide the Eligible Directors with information concerning the Affiliated Funds' and Regulated Funds' order

opportunity is increased or decreased, or if the terms of such opportunity, or the facts and circumstances applicable to the Regulated Funds' or the Affiliated Funds' consideration of the opportunity, change, the participants will be permitted to submit revised Internal Orders in accordance with written allocation policies and procedures that the Advisers will establish, implement and maintain.¹⁴

B. Follow-On Investments

25. Applicants state that from time to time the Regulated Funds and Affiliated Funds may have opportunities to make Follow-On Investments¹⁵ in an issuer in which a Regulated Fund and one or more other Regulated Funds and/or Affiliated Funds previously have invested.

26. Applicants propose that Follow-On Investments would be divided into two categories depending on whether the prior investment was a Co-Investment Transaction or a Pre-Boarding Investment.¹⁶ If the Regulated Funds and Affiliated Funds had previously participated in

sizes to assist the Eligible Directors with their review of the applicable Regulated Fund's investments for compliance with the Conditions.

"Eligible Directors" means, with respect to a Regulated Fund and a Potential Co-Investment Transaction, the members of the Regulated Fund's Board eligible to vote on that Potential Co-Investment Transaction under section 57(o) of the Act (treating any registered investment company or series thereof as a BDC for this purpose).

¹⁴ The Board of the Regulated Fund will then either approve or disapprove of the investment opportunity in accordance with Condition 2, 6, 7, 8 or 9, as applicable.

¹⁵ "Follow-On Investment" means (i) with respect to a Regulated Fund, an additional investment in the same issuer in which the Regulated Fund is currently invested; or (ii) with respect to an Affiliated Fund (x) an additional investment in the same issuer in which the Affiliated Fund and at least one Regulated Fund are currently invested; or (y) an investment in an issuer in which at least one Regulated Fund is currently invested but in which the Affiliated Fund does not currently have an investment. An investment in an issuer includes, but is not limited to, the exercise of warrants, conversion privileges or other rights to purchase securities of the issuer.

¹⁶ "Pre-Boarding Investments" are investments in an issuer held by a Regulated Fund as well as one or more Affiliated Funds and/or one or more other Regulated Funds that were acquired prior to participating in any Co-Investment Transaction: (i) in transactions in which the only term negotiated by or on behalf of such funds was price in reliance on one of the JT No-Action Letters; or (ii) in transactions occurring at least 90 days apart and without coordination between the Regulated Fund and any Affiliated Fund or other Regulated Fund.

a Co-Investment Transaction with respect to the issuer, then the terms and approval of the Follow-On Investment would be subject to the Standard Review Follow-Ons described in Condition 8. If the Regulated Funds and Affiliated Funds have not previously participated in a Co-Investment Transaction with respect to the issuer but hold a Pre-Boarding Investment, then the terms and approval of the Follow-On Investment would be subject to the Enhanced-Review Follow-Ons described in Condition 9. All Enhanced Review Follow-Ons require the approval of the Required Majority. For a given issuer, the participating Regulated Funds and Affiliated Funds would need to comply with the requirements of Enhanced-Review Follow-Ons only for the first Co-Investment Transaction. Subsequent Co-Investment Transactions with respect to the issuer would be governed by the requirements of Standard Review Follow-Ons.

27. A Regulated Fund would be permitted to invest in Standard Review Follow-Ons either with the approval of the Required Majority under Condition 8(c) or without Board approval under Condition 8(b) if it is (i) a Pro Rata Follow-On Investment¹⁷ or (ii) a Non-Negotiated Follow-On Investment.¹⁸ Applicants believe that these Pro Rata and Non-Negotiated Follow-On Investments do not present a significant opportunity for overreaching on the part of any Adviser and

¹⁷ A “Pro Rata Follow-On Investment” is a Follow-On Investment (i) in which the participation of each Affiliated Fund and each Regulated Fund is proportionate to its outstanding investments in the issuer or security, as appropriate, immediately preceding the Follow-On Investment, and (ii) in the case of a Regulated Fund, a majority of the Board has approved the Regulated Fund’s participation in the pro rata Follow-On Investments as being in the best interests of the Regulated Fund. The Regulated Fund’s Board may refuse to approve, or at any time rescind, suspend or qualify, its approval of Pro Rata Follow-On Investments, in which case all subsequent Follow-On Investments will be submitted to the Regulated Fund’s Eligible Directors in accordance with Condition 8(c).

¹⁸ A “Non-Negotiated Follow-On Investment” is a Follow-On Investment in which a Regulated Fund participates together with one or more Affiliated Funds and/or one or more other Regulated Funds (i) in which the only term negotiated by or on behalf of the funds is price and (ii) with respect to which, if the transaction were considered on its own, the funds would be entitled to rely on one of the JT No-Action Letters.

“JT No-Action Letters” means SMC Capital, Inc., SEC No-Action Letter (pub. avail. Sept. 5, 1995) and Massachusetts Mutual Life Insurance Company, SEC No-Action Letter (pub. avail. June 7, 2000).

thus do not warrant the time or the attention of the Board. Pro Rata Follow-On Investments and Non-Negotiated Follow-On Investments remain subject to the Board's periodic review in accordance with Condition 10.

C. Dispositions

28. Applicants propose that Dispositions¹⁹ would be divided into two categories. If the Regulated Funds and Affiliated Funds holding investments in the issuer had previously participated in a Co-Investment Transaction with respect to the issuer, then the terms and approval of the Disposition would be subject to the Standard Review Dispositions described in Condition 6. If the Regulated Funds and Affiliated Funds have not previously participated in a Co-Investment Transaction with respect to the issuer but hold a Pre-Boarding Investment, then the terms and approval of the Disposition would be subject to the Enhanced Review Dispositions described in Condition 7. Subsequent Dispositions with respect to the same issuer would be governed by Condition 6 under the Standard Review Dispositions.²⁰

29. A Regulated Fund may participate in a Standard Review Disposition either with the approval of the Required Majority under Condition 6(d) or without Board approval under Condition

¹⁹ "Disposition" means the sale, exchange or other disposition of an interest in a security of an issuer.

²⁰ However, with respect to an issuer, if a Regulated Fund's first Co-Investment Transaction is an Enhanced Review Disposition, and the Regulated Fund does not dispose of its entire position in the Enhanced Review Disposition, then before such Regulated Fund may complete its first Standard Review Follow-On in such issuer, the Eligible Directors must review the proposed Follow-On Investment not only on a stand-alone basis but also in relation to the total economic exposure in such issuer (i.e., in combination with the portion of the Pre-Boarding Investment not disposed of in the Enhanced Review Disposition), and the other terms of the investments. This additional review would be required because such findings would not have been required in connection with the prior Enhanced Review Disposition, but they would have been required had the first Co-Investment Transaction been an Enhanced Review Follow-On.

6(c) if (i) the Disposition is a Pro Rata Disposition²¹ or (ii) the securities are Tradable Securities²² and the Disposition meets the other requirements of Condition 6(c)(ii). Pro Rata Dispositions and Dispositions of a Tradable Security remain subject to the Board’s periodic review in accordance with Condition 10.

D. Delayed Settlement

30. Applicants represent that under the terms and Conditions of the application, all Regulated Funds and Affiliated Funds participating in a Co-Investment Transaction will invest at the same time, for the same price and with the same terms, conditions, class, registration rights and any other rights, so that none of them receives terms more favorable than any other. However, the settlement date for an Affiliated Fund in a Co-Investment Transaction may occur up to ten business days after the settlement date for the Regulated Fund, and vice versa. Nevertheless, in all cases, (i) the date on which the commitment of the Affiliated Funds and Regulated Funds is made will be the same even where the settlement date is not and (ii) the earliest settlement date and the latest settlement date of any Affiliated Fund or Regulated Fund participating in the transaction will occur within ten business days of each other.

²¹ A “Pro Rata Disposition” is a Disposition (i) in which the participation of each Affiliated Fund and each Regulated Fund is proportionate to its outstanding investment in the security subject to Disposition immediately preceding the Disposition; and (ii) in the case of a Regulated Fund, a majority of the Board has approved the Regulated Fund’s participation in pro rata Dispositions as being in the best interests of the Regulated Fund. The Regulated Fund’s Board may refuse to approve, or at any time rescind, suspend or qualify, its approval of Pro Rata Dispositions, in which case all subsequent Dispositions will be submitted to the Regulated Fund’s Eligible Directors.

²² “Tradable Security” means a security that meets the following criteria at the time of Disposition: (i) it trades on a national securities exchange or designated offshore securities market as defined in rule 902(b) under the Securities Act; (ii) it is not subject to restrictive agreements with the issuer or other security holders; and (iii) it trades with sufficient volume and liquidity (findings as to which are documented by the Advisers to any Regulated Funds holding investments in the issuer and retained for the life of the Regulated Fund) to allow each Regulated Fund to dispose of its entire position remaining after the proposed Disposition within a short period of time not exceeding 30 days at approximately the value (as defined by section 2(a)(41) of the Act) at which the Regulated Fund has valued the investment.

E. Holders

31. Under Condition 15, if an Adviser, its principals, or any person controlling, controlled by, or under common control with the Adviser or its principals, and the Affiliated Funds (collectively, the "Holders") own in the aggregate more than 25 percent of the outstanding voting shares of a Regulated Fund (the "Shares"), then the Holders will vote such Shares in the same percentage as the Regulated Fund's other shareholders (not including the Holders) when voting on matters specified in the Condition.

Applicants' Legal Analysis:

1. Section 17(d) of the Act and rule 17d-1 under the Act prohibit participation by a registered investment company and an affiliated person in any "joint enterprise or other joint arrangement or profit-sharing plan," as defined in the rule, without prior approval by the Commission by order upon application. Section 17(d) of the Act and rule 17d-1 under the Act are applicable to Regulated Funds that are registered closed-end investment companies.

2. Similarly, with regard to BDCs, section 57(a)(4) of the Act generally prohibits certain persons specified in section 57(b) from participating in joint transactions with the BDC or a company controlled by the BDC in contravention of rules as prescribed by the Commission. Section 57(i) of the Act provides that, until the Commission prescribes rules under section 57(a)(4), the Commission's rules under section 17(d) of the Act applicable to registered closed-end investment companies will be deemed to apply to transactions subject to section 57(a)(4). Because the Commission has not adopted any rules under section 57(a)(4), rule 17d-1 also applies to joint transactions with Regulated Funds that are BDCs.

3. Co-Investment Transactions are prohibited by either or both of rule 17d-1 and section 57(a)(4) without a prior exemptive order of the Commission to the extent that the Affiliated

Funds and the Regulated Funds participating in such transactions fall within the category of persons described by rule 17d-1 and/or section 57(b), as modified by rule 57b-1 thereunder, as applicable, vis-à-vis each participating Regulated Fund. Each of the participating Regulated Funds and Affiliated Funds may be deemed to be affiliated persons vis-à-vis a Regulated Fund within the meaning of section 2(a)(3) by reason of common control to the extent that (i) an Existing Adviser or an entity that controls, is controlled by, or under common control with an Existing Adviser, is the investment adviser (and sub-adviser, if any) to each of the Regulated Funds and the Affiliated Funds, and may be deemed to control, each of the Existing Affiliated Funds; (ii) an Adviser to Future Affiliated Funds will be the investment adviser (and sub-adviser, if any) to, and may be deemed to control, any other Affiliated Fund; (iii) an Existing Adviser is the investment adviser (and sub-adviser, if any) to, and may be deemed to control, the existing Regulated Fund and (iv) an Adviser will be the investment adviser (and sub-adviser, if any) to, and may be deemed to control any other Future Regulated Funds; and (v) each BDC Downstream Fund²³ will be deemed to be controlled by its parent BDC and/or its BDC parent's Adviser or certain of its parent BDC's subsidiaries. Thus, each Regulated Fund and each Affiliated Fund may be deemed to be a person related to a BDC or BDC Downstream Fund in a manner described by section 57(b) (or section 17(d) in the case of Regulated Funds that are registered under the Act) and therefore would be prohibited by section 57(a)(4) (or section 17(d) in the case of Regulated Funds that are registered under the Act) and rule 17d-1 from participating in Co-Investment Transactions with the Regulated Funds without the Order. Further, because the BDC Downstream Funds and Wholly-Owned Investment Subsidiaries will be controlled by the Regulated Funds, the BDC Downstream Funds and Wholly-Owned Investment Subsidiaries would be subject to section 57(a)(4) (or section 17(d)

²³

in the case of Wholly-Owned Investment Subsidiaries controlled by Regulated Funds that are registered under the Act) and thus would also be subject to the provisions of rule 17d-1, and therefore, would be prohibited from participating in Co-Investment Transactions without the Order. Finally, the Advisers are under common control.

4. In passing upon applications under rule 17d-1, the Commission considers whether the company's participation in the joint transaction is consistent with the provisions, policies, and purposes of the Act and the extent to which such participation is on a basis different from or less advantageous than that of other participants.

5. Applicants state that in the absence of the requested relief, in many circumstances the Regulated Funds would be limited in their ability to participate in attractive and appropriate investment opportunities. Applicants state that, as required by rule 17d-1(b), the Conditions ensure that the terms on which Co-Investment Transactions may be made will be consistent with the participation of the Regulated Funds being on a basis that it is neither different from nor less advantageous than other participants, thus protecting the equity holders of any participant from being disadvantaged. Applicants further state that the Conditions ensure that all Co-Investment Transactions are reasonable and fair to the Regulated Funds and their shareholders and do not involve overreaching by any person concerned, including the Advisers. Applicants state that the Regulated Funds' participation in the Co-Investment Transactions in accordance with the Conditions will be consistent with the provisions, policies, and purposes of the Act and would be done in a manner that is not different from, or less advantageous than, that of other participants.

Applicants' Conditions:

Applicants agree that the Order will be subject to the following Conditions:

1. Identification and Referral of Potential Co-Investment Transactions.

(a) The Advisers will establish, maintain and implement policies and procedures reasonably designed to ensure that each Adviser is promptly notified of all Potential Co-Investment Transactions that fall within the then-current Objectives and Strategies and Board-Established Criteria of any Regulated Fund the Adviser manages.

(b) When an Adviser to a Regulated Fund is notified of a Potential Co-Investment Transaction under Condition 1(a), the Adviser will make an independent determination of the appropriateness of the investment for the Regulated Fund in light of the Regulated Fund's then-current circumstances.²⁴

2. Board Approvals of Co-Investment Transactions.

(a) If the Adviser deems a Regulated Fund's participation in any Potential Co-Investment Transaction to be appropriate for the Regulated Fund, it will then determine an appropriate level of investment for the Regulated Fund.

(b) If the aggregate amount recommended by the Advisers to be invested in the Potential Co-Investment Transaction by the participating Regulated Funds and any participating Affiliated Funds, collectively, exceeds the amount of the investment opportunity, the investment opportunity will be allocated among them pro rata based on the size of the Internal Orders, as described in section III.A.1.b. of the application. Each Adviser to a participating Regulated Fund will promptly notify and provide the Eligible Directors with information concerning the Affiliated Funds' and Regulated Funds' order sizes to assist the Eligible Directors with their review of the applicable Regulated Fund's investments for compliance with these Conditions.

²⁴ BAL and any investment adviser to a Sub-Advised Fund will not be the source of any Potential Co-Investment Transactions under the Order.

(c) After making the determinations required in Condition 1(b) above, each Adviser to a participating Regulated Fund will distribute written information concerning the Potential Co-Investment Transaction (including the amount proposed to be invested by each participating Regulated Fund and each participating Affiliated Fund) to the Eligible Directors of its participating Regulated Fund(s) for their consideration. A Regulated Fund will enter into a Co-Investment Transaction with one or more other Regulated Funds or Affiliated Funds only if, prior to the Regulated Fund's participation in the Potential Co-Investment Transaction, a Required Majority concludes that:

(i) the terms of the transaction, including the consideration to be paid, are reasonable and fair to the Regulated Fund and its equity holders and do not involve overreaching in respect of the Regulated Fund or its equity holders on the part of any person concerned;

(ii) the transaction is consistent with:

(A) the interests of the Regulated Fund's equity holders; and

(B) the Regulated Fund's then-current Objectives and Strategies;

(iii) the investment by any other Regulated Fund(s) or Affiliated Fund(s) would not disadvantage the Regulated Fund, and participation by the Regulated Fund would not be on a basis different from, or less advantageous than, that of any other Regulated Fund(s) or Affiliated Fund(s) participating in the transaction; provided that the Required Majority shall not be prohibited from reaching the conclusions required by this Condition 2(c)(iii) if:

(A) the settlement date for another Regulated Fund or an Affiliated Fund in a Co-Investment Transaction is later than the settlement date for the Regulated Fund by no more than ten business days or earlier than the settlement date for the

Regulated Fund by no more than ten business days, in either case, so long as: (x) the date on which the commitment of the Affiliated Funds and Regulated Funds is made is the same; and (y) the earliest settlement date and the latest settlement date of any Affiliated Fund or Regulated Fund participating in the transaction will occur within ten business days of each other; or

(B) any other Regulated Fund or Affiliated Fund, but not the Regulated Fund itself, gains the right to nominate a director for election to a portfolio company's board of directors, the right to have a board observer or any similar right to participate in the governance or management of the portfolio company so long as: (x) the Eligible Directors will have the right to ratify the selection of such director or board observer, if any; (y) the Adviser agrees to, and does, provide periodic reports to the Regulated Fund's Board with respect to the actions of such director or the information received by such board observer or obtained through the exercise of any similar right to participate in the governance or management of the portfolio company; and (z) any fees or other compensation that any other Regulated Fund or Affiliated Fund or any affiliated person of any other Regulated Fund or Affiliated Fund receives in connection with the right of one or more Regulated Funds or Affiliated Funds to nominate a director or appoint a board observer or otherwise to participate in the governance or management of the portfolio company will be shared proportionately among any participating Affiliated Funds (who may, in turn, share their portion with their affiliated persons) and any participating Regulated Fund(s) in accordance with the amount of each such party's investment; and

(iv) the proposed investment by the Regulated Fund will not involve compensation, remuneration or a direct or indirect²⁵ financial benefit to the Advisers, any other Regulated Fund, the Affiliated Funds or any affiliated person of any of them (other than the parties to the Co-Investment Transaction), except (A) to the extent permitted by Condition 14, (B) to the extent permitted by section 17(e) or 57(k), as applicable, (C) indirectly, as a result of an interest in the securities issued by one of the parties to the Co-Investment Transaction, or (D) in the case of fees or other compensation described in Condition 2(c)(iii)(B)(z).

3. Right to Decline. Each Regulated Fund has the right to decline to participate in any Potential Co-Investment Transaction or to invest less than the amount proposed.

4. General Limitation. Except for Follow-On Investments made in accordance with Conditions 8 and 9 below,²⁶ a Regulated Fund will not invest in reliance on the Order in any issuer in which a Related Party has an investment.²⁷

5. Same Terms and Conditions. A Regulated Fund will not participate in any Potential Co-Investment Transaction unless (i) the terms, conditions, price, class of securities to be

²⁵ For example, procuring the Regulated Fund's investment in a Potential Co-Investment Transaction to permit an affiliate to complete or obtain better terms in a separate transaction would constitute an indirect financial benefit.

²⁶ This exception applies only to Follow-On Investments by a Regulated Fund in issuers in which that Regulated Fund already holds investments.

²⁷ "Related Party" means (i) any Close Affiliate and (ii) in respect of matters as to which any Adviser has knowledge, any Remote Affiliate.

"Close Affiliate" means the Advisers, the other Regulated Funds, the Affiliated Funds and any other person described in section 57(b) (after giving effect to rule 57b-1) in respect of any Regulated Fund (treating any registered investment company or series thereof as a BDC for this purpose) except for limited partners included solely by reason of the reference in section 57(b) to section 2(a)(3)(D).

"Remote Affiliate" means any person described in section 57(e) in respect of any Regulated Fund (treating any registered investment company or series thereof as a BDC for this purpose) and any limited partner holding 5% or more of the relevant limited partner interests that would be a Close Affiliate but for the exclusion in that definition.

purchased, date on which the commitment is entered into and registration rights (if any) will be the same for each participating Regulated Fund and Affiliated Fund and (ii) the earliest settlement date and the latest settlement date of any participating Regulated Fund or Affiliated Fund will occur as close in time as practicable and in no event more than ten business days apart. The grant to one or more Regulated Funds or Affiliated Funds, but not the respective Regulated Fund, of the right to nominate a director for election to a portfolio company's board of directors, the right to have an observer on the board of directors or similar rights to participate in the governance or management of the portfolio company will not be interpreted so as to violate this Condition 5, if Condition 2(c)(iii)(B) is met.

6. Standard Review Dispositions.

(a) *General.* If any Regulated Fund or Affiliated Fund elects to sell, exchange or otherwise dispose of an interest in a security and one or more Regulated Funds and Affiliated Funds have previously participated in a Co-Investment Transaction with respect to the issuer, then:

(i) the Adviser to such Regulated Fund or Affiliated Fund will notify each Regulated Fund that holds an investment in the issuer of the proposed Disposition at the earliest practical time; and

(ii) the Adviser to each Regulated Fund that holds an investment in the issuer will formulate a recommendation as to participation by such Regulated Fund in the Disposition.

(b) *Same Terms and Conditions.* Each Regulated Fund will have the right to participate in such Disposition on a proportionate basis, at the same price and on the same terms and conditions as those applicable to the Affiliated Funds and any other Regulated Fund.

(c) *No Board Approval Required.* A Regulated Fund may participate in such a Disposition without obtaining prior approval of the Required Majority if:

(i) (A) the participation of each Regulated Fund and Affiliated Fund in such Disposition is proportionate to its then-current holding of the security (or securities) of the issuer that is (or are) the subject of the Disposition;²⁸ (B) the Board of the Regulated Fund has approved as being in the best interests of the Regulated Fund the ability to participate in such Dispositions on a pro rata basis (as described in greater detail in the application); and (C) the Board of the Regulated Fund is provided on a quarterly basis with a list of all Dispositions made in accordance with this Condition; or

(ii) each security is a Tradable Security and (A) the Disposition is not to the issuer or any affiliated person of the issuer; and (B) the security is sold for cash in a transaction in which the only term negotiated by or on behalf of the participating Regulated Funds and Affiliated Funds is price.

(d) *Standard Board Approval.* In all other cases, the Adviser will provide its written recommendation as to the Regulated Fund's participation to the Eligible Directors and the Regulated Fund will participate in such Disposition solely to the extent that a Required Majority determines that it is in the Regulated Fund's best interests.

7. Enhanced Review Dispositions.

(a) *General.* If any Regulated Fund or Affiliated Fund elects to sell, exchange or otherwise dispose of a Pre-Boarding Investment in a Potential Co-Investment Transaction and the

²⁸ In the case of any Disposition, proportionality will be measured by each participating Regulated Fund's and Affiliated Fund's outstanding investment in the security in question immediately preceding the Disposition.

Regulated Funds and Affiliated Funds have not previously participated in a Co-Investment Transaction with respect to the issuer:

(i) the Adviser to such Regulated Fund or Affiliated Fund will notify each Regulated Fund that holds an investment in the issuer of the proposed Disposition at the earliest practical time;

(ii) the Adviser to each Regulated Fund that holds an investment in the issuer will formulate a recommendation as to participation by such Regulated Fund in the Disposition; and

(iii) the Advisers will provide to the Board of each Regulated Fund that holds an investment in the issuer all information relating to the existing investments in the issuer of the Regulated Funds and Affiliated Funds, including the terms of such investments and how they were made, that is necessary for the Required Majority to make the findings required by this Condition.

(b) *Enhanced Board Approval.* The Adviser will provide its written recommendation as to the Regulated Fund's participation to the Eligible Directors, and the Regulated Fund will participate in such Disposition solely to the extent that a Required Majority determines that:

(i) the Disposition complies with Condition 2(c)(i), (ii), (iii)(A), and (iv).

(ii) the making and holding of the Pre-Boarding Investments were not prohibited by section 57 or rule 17d-1, as applicable, and records the basis for the finding in the Board minutes.

(c) *Additional Requirements.* The Disposition may only be completed in reliance on the Order if:

(i) *Same Terms and Conditions.* Each Regulated Fund has the right to participate in such Disposition on a proportionate basis, at the same price and on the same terms and Conditions as those applicable to the Affiliated Funds and any other Regulated Fund;

(ii) *Original Investments.* All of the Affiliated Funds' and Regulated Funds' investments in the issuer are Pre-Boarding Investments;

(iii) *Advice of counsel.* Independent counsel to the Board advises that the making and holding of the investments in the Pre-Boarding Investments were not prohibited by section 57 (as modified by rule 57b-1) or rule 17d-1, as applicable;

(iv) *Multiple Classes of Securities.* All Regulated Funds and Affiliated Funds that hold Pre-Boarding Investments in the issuer immediately before the time of completion of the Co-Investment Transaction hold the same security or securities of the issuer. For the purpose of determining whether the Regulated Funds and Affiliated Funds hold the same security or securities, they may disregard any security held by some but not all of them if, prior to relying on the Order, the Required Majority is presented with all information necessary to make a finding, and finds, that: (x) any Regulated Fund's or Affiliated Fund's holding of a different class of securities (including for this purpose a security with a different maturity date) is immaterial²⁹ in amount, including immaterial relative to the size of the issuer; and (y) the Board records the basis for any such finding in its minutes. In addition, securities that differ only in respect of issuance date, currency, or denominations may be treated as the same security; and

²⁹ In determining whether a holding is "immaterial" for purposes of the Order, the Required Majority will consider whether the nature and extent of the interest in the transaction or arrangement is sufficiently small that a reasonable person would not believe that the interest affected the determination of whether to enter into the transaction or arrangement or the terms of the transaction or arrangement.

(v) *No control.* The Affiliated Funds, the other Regulated Funds and their affiliated persons (within the meaning of section 2(a)(3)(C) of the Act), individually or in the aggregate, do not control the issuer of the securities (within the meaning of section 2(a)(9) of the Act).

8. Standard Review Follow-Ons.

(a) *General.* If any Regulated Fund or Affiliated Fund desires to make a Follow-On Investment in an issuer and the Regulated Funds and Affiliated Funds holding investments in the issuer previously participated in a Co-Investment Transaction with respect to the issuer:

(i) the Adviser to each such Regulated Fund or Affiliated Fund will notify each Regulated Fund that holds securities of the portfolio company of the proposed transaction at the earliest practical time; and

(ii) the Adviser to each Regulated Fund that holds an investment in the issuer will formulate a recommendation as to the proposed participation, including the amount of the proposed investment, by such Regulated Fund.

(b) *No Board Approval Required.* A Regulated Fund may participate in the Follow-On Investment without obtaining prior approval of the Required Majority if:

(i) (A) the proposed participation of each Regulated Fund and each Affiliated Fund in such investment is proportionate to its outstanding investments in the issuer or the security at issue, as appropriate,³⁰ immediately preceding the Follow-On Investment; and

³⁰ To the extent that a Follow-On Investment opportunity is in a security or arises in respect of a security held by the participating Regulated Funds and Affiliated Funds, proportionality will be measured by each participating Regulated Fund's and Affiliated Fund's outstanding investment in the security in question immediately preceding the Follow-On Investment using the most recent available valuation thereof. To the extent that a Follow-On Investment opportunity relates to an opportunity to invest in a security that is not in respect of any security held by any of the participating Regulated Funds or Affiliated Funds, proportionality will be measured by each participating Regulated Fund's and Affiliated Fund's outstanding investment in the issuer immediately preceding the Follow-On Investment using the most recent available valuation thereof.

(B) the Board of the Regulated Fund has approved as being in the best interests of the Regulated Fund the ability to participate in Follow-On Investments on a pro rata basis (as described in greater detail in the application); or

(ii) it is a Non-Negotiated Follow-On Investment.

(c) *Standard Board Approval.* In all other cases, the Adviser will provide its written recommendation as to the Regulated Fund's participation to the Eligible Directors and the Regulated Fund will participate in such Follow-On Investment solely to the extent that a Required Majority makes the determinations set forth in Condition 2(c). If the only previous Co-Investment Transaction with respect to the issuer was an Enhanced Review Disposition the Eligible Directors must complete this review of the proposed Follow-On Investment both on a stand-alone basis and together with the Pre-Boarding Investments in relation to the total economic exposure and other terms of the investment.

(d) *Allocation.* If, with respect to any such Follow-On Investment:

(i) the amount of the opportunity proposed to be made available to any Regulated Fund is not based on the Regulated Funds' and the Affiliated Funds' outstanding investments in the issuer or the security at issue, as appropriate, immediately preceding the Follow-On Investment; and

(ii) the aggregate amount recommended by the Advisers to be invested in the Follow-On Investment by the participating Regulated Funds and any participating Affiliated Funds, collectively, exceeds the amount of the investment opportunity,

then the Follow-On Investment opportunity will be allocated among them pro rata based on the size of the Internal Orders, as described in section III.A.1.b. of the application.

(e) *Other Conditions.* The acquisition of Follow-On Investments as permitted by this Condition will be considered a Co-Investment Transaction for all purposes and subject to the other Conditions set forth in the application.

9. Enhanced Review Follow-Ons.

(a) *General.* If any Regulated Fund or Affiliated Fund desires to make a Follow-On Investment in an issuer that is a Potential Co-Investment Transaction and the Regulated Funds and Affiliated Funds holding investments in the issuer have not previously participated in a Co-Investment Transaction with respect to the issuer:

(i) the Adviser to each such Regulated Fund or Affiliated Fund will notify each Regulated Fund that holds securities of the portfolio company of the proposed transaction at the earliest practical time;

(ii) the Adviser to each Regulated Fund that holds an investment in the issuer will formulate a recommendation as to the proposed participation, including the amount of the proposed investment, by such Regulated Fund; and

(iii) the Advisers will provide to the Board of each Regulated Fund that holds an investment in the issuer all information relating to the existing investments in the issuer of the Regulated Funds and Affiliated Funds, including the terms of such investments and how they were made, that is necessary for the Required Majority to make the findings required by this Condition.

(b) *Enhanced Board Approval.* The Adviser will provide its written recommendation as to the Regulated Fund's participation to the Eligible Directors, and the Regulated Fund will participate in such Follow-On Investment solely to the extent that a Required Majority reviews the proposed Follow-On Investment both on a stand-alone basis and together with the Pre-Boarding

Investments in relation to the total economic exposure and other terms and makes the determinations set forth in Condition 2(c). In addition, the Follow-On Investment may only be completed in reliance on the Order if the Required Majority of each participating Regulated Fund determines that the making and holding of the Pre-Boarding Investments were not prohibited by section 57 (as modified by rule 57b-1) or rule 17d-1, as applicable. The basis for the Board's findings will be recorded in its minutes.

(c) *Additional Requirements.* The Follow-On Investment may only be completed in reliance on the Order if:

(i) *Original Investments.* All of the Affiliated Funds' and Regulated Funds' investments in the issuer are Pre-Boarding Investments;

(ii) *Advice of counsel.* Independent counsel to the Board advises that the making and holding of the investments in the Pre-Boarding Investments were not prohibited by section 57 (as modified by rule 57b-1) or rule 17d-1, as applicable;

(iii) *Multiple Classes of Securities.* All Regulated Funds and Affiliated Funds that hold Pre-Boarding Investments in the issuer immediately before the time of completion of the Co-Investment Transaction hold the same security or securities of the issuer. For the purpose of determining whether the Regulated Funds and Affiliated Funds hold the same security or securities, they may disregard any security held by some but not all of them if, prior to relying on the Order, the Required Majority is presented with all information necessary to make a finding, and finds, that: (x) any Regulated Fund's or Affiliated Fund's holding of a different class of securities (including for this purpose a security with a different maturity date) is immaterial in amount, including immaterial relative to the size of the issuer; and (y) the Board records the basis for any such finding in its minutes. In

addition, securities that differ only in respect of issuance date, currency, or denominations may be treated as the same security; and

(iv) *No control.* The Affiliated Funds, the other Regulated Funds and their affiliated persons (within the meaning of section 2(a)(3)(C) of the Act), individually or in the aggregate, do not control the issuer of the securities (within the meaning of section 2(a)(9) of the Act).

(d) *Allocation.* If, with respect to any such Follow-On Investment:

(i) the amount of the opportunity proposed to be made available to any Regulated Fund is not based on the Regulated Funds' and the Affiliated Funds' outstanding investments in the issuer or the security at issue, as appropriate, immediately preceding the Follow-On Investment; and

(ii) the aggregate amount recommended by the Advisers to be invested in the Follow-On Investment by the participating Regulated Funds and any participating Affiliated Funds, collectively, exceeds the amount of the investment opportunity, then the Follow-On Investment opportunity will be allocated among them pro rata based on the size of the Internal Orders, as described in section III.A.1.b. of the application.

(e) *Other Conditions.* The acquisition of Follow-On Investments as permitted by this Condition will be considered a Co-Investment Transaction for all purposes and subject to the other Conditions set forth in the application.

10. Board Reporting, Compliance and Annual Re-Approval.

(a) Each Adviser to a Regulated Fund will present to the Board of each Regulated Fund, on a quarterly basis, and at such other times as the Board may request, (i) a record of all investments in Potential Co-Investment Transactions made by any of the other Regulated Funds or any of the

Affiliated Funds during the preceding quarter that fell within the Regulated Fund's then-current Objectives and Strategies and Board-Established Criteria that were not made available to the Regulated Fund, and an explanation of why such investment opportunities were not made available to the Regulated Fund; (ii) a record of all Follow-On Investments in and Dispositions of investments in any issuer in which the Regulated Fund holds any investments by any Affiliated Fund or other Regulated Fund during the prior quarter; and (iii) all information concerning Potential Co-Investment Transactions and Co-Investment Transactions, including investments made by other Regulated Funds or Affiliated Funds that the Regulated Fund considered but declined to participate in, so that the Independent Directors, may determine whether all Potential Co-Investment Transactions and Co-Investment Transactions during the preceding quarter, including those investments that the Regulated Fund considered but declined to participate in, comply with the Conditions.

(b) All information presented to the Regulated Fund's Board pursuant to this Condition will be kept for the life of the Regulated Fund and at least two years thereafter, and will be subject to examination by the Commission and its staff.

(c) Each Regulated Fund's chief compliance officer, as defined in rule 38a-1(a)(4), will prepare an annual report for its Board each year that evaluates (and documents the basis of that evaluation) the Regulated Fund's compliance with the terms and Conditions of the application and the procedures established to achieve such compliance. In the case of a BDC Downstream Fund that does not have a chief compliance officer, the chief compliance officer of the BDC that controls the BDC Downstream Fund will prepare the report for the relevant Independent Party.

(d) The Eligible Directors will consider at least annually: (i) the continued appropriateness for the Regulated Fund of participating in new and existing Co-Investment Transactions; and (ii) the continued appropriateness of any Board-Established Criteria.

11. Record Keeping. Each Regulated Fund will maintain the records required by section 57(f)(3) of the Act as if each of the Regulated Funds were a BDC and each of the investments permitted under these Conditions were approved by the Required Majority under section 57(f).

12. Director Independence. No Independent Director (including the non-interested members of any Independent Party) of a Regulated Fund will also be a director, general partner, managing member or principal, or otherwise be an “affiliated person” (as defined in the Act) of any Affiliated Fund.

13. Expenses. The expenses, if any, associated with acquiring, holding or disposing of any securities acquired in a Co-Investment Transaction (including, without limitation, the expenses of the distribution of any such securities registered for sale under the Securities Act) will, to the extent not payable by the Advisers under their respective advisory agreements with the Regulated Funds and the Affiliated Funds, be shared by the Regulated Funds and the participating Affiliated Funds in proportion to the relative amounts of the securities held or being acquired or disposed of, as the case may be.

14. Transaction Fees.³¹ Any transaction fee (including break-up, structuring, monitoring or commitment fees but excluding brokerage or underwriting compensation permitted by section 17(e) or 57(k)) received in connection with any Co-Investment Transaction will be distributed to the participants on a pro rata basis based on the amounts they invested or committed, as the case may

³¹ Applicants are not requesting and the Commission is not providing any relief for transaction fees received in connection with any Co-Investment Transaction.

be, in such Co-Investment Transaction. If any transaction fee is to be held by an Adviser pending consummation of the transaction, the fee will be deposited into an account maintained by the Adviser at a bank or banks having the qualifications prescribed in section 26(a)(1), and the account will earn a competitive rate of interest that will also be divided pro rata among the participants. None of the Advisers, the Affiliated Funds, the other Regulated Funds or any affiliated person of the Affiliated Funds or the Regulated Funds will receive any additional compensation or remuneration of any kind as a result of or in connection with a Co-Investment Transaction other than (i) in the case of the Regulated Funds and the Affiliated Funds, the pro rata transaction fees described above and fees or other compensation described in Condition 2(c)(iii)(B)(z), (ii) brokerage or underwriting compensation permitted by section 17(e) or 57(k) or (iii) in the case of the Advisers, investment advisory compensation paid in accordance with investment advisory agreements between the applicable Regulated Fund(s) or Affiliated Fund(s) and its Adviser.

15. Independence. If the Holders own in the aggregate more than 25 percent of the Shares of a Regulated Fund, then the Holders will vote such Shares in the same percentages as the Regulated Fund's other shareholders (not including the Holders) when voting on (1) the election of directors; (2) the removal of one or more directors; or (3) any other matter under either the Act or applicable State law affecting the Board's composition, size or manner of election.

For the Commission, by the Division of Investment Management, under delegated authority.

J. Matthew DeLesDernier
Assistant Secretary