

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2023
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period _____ to _____
Commission File No. 814-00995

Carlyle Secured Lending, Inc.
(Exact name of Registrant as specified in its charter)

Maryland
(State or other jurisdiction of incorporation or organization)

80-0789789
(I.R.S. Employer Identification Number)

One Vanderbilt Avenue, Suite 3400, New York, NY 10017
(Address of principal executive office) (Zip Code)

(212) 813-4900
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common stock, \$0.01 par value	CGBD	The Nasdaq Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The number of shares of the registrant's common stock, \$0.01 par value per share, outstanding at November 6, 2023 was 50,794,941.

Carlyle Secured Lending, Inc.
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CARLYLE SECURED LENDING, INC.
CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES
(dollar amounts in thousands, except per share data)

	<u>September 30, 2023</u>	<u>December 31, 2022</u>
	(unaudited)	
ASSETS		
Investments, at fair value		
Investments—non-controlled/non-affiliated, at fair value (amortized cost of \$1,609,840 and \$1,734,252, respectively)	\$ 1,556,390	\$ 1,671,488
Investments—non-controlled/affiliated, at fair value (amortized cost of \$45,947 and \$44,626, respectively)	52,670	45,367
Investments—controlled/affiliated, at fair value (amortized cost of \$271,097 and \$271,097, respectively)	251,415	263,022
Total investments, at fair value (amortized cost of \$1,926,884 and \$2,049,975, respectively)	1,860,475	1,979,877
Cash, cash equivalents and restricted cash	55,218	30,506
Receivable for investments sold	3	1,528
Interest and dividend receivable	33,539	24,023
Prepaid expenses and other assets	7,515	5,763
Total assets	<u>\$ 1,956,750</u>	<u>\$ 2,041,697</u>
LIABILITIES		
Debt and Secured Borrowings, net of unamortized debt issuance costs of \$2,160 and \$2,449, respectively (Note 7)	\$ 1,003,296	\$ 1,077,192
Payable for investments purchased	—	287
Interest and credit facility fees payable (Note 7)	7,340	6,749
Dividend payable (Note 9)	22,321	22,446
Base management and incentive fees payable (Note 4)	12,636	12,681
Administrative service fees payable (Note 4)	2,577	1,711
Other accrued expenses and liabilities	2,136	3,208
Total liabilities	<u>1,050,306</u>	<u>1,124,274</u>
Commitments and contingencies (Notes 8 and 11)		
EQUITY		
NET ASSETS		
Cumulative convertible preferred stock, \$0.01 par value; 2,000,000 shares issued and outstanding as of September 30, 2023 and December 31, 2022	50,000	50,000
Common stock, \$0.01 par value; 198,000,000 shares authorized; 50,794,941 and 51,060,136 shares issued and outstanding at September 30, 2023 and December 31, 2022, respectively	508	511
Paid-in capital in excess of par value	1,018,234	1,022,224
Offering costs	(1,633)	(1,633)
Total distributable earnings (loss)	<u>(160,665)</u>	<u>(153,679)</u>
Total net assets	<u>\$ 906,444</u>	<u>\$ 917,423</u>
NET ASSETS PER COMMON SHARE	<u>\$ 16.86</u>	<u>\$ 16.99</u>

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

CARLYLE SECURED LENDING, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(dollar amounts in thousands, except per share data) (unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Investment income:				
From non-controlled/non-affiliated investments:				
Interest income	\$ 45,074	\$ 36,245	\$ 132,988	\$ 97,986
PIK income	5,192	4,337	13,875	11,786
Other income	766	2,971	2,644	6,565
Total investment income from non-controlled/non-affiliated	51,032	43,553	149,507	116,337
From non-controlled/affiliated investments:				
Interest income	966	1,254	4,154	1,350
PIK income	225	6,809	446	6,809
Other income	2	3	6	7
Total investment income from non-controlled/affiliated investments	1,193	8,066	4,606	8,166
From controlled/affiliated investments:				
Interest income	—	—	—	3,873
Dividend income	8,276	7,524	24,828	22,572
Other income	—	—	—	272
Total investment income from controlled/affiliated investments	8,276	7,524	24,828	26,717
Total investment income	60,501	59,143	178,941	151,220
Expenses:				
Base management fees (Note 4)	7,080	7,262	21,501	21,425
Incentive fees (Note 4)	5,530	6,451	16,595	16,137
Professional fees	684	787	1,896	2,322
Administrative service fees (Note 4)	369	470	866	1,337
Interest expense and credit facility fees (Note 7)	18,222	11,937	53,376	28,723
Directors' fees and expenses	103	173	333	519
Other general and administrative	552	461	1,495	1,237
Total expenses	32,540	27,541	96,062	71,700
Net investment income (loss) before taxes	27,961	31,602	82,879	79,520
Excise tax expense	850	449	2,023	978
Net investment income (loss)	27,111	31,153	80,856	78,542
Net realized gain (loss) and net change in unrealized appreciation (depreciation):				
Net realized gain (loss) on investments:				
Non-controlled/non-affiliated investments	(142)	(4,508)	(21,636)	(586)
Controlled/affiliated investments	—	—	188	1,971
Net realized currency gain (loss) on non-investment assets and liabilities	406	(71)	398	(478)
Net change in unrealized appreciation (depreciation) on investments:				
Non-controlled/non-affiliated investments	4,234	1,899	9,314	(30,783)
Non-controlled/affiliated investments	686	1,974	5,982	5,562
Controlled/affiliated investments	(4,605)	1,922	(11,607)	6,492
Net change in unrealized currency gains (losses) on non-investment assets and liabilities	2,297	5,461	(808)	12,458
Net realized gain (loss) and net change in unrealized appreciation (depreciation) on investments and non-investment assets and liabilities	2,876	6,677	(18,169)	(5,364)
Net increase (decrease) in net assets resulting from operations	29,987	37,830	62,687	73,178
Preferred stock dividend	875	875	2,625	2,625
Net increase (decrease) in net assets resulting from operations attributable to Common Stockholders	\$ 29,112	\$ 36,955	\$ 60,062	\$ 70,553
Basic and diluted earnings per common share (Note 9)				

CARLYLE SECURED LENDING, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS (continued)
(dollar amounts in thousands, except per share data) (unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Basic	\$ 0.57	\$ 0.71	\$ 1.18	\$ 1.35
Diluted	\$ 0.54	\$ 0.66	\$ 1.11	\$ 1.27
Weighted-average shares of common stock outstanding (Note 9)				
Basic	50,794,941	51,863,022	50,825,315	52,388,355
Diluted	55,993,539	57,182,634	56,289,108	57,707,967

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

CARLYLE SECURED LENDING, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS
(dollar amounts in thousands) (unaudited)

	Nine months ended September 30,	
	2023	2022
Net increase (decrease) in net assets resulting from operations:		
Net investment income (loss)	\$ 80,856	\$ 78,542
Net realized gain (loss) on investments and non-investment assets and liabilities	(21,050)	907
Net change in unrealized appreciation (depreciation) on investments and non-investment assets and liabilities	2,881	(6,271)
Net increase (decrease) in net assets resulting from operations	<u>62,687</u>	<u>73,178</u>
Capital transactions:		
Repurchase of common stock	(3,993)	(21,120)
Dividends declared on preferred and common stock (Note 9)	(69,673)	(65,211)
Net increase (decrease) in net assets resulting from capital transactions	<u>(73,666)</u>	<u>(86,331)</u>
Net increase (decrease) in net assets	<u>(10,979)</u>	<u>(13,153)</u>
Net assets at beginning of period	917,423	948,804
Net assets at end of period	<u>\$ 906,444</u>	<u>\$ 935,651</u>

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

CARLYLE SECURED LENDING, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(dollar amounts in thousands) (unaudited)

	Nine months ended September 30,	
	2023	2022
Cash flows from operating activities:		
Net increase (decrease) in net assets resulting from operations	\$ 62,687	\$ 73,178
Adjustments to reconcile net increase (decrease) in net assets resulting from operations to net cash provided by (used in) operating activities:		
Amortization of deferred financing costs	899	1,087
Net accretion of discount on investments	(5,787)	(7,934)
Paid-in-kind interest	(15,215)	(20,842)
Net realized (gain) loss on investments	21,448	(1,385)
Net realized currency (gain) loss on non-investment assets and liabilities	(398)	478
Net change in unrealized (appreciation) depreciation on investments	(3,689)	18,729
Net change in unrealized currency (gain) loss on non-investment assets and liabilities	808	(12,458)
Cost of investments purchased and change in payable for investments purchased	(141,172)	(503,881)
Proceeds from sales and repayments of investments and change in receivable for investments sold	265,076	488,122
<i>Changes in operating assets:</i>		
Interest and dividend receivable	(9,516)	(4,184)
Prepaid expenses and other assets	(681)	(2,177)
<i>Changes in operating liabilities:</i>		
Interest and credit facility fees payable	591	2,773
Base management and incentive fees payable	(45)	1,929
Administrative service fees payable	866	927
Other accrued expenses and liabilities	(1,072)	144
Net cash provided by (used in) operating activities	<u>174,800</u>	<u>34,506</u>
Cash flows from financing activities:		
Repurchase of common stock	(3,993)	(21,120)
Borrowings on Credit Facility	108,792	313,511
Repayments of Credit Facility	(183,408)	(284,746)
Debt issuance costs paid	(1,681)	(1,290)
Dividends paid in cash	(69,798)	(65,291)
Net cash provided by (used in) financing activities	<u>(150,088)</u>	<u>(58,936)</u>
Net increase (decrease) in cash, cash equivalents and restricted cash	24,712	(24,430)
Cash, cash equivalents, and restricted cash, beginning of period	30,506	93,074
Cash, cash equivalents, and restricted cash, end of period	<u>\$ 55,218</u>	<u>\$ 68,644</u>
Supplemental disclosures:		
Interest and credit facility fees paid during the period	\$ 51,650	\$ 24,902
Taxes, including excise tax, paid during the period	\$ 1,839	\$ 774
Dividends declared on preferred stock and common stock during the period	\$ 69,673	\$ 65,211

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

CARLYLE SECURED LENDING, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS
As of September 30, 2023
(dollar amounts in thousands) (unaudited)

Investments—non-controlled/non-affiliated ⁽¹⁾	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Acquisition Date	Maturity Date	Par/Principal Amount ^{**}	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾	% of Net Assets	
First Lien Debt (65.9% of fair value)												
ADPD Holdings, LLC	^* (2)(3)(13)(16)	Consumer Services	SOFR	6.00%	11.68%	8/16/2022	8/15/2028	\$ 10,144	\$ 9,914	\$ 9,044	1.00 %	
Advanced Web Technologies Holding Company	^* (2)(3)(16)	Containers, Packaging & Glass	SOFR	6.25%	11.80%	12/17/2020	12/17/2026	9,114	8,993	9,089	1.00	
Advanced Web Technologies Holding Company	^ (2)(3)(13)	Containers, Packaging & Glass	SOFR	6.75%	12.30%	6/2/2023	12/17/2026	643	625	650	0.07	
Advanced Web Technologies Holding Company	^ (2)(3)	Containers, Packaging & Glass	SOFR	6.50%	12.05%	12/16/2021	12/17/2026	1,597	1,575	1,603	0.18	
Alpine Acquisition Corp II	^* (2)(3)(13)(16)	Transportation: Cargo	SOFR	6.00%	11.47%	4/19/2022	11/30/2026	8,944	8,746	8,431	0.93	
American Physician Partners, LLC	^ (2)(3)(8)(13)(14)	Healthcare & Pharmaceuticals	SOFR	10.25% (100% PIK)	15.65%	12/16/2022	6/30/2023	3,338	3,082	—	—	
American Physician Partners, LLC	^* (2)(3)(8)(13)(14)	Healthcare & Pharmaceuticals	SOFR	10.25% (100% PIK)	15.65%	1/7/2019	8/5/2022	33,791	30,116	—	—	
Apex Companies Holdings, LLC	^* (2)(3)(16)	Environmental Industries	SOFR	6.25%	11.62%	1/31/2023	1/31/2028	10,014	9,712	9,933	1.10	
Applied Technical Services, LLC	^ (2)(3)(13)(16)	Business Services	SOFR	6.00%	11.54%	12/29/2020	12/29/2026	775	758	777	0.09	
Appriss Health, LLC	^ (2)(3)(13)(16)	Healthcare & Pharmaceuticals	SOFR	6.75%	12.23%	5/6/2021	5/6/2027	36,646	36,123	36,302	4.00	
Ascend Buyer, LLC	^* (2)(3)(13)(16)	Containers, Packaging & Glass	SOFR	6.40%	11.94%	9/30/2021	9/30/2028	3,394	3,325	3,329	0.37	
Associations, Inc.	^ (2)(3)(13)(16)	Construction & Building	SOFR	4.00%, 2.50% PIK	12.06%	7/2/2021	7/2/2027	13,100	13,013	13,100	1.45	
Atlas AU Bidco Pty Ltd (Australia)	^ (2)(3)(7)(16)	High Tech Industries	SOFR	7.25%	12.58%	12/15/2022	12/12/2029	2,890	2,803	2,922	0.32	
Aurora Lux FinCo S.Á.R.L. (Luxembourg)	^* (2)(3)(7)(13)	Software	SOFR	6.00%	11.58%	12/24/2019	12/24/2026	31,992	31,566	30,652	3.38	
Avalara, Inc.	^ (2)(3)(16)	Diversified Financial Services	SOFR	7.25%	12.64%	10/19/2022	10/19/2028	22,500	21,956	22,871	2.52	
Barnes & Noble, Inc.	^ (2)(3)(11)(13)	Retail	SOFR	8.81%	14.23%	8/7/2019	12/20/2026	26,763	26,119	26,581	2.93	
Bayside OPCP, LLC	^ (2)(3)(13)	Healthcare & Pharmaceuticals	SOFR	7.25% (100% PIK)	12.79%	5/31/2023	5/31/2026	4,635	4,635	4,635	0.51	
Bayside OPCP, LLC	^ (2)(3)(13)	Healthcare & Pharmaceuticals	SOFR	7.25% (100% PIK)	12.79%	5/31/2023	5/31/2026	13,104	13,104	13,104	1.45	
Bayside OPCP, LLC	^ (2)(3)(13)(16)	Healthcare & Pharmaceuticals	SOFR	7.00% (100% PIK)	12.54%	5/31/2023	5/31/2026	379	379	379	0.04	
BlueCat Networks, Inc. (Canada)	^ (2)(3)(7)(16)	High Tech Industries	SOFR	4.00%, 2.00% PIK	11.39%	8/8/2022	8/8/2028	3,683	3,618	3,627	0.40	
BMS Holdings III Corp.	^ (2)(3)	Construction & Building	SOFR	5.50%	11.01%	9/30/2019	9/30/2026	4,796	4,737	4,664	0.51	
Bradyifs Holdings, LLC	^* (2)(3)(13)(16)	Wholesale	SOFR	6.25%	11.68%	2/21/2020	11/22/2025	9,518	9,415	9,487	1.05	
CD&R Madison Parent Ltd (United Kingdom)	^ (2)(7)	Business Services	EURIBOR	6.00%, 2.00% PIK	11.78%	2/27/2023	2/27/2030	€ 606	623	650	0.07	
CD&R Madison Parent Ltd (United Kingdom)	^ (2)(7)(16)	Business Services	SONIA	6.50%, 2.00% PIK	13.69%	2/27/2023	2/27/2030	£ 1,229	1,427	1,524	0.17	

CARLYLE SECURED LENDING, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)

As of September 30, 2023

(dollar amounts in thousands) (unaudited)

Investments—non-controlled/non-affiliated ⁽¹⁾	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Acquisition Date	Maturity Date	Par/Principal Amount ^{**}	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾	% of Net Assets
Celerion Buyer, Inc.	^* (2)(3)(16)	Healthcare & Pharmaceuticals	SOFR	6.50%	11.93%	11/3/2022	11/3/2029	\$ 3,128	\$ 3,041	\$ 3,167	0.35 %
Chartis Holding, LLC	^* (2)(3)(13)(16)	Business Services	SOFR	5.00%	10.52%	5/1/2019	5/1/2025	728	723	726	0.08
Chemical Computing Group ULC (Canada)	^* (2)(3)(7)(13)(16)	Software	SOFR	4.50%	9.92%	8/30/2018	8/30/2024	386	386	384	0.04
CircusTriX Holdings, LLC	^* (2)(3)(16)	Leisure Products & Services	SOFR	6.75%	12.08%	7/18/2023	7/14/2028	12,581	12,213	12,206	1.35
Comar Holding Company, LLC	^* (2)(3)(13)	Containers, Packaging & Glass	SOFR	5.75%	11.31%	6/18/2018	6/18/2024	28,973	28,885	24,767	2.73
CoreWeave Compute Acquisition Co. II, LLC	^ (2)(3)(16)	High Tech Industries	SOFR	8.75%	14.13%	7/30/2023	7/30/2028	90	55	54	0.01
Cority Software Inc. (Canada)	^* (2)(3)(7)(16)	Software	SOFR	5.00%	10.25%	7/2/2019	7/2/2026	10,329	10,217	10,282	1.13
Cority Software Inc. (Canada)	^ (2)(3)(7)	Software	SOFR	7.00%	12.25%	9/3/2020	7/2/2026	549	540	548	0.06
Coupa Holdings, LLC	^ (2)(3)(16)	Software	SOFR	7.50%	12.82%	2/27/2023	2/28/2030	8,638	8,403	8,839	0.98
CPI Intermediate Holdings, Inc.	^* (2)(3)(16)	Telecommunications	SOFR	5.50%	10.87%	10/6/2022	10/6/2029	3,853	3,778	3,789	0.42
CST Holding Company	^* (2)(3)(13)(16)	Consumer Goods: Non-Durable	SOFR	6.50%	11.92%	11/1/2022	11/1/2028	4,947	4,804	4,969	0.55
DCA Investment Holding LLC	^* (2)(3)	Healthcare & Pharmaceuticals	SOFR	6.41%	11.80%	3/11/2021	4/3/2028	14,341	14,210	14,132	1.56
Denali Midco 2, LLC	^* (2)(3)(13)(16)	Consumer Services	SOFR	6.50%	11.92%	9/15/2022	12/22/2027	9,045	8,796	8,840	0.98
Dermatology Associates	^ (2)(3)(13)	Healthcare & Pharmaceuticals	SOFR	6.25% (100% PIK)	11.79%	5/31/2016	11/6/2023	29,978	29,978	29,947	3.30
Dermatology Associates	^ (2)(3)(8)(11)	Healthcare & Pharmaceuticals	SOFR	11.35% (100% PIK)	16.89%	5/31/2016	11/6/2023	47,020	24,963	33,963	3.75
Diligent Corporation	^ (2)(3)(13)(16)	Telecommunications	SOFR	6.25%	11.77%	8/4/2020	8/4/2025	659	650	650	0.07
Dwyer Instruments, Inc.	^* (2)(3)(13)(16)	Capital Equipment	SOFR	5.75%	11.22%	7/21/2021	7/21/2027	3,941	3,878	3,944	0.44
Eliassen Group, LLC	^* (2)(3)(16)	Business Services	SOFR	5.50%	10.84%	4/14/2022	4/14/2028	2,211	2,154	2,191	0.24
Ellkay, LLC	^* (2)(3)(16)	Healthcare & Pharmaceuticals	SOFR	6.25%	11.77%	9/14/2021	9/14/2027	14,000	13,777	12,901	1.42
Emergency Communications Network, LLC	^* (2)(3)	Telecommunications	SOFR	3.00%, 5.25% PIK	13.62%	6/1/2017	6/1/2024	27,631	27,612	23,668	2.61
EPS Nass Parent, Inc.	^ (2)(3)(13)(16)	Utilities: Electric	SOFR	5.75%	11.29%	4/19/2021	4/19/2028	935	922	917	0.10
EvolveIP, LLC	^* (2)(3)(13)	Telecommunications	SOFR	5.50%	11.22%	11/26/2019	6/7/2025	6,155	6,155	6,015	0.66
Excel Fitness Holdings, Inc.	^* (2)(3)(13)(16)	Leisure Products & Services	SOFR	5.25%	10.79%	4/29/2022	4/29/2029	6,172	6,054	6,045	0.67
Excelitas Technologies Corp.	^ (2)(3)(13)(16)	Capital Equipment	SOFR	5.75%	11.21%	8/12/2022	8/12/2029	3,214	3,154	3,176	0.35
Excelitas Technologies Corp.	^ (2)	Capital Equipment	EURIBOR	5.75%	9.54%	8/12/2022	8/12/2029	€ 1,266	1,276	1,324	0.15
FPG Intermediate Holdco, LLC	^ (2)(3)(13)(16)	Consumer Services	SOFR	6.50%	12.07%	8/5/2022	3/5/2027	361	295	308	0.03
Greenhouse Software, Inc.	^ (2)(3)(16)	Software	SOFR	7.00%	12.39%	3/1/2021	9/1/2028	32,796	32,138	32,544	3.59
Guidehouse LLP	^ (2)(3)(13)	Sovereign & Public Finance	SOFR	6.25%	11.67%	9/30/2022	10/16/2028	79	78	79	0.01
Hadrian Acquisition Limited (United Kingdom)	^ (2)(3)(7)	Diversified Financial Services	SONIA	5.26%, 3.47% PIK	13.92%	2/28/2022	2/28/2029	£ 15,058	19,618	18,234	2.01

CARLYLE SECURED LENDING, INC.
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Investments—non-controlled/non-affiliated ⁽¹⁾	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Acquisition Date	Maturity Date	Par/Principal Amount ^{**}	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾	% of Net Assets
Hadrian Acquisition Limited (United Kingdom)	^ (2)(3)(7)(16)	Diversified Financial Services	SONIA	5.00%, 2.75% PIK	12.94%	2/28/2022	2/28/2029	£ 3,901	\$ 4,512	\$ 4,713	0.52 %
Harbour Benefit Holdings, Inc.	^* (2)(3)(16)	Business Services	SOFR	5.00%	10.53%	12/13/2017	12/13/2024	2,963	2,949	2,918	0.32
Heartland Home Services, Inc.	^* (2)(3)(13)	Consumer Services	SOFR	5.75%	11.07%	2/10/2022	12/15/2026	10,249	10,179	10,041	1.11
Heartland Home Services, Inc.	^* (2)(3)(13)(16)	Consumer Services	SOFR	6.00%	11.32%	12/15/2020	12/15/2026	7,134	7,082	7,028	0.78
Hercules Borrower LLC	^* (2)(3)(13)(16)	Environmental Industries	SOFR	6.25%	11.74%	12/14/2020	12/14/2026	18,242	17,909	18,242	2.01
Hoosier Intermediate, LLC	^* (2)(3)(16)	Healthcare & Pharmaceuticals	SOFR	5.00%	10.51%	11/15/2021	11/15/2028	9,834	9,646	8,883	0.98
HS Spa Holdings Inc.	^ (2)(3)(16)	Consumer Services	SOFR	5.75%	11.07%	6/2/2022	6/2/2029	156	137	148	0.02
iCIMS, Inc.	^ (2)(3)(16)	Software	SOFR	7.25%	12.63%	8/18/2022	8/18/2028	26,309	25,943	26,235	2.89
iCIMS, Inc.	^ (2)(3)(16)	Software	SOFR	6.75%	12.14%	8/18/2022	8/18/2028	406	372	401	0.04
Infront Luxembourg Finance S.À R.L. (Luxembourg)	^ (2)(7)	Leisure Products & Services	EURIBOR	9.00%	12.78%	5/28/2021	5/28/2027	€ 8,250	9,834	8,679	0.96
Integrity Marketing Acquisition, LLC	^ (2)(3)(13)	Diversified Financial Services	SOFR	6.02%	11.54%	12/3/2021	8/27/2026	426	423	421	0.05
IQN Holding Corp.	^ (2)(3)(16)	Business Services	SOFR	5.25%	10.67%	5/2/2022	5/2/2029	6,923	6,858	6,964	0.77
iRobot Corporation	^ (2)(3)(13)	Consumer Goods: Durable	SOFR	6.50%, 2.50% PIK	14.48%	7/25/2023	7/31/2026	4,908	4,908	5,252	0.58
Jeg's Automotive, LLC	^* (2)(3)(13)(16)	Automotive	SOFR	6.00%	11.55%	12/22/2021	12/22/2027	20,487	20,118	16,834	1.86
Kaseya, Inc.	^ (2)(3)(16)	High Tech Industries	SOFR	3.75%, 2.50% PIK	11.62%	6/23/2022	6/23/2029	36,116	35,453	35,908	3.96
Lifelong Learner Holdings, LLC	^* (2)(3)(16)	Business Services	SOFR	5.75%	11.27%	10/18/2019	10/18/2026	25,780	25,528	23,803	2.63
LinQuest Corporation	* (2)(3)(13)	Aerospace & Defense	SOFR	5.75%	11.22%	7/28/2021	7/28/2028	9,800	9,653	9,209	1.02
LVF Holdings, Inc.	^* (2)(3)(13)(16)	Beverage & Food	SOFR	6.00%	11.54%	6/10/2021	6/10/2027	39,070	38,504	38,394	4.24
Material Holdings, LLC	^* (2)(3)(13)(16)	Business Services	SOFR	6.00%	11.49%	8/19/2021	8/19/2027	7,966	7,848	7,483	0.83
Maverick Acquisition, Inc.	^* (2)(3)	Aerospace & Defense	SOFR	6.25%	11.64%	6/1/2021	6/1/2027	35,351	34,879	27,209	3.00
Medical Manufacturing Technologies, LLC	^* (2)(3)(13)(16)	Healthcare & Pharmaceuticals	SOFR	5.50%	11.05%	12/23/2021	12/23/2027	30,297	29,833	30,057	3.32
NEFCO Holding Company LLC	^* (2)(3)(13)(16)	Construction & Building	SOFR	6.50%	11.86%	8/5/2022	8/5/2028	6,377	6,255	6,375	0.70
NMI AcquisitionCo, Inc.	^* (2)(3)(13)(16)	High Tech Industries	SOFR	5.75%	11.17%	9/6/2017	9/6/2025	38,222	38,182	37,878	4.18
North Haven Fairway Buyer, LLC	^* (2)(3)(16)	Consumer Services	SOFR	6.50%	11.88%	5/17/2022	5/17/2028	16,069	15,789	15,703	1.73
North Haven Stallone Buyer, LLC	^ (2)(3)(16)	Consumer Services	SOFR	5.75%	11.47%	10/11/2022	5/24/2027	112	109	111	0.01
Oak Purchaser, Inc.	^ (2)(3)(16)	Business Services	SOFR	5.50%	10.97%	4/28/2022	4/28/2028	6,120	6,056	5,899	0.65
Oranje Holdco, Inc.	^ (2)(3)(16)	Business Services	SOFR	7.75%	13.12%	2/1/2023	2/1/2029	8,052	7,844	8,082	0.89
Performance Health Holdings, Inc.	* (2)(3)(13)	Healthcare & Pharmaceuticals	SOFR	6.00%	11.57%	7/12/2021	7/12/2027	6,444	6,356	6,369	0.70
Pestco Intermediate, LLC	^ (2)(3)(13)(16)	Environmental Industries	SOFR	6.50%	11.92%	2/6/2023	2/17/2028	3,688	3,545	3,594	0.40
PF Atlantic Holdco 2, LLC	^ (2)(3)(13)(16)	Leisure Products & Services	SOFR	5.50%	11.06%	11/12/2021	11/12/2027	5,655	5,452	5,625	0.62

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Investments—non-controlled/non-affiliated ⁽¹⁾		Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Acquisition Date	Maturity Date	Par/Principal Amount ^{**}	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾	% of Net Assets
PF Growth Partners, LLC	*	(2)(3)(13)	Leisure Products & Services	SOFR	5.00%	10.48%	7/1/2019	7/11/2025	\$ 7,895	\$ 7,855	\$ 7,845	0.87 %
Project Castle, Inc.	*	(2)(3)	Capital Equipment	SOFR	5.50%	10.76%	6/24/2022	6/1/2029	7,425	6,751	6,571	0.72
Prophix Software Inc. (Canada)	^	(2)(3)(7)(16)	Software	SOFR	6.50%	11.93%	2/1/2021	2/1/2026	10,963	10,813	10,963	1.21
Pushpay USA Inc.	^*	(2)(3)(13)(16)	Diversified Financial Services	SOFR	6.75%	12.27%	5/10/2023	5/10/2030	16,049	15,551	15,843	1.75
PXO Holdings I Corp.	^*	(2)(3)(13)(16)	Chemicals, Plastics & Rubber	SOFR	5.50%	11.03%	3/8/2022	3/8/2028	7,015	6,872	6,785	0.75
QCONNECT, LLC	^*	(2)(3)(16)	Aerospace & Defense	SOFR	7.00%	12.08%	11/2/2022	11/2/2029	5,315	5,135	5,391	0.59
Quantic Electronics, LLC	^*	(2)(3)(13)	Aerospace & Defense	SOFR	6.25%	11.74%	11/19/2020	11/19/2026	15,748	15,550	15,335	1.69
Quantic Electronics, LLC	^*	(2)(3)(13)	Aerospace & Defense	SOFR	6.25%	11.74%	3/1/2021	3/1/2027	9,750	9,626	9,494	1.05
Radwell Parent, LLC	^*	(2)(3)(16)	Wholesale	SOFR	6.75%	12.14%	12/1/2022	4/1/2029	11,197	10,864	11,237	1.24
Regency Entertainment, Inc.	^	(2)(3)(13)	Media: Advertising, Printing & Publishing	SOFR	8.50%	13.74%	7/5/2023	6/23/2028	15,000	14,647	14,871	1.64
RSC Acquisition, Inc.	^	(2)(3)(13)(16)	Diversified Financial Services	SOFR	5.50%	11.03%	11/1/2019	11/1/2026	10,194	10,108	10,113	1.12
Sapphire Convention, Inc.	^*	(2)(3)(16)	Telecommunications	SOFR	5.25%	10.97%	11/20/2018	11/20/2025	27,834	27,634	27,736	3.06
SCP Eye Care HoldCo, LLC	^	(2)(3)(13)(16)	Healthcare & Pharmaceuticals	SOFR	5.75%	11.18%	10/7/2022	10/7/2029	148	143	146	0.02
Smarsh Inc.	^	(2)(3)(16)	Software	SOFR	6.50%	11.84%	2/18/2022	2/18/2029	7,347	7,206	7,267	0.80
SPay, Inc.	^*	(2)(3)(13)	Leisure Products & Services	SOFR	2.88%, 6.38% PIK	14.96%	6/15/2018	6/15/2026	26,059	25,981	22,931	2.52
Speedstar Holding, LLC	^*	(2)(3)(13)	Automotive	SOFR	7.25%	12.82%	1/22/2021	1/22/2027	26,488	26,160	26,710	2.94
Spotless Brands, LLC	^*	(2)(3)(13)(16)	Consumer Services	SOFR	6.50%	11.99%	6/21/2022	7/25/2028	13,661	13,416	13,619	1.50
Spotless Brands, LLC	^	(2)(3)(13)(16)	Consumer Services	SOFR	6.75%	12.15%	6/21/2022	7/25/2028	—	(400)	92	0.01
Summit Acquisition, Inc.	^	(2)(3)(16)	Diversified Financial Services	SOFR	6.75%	12.14%	5/4/2023	5/1/2030	—	(58)	(19)	0.00
Tank Holding Corp.	^*	(2)(3)(13)(16)	Capital Equipment	SOFR	5.75%	11.17%	3/31/2022	3/31/2028	15,122	14,876	14,658	1.62
TCFI Aevex LLC	^*	(2)(3)(13)	Aerospace & Defense	SOFR	6.00%	11.42%	3/18/2020	3/18/2026	10,962	10,867	10,901	1.20
The Carlstar Group LLC	^*	(2)(3)(13)(16)	Automotive	SOFR	6.50%	11.92%	7/8/2022	7/8/2027	11,237	10,984	11,318	1.25
TIBCO Software Inc.	*	(2)(3)	High Tech Industries	SOFR	4.50%	9.99%	9/30/2022	3/31/2029	14,925	13,727	14,331	1.58
Trader Corporation (Canada)	^	(2)(3)(7)(16)	Automotive	CDOR	6.75%	12.13%	12/22/2022	12/22/2029	C\$ 12,021	8,619	8,939	0.99
Tufin Software North America, Inc.	^	(2)(3)(13)(16)	Software	SOFR	7.69%	13.23%	8/17/2022	8/17/2028	27,610	27,125	26,994	2.98
Turbo Buyer, Inc.	^	(2)(3)(15)(16)	Automotive	SOFR	6.00%	11.42%	12/2/2019	12/2/2025	1,701	1,637	1,630	0.18
U.S. Legal Support, Inc.	^*	(2)(3)(13)(16)	Business Services	SOFR	5.75%	11.29%	11/30/2018	11/30/2024	16,306	16,211	16,071	1.77
US INFRA SVCS Buyer, LLC	^	(2)(3)(13)	Environmental Industries	SOFR	6.50%, 0.25% PIK	12.20%	4/13/2020	4/13/2026	8,594	8,514	7,960	0.88
USALCO, LLC	*	(2)(3)(13)	Chemicals, Plastics & Rubber	SOFR	6.00%	11.43%	10/19/2021	10/19/2027	983	968	983	0.11
USR Parent Inc.	^	(2)(3)(11)	Retail	SOFR	7.60%	12.93%	4/22/2022	4/25/2027	3,889	3,859	3,838	0.42
Westfall Technik, Inc.	^*	(2)(3)(13)	Chemicals, Plastics & Rubber	SOFR	6.75%	12.29%	9/13/2018	9/13/2024	26,281	26,176	24,147	2.66
Westfall Technik, Inc.	^	(2)(3)(13)	Chemicals, Plastics & Rubber	SOFR	6.75%	12.29%	8/30/2023	9/13/2024	1,087	1,027	1,022	0.11

CARLYLE SECURED LENDING, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)

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Investments—non-controlled/non-affiliated ⁽¹⁾	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Acquisition Date	Maturity Date	Par/Principal Amount ^{**}	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾	% of Net Assets
Wineshipping.com LLC	^* (2)(3)(13)(16)	Beverage & Food	SOFR	5.75%	11.31%	10/29/2021	10/29/2027	\$ 5,669	\$ 5,558	\$ 5,261	0.58 %
Yellowstone Buyer Acquisition, LLC	^ (2)(3)(13)	Consumer Goods: Durable	SOFR	5.75%	11.20%	9/13/2021	9/13/2027	441	435	424	0.05
YLG Holdings, Inc.	^ (2)(3)(13)	Consumer Services	SOFR	5.00%	10.32%	9/30/2020	11/1/2025	1,945	1,913	1,945	0.21
First Lien Debt Total									\$1,273,623	\$1,223,773	135.01 %
Second Lien Debt (12.7% of fair value)											
11852604 Canada Inc. (Canada)	^ (2)(3)(7)(13)	Healthcare & Pharmaceuticals	SOFR	9.50% (100% PIK)	15.04%	9/30/2021	9/30/2028	\$ 8,458	\$ 8,338	\$ 8,331	0.92 %
AI Convoy S.A.R.L (United Kingdom)	^ (2)(3)(7)(15)	Aerospace & Defense	SOFR	8.25%	13.64%	1/17/2020	1/17/2028	24,814	24,460	25,062	2.76
Aimbridge Acquisition Co., Inc.	^ (2)(13)	Leisure Products & Services	SOFR	7.50%	12.94%	2/1/2019	2/1/2027	9,241	9,157	8,834	0.97
AP Plastics Acquisition Holdings, LLC	^ (2)(3)(13)	Chemicals, Plastics & Rubber	SOFR	7.50%	12.92%	8/10/2021	8/10/2029	33,680	32,934	32,742	3.61
AQA Acquisition Holdings, Inc.	^* (2)(3)(13)	High Tech Industries	SOFR	7.50%	12.97%	3/3/2021	3/3/2029	35,000	34,336	34,496	3.81
Bayside OPCP, LLC	^ (2)(3)(8)(9)(13)	Healthcare & Pharmaceuticals	SOFR	10.00% (100% PIK)	15.54%	5/31/2023	5/31/2026	4,677	3,653	2,637	0.29
Blackbird Purchaser, Inc.	^ (2)(3)(13)	Capital Equipment	SOFR	7.50%	12.92%	12/14/2021	4/8/2027	13,791	13,593	13,791	1.52
Brave Parent Holdings, Inc.	^* (2)	Software	SOFR	7.50%	12.97%	10/3/2018	4/19/2026	18,197	18,017	18,197	2.01
Drilling Info Holdings, Inc.	^ (2)(13)	Energy: Oil & Gas	SOFR	8.25%	13.67%	2/11/2020	7/30/2026	18,600	18,339	18,600	2.05
Outcomes Group Holdings, Inc.	^* (2)	Business Services	SOFR	7.50%	13.02%	10/23/2018	10/26/2026	1,731	1,729	1,717	0.19
PAI Holdco, Inc.	^ (2)(3)	Automotive	SOFR	5.50% 2.00% PIK	13.02%	10/28/2020	10/28/2028	14,304	14,017	13,713	1.51
Quartz Holding Company	^* (2)(13)	Software	SOFR	8.00%	13.42%	4/2/2019	4/2/2027	7,048	6,975	6,947	0.77
Stonegate Pub Company Bidco Limited (United Kingdom)	^ (2)(7)	Beverage & Food	SONIA	8.50%	12.93%	3/12/2020	3/12/2028	£ 20,000	24,870	21,474	2.37
TruGreen Limited Partnership	^ (2)(3)(13)	Consumer Services	SOFR	8.50%	14.13%	11/16/2020	11/2/2028	13,000	12,810	12,336	1.36
World 50, Inc.	^ (9)	Business Services	FIXED	11.50%	11.50%	1/10/2020	1/9/2027	18,098	17,863	18,098	2.00
Second Lien Debt Total									\$ 241,091	\$ 236,975	26.14 %

Investments—non-controlled/non-affiliated ⁽¹⁾	Footnotes	Industry	Acquisition Date	Shares/Units	Cost	Fair Value ⁽⁵⁾	% of Net Assets
Equity Investments (5.1% of fair value)							
ANLG Holdings, LLC	^ (6)	Capital Equipment	6/22/2018	592	\$ 592	\$ 991	0.11 %
Appriss Health, LLC	^ (6)	Healthcare & Pharmaceuticals	5/6/2021	6	5,443	5,275	0.58

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Investments—non-controlled/non-affiliated ⁽¹⁾		Footnotes	Industry	Acquisition Date	Shares/ Units	Cost	Fair Value ⁽⁵⁾	% of Net Assets
Atlas Ontario LP (Canada)	^	(6)(7)	Business Services	4/7/2021	5,114	\$ 5,114	\$ 5,114	0.56 %
Avenu Holdings, LLC	^	(6)	Sovereign & Public Finance	9/28/2018	172	104	522	0.06
Bayside HoldCo, LLC	^	(6)	Healthcare & Pharmaceuticals	5/31/2023	6	—	—	—
Blackbird Holdco, Inc.	^	(6)	Capital Equipment	12/14/2021	12	11,927	11,669	1.29
Buckeye Parent, LLC	^	(6)	Automotive	12/22/2021	885	885	34	0.00
Chartis Holding, LLC	^	(6)	Business Services	5/1/2019	433	421	607	0.07
CIP Revolution Holdings, LLC	^	(6)	Media: Advertising, Printing & Publishing	8/19/2016	318	318	247	0.03
Cority Software Inc. (Canada)	^	(6)(7)	Software	7/2/2019	250	250	659	0.07
Derm Growth Partners III, LLC	^	(6)	Healthcare & Pharmaceuticals	5/31/2016	1,000	1,000	—	—
Diligent Corporation	^	(6)	Telecommunications	4/5/2021	13	12,827	12,691	1.40
ECP Parent, LLC	^	(6)	Healthcare & Pharmaceuticals	3/29/2018	268	—	290	0.03
GB Vino Parent, L.P.	^	(6)	Beverage & Food	10/29/2021	4	351	293	0.03
Integrity Marketing Group, LLC	^	(6)	Diversified Financial Services	12/21/2021	18,056	17,876	17,519	1.93
Legacy.com, Inc.	^	(6)	High Tech Industries	3/20/2017	1,500	1,500	1,060	0.12
NearU Holdings LLC	^	(6)	Consumer Services	8/16/2022	25	2,470	1,582	0.17
NEFCO Holding Company LLC	^	(6)	Construction & Building	8/5/2022	1	608	608	0.07
North Haven Goldfinch Topco, LLC	^	(6)	Containers, Packaging & Glass	6/18/2018	2,315	2,315	—	—
Pascal Ultimate Holdings, L.P.	^	(6)	Capital Equipment	7/21/2021	36	364	859	0.09
Picard Parent, Inc.	^	(6)	High Tech Industries	9/30/2022	8	7,417	7,607	0.84
Profile Holdings I, LP	^	(6)	Chemicals, Plastics & Rubber	3/8/2022	5	523	451	0.05
Sinch AB (Sweden)	^	(6)(7)	High Tech Industries	3/26/2019	106	1,168	187	0.02
Summit K2 Midco, Inc.	^	(6)	Diversified Financial Services	4/27/2023	121	121	124	0.01
Tailwind HMT Holdings Corp.	^	(6)	Energy: Oil & Gas	11/17/2017	22	1,558	1,598	0.18
Talon MidCo 1 Limited	^	(6)	Software	8/17/2022	1,018	1,456	1,740	0.19
Tank Holding Corp.	^	(6)	Capital Equipment	3/26/2019	850	—	2,364	0.26
Titan DI Preferred Holdings, Inc.	^	(6)	Energy: Oil & Gas	2/11/2020	16,197	15,994	15,833	1.75
Turbo Buyer, Inc.	^	(6)	Automotive	12/2/2019	1,925	933	2,226	0.25
U.S. Legal Support Investment Holdings, LLC	^	(6)	Business Services	11/30/2018	641	641	698	0.08
W50 Parent LLC	^	(6)	Business Services	1/10/2020	500	190	1,175	0.13
Zenith American Holding, Inc.	^	(6)	Business Services	12/13/2017	1,565	760	1,619	0.18
Equity Investments Total						\$ 95,126	\$ 95,642	10.56 %
Total investments—non-controlled/non-affiliated						\$1,609,840	\$1,556,390	171.71 %

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Investments—non-controlled/ affiliated	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Acquisition Date	Maturity Date	Par/ Principal Amount **	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾	% of Net Assets	
First Lien Debt (2.5% of fair value)												
Direct Travel, Inc.	^*	(2)(3)(12)(13)	Leisure Products & Services	SOFR	6.50%, 2.00% PIK	14.04%	10/14/2016	10/1/2025	\$ 44,184	\$ 43,019	\$ 44,184	4.87 %
Direct Travel, Inc.	^	(2)(3)(12)(13) (16)	Leisure Products & Services	SOFR	6.00%	11.42%	10/1/2020	10/1/2025	3,015	2,928	3,015	0.33
First Lien Debt Total									\$ 45,947	\$ 47,199	5.21 %	

Investments—non-controlled/ affiliated	Footnotes	Industry	Acquisition Date	Shares/ Units	Cost	Fair Value ⁽⁵⁾	% of Net Assets	
Equity Investments (0.3% of fair value)								
Direct Travel, Inc.	^	(6)(12)	Leisure Products & Services	10/1/2020	43	\$ —	\$ 5,471	0.60 %
Equity Investments Total						\$ —	\$ 5,471	0.60 %
Total investments—non-controlled/affiliated						\$ 45,947	\$ 52,670	5.81 %

Investments—controlled/affiliated	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Acquisition Date	Maturity Date	Par Amount/ LLC Interest **	Cost	Fair Value ⁽⁵⁾	% of Net Assets	
Investment Funds (13.5% of fair value)												
Middle Market Credit Fund II, LLC, Member's Interest	^	(7)(10)	Investment Funds	FIXED	14.22%	14.22%	11/3/2020	12/31/2030	\$ 78,122	\$ 78,096	\$ 66,888	7.38 %
Middle Market Credit Fund, LLC, Subordinated Loan and Member's Interest	^	(7)(10)	Investment Funds	FIXED	11.40%	11.40%	2/29/2016	12/31/2027	193,000	193,001	184,527	20.37
Middle Market Credit Fund, Mezzanine Loan	^	(2)(7)(9)(10)	Investment Funds	SOFR	9.00%	14.27%	6/30/2016	5/21/2025	—	—	—	—
Investment Funds Total									\$ 271,097	\$ 251,415	27.75 %	
Total investments—controlled/affiliated									\$ 271,097	\$ 251,415	27.75 %	
Total Investments									\$1,926,884	\$1,860,475	205.25 %	

^ Denotes that all or a portion of the assets are owned by Carlyle Secured Lending, Inc. (together with its consolidated subsidiaries, “we,” “us,” “our,” “CSL” or the “Company”). The Company has entered into a senior secured revolving credit facility (as amended, the “Credit Facility”). The lenders of the Credit Facility have a first lien security interest in substantially all of the portfolio investments held by the Company (see Note 7, Borrowings, to these unaudited consolidated financial statements). Accordingly, such assets are not available to creditors of Carlyle Direct Lending CLO 2015-1R LLC (the “2015-1 Issuer”).

* Denotes that all or a portion of the assets are owned by the Company's wholly owned subsidiary, the 2015-1 Issuer, and secure the notes issued in connection with a term debt securitization completed by the Company on June 26, 2015 (see Note 7, Borrowings, to these unaudited consolidated financial statements). Accordingly, such assets are not available to the creditors of the Company.

** Par amount is denominated in USD (“\$”) unless otherwise noted, as denominated in Euro (“€”), Canadian Dollar (“C\$”) or British Pound (“£”).

(1) Unless otherwise indicated, issuers of debt and equity investments held by the Company are domiciled in the United States. Under the Investment Company Act of 1940, as amended (together with the rules and regulations promulgated thereunder, the “Investment Company Act”), the Company would be deemed to “control” a portfolio company if the Company owned more than 25% of its outstanding voting securities and/or

CARLYLE SECURED LENDING, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)

As of September 30, 2023

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held the power to exercise control over the management or policies of the portfolio company. As of September 30, 2023, the Company does not “control” any of these portfolio companies. Under the Investment Company Act, the Company would be deemed an “affiliated person” of a portfolio company if the Company owns 5% or more of the portfolio company’s outstanding voting securities. As of September 30, 2023, the Company is not an “affiliated person” of any of these portfolio companies. Certain portfolio company investments are subject to contractual restrictions on sales.

- (2) Variable rate loans to the portfolio companies bear interest at a rate that is determined by reference to either the Secured Overnight Financing Rate (“SOFR”) or an alternate base rate (commonly based on the Federal Funds Rate or the U.S. Prime Rate), which generally resets quarterly. For each such loan, the Company has indicated the reference rate used and provided the spread and the interest rate in effect as of September 30, 2023. As of September 30, 2023, the reference rates for our variable rate loans were the 30-day SOFR at 5.32%, the 90-day SOFR at 5.40%, the 180-day SOFR at 5.47%, the daily SONIA at 5.19%, the 30-day EURIBOR at 3.85%, the 90-day EURIBOR at 3.95% and the 30-day CDOR at 5.51%.
- (3) Loan includes interest rate floor feature, which generally ranges from 0.50% to 3.00%.
- (4) Amortized cost represents original cost, including origination fees and upfront fees received that are deemed to be an adjustment to yield, adjusted for the accretion/amortization of discounts/premiums, as applicable, on debt investments using the effective interest method.
- (5) Fair value is determined in good faith by the Investment Adviser, as the valuation designee pursuant to Rule 2a-5 under the Investment Company Act (see Note 2, Significant Accounting Policies, and Note 3, Fair Value Measurements, to these unaudited consolidated financial statements), pursuant to the Company’s valuation policy. The fair value of all first lien and second lien debt investments, equity investments and the investment funds was determined using significant unobservable inputs.
- (6) Security acquired in transaction exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”), and may be deemed to be “restricted securities” under the Securities Act. As of September 30, 2023, the aggregate fair value of these securities is \$101,113, or 11.15% of the Company’s net assets.
- (7) The Company has determined the indicated investments are non-qualifying assets under Section 55(a) of the Investment Company Act. Under the Investment Company Act, the Company may not acquire any non-qualifying assets unless, at the time such acquisition is made, qualifying assets represent at least 70% of the Company’s total assets.
- (8) Loan was on non-accrual status as of September 30, 2023.
- (9) Represents a corporate mezzanine loan, which is subordinated to senior secured term loans of the portfolio company/investment fund.
- (10) Under the Investment Company Act, the Company is deemed to be an “affiliated person” of and “control” this investment fund because the Company owns more than 25% of the investment fund’s outstanding voting securities and/or has the power to exercise control over management or policies of such investment fund. See Note 5, Middle Market Credit Fund, LLC, and Note 6, Middle Market Credit Fund II, LLC, to these unaudited consolidated financial statements for more details. Transactions related to investments in controlled affiliates for the nine months ended September 30, 2023, were as follows:

Investments—controlled/affiliated	Fair Value as of December 31, 2022	Additions/ Purchases	Reductions/ Sales/ Paydowns	Net Realized Gain (Loss)	Net Change in Unrealized Appreciation (Depreciation)	Fair Value as of September 30, 2023	Dividend Income
Middle Market Credit Fund II LLC, Member's Interest	\$ 72,957	\$ —	\$ —	\$ —	\$ (6,069)	\$ 66,888	\$ 8,328
Middle Market Credit Fund, LLC, Subordinated Loan and Member’s Interest	190,065	—	—	—	(5,538)	184,527	16,500
Middle Market Credit Fund, Mezzanine Loan	—	—	—	—	—	—	—
Total investments—controlled/affiliated	<u>\$ 263,022</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ (11,607)</u>	<u>\$ 251,415</u>	<u>\$ 24,828</u>

- (11) In addition to the interest earned based on the stated interest rate of this loan, which is the amount reflected in this schedule, the Company is entitled to receive additional interest as a result of an agreement among lenders, which has been included in the spread of each applicable investment. Pursuant to the agreement among lenders in respect of this loan, this investment represents a first lien/last out loan, which has a secondary priority behind the first lien/first out loan with respect to principal, interest and other payments.
- (12) Under the Investment Company Act, the Company is deemed an “affiliated person” of this portfolio company because the Company owns 5% or more of the portfolio company’s outstanding voting securities. Transactions related to the portfolio company during the nine months ended September 30, 2023 were as follows:

CARLYLE SECURED LENDING, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)

As of September 30, 2023

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Investments—non-controlled/affiliated	Fair Value as of December 31, 2022	Additions/Purchases	Reductions/Sales/ Paydowns	Net Realized Gain (Loss)	Net Change in Unrealized Appreciation (Depreciation)	Fair Value as of September 30, 2023	Interest and Other Income
Direct Travel, Inc.	\$ 42,636	\$ 1,007	\$ —	\$ —	\$ 541	\$ 44,184	\$ 4,326
Direct Travel, Inc.	2,731	314	—	—	(30)	3,015	280
Direct Travel, Inc. (Equity)	—	—	—	—	5,471	5,471	—
Total investments—non-controlled/affiliated	\$ 45,367	\$ 1,321	\$ —	\$ —	\$ 5,982	\$ 52,670	\$ 4,606

(13) Loans include a credit spread adjustment that ranges from 0.10% to 0.43%.

(14) Loan is in forbearance as of September 30, 2023.

(15) The reference rate will transition from LIBOR to SOFR effective at the commencement of the subsequent interest rate period. As of September 30, 2023, the current reference rate was LIBOR.

(16) As of September 30, 2023, the Company had the following unfunded commitments to fund delayed draw and revolving senior secured loans:

Investments—non-controlled/non-affiliated	Type	Unused Fee	Par/ Principal Amount	Fair Value
First and Second Lien Debt—unfunded delayed draw and revolving term loans commitments				
ADPD Holdings, LLC	Delayed Draw	1.00%	\$ 2,878	\$ (232)
ADPD Holdings, LLC	Revolver	0.50	621	(50)
Advanced Web Technologies Holding Company	Revolver	0.50	985	(2)
Alpine Acquisition Corp II	Revolver	0.50	2,068	(96)
Apex Companies Holdings, LLC	Delayed Draw	1.00	2,305	(15)
Applied Technical Services, LLC	Delayed Draw	1.00	240	1
Applied Technical Services, LLC	Revolver	0.50	32	—
Appriss Health, LLC	Revolver	0.50	2,963	(26)
Ascend Buyer, LLC	Revolver	0.50	1,284	(18)
Associations, Inc.	Revolver	0.50	723	—
Atlas AU Bideo Pty Ltd (Australia)	Revolver	0.50	268	3
Avalara, Inc.	Revolver	0.50	2,250	34
Bayside OPCP, LLC	Revolver	0.50	1,623	—
BlueCat Networks, Inc. (Canada)	Delayed Draw	1.00	195	(3)
Bradyifs Holdings, LLC	Revolver	0.50	661	(2)
CD&R Madison Parent Ltd (United Kingdom)	Delayed Draw	1.50	£ 271	3
Celerion Buyer, Inc.	Delayed Draw	1.00	499	5
Celerion Buyer, Inc.	Revolver	0.50	249	2
Chartis Holding, LLC	Revolver	0.50	170	—
Chemical Computing Group ULC (Canada)	Revolver	0.50	29	—
CircusTriX Holdings, LLC	Delayed Draw	1.00	1,613	(40)
CircusTriX Holdings, LLC	Revolver	0.50	806	(20)
CoreWeave Compute Acquisition Co. II, LLC	Delayed Draw	1.00	1,937	(34)

CARLYLE SECURED LENDING, INC.
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Investments—non-controlled/non-affiliated	Type	Unused Fee	Par/ Principal Amount	Fair Value
Cority Software Inc. (Canada)	Revolver	0.50%	\$ 3,000	\$ (10)
Coupa Holdings, LLC	Delayed Draw	1.00	771	16
Coupa Holdings, LLC	Revolver	0.50	591	12
CPI Intermediate Holdings, Inc.	Delayed Draw	1.00	927	(12)
CST Holding Company	Revolver	0.50	470	2
Denali Midco 2, LLC	Delayed Draw	1.00	876	(18)
Diligent Corporation	Revolver	0.50	28	—
Direct Travel, Inc.	Delayed Draw	0.50	1,373	—
Dwyer Instruments, Inc.	Delayed Draw	1.00	161	—
Dwyer Instruments, Inc.	Revolver	0.50	876	1
Eliassen Group, LLC	Delayed Draw	1.00	2,668	(11)
Ellkay, LLC	Revolver	0.50	1,786	(124)
EPS Nass Parent, Inc.	Revolver	0.50	10	—
Excel Fitness Holdings, Inc.	Revolver	0.50	891	(16)
Excelitas Technologies Corp.	Delayed Draw	1.00	99	(1)
Excelitas Technologies Corp.	Revolver	0.50	150	(2)
FPG Intermediate Holdco, LLC	Delayed Draw	1.00	3,973	(49)
Greenhouse Software, Inc.	Revolver	0.50	2,204	(16)
Hadrian Acquisition Limited (United Kingdom)	Delayed Draw	2.33	£ 1,842	(11)
Harbour Benefit Holdings, Inc.	Revolver	0.50	3,180	(23)
Heartland Home Services, Inc.	Revolver	0.50	619	(8)
Hercules Borrower LLC	Revolver	0.50	2,045	—
Hoosier Intermediate, LLC	Revolver	0.50	2,400	(187)
HS Spa Holdings Inc.	Revolver	0.50	1,079	(7)
iCIMS, Inc.	Delayed Draw	—	6,015	(14)
iCIMS, Inc.	Revolver	0.50	2,026	(5)
IQN Holding Corp.	Delayed Draw	1.00	395	2
IQN Holding Corp.	Revolver	0.50	489	3
Jeg's Automotive, LLC	Delayed Draw	1.00	4,167	(617)
Kaseya, Inc.	Delayed Draw	1.00	1,076	(6)
Kaseya, Inc.	Revolver	0.50	1,541	(8)
Lifelong Learner Holdings, LLC	Revolver	0.50	2	—
LVF Holdings, Inc.	Revolver	0.50	2,919	(47)
Material Holdings, LLC	Delayed Draw	—	881	(45)
Material Holdings, LLC	Revolver	1.00	652	(33)
Medical Manufacturing Technologies, LLC	Revolver	0.50	661	(5)

CARLYLE SECURED LENDING, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)
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Investments—non-controlled/non-affiliated	Type	Unused Fee	Par/ Principal Amount	Fair Value
NEFCO Holding Company LLC	Delayed Draw	1.00%	\$ 369	\$ —
NEFCO Holding Company LLC	Revolver	0.50	433	—
NMI AcquisitionCo, Inc.	Revolver	0.50	1,280	(11)
North Haven Fairway Buyer, LLC	Revolver	0.50	1,154	(25)
North Haven Stallone Buyer, LLC	Delayed Draw	1.00	87	(1)
Oak Purchaser, Inc.	Delayed Draw	0.50	1,354	(37)
Oak Purchaser, Inc.	Revolver	0.50	584	(16)
Oranje Holdco, Inc.	Revolver	0.50	1,006	3
Pestco Intermediate, LLC	Delayed Draw	2.00	1,387	(24)
Pestco Intermediate, LLC	Revolver	0.50	238	(4)
PF Atlantic Holdco 2, LLC	Delayed Draw	1.00	7,448	(15)
PF Atlantic Holdco 2, LLC	Revolver	0.50	1,241	(3)
Prophix Software Inc. (Canada)	Delayed Draw	—	379	—
Prophix Software Inc. (Canada)	Revolver	0.50	1,993	—
Pushpay USA Inc.	Revolver	0.50	1,235	(15)
PXO Holdings I Corp.	Delayed Draw	1.00	885	(22)
PXO Holdings I Corp.	Revolver	0.50	1,315	(33)
QCONNECT, LLC	Delayed Draw	1.00	1,325	15
Radwell Parent, LLC	Revolver	0.38	1,116	4
RSC Acquisition, Inc.	Revolver	0.50	462	(4)
Sapphire Convention, Inc.	Revolver	0.50	4,188	(13)
SCP Eye Care HoldCo, LLC	Delayed Draw	1.00	21	—
SCP Eye Care HoldCo, LLC	Revolver	0.50	9	—
Smarsh Inc.	Delayed Draw	1.00	816	(8)
Smarsh Inc.	Revolver	0.50	408	(4)
Spotless Brands, LLC	Delayed Draw	1.00	15,000	92
Spotless Brands, LLC	Revolver	0.50	1,096	(3)
Summit Acquisition, Inc.	Delayed Draw	1.00	1,374	(13)
Summit Acquisition, Inc.	Revolver	0.50	687	(6)
Tank Holding Corp.	Revolver	0.38	359	(11)
The Carlstar Group LLC	Revolver	0.50	3,657	20
Trader Corporation (Canada)	Revolver	0.50	C\$ 906	11
Tufin Software North America, Inc.	Delayed Draw	—	324	(7)
Tufin Software North America, Inc.	Revolver	0.50	1,339	(28)
Turbo Buyer, Inc.	Delayed Draw	1.00	2,967	(36)
Turbo Buyer, Inc.	Revolver	0.50	1,217	(15)

CARLYLE SECURED LENDING, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)
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Investments—non-controlled/non-affiliated	Type	Unused Fee	Par/ Principal Amount	Fair Value
U.S. Legal Support, Inc.	Delayed Draw	0.50%	\$ 1,449	\$ (18)
U.S. Legal Support, Inc.	Revolver	0.50	735	(9)
Wineshipping.com LLC	Delayed Draw	1.00	1,609	(85)
Wineshipping.com LLC	Revolver	0.50	477	(25)
Total unfunded commitments			<u>\$ 141,668</u>	<u>\$ (2,075)</u>

CARLYLE SECURED LENDING, INC.
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As of September 30, 2023, investments at fair value consisted of the following:

Type	Amortized Cost	Fair Value	% of Fair Value
First Lien Debt	\$ 1,319,570	\$ 1,270,972	68.4 %
Second Lien Debt	241,091	236,975	12.7
Equity Investments	95,126	101,113	5.4
Investment Funds	271,097	251,415	13.5
Total	\$ 1,926,884	\$ 1,860,475	100.0 %

The rate type of debt investments at fair value as of September 30, 2023 was as follows:

Rate Type	Amortized Cost	Fair Value	% of Fair Value of First and Second Lien Debt
Floating Rate	\$ 1,542,798	\$ 1,489,849	98.8 %
Fixed Rate	17,863	18,098	1.2
Total	\$ 1,560,661	\$ 1,507,947	100.0 %

The industry composition of investments at fair value as of September 30, 2023 was as follows:

Industry	Amortized Cost	Fair Value	% of Fair Value
Aerospace & Defense	\$ 110,170	\$ 102,601	5.5 %
Automotive	83,353	81,404	4.4
Beverage & Food	69,283	65,422	3.5
Business Services	105,697	106,116	5.8
Capital Equipment	56,411	59,347	3.2
Chemicals, Plastics & Rubber	68,500	66,130	3.6
Construction & Building	24,613	24,747	1.3
Consumer Goods: Durable	5,343	5,676	0.3
Consumer Goods: Non-Durable	4,804	4,969	0.3
Consumer Services	82,510	80,797	4.4
Containers, Packaging & Glass	45,718	39,438	2.1
Diversified Financial Services	90,107	89,819	4.8
Energy: Oil & Gas	35,891	36,031	1.9
Environmental Industries	39,680	39,729	2.1
Healthcare & Pharmaceuticals	237,820	210,518	11.4
High Tech Industries	138,259	138,070	7.4
Investment Funds	271,097	251,415	13.5
Leisure Products & Services	122,493	124,835	6.7
Media: Advertising, Printing & Publishing	14,965	15,118	0.8
Retail	29,978	30,419	1.6
Software	181,407	182,652	9.8

CARLYLE SECURED LENDING, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)
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Industry	Amortized Cost	Fair Value	% of Fair Value
Sovereign & Public Finance	\$ 182	\$ 601	0.0 %
Telecommunications	78,656	74,549	4.0
Transportation: Cargo	8,746	8,431	0.5
Utilities: Electric	922	917	0.0
Wholesale	20,279	20,724	1.1
	<u>\$ 1,926,884</u>	<u>\$ 1,860,475</u>	<u>100.0 %</u>

The geographical composition of investments at fair value as of September 30, 2023 was as follows:

Geography	Amortized Cost	Fair Value	% of Fair Value
Australia	\$ 2,803	\$ 2,922	0.2 %
Canada	47,895	48,847	2.6
Luxembourg	41,400	39,331	2.1
Sweden	1,168	187	0.0
United Kingdom	75,510	71,657	3.9
United States	1,758,108	1,697,531	91.2
Total	<u>\$ 1,926,884</u>	<u>\$ 1,860,475</u>	<u>100.0 %</u>

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

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Investments—non-controlled/non-affiliated ⁽¹⁾	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Acquisition Date	Maturity Date	Par/ Principal Amount **	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾	% of Net Assets	
First Lien Debt (66.3% of fair value)												
ADPD Holdings, LLC	^*	(2)(3)(14)(15)	Consumer Services	SOFR	6.00%	10.37%	8/16/2022	8/15/2028	\$ 9,913	\$ 9,651	\$ 9,571	1.04 %
Advanced Web Technologies Holding Company	^*	(2)(3)(14)	Containers, Packaging & Glass	LIBOR	6.25%	10.67%	12/17/2020	12/17/2026	9,315	9,144	9,196	1.00
Airnov, Inc.	^*	(2)(3)(14)	Containers, Packaging & Glass	LIBOR	5.00%	9.75%	12/20/2019	12/19/2025	2,035	2,013	2,019	0.22
Allied Universal Holdco LLC	^	(2)(3)(15)	Business Services	LIBOR	3.75%	8.17%	2/17/2021	5/14/2028	493	494	467	0.05
Alpine Acquisition Corp II	^*	(2)(3)(14)(15)	Transportation: Cargo	SOFR	5.50%	9.76%	4/19/2022	11/30/2026	7,597	7,406	7,188	0.78
American Physician Partners, LLC	^*	(2)(3)(15)	Healthcare & Pharmaceuticals	SOFR	6.75%, 3.50% PIK	14.67%	1/7/2019	8/5/2022	30,121	30,125	26,002	2.83
American Physician Partners, LLC	^	(2)(3)(14)(15)	Healthcare & Pharmaceuticals	SOFR	6.75%, 3.50% PIK	14.67%	12/16/2022	2/15/2023	799	764	751	0.08
Analogic Corporation	^*	(2)(3)(14)	Capital Equipment	LIBOR	5.25%	9.67%	6/22/2018	6/22/2024	2,462	2,449	2,402	0.26
Applied Technical Services, LLC	^	(2)(3)(14)	Business Services	LIBOR	5.75%	10.52%	12/29/2020	12/29/2026	533	524	531	0.06
Appriss Health, LLC	^	(2)(3)(14)	Healthcare & Pharmaceuticals	LIBOR	7.25%	11.54%	5/6/2021	5/6/2027	36,831	36,218	35,303	3.85
Apptio, Inc.	^	(2)(3)(14)	Software	LIBOR	6.00%	9.94%	1/10/2019	1/10/2025	6,604	6,544	6,604	0.72
Ascend Buyer, LLC	^*	(2)(3)(14)(15)	Containers, Packaging & Glass	SOFR	6.25%	10.67%	9/30/2021	9/30/2028	3,420	3,342	3,338	0.36
Associations, Inc.	^	(2)(3)(14)	Construction & Building	SOFR	4.00%, 2.50% PIK	11.04%	7/2/2021	7/2/2027	12,854	12,754	12,451	1.36
Atlas AU Bidco Pty Ltd (Australia)	^	(2)(3)(7)(14)	High Tech Industries	SOFR	7.25%	11.48%	12/15/2022	12/12/2029	2,890	2,796	2,796	0.31
Aurora Lux FinCo S.Á.R.L. (Luxembourg)	^*	(2)(3)(7)	Software	LIBOR	6.00%	10.32%	12/24/2019	12/24/2026	32,158	31,649	30,389	3.31
Avalara, Inc.	^	(2)(3)(14)	Diversified Financial Services	SOFR	7.25%	11.83%	10/19/2022	10/19/2028	22,500	21,898	21,752	2.37
Barnes & Noble, Inc.	^	(2)(3)(11)(15)	Retail	SOFR	8.31%	12.73%	8/7/2019	12/20/2026	27,848	27,073	26,771	2.92
BlueCat Networks, Inc. (Canada)	^	(2)(3)(7)(14)	High Tech Industries	SOFR	4.00%, 2.00% PIK	10.46%	8/8/2022	8/8/2028	3,198	3,126	3,092	0.34
BMS Holdings III Corp.	^	(2)(3)(14)	Construction & Building	LIBOR	5.50%	10.23%	9/30/2019	9/30/2026	4,832	4,688	4,658	0.51
Bradyifs Holdings, LLC	^*	(2)(3)(14)(15)	Wholesale	SOFR	6.25%	10.83%	2/21/2020	11/22/2025	12,884	12,650	12,720	1.39
Bubbles Bidco S.P.A. (Italy)	^	(2)(7)(14)	Consumer Goods: Non-Durable	LIBOR	9.25% (100% PIK)	11.38%	10/20/2021	10/20/2028	€ 5,189	5,815	5,505	0.60
Bubbles Bidco S.P.A. (Italy)	^	(2)(7)(14)	Consumer Goods: Non-Durable	LIBOR	6.25%	8.38%	10/20/2021	10/20/2028	€ —	—	(40)	0.00
Celerion Buyer, Inc.	^*	(2)(3)(14)	Healthcare & Pharmaceuticals	SOFR	6.50%	10.64%	11/3/2022	11/3/2029	3,152	3,056	3,054	0.33
Chartis Holding, LLC	^*	(2)(3)(14)	Business Services	LIBOR	5.00%	9.77%	5/1/2019	5/1/2025	687	679	680	0.07

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As of December 31, 2022
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Investments—non-controlled/non-affiliated ⁽¹⁾		Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Acquisition Date	Maturity Date	Par/Principal Amount ^{**}	Amortized Cost ⁽⁴⁾	Fair Value⁽⁵⁾	% of Net Assets
Chemical Computing Group ULC (Canada)	^*	(2)(3)(7)(14)(15)	Software	SOFR	4.50%	8.57%	8/30/2018	8/30/2024	\$ 462	\$ 461	\$ 455	0.05 %
CircusTriX Holdings, LLC	^*	(2)(3)	Leisure Products & Services	LIBOR	5.50%	9.88%	2/2/2018	1/16/2024	10,555	10,542	10,476	1.14
CircusTriX Holdings, LLC	^	(2)(3)	Leisure Products & Services	LIBOR	5.50%	9.88%	1/8/2021	7/16/2023	557	500	557	0.06
Comar Holding Company, LLC	^*	(2)(3)(14)	Containers, Packaging & Glass	LIBOR	5.75%	10.47%	6/18/2018	6/18/2024	27,638	27,461	26,671	2.91
Cority Software Inc. (Canada)	^*	(2)(3)(7)(14)	Software	SOFR	5.50%	9.17%	7/2/2019	7/2/2026	10,409	10,266	10,277	1.12
Cority Software Inc. (Canada)	^	(2)(3)(7)	Software	SOFR	7.50%	11.06%	9/3/2020	7/2/2026	1,860	1,823	1,848	0.20
CPI Intermediate Holdings, Inc.	^*	(2)(3)(14)	Telecommunications	SOFR	5.50%	9.68%	10/6/2022	10/6/2029	3,872	3,790	3,776	0.41
CST Holding Company	^*	(2)(3)(14)(15)	Consumer Goods: Non-Durable	SOFR	6.75%	10.97%	11/1/2022	11/1/2028	5,031	4,871	4,868	0.53
DCA Investment Holding LLC	^*	(2)(3)(14)	Healthcare & Pharmaceuticals	SOFR	6.41%	10.46%	3/11/2021	4/3/2028	14,288	14,137	13,523	1.47
Denali Midco 2, LLC	^	(2)(3)(14)(15)	Consumer Services	SOFR	6.50%	10.92%	9/15/2022	12/22/2027	7,696	7,411	7,317	0.80
DermaRite Industries, LLC	^*	(2)(3)(8)	Healthcare & Pharmaceuticals	LIBOR	7.00%	8.00%	3/3/2017	6/30/2023	20,767	20,202	9,261	1.01
Dermatology Associates	^	(2)(3)(15)	Healthcare & Pharmaceuticals	SOFR	6.25% (100% PIK)	10.80%	5/31/2016	3/31/2023	27,548	27,548	27,523	3.00
Dermatology Associates	^	(2)(3)(8)(11)	Healthcare & Pharmaceuticals	SOFR	11.40% (100% PIK)	12.77%	5/31/2016	3/31/2023	38,724	24,963	27,526	3.00
Diligent Corporation	^	(2)(3)(14)	Telecommunications	LIBOR	6.25%	10.63%	8/4/2020	8/4/2025	659	647	630	0.07
Dwyer Instruments, Inc.	^*	(2)(3)(14)	Capital Equipment	LIBOR	6.00%	10.74%	7/21/2021	7/21/2027	3,851	3,777	3,774	0.41
Eliassen Group, LLC	^*	(2)(3)(14)	Business Services	SOFR	5.50%	10.07%	4/14/2022	4/14/2028	1,580	1,515	1,523	0.17
Ellkay, LLC	^*	(2)(3)(14)	Healthcare & Pharmaceuticals	LIBOR	6.25%	11.00%	9/14/2021	9/14/2027	14,107	13,849	13,540	1.48
Emergency Communications Network, LLC	^*	(2)(3)	Telecommunications	SOFR	2.50% 5.25% PIK	11.84%	6/1/2017	6/1/2024	26,559	26,522	22,753	2.48
EPS Nass Parent, Inc.	^	(2)(3)(14)	Utilities: Electric	LIBOR	5.75%	10.48%	4/19/2021	4/19/2028	922	906	877	0.10
EvolveIP, LLC	^*	(2)(3)(14)(15)	Telecommunications	SOFR	5.50%	10.09%	11/26/2019	6/7/2025	5,556	5,554	5,447	0.59
Excel Fitness Holdings, Inc.	^*	(2)(3)(14)(15)	Leisure Products & Services	SOFR	5.25%	10.25%	4/29/2022	4/29/2029	6,671	6,541	6,344	0.69
Excelitas Technologies Corp.	^	(2)(3)(14)(15)	Capital Equipment	SOFR	5.75%	10.12%	8/12/2022	8/12/2029	3,174	3,107	3,046	0.33
Excelitas Technologies Corp.	^	(2)	Capital Equipment	EURIBOR	5.75%	7.55%	8/12/2022	8/12/2029	€ 1,275	1,284	1,317	0.14
FPG Intermediate Holdco, LLC	^	(2)(3)(14)(15)	Consumer Services	SOFR	6.50%	10.92%	8/5/2022	3/5/2027	427	347	235	0.03

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Investments—non-controlled/non-affiliated ⁽¹⁾	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Acquisition Date	Maturity Date	Par/ Principal Amount **	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾	% of Net Assets	
Greenhouse Software, Inc.	^	(2)(3)(14)	Software	SOFR	7.00%	11.58%	3/1/2021	9/1/2028	\$ 32,796	\$ 32,066	\$ 31,504	3.43 %
Guidehouse LLP	^	(2)(3)	Sovereign & Public Finance	LIBOR	6.25%	10.63%	9/30/2022	10/16/2028	80	78	78	0.01
Hadrian Acquisition Limited (United Kingdom)	^	(2)(3)(7)	Diversified Financial Services	SONIA	5.26%, 3.47% PIK	12.16%	2/28/2022	2/28/2029	£ 14,676	19,100	17,343	1.89
Hadrian Acquisition Limited (United Kingdom)	^	(2)(3)(7)(14)	Diversified Financial Services	SONIA	5.00%, 2.75% PIK	11.18%	2/28/2022	2/28/2029	£ 3,580	4,094	4,171	0.45
Harbour Benefit Holdings, Inc.	^*	(2)(3)(14)	Business Services	LIBOR	5.25%	9.95%	12/13/2017	12/13/2024	3,000	2,977	2,963	0.32
Heartland Home Services, Inc.	^*	(2)(3)(14)	Consumer Services	LIBOR	5.75%	10.10%	2/10/2022	12/15/2026	9,538	9,414	9,275	1.01
Heartland Home Services, Inc.	^*	(2)(3)(14)	Consumer Services	LIBOR	6.00%	10.38%	12/15/2020	12/15/2026	7,189	7,125	7,114	0.78
Hercules Borrower LLC	^*	(2)(3)(14)	Environmental Industries	LIBOR	6.50%	10.67%	12/14/2020	12/14/2026	18,497	18,097	17,818	1.94
Higginbotham Insurance Agency, Inc.	^	(2)(3)	Diversified Financial Services	LIBOR	5.25%	9.63%	11/25/2020	11/25/2026	451	446	441	0.05
Hoosier Intermediate, LLC	^*	(2)(3)(14)	Healthcare & Pharmaceuticals	LIBOR	5.50%	10.11%	11/15/2021	11/15/2028	10,709	10,497	10,037	1.09
HS Spa Holdings Inc.	^	(2)(3)(14)	Consumer Services	SOFR	5.75%	10.45%	6/2/2022	6/2/2029	8,605	8,422	8,336	0.91
iCIMS, Inc.	^	(2)(3)(14)	Software	SOFR	7.25%	11.52%	8/18/2022	8/18/2028	25,540	25,075	24,272	2.65
Infront Luxembourg Finance S.À R.L. (Luxembourg)	^	(2)(7)	Leisure Products & Services	LIBOR	9.00%	10.95%	5/28/2021	5/28/2027	€ 8,250	9,804	8,677	0.95
Integrity Marketing Acquisition, LLC	^	(2)(3)	Diversified Financial Services	LIBOR	6.02%	10.57%	12/3/2021	8/27/2025	429	425	414	0.05
IQN Holding Corp.	^	(2)(3)(14)	Business Services	SOFR	5.25%	9.64%	5/2/2022	5/2/2029	6,823	6,749	6,699	0.73
Jeg's Automotive, LLC	^*	(2)(3)(14)	Automotive	LIBOR	6.00%	10.75%	12/22/2021	12/22/2027	20,624	20,200	19,131	2.09
K2 Insurance Services, LLC	^*	(2)(3)(14)	Diversified Financial Services	LIBOR	5.00%	9.73%	7/3/2019	7/1/2026	3,330	3,283	3,288	0.36
Kaseya, Inc.	^	(2)(3)(14)	High Tech Industries	SOFR	5.75%	10.33%	6/23/2022	6/23/2029	35,453	34,726	34,323	3.74
Lifelong Learner Holdings, LLC	^*	(2)(3)(14)	Business Services	LIBOR	5.75%	10.16%	10/18/2019	10/18/2026	25,965	25,657	24,347	2.65
LinQuest Corporation	*	(2)(3)	Aerospace & Defense	LIBOR	5.75%	9.10%	7/28/2021	7/28/2028	9,875	9,710	8,927	0.97
Liqui-Box Holdings, Inc.	^	(2)(3)(14)	Containers, Packaging & Glass	LIBOR	4.50%	8.35%	6/3/2019	6/3/2024	2,034	2,025	2,034	0.22
LVF Holdings, Inc.	^*	(2)(3)(14)	Beverage & Food	LIBOR	6.25%	10.98%	6/10/2021	6/10/2027	41,295	40,564	38,735	4.22
Material Holdings, LLC	^*	(2)(3)(14)	Business Services	SOFR	6.00%	10.67%	8/19/2021	8/19/2027	8,082	7,944	7,655	0.83
Maverick Acquisition, Inc.	^*	(2)(3)	Aerospace & Defense	LIBOR	6.25%	10.98%	6/1/2021	6/1/2027	35,622	35,069	29,595	3.24
Medical Manufacturing Technologies, LLC	^*	(2)(3)(14)(15)	Healthcare & Pharmaceuticals	SOFR	5.50%	10.18%	12/23/2021	12/23/2027	28,900	28,368	28,308	3.09
NEFCO Holding Company LLC	^*	(2)(3)(14)(15)	Construction & Building	SOFR	6.50%	10.95%	8/5/2022	8/5/2028	5,525	5,389	5,385	0.59
NMI AcquisitionCo, Inc.	^*	(2)(3)(14)	High Tech Industries	LIBOR	5.75%	10.13%	9/6/2017	9/6/2025	39,913	39,860	38,845	4.23

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Investments—non-controlled/non-affiliated ⁽¹⁾		Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Acquisition Date	Maturity Date	Par/ Principal Amount **	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾	% of Net Assets
North Haven Fairway Buyer, LLC	^*	(2)(3)(14)	Consumer Services	SOFR	6.50%	11.08%	5/17/2022	5/17/2028	\$ 22,970	\$ 22,530	\$ 22,535	2.46 %
North Haven Stallone Buyer, LLC	^	(2)(3)(14)	Consumer Services	SOFR	5.75%	10.34%	10/11/2022	5/24/2027	—	(4)	(4)	0.00
Oak Purchaser, Inc.	^	(2)(3)(14)	Business Services	SOFR	5.50%	9.48%	4/28/2022	4/28/2028	5,851	5,779	5,663	0.62
Performance Health Holdings, Inc.	*	(2)(3)	Healthcare & Pharmaceuticals	LIBOR	6.00%	10.73%	7/12/2021	7/12/2027	6,444	6,342	6,276	0.68
PF Atlantic Holdco 2, LLC	^	(2)(3)(14)	Leisure Products & Services	LIBOR	5.50%	10.25%	11/12/2021	11/12/2027	4,170	3,932	3,918	0.43
PF Growth Partners, LLC	*	(2)(3)	Leisure Products & Services	LIBOR	5.00%	9.48%	7/1/2019	7/11/2025	7,957	7,901	7,902	0.86
PPT Management Holdings, LLC	^	(2)(3)(8)(14)	Healthcare & Pharmaceuticals	LIBOR	8.50% (100% PIK)	9.50%	12/15/2016	1/31/2023	29,446	29,437	21,145	2.30
Project Castle, Inc.	*	(2)(3)	Capital Equipment	SOFR	5.50%	10.08%	6/24/2022	6/1/2029	7,481	6,742	6,013	0.67
Prophix Software Inc. (Canada)	^	(2)(3)(7)(14)	Software	LIBOR	6.50%	10.67%	2/1/2021	2/1/2026	10,963	10,771	10,963	1.19
PXO Holdings I Corp.	^*	(2)(3)(14)(15)	Chemicals, Plastics & Rubber	SOFR	5.50%	9.05%	3/8/2022	3/8/2028	17,068	16,728	16,715	1.82
QNNCT, LLC	^*	(2)(3)(14)	Aerospace & Defense	SOFR	7.00%	11.11%	11/2/2022	11/2/2029	5,281	5,085	5,081	0.55
Quantic Electronics, LLC	^*	(2)(3)(14)	Aerospace & Defense	LIBOR	6.25%	10.97%	11/19/2020	11/19/2026	15,582	15,344	14,768	1.61
Quantic Electronics, LLC	^*	(2)(3)(14)	Aerospace & Defense	LIBOR	6.25%	10.95%	3/1/2021	3/1/2027	9,832	9,652	9,218	1.00
QW Holding Corporation	^*	(2)(3)	Environmental Industries	LIBOR	5.50%	9.64%	8/31/2016	8/31/2026	32,276	32,232	31,718	3.46
Radwell Parent, LLC	^	(2)(3)(14)(15)	Wholesale	SOFR	6.75%	11.33%	12/1/2022	4/1/2029	18,605	18,011	18,005	1.96
Regency Entertainment, Inc.	^	(2)(3)	Media: Diversified & Production	LIBOR	6.75%	11.13%	5/22/2020	10/22/2025	20,000	19,765	19,760	2.15
Riveron Acquisition Holdings, Inc.	*	(2)(3)	Diversified Financial Services	LIBOR	5.75%	10.48%	5/22/2019	5/22/2025	1,676	1,648	1,676	0.18
RSC Acquisition, Inc.	^	(2)(3)(14)(15)	Diversified Financial Services	SOFR	5.50%	9.83%	11/1/2019	11/1/2026	11,010	10,886	10,447	1.14
Sapphire Convention, Inc.	^	(2)(3)(14)	Telecommunications	LIBOR	5.25%	9.80%	11/20/2018	11/20/2025	28,051	27,773	27,341	2.98
SCP Eye Care HoldCo, LLC	^	(2)(3)(14)(15)	Healthcare & Pharmaceuticals	SOFR	5.75%	9.47%	10/7/2022	10/7/2029	122	117	118	0.01
Smarsh Inc.	^	(2)(3)(14)	Software	SOFR	6.50%	11.29%	2/18/2022	2/18/2029	7,347	7,192	6,987	0.76
SPay, Inc.	^*	(2)(3)	Leisure Products & Services	LIBOR	5.75% 3.50% PIK	13.73%	6/15/2018	6/17/2024	24,292	24,176	21,332	2.33
Speedstar Holding, LLC	^*	(2)(3)	Automotive	LIBOR	7.00%	11.73%	1/22/2021	1/22/2027	26,694	26,305	26,510	2.89
Spotless Brands, LLC	^*	(2)(3)(14)(15)	Consumer Services	SOFR	6.50%	10.80%	6/21/2022	7/25/2028	33,832	33,179	32,779	3.57
Tank Holding Corp.	^*	(2)(3)(14)(15)	Capital Equipment	SOFR	5.75%	10.16%	3/31/2022	3/31/2028	18,067	17,718	17,552	1.91

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Investments—non-controlled/non-affiliated⁽¹⁾	Footnotes	Industry	Reference Rate⁽²⁾	Spread⁽²⁾	Interest Rate⁽²⁾	Acquisition Date	Maturity Date	Par/Principal Amount^{**}	Amortized Cost⁽⁴⁾	Fair Value⁽⁵⁾	% of Net Assets	
TCFI Aevox LLC	^*	(2)(3)	Aerospace & Defense	LIBOR	6.00%	10.38%	3/18/2020	3/18/2026	\$ 11,047	\$ 10,927	\$ 10,096	1.10 %
The Carlstar Group LLC	^*	(2)(3)(14)(15)	Automotive	SOFR	6.50%	10.92%	7/8/2022	7/8/2027	14,446	14,087	14,210	1.55
TIBCO Software Inc.	*	(2)(3)	High Tech Industries	SOFR	4.50%	9.18%	9/30/2022	3/31/2029	15,000	13,681	13,369	1.46
Trader Corporation (Canada)	^	(2)(3)(7)(14)	Automotive	CDOR	6.75%	11.61%	12/22/2022	12/22/2029	C\$ 12,081	8,643	8,686	0.95
Trafigura Trading LLC	^	(2)(3)(13)(14)(15)	Metals & Mining	SOFR	8.35%	12.89%	7/26/2021	1/13/2023	8,250	8,076	8,185	0.89
Tufin Software North America, Inc.	^	(2)(3)(14)(15)	Software	SOFR	7.69%	12.01%	8/17/2022	8/17/2028	27,040	26,502	26,162	2.85
Turbo Buyer, Inc.	^	(2)(3)(14)	Automotive	LIBOR	6.00%	11.15%	12/2/2019	12/2/2025	1,714	1,628	1,609	0.18
U.S. Legal Support, Inc.	^*	(2)(3)(14)(15)	Business Services	SOFR	5.75%	10.33%	11/30/2018	11/30/2024	15,844	15,692	15,504	1.69
Unifrutti Financing PLC (Cyprus)	^	(7)	Beverage & Food	FIXED	7.50%, 1.00% PIK	8.50%	9/15/2019	9/15/2026	€ 4,611	4,935	4,998	0.55
Unifrutti Financing PLC (Cyprus)	^	(7)	Beverage & Food	FIXED	11.00% (100% PIK)	11.00%	10/22/2020	9/15/2026	€ 843	953	961	0.10
US INFRA SVCS Buyer, LLC	^	(2)(3)	Environmental Industries	LIBOR	6.50%, 0.25% PIK	11.47%	4/13/2020	4/13/2026	9,083	8,977	8,619	0.94
USALCO, LLC	*	(2)(3)	Chemicals, Plastics & Rubber	LIBOR	6.00%	10.73%	10/19/2021	10/19/2027	990	973	941	0.10
USR Parent Inc.	^	(2)(3)	Retail	SOFR	7.60%	11.72%	4/22/2022	4/25/2027	4,222	4,185	4,025	0.44
Westfall Technik, Inc.	^*	(2)(3)	Chemicals, Plastics & Rubber	SOFR	6.25%	10.83%	9/13/2018	9/13/2024	21,502	21,396	21,046	2.29
Westfall Technik, Inc.	^	(2)(3)	Chemicals, Plastics & Rubber	SOFR	6.25%	10.79%	7/1/2021	9/13/2024	4,957	4,881	4,852	0.53
Wineshipping.com LLC	^*	(2)(3)(14)	Beverage & Food	LIBOR	5.75%	10.15%	10/29/2021	10/29/2027	4,668	4,539	4,051	0.44
Yellowstone Buyer Acquisition, LLC	^	(2)(3)	Consumer Goods: Durable	LIBOR	5.75%	10.07%	9/13/2021	9/13/2027	444	437	427	0.05
YLG Holdings, Inc.	^	(2)(3)	Consumer Services	LIBOR	5.00%	9.53%	9/30/2020	11/1/2025	1,960	1,918	1,957	0.21
First Lien Debt Total									\$1,371,717	\$1,314,595	143.29	
Second Lien Debt (13.3% of fair value)												
11852604 Canada Inc. (Canada)	^	(2)(3)(7)	Healthcare & Pharmaceuticals	LIBOR	9.50% (100% PIK)	13.70%	9/30/2021	9/30/2028	\$ 7,587	\$ 7,452	\$ 7,398	0.81 %
AI Convoy S.A.R.L (United Kingdom)	^	(2)(3)(7)	Aerospace & Defense	LIBOR	8.25%	12.92%	1/17/2020	1/17/2028	24,814	24,416	25,558	2.80
Aimbridge Acquisition Co., Inc.	^	(2)	Leisure Products & Services	LIBOR	7.50%	11.62%	2/1/2019	2/1/2027	9,241	9,142	8,353	0.91
AP Plastics Acquisition Holdings, LLC	^	(2)(3)	Chemicals, Plastics & Rubber	LIBOR	7.50%	11.85%	8/10/2021	8/10/2029	33,680	32,871	32,320	3.52
AQA Acquisition Holdings, Inc.	^*	(2)(3)	High Tech Industries	LIBOR	7.50%	12.23%	3/3/2021	3/3/2029	35,000	34,275	33,312	3.63

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Investments—non-controlled/non-affiliated ⁽¹⁾	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Acquisition Date	Maturity Date	Par/Principal Amount ^{**}	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾	% of Net Assets	
Blackbird Purchaser, Inc.	^	(2)(3)(14)	Capital Equipment	LIBOR	7.50%	11.88%	12/14/2021	4/8/2027	\$ 13,791	\$ 13,486	\$ 12,736	1.39 %
Brave Parent Holdings, Inc.	^*	(2)	Software	LIBOR	7.50%	11.88%	10/3/2018	4/19/2026	18,197	17,973	17,504	1.91
Drilling Info Holdings, Inc.	^	(2)	Energy: Oil & Gas	LIBOR	8.25%	12.64%	2/11/2020	7/30/2026	18,600	18,283	18,740	2.04
Jazz Acquisition, Inc.	^	(2)	Aerospace & Defense	LIBOR	8.00%	12.38%	6/13/2019	6/18/2027	23,450	23,227	21,875	2.38
Outcomes Group Holdings, Inc.	^*	(2)	Business Services	LIBOR	7.50%	12.23%	10/23/2018	10/26/2026	1,731	1,728	1,690	0.18
PAI Holdco, Inc.	^	(2)(3)	Automotive	LIBOR	5.50%, 2.00% PIK	11.91%	10/28/2020	10/28/2028	14,089	13,771	13,874	1.51
Peraton Corp.	^*	(2)(3)	Aerospace & Defense	LIBOR	7.75%	12.09%	2/24/2021	2/1/2029	11,941	11,790	11,550	1.26
Quartz Holding Company	^*	(2)	Software	LIBOR	8.00%	12.38%	4/2/2019	4/2/2027	7,048	6,963	6,764	0.74
Stonegate Pub Company Bidco Limited (United Kingdom)	^	(2)(7)	Beverage & Food	SONIA	8.50%	11.74%	3/12/2020	3/12/2028	£ 20,000	24,831	22,281	2.43
TruGreen Limited Partnership	^	(2)(3)	Consumer Services	LIBOR	8.50%	13.43%	11/16/2020	11/2/2028	13,000	12,791	11,120	1.21
World 50, Inc.	^	(9)	Business Services	FIXED	11.50%	11.50%	1/10/2020	1/9/2027	18,552	18,267	17,628	1.92
Second Lien Debt Total									\$ 271,266	\$ 262,703		28.63

Investments—non-controlled/non-affiliated ⁽¹⁾	Footnotes	Industry	Acquisition Date	Shares/Units	Cost	Fair Value ⁽⁵⁾	% of Net Assets
Equity Investments (4.8% of fair value)							
ANLG Holdings, LLC	^	(6)	Capital Equipment	6/22/2018	592	\$ 592	\$ 675 0.07 %
Appriss Health, LLC	^	(6)	Healthcare & Pharmaceuticals	5/6/2021	5	5,002	4,821 0.53
Atlas Ontario LP (Canada)	^	(6)(7)	Business Services	4/7/2021	5,114	5,114	5,114 0.56
Avenu Holdings, LLC	^	(6)	Sovereign & Public Finance	9/28/2018	172	104	545 0.06
Blackbird Holdco, Inc.	^	(6)	Capital Equipment	12/14/2021	11	10,809	10,210 1.11
Buckeye Parent, LLC	^	(6)	Automotive	12/22/2021	885	885	576 0.06
Chartis Holding, LLC	^	(6)	Business Services	5/1/2019	433	428	595 0.07
CIP Revolution Holdings, LLC	^	(6)	Media: Advertising, Printing & Publishing	8/19/2016	318	318	257 0.03
Cority Software Inc. (Canada)	^	(6)(7)	Software	7/2/2019	250	250	641 0.07
Derm Growth Partners III, LLC	^	(6)	Healthcare & Pharmaceuticals	5/31/2016	1,000	1,000	— 0.00
Diligent Corporation	^	(6)	Telecommunications	4/5/2021	12	11,509	10,960 1.19
ECP Parent, LLC	^	(6)	Healthcare & Pharmaceuticals	3/29/2018	268	—	290 0.03
GB Vino Parent, L.P.	^	(6)	Beverage & Food	10/29/2021	4	351	249 0.03
Integrity Marketing Group, LLC	^	(6)	Diversified Financial Services	12/21/2021	16,705	16,472	16,597 1.81
K2 Insurance Services, LLC	^	(6)	Diversified Financial Services	7/3/2019	433	306	867 0.09
Legacy.com, Inc.	^	(6)	High Tech Industries	3/20/2017	1,500	1,500	1,079 0.12
NearU Holdings LLC	^	(6)	Consumer Services	8/16/2022	25	2,470	2,470 0.27
NEFCO Holding Company LLC	^	(6)	Construction & Building	8/5/2022	1	628	628 0.07

CARLYLE SECURED LENDING, INC.
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As of December 31, 2022
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Investments—non-controlled/non-affiliated ⁽¹⁾	Footnotes	Industry	Acquisition Date	Shares/ Units	Cost	Fair Value ⁽⁵⁾	% of Net Assets
North Haven Goldfinch Topco, LLC	^ (6)	Containers, Packaging & Glass	6/18/2018	2,315	\$ 2,315	\$ 1,300	0.14 %
Pascal Ultimate Holdings, L.P	^ (6)	Capital Equipment	7/21/2021	36	364	850	0.09
Picard Parent, Inc.	^ (6)	High Tech Industries	9/30/2022	9	8,520	8,520	0.93
Profile Holdings I, LP	^ (6)	Chemicals, Plastics & Rubber	3/8/2022	5	523	673	0.07
Sinch AB (Sweden)	^ (6)(7)	High Tech Industries	3/26/2019	104	1,168	382	0.04
Tailwind HMT Holdings Corp.	^ (6)	Energy: Oil & Gas	11/17/2017	22	1,558	1,454	0.16
Talon MidCo 1 Limited	^ (6)	Software	8/17/2022	145,631	1,456	1,611	0.18
Tank Holding Corp.	^ (6)	Capital Equipment	3/26/2019	850	—	2,687	0.29
Titan DI Preferred Holdings, Inc.	^ (6)	Energy: Oil & Gas	2/11/2020	14,666	14,439	14,263	1.55
Turbo Buyer, Inc.	^ (6)	Automotive	12/2/2019	1,925	933	2,307	0.25
U.S. Legal Support Investment Holdings, LLC	^ (6)	Business Services	11/30/2018	641	641	551	0.06
Unifrutti Financing PLC (Cyprus)	^ (6)(7)	Beverage & Food	10/22/2020	1	531	702	0.08
Unifrutti Financing PLC (Cyprus)	^ (6)(7)	Beverage & Food	10/22/2020	—	133	306	0.03
W50 Parent LLC	^ (6)	Business Services	1/10/2020	500	190	698	0.08
Zenith American Holding, Inc.	^ (6)	Business Services	12/13/2017	1,565	760	1,312	0.14
Equity Investments Total					\$ 91,269	\$ 94,190	10.27 %
Total investments—non-controlled/non-affiliated					\$1,734,252	\$1,671,488	182.19 %

Investments—non-controlled/ affiliated	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Acquisition Date	Maturity Date	Par/ Principal Amount **	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾	% of Net Assets
First Lien Debt (2.3% of fair value)											
Direct Travel, Inc.	^* (2)(3)(12)(15)	Leisure Products & Services	SOFR	8.50%	13.23%	10/14/2016	10/1/2025	\$ 43,520	\$ 42,012	\$ 42,636	4.65 %
Direct Travel, Inc.	^ (2)(3)(12)(14)(15)	Leisure Products & Services	SOFR	6.00%	9.79%	10/1/2020	10/1/2025	2,731	2,614	2,731	0.30
First Lien Debt Total									\$ 44,626	\$ 45,367	4.95 %

Investments—non-controlled/ affiliated	Footnotes	Industry	Acquisition Date	Shares/ Units	Cost	Fair Value ⁽⁵⁾	% of Net Assets
Equity Investments (0.0% of fair value)							
Direct Travel, Inc.	^ (6)(12)	Leisure Products & Services	10/1/2020	43	\$ —	\$ —	— %
Equity Investments Total				43	\$ —	\$ —	— %
Total investments—non-controlled/affiliated					\$ 44,626	\$ 45,367	4.95 %

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Investments—controlled/affiliated	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Acquisition Date	Maturity Date	Par Amount/ LLC Interest	Cost	Fair Value⁽⁷⁾	% of Net Assets
Investment Funds (13.3% of fair value)											
Middle Market Credit Fund II, LLC, Member's Interest	^ (7)(10)	Investment Funds			13.00%	11/3/2020	12/31/2030	\$ 78,122	\$ 78,096	\$ 72,957	7.96 %
Middle Market Credit Fund, LLC, Subordinated Loan and Member's Interest	^ (7)(10)	Investment Funds			10.40%	2/29/2016	12/31/2024	193,000	193,001	190,065	20.72
Middle Market Credit Fund, Mezzanine Loan	(2)(7)(9)(10)	Investment Funds	LIBOR	9.00%	13.77%	6/30/2016	5/21/2023	—	—	—	—
Investment Funds Total								\$ 271,097	\$ 263,022	\$ 263,022	28.67 %
Total investments—controlled/affiliated								\$ 271,097	\$ 263,022	\$ 263,022	28.67 %
Total investments								\$2,049,975	\$1,979,877	\$1,979,877	215.81 %

^ Denotes that all or a portion of the assets are owned by Carlyle Secured Lending, Inc. (together with its consolidated subsidiaries, “we,” “us,” “our,” “CSL” or the “Company”). The Company has entered into a senior secured revolving credit facility (as amended, the “Credit Facility”). The lenders of the Credit Facility have a first lien security interest in substantially all of the portfolio investments held by the Company (see Note 7, Borrowings, to these unaudited consolidated financial statements). Accordingly, such assets are not available to creditors of Carlyle Direct Lending CLO 2015-1R LLC (formerly known as Carlyle GMS Finance MM CLO 2015-1 LLC) (the “2015-1 Issuer”).

* Denotes that all or a portion of the assets are owned by the Company's wholly owned subsidiary, the 2015-1 Issuer, and secure the notes issued in connection with a term debt securitization completed by the Company on June 26, 2015 (see Note 7, Borrowings, to these unaudited consolidated financial statements). Accordingly, such assets are not available to the creditors of the Company.

** Par amount is denominated in USD (“\$”) unless otherwise noted, as denominated in Euro (“€”), Canadian dollar (“C\$”) or British Pound (“£”).

- (1) Unless otherwise indicated, issuers of debt and equity investments held by the Company are domiciled in the United States. Under the Investment Company Act of 1940, as amended (together with the rules and regulations promulgated thereunder, the “Investment Company Act”), the Company would be deemed to “control” a portfolio company if the Company owned more than 25% of its outstanding voting securities and/or held the power to exercise control over the management or policies of the portfolio company. As of December 31, 2022, the Company does not “control” any of these portfolio companies. Under the Investment Company Act, the Company would be deemed an “affiliated person” of a portfolio company if the Company owns 5% or more of the portfolio company’s outstanding voting securities. As of December 31, 2022, the Company is not an “affiliated person” of any of these portfolio companies. Certain portfolio company investments are subject to contractual restrictions on sales.
- (2) Variable rate loans to the portfolio companies bear interest at a rate that is determined by reference to either LIBOR (“L”), the Secured Overnight Financing Rate (“SOFR”), or an alternate base rate (commonly based on the Federal Funds Rate or the U.S. Prime Rate), which generally resets quarterly. For each such loan, the Company has indicated the reference rate used and provided the spread and the interest rate in effect as of December 31, 2022. As of December 31, 2022, the reference rates for our variable rate loans were the 30-day LIBOR at 4.39%, the 90-day LIBOR at 4.77% and the 180-day LIBOR at 5.14%, the 30-day SOFR at 4.36%, and the 90-day SOFR at 4.59%.
- (3) Loan includes interest rate floor feature, which is generally 1.00%.
- (4) Amortized cost represents original cost, including origination fees and upfront fees received that are deemed to be an adjustment to yield, adjusted for the accretion/amortization of discounts/premiums, as applicable, on debt investments using the effective interest method.
- (5) Fair value is determined in good faith by the Investment Adviser, as the valuation designee pursuant to Rule 2a-5 under the Investment Company Act (see Note 2, Significant Accounting Policies, and Note 3, Fair Value Measurements, to these unaudited consolidated financial statements), pursuant to the Company’s valuation policy. The fair value of all first lien and second lien debt investments, equity investments and the investment fund was determined using significant unobservable inputs.
- (6) Security acquired in transaction exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”), and may be deemed to be “restricted securities” under the Securities Act, unless otherwise noted. As of December 31, 2022, the aggregate fair value of these securities is \$94,190, or 10.27% of the Company’s net assets.
- (7) The Company has determined the indicated investments are non-qualifying assets under Section 55(a) of the Investment Company Act. Under the Investment Company Act, the Company may not acquire any non-qualifying assets unless, at the time such acquisition is made, qualifying assets represent at least 70% of the Company’s total assets.
- (8) Loan was on non-accrual status as of December 31, 2022.
- (9) Represents a corporate mezzanine loan, which is subordinated to senior secured term loans of the portfolio company/investment fund.

CARLYLE SECURED LENDING, INC.
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As of December 31, 2022

(dollar amounts in thousands)

- (10) Under the Investment Company Act, the Company is deemed to be an “affiliated person” of and “control” this investment fund because the Company owns more than 25% of the investment fund’s outstanding voting securities and/or has the power to exercise control over management or policies of such investment fund. See Notes 5, Middle Market Credit Fund, LLC and 6, Middle Market Credit Fund II, LLC, to these unaudited consolidated financial statements for more details. Transactions related to investments in controlled affiliates for the year ended December 31, 2022, were as follows:

Investments—controlled/affiliated	Fair Value as of December 31, 2021	Additions/ Purchases	Reductions/ Sales/ Paydowns	Net Realized Gain (Loss)	Net Change in Unrealized Appreciation (Depreciation)	Fair Value as of December 31, 2022	Dividend Income
Middle Market Credit Fund II, LLC, Member’s Interest	\$ 77,958	\$ —	\$ —	\$ —	\$ (5,001)	\$ 72,957	\$ 10,348
Middle Market Credit Fund, LLC, Subordinated Loan and Member’s Interest	184,141	—	—	—	5,924	190,065	20,500
Middle Market Credit Fund, Mezzanine Loan	—	—	—	—	—	—	—
Total investments—controlled/affiliated	\$ 262,099	\$ —	\$ —	\$ —	\$ 923	\$ 263,022	\$ 30,848

Investments—controlled/affiliated	Fair Value as of December 31, 2021	Additions/ Purchases	Reductions/ Sales/ Paydowns	Net Realized Gain (Loss)	Net Change in Unrealized Appreciation (Depreciation)	Fair Value as of December 31, 2022	Interest and Other Income
SolAero Technologies Corp. (Priority Term Loan)	\$ 2,251	\$ —	\$ (2,240)	\$ —	\$ (11)	\$ —	\$ 8
SolAero Technologies Corp. (A1 Term Loan)	2,850	—	(3,166)	—	316	—	1,031
SolAero Technologies Corp. (A2 Term Loan)	7,835	—	(8,707)	—	872	—	2,834
Solaero Technology Corp. (Equity)	—	—	(4,830)	2,015	2,815	—	—
Total investments—controlled/affiliated	\$ 12,936	\$ —	\$ (18,943)	\$ 2,015	\$ 3,992	\$ —	\$ 3,873

- (11) In addition to the interest earned based on the stated interest rate of this loan, which is the amount reflected in this schedule, the Company is entitled to receive additional interest as a result of an agreement among lenders, which has been included in the spread of each applicable investment. Pursuant to the agreement among lenders in respect of this loan, this investment represents a first lien/last out loan, which has a secondary priority behind the first lien/first out loan with respect to principal, interest and other payments.
- (12) Under the Investment Company Act, the Company is deemed an “affiliated person” of this portfolio company because the Company owns 5% or more of the portfolio company’s outstanding voting securities. Transactions related to the portfolio company during the year ended December 31, 2022 were as follows:

Investments—non-controlled/affiliated	Fair Value as of December 31, 2021	Additions/ Purchases	Reductions/ Sales/ Paydowns	Net Realized Gain (Loss)	Net Change in Unrealized Appreciation (Depreciation)	Fair Value as of December 31, 2022	Interest and Other Income
Direct Travel, Inc.	\$ 27,555	\$ 7,330	\$ (1,177)	\$ —	\$ 8,928	\$ 42,636	\$ 9,864
Direct Travel, Inc.	2,731	11	—	—	(11)	2,731	232
Direct Travel, Inc. (Equity)	—	—	—	—	—	—	—
Total investments—non-controlled/affiliated	\$ 30,286	\$ 7,341	\$ (1,177)	\$ —	\$ 8,917	\$ 45,367	\$ 10,096

CARLYLE SECURED LENDING, INC.
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As of December 31, 2022
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- (13) The investment is secured by receivables purchased from the portfolio company, with an implied discount of 12.10%. The investment was made via a tranching participation arrangement between the purchaser of such receivables and the Company. The investment has a secondary priority behind the rights of such purchaser.
- (14) As of December 31, 2022, the Company had the following unfunded commitments to fund delayed draw and revolving senior secured loans:

Investments—non-controlled/non-affiliated	Type	Unused Fee	Par/ Principal Amount	Fair Value
First and Second Lien Debt—unfunded delayed draw and revolving term loans commitments				
ADPD Holdings, LLC	Delayed Draw	0.50%	\$ 3,333	\$ (82)
ADPD Holdings, LLC	Revolver	0.50	621	(15)
Advanced Web Technologies Holding Company	Revolver	0.50	854	(9)
Advanced Web Technologies Holding Company	Delayed Draw	1.00	1,602	(16)
Airnov, Inc.	Revolver	0.50	688	(4)
Alpine Acquisition Corp II	Revolver	0.50	3,447	(128)
American Physician Partners, LLC	Delayed Draw	1.00	1,596	(32)
Analogic Corporation	Revolver	0.50	19	—
Applied Technical Services, LLC	Revolver	0.50	37	—
Appriss Health, LLC	Revolver	0.50	2,963	(114)
Apptio, Inc.	Revolver	0.50	947	—
Ascend Buyer, LLC	Revolver	0.50	1,284	(23)
Associations, Inc.	Revolver	0.50	723	(21)
Atlas AU Bidco Pty Ltd (Australia)	Revolver	0.50	268	(8)
Avalara, Inc.	Revolver	0.50	2,250	(68)
Blackbird Purchaser, Inc.	Delayed Draw	1.00	4,597	(264)
BlueCat Networks, Inc. (Canada)	Delayed Draw	0.50	645	(18)
BMS Holdings III Corp.	Delayed Draw	2.65	4,844	(87)
Bradyifs Holdings, LLC	Revolver	0.50	739	(7)
Bradyifs Holdings, LLC	Delayed Draw	1.00	2,634	(27)
Bubbles Bidco S.P.A. (Italy)	Delayed Draw	2.80	€ 873	—
Bubbles Bidco S.P.A. (Italy)	Revolver	—	€ 537	—
Celerion Buyer, Inc.	Revolver	0.50	249	(6)
Celerion Buyer, Inc.	Delayed Draw	1.00	499	(12)
Chartis Holding, LLC	Revolver	0.50	217	(1)
Chemical Computing Group ULC (Canada)	Revolver	0.50	29	—
Comar Holding Company, LLC	Revolver	0.50	1,467	(49)
Cority Software Inc. (Canada)	Revolver	0.50	3,000	(29)
CPI Intermediate Holdings, Inc.	Delayed Draw	—	927	(19)
CST Holding Company	Revolver	0.50	423	(13)
DCA Investment Holding LLC	Delayed Draw	1.00	169	(9)
Denali Midco 2, LLC	Delayed Draw	1.00	2,286	(87)

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Investments—non-controlled/non-affiliated	Type	Unused Fee	Par/ Principal Amount	Fair Value
Diligent Corporation	Revolver	0.50%	\$ 33	\$ (1)
Direct Travel, Inc.	Delayed Draw	0.50	1,657	—
Dwyer Instruments, Inc.	Revolver	0.50	994	(15)
Dwyer Instruments, Inc.	Delayed Draw	1.00	161	(2)
Eliassen Group, LLC	Delayed Draw	1.00	3,310	(38)
Ellkay, LLC	Revolver	0.50	1,786	(64)
EPS Nass Parent, Inc.	Revolver	0.50	30	(1)
EPS Nass Parent, Inc.	Delayed Draw	1.00	37	(2)
EvolveIP, LLC	Revolver	0.50	655	(12)
Excel Fitness Holdings, Inc.	Revolver	0.50	438	(20)
Excelitas Technologies Corp.	Revolver	0.50	160	(6)
Excelitas Technologies Corp.	Delayed Draw	0.50	152	(6)
FPG Intermediate Holdco, LLC	Delayed Draw	1.00	3,973	(174)
Greenhouse Software, Inc.	Revolver	0.50	2,204	(81)
Hadrian Acquisition Limited (United Kingdom)	Delayed Draw	2.33	£ 2,086	(39)
Harbour Benefit Holdings, Inc.	Revolver	0.50	3,180	(19)
Heartland Home Services, Inc.	Delayed Draw	0.75	5,469	(96)
Heartland Home Services, Inc.	Revolver	0.50	619	(6)
Hercules Borrower LLC	Revolver	0.50	1,929	(64)
Hoosier Intermediate, LLC	Revolver	0.50	1,600	(87)
HS Spa Holdings Inc.	Revolver	0.50	1,235	(34)
iCIMS, Inc.	Revolver	0.50	2,432	(89)
iCIMS, Inc.	Delayed Draw	—	6,784	(247)
IQN Holding Corp.	Delayed Draw	1.00	696	(11)
IQN Holding Corp.	Revolver	0.50	489	(8)
Jeg's Automotive, LLC	Delayed Draw	1.00	4,167	(251)
K2 Insurance Services, LLC	Revolver	0.50	1,120	(11)
Kaseya, Inc.	Revolver	0.50	2,054	(60)
Kaseya, Inc.	Delayed Draw	0.50	1,146	(33)
Lifelong Learner Holdings, LLC	Revolver	0.50	2	—
Liqui-Box Holdings, Inc.	Revolver	0.50	596	—
LVF Holdings, Inc.	Revolver	0.50	992	(54)
LVF Holdings, Inc.	Delayed Draw	1.00	4,670	(254)
Material Holdings, LLC	Delayed Draw	—	977	(44)
Material Holdings, LLC	Revolver	1.00	499	(22)
Medical Manufacturing Technologies, LLC	Revolver	0.50	1,446	(27)
Medical Manufacturing Technologies, LLC	Delayed Draw	1.00	826	(16)

CARLYLE SECURED LENDING, INC.
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Investments—non-controlled/non-affiliated	Type	Unused Fee	Par/ Principal Amount	Fair Value
NEFCO Holding Company LLC	Delayed Draw	1.00%	\$ 933	\$ (18)
NEFCO Holding Company LLC	Revolver	0.50	763	(15)
NMI AcquisitionCo, Inc.	Revolver	0.50	1,280	(33)
North Haven Fairway Buyer, LLC	Revolver	0.50	1,154	(21)
North Haven Stallone Buyer, LLC	Delayed Draw	1.00	200	(4)
Oak Purchaser, Inc.	Delayed Draw	0.50	1,623	(38)
Oak Purchaser, Inc.	Revolver	0.50	584	(14)
PF Atlantic Holdco 2, LLC	Delayed Draw	1.00	7,448	(130)
PF Atlantic Holdco 2, LLC	Revolver	0.50	2,759	(48)
PPT Management Holdings, LLC	Revolver	0.50	587	(162)
Prophix Software Inc. (Canada)	Revolver	0.50	1,993	—
PXO Holdings I Corp.	Delayed Draw	1.00	885	(16)
PXO Holdings I Corp.	Revolver	0.50	1,315	(24)
QCONNECT, LLC	Delayed Draw	1.00	1,386	(42)
Quantic Electronics, LLC	Revolver	0.50	276	(14)
Quantic Electronics, LLC	Delayed Draw	1.00	2,126	(109)
Radwell Parent, LLC	Revolver	0.38	1,395	(42)
RSC Acquisition, Inc.	Revolver	0.50	462	(21)
RSC Acquisition, Inc.	Delayed Draw	1.00	950	(43)
Sapphire Convention, Inc.	Revolver	0.50	4,188	(92)
SCP Eye Care HoldCo, LLC	Revolver	0.50	17	—
SCP Eye Care HoldCo, LLC	Delayed Draw	1.00	39	(1)
Smarsh Inc.	Revolver	0.50	408	(17)
Smarsh Inc.	Delayed Draw	1.00	816	(34)
Spotless Brands, LLC	Revolver	0.50	1,096	(33)
Tank Holding Corp.	Revolver	0.38	1,379	(37)
The Carlstar Group LLC	Revolver	0.50	3,657	(48)
Trader Corporation (Canada)	Revolver	0.50	C\$ 906	(31)
Trafigura Trading LLC	Revolver	0.50	388	(3)
Tufin Software North America, Inc.	Revolver	0.50	1,339	(41)
Tufin Software North America, Inc.	Delayed Draw	—	115	(4)
Turbo Buyer, Inc.	Delayed Draw	1.00	2,967	(53)
Turbo Buyer, Inc.	Revolver	0.50	1,217	(22)
U.S. Legal Support, Inc.	Delayed Draw	0.50	2,032	(37)
U.S. Legal Support, Inc.	Revolver	0.50	735	(13)
Wineshipping.com LLC	Delayed Draw	1.00	1,609	(127)
Wineshipping.com LLC	Revolver	0.50	1,509	(120)

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<u>Investments—non-controlled/non-affiliated</u>	<u>Type</u>	<u>Unused Fee</u>	<u>Par/ Principal Amount</u>	<u>Fair Value</u>
Total unfunded commitments			\$ 158,206	\$ (4,549)

(15) Loans include a credit spread adjustment that ranges from 0.10% to 0.26%.

As of December 31, 2022, investments at fair value consisted of the following:

<u>Type</u>	<u>Amortized Cost</u>	<u>Fair Value</u>	<u>% of Fair Value</u>
First Lien Debt	\$ 1,416,343	\$ 1,359,962	68.6 %
Second Lien Debt	271,266	262,703	13.3
Equity Investments	91,269	94,190	4.8
Investment Funds	271,097	263,022	13.3
Total	\$ 2,049,975	\$ 1,979,877	100.0 %

The rate type of debt investments at fair value as of December 31, 2022 was as follows:

<u>Rate Type</u>	<u>Amortized Cost</u>	<u>Fair Value</u>	<u>% of Fair Value of First and Second Lien Debt</u>
Floating Rate	\$ 1,663,454	\$ 1,599,078	98.5 %
Fixed Rate	24,155	23,587	1.5
Total	\$ 1,687,609	\$ 1,622,665	100.0 %

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CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)
As of December 31, 2022
(dollar amounts in thousands)

The industry composition of investments at fair value as of December 31, 2022 was as follows:

Industry	Amortized Cost	Fair Value	% of Fair Value
Aerospace & Defense	\$ 145,220	\$ 136,668	6.9 %
Automotive	86,452	86,903	4.4
Beverage & Food	76,837	72,283	3.6
Business Services	95,138	93,620	4.7
Capital Equipment	60,328	61,262	3.1
Chemicals, Plastics & Rubber	77,372	76,547	3.9
Construction & Building	23,459	23,122	1.2
Consumer Goods: Durable	437	427	0.0
Consumer Goods: Non-Durable	10,686	10,333	0.5
Consumer Services	115,254	112,705	5.7
Containers, Packaging & Glass	46,300	44,558	2.2
Diversified Financial Services	78,558	76,996	3.9
Energy: Oil & Gas	34,280	34,457	1.7
Environmental Industries	59,306	58,155	2.9
Healthcare & Pharmaceuticals	259,077	234,876	11.9
High Tech Industries	139,652	135,718	6.9
Investment Funds	271,097	263,022	13.3
Leisure Products & Services	117,164	112,926	5.7
Media: Advertising, Printing & Publishing	318	257	0.0
Media: Diversified & Production	19,765	19,760	1.0
Metals & Mining	8,076	8,185	0.4
Retail	31,258	30,796	1.6
Software	178,991	175,981	8.9
Sovereign & Public Finance	182	623	0.0
Telecommunications	75,795	70,907	3.6
Transportation: Cargo	7,406	7,188	0.4
Utilities: Electric	906	877	0.0
Wholesale	30,661	30,725	1.6
Total	\$ 2,049,975	\$ 1,979,877	100.0 %

CARLYLE SECURED LENDING, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)
As of December 31, 2022
(dollar amounts in thousands)

The geographical composition of investments at fair value as of December 31, 2022 was as follows:

Geography	Amortized Cost	Fair Value	% of Fair Value
Australia	\$ 2,796	\$ 2,796	0.1 %
Canada	47,906	48,474	2.4
Cyprus	6,552	6,967	0.4
Italy	5,815	5,465	0.3
Luxembourg	41,453	39,066	2.0
Sweden	1,168	382	0.0
United Kingdom	72,441	69,353	3.5
United States	1,871,844	1,807,374	91.3
Total	\$ 2,049,975	\$ 1,979,877	100.0 %

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

CARLYLE SECURED LENDING, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
As of September 30, 2023
(dollar amounts in thousands, except per share data)

1. ORGANIZATION

Carlyle Secured Lending, Inc. (together with its consolidated subsidiaries, “CSL” or the “Company”) is a Maryland corporation formed on February 8, 2012, and structured as an externally managed, non-diversified closed-end investment company. The Company has elected to be regulated as a business development company (“BDC”) under the Investment Company Act of 1940, as amended (together with the rules and regulations promulgated thereunder, the “Investment Company Act”). In addition, the Company has elected to be treated, and intends to continue to comply with the requirements to qualify annually, as a regulated investment company (“RIC”) under Subchapter M of the Internal Revenue Code of 1986, as amended (together with the rules and regulations promulgated thereunder, the “Code”).

The Company’s investment objective is to generate current income and, to a lesser extent, capital appreciation primarily through assembling a portfolio of secured debt investments in U.S. middle market companies. The Company’s core investment strategy focuses on lending to U.S. middle market companies, which the Company defines as companies with approximately \$25 million to \$100 million of earnings before interest, taxes, depreciation and amortization (“EBITDA”), supported by financial sponsors. This core strategy is opportunistically supplemented with differentiated and complementary lending and investing strategies, which take advantage of the broad capabilities of Carlyle’s Global Credit platform while offering risk-diversifying portfolio benefits. The Company seeks to achieve its objective primarily through direct origination of secured debt instruments, including first lien senior secured loans (which may include stand-alone first lien loans, first lien/last out loans and “unitranche” loans) and second lien senior secured loans (collectively, “Middle Market Senior Loans”), with a minority of its assets invested in higher yielding investments (which may include unsecured debt, subordinated debt and investments in equities). The Middle Market Senior Loans are generally made to private U.S. middle market companies that are, in many cases, controlled by private equity firms.

The Company invests primarily in loans to middle market companies whose debt has been rated below investment grade, or would likely be rated below investment grade if it was rated. These securities, which are often referred to as “junk,” have predominately speculative characteristics with respect to the issuer’s capacity to pay interest and repay principal.

On May 2, 2013, the Company completed its initial closing of capital commitments (the “Initial Closing”) and subsequently commenced substantial investment operations. Effective March 15, 2017, the Company changed its name from “Carlyle GMS Finance, Inc.” to “TCG BDC, Inc.” On June 19, 2017, the Company closed its initial public offering, issuing 9,454,200 shares of its common stock (including shares issued pursuant to the exercise of the underwriters’ over-allotment option on July 5, 2017) at a public offering price of \$18.50 per share. Net of underwriting costs, the Company received cash proceeds of \$169,488. Shares of common stock of the Company began trading on the Nasdaq Global Select Market under the symbol “CGBD” on June 14, 2017. Effective April 12, 2022, the Company changed its name from “TCG BDC, Inc.” to “Carlyle Secured Lending, Inc.”

The Company is externally managed by its investment adviser, Carlyle Global Credit Investment Management L.L.C. (“CGCIM” or “Investment Adviser”), a wholly-owned subsidiary of The Carlyle Group Inc. and an investment adviser registered under the Investment Advisers Act of 1940, as amended. Carlyle Global Credit Administration L.L.C. (the “Administrator”) provides the administrative services necessary for the Company to operate. Both the Investment Adviser and the Administrator are wholly owned subsidiaries of Carlyle Investment Management L.L.C. (“CIM”), a wholly owned subsidiary of The Carlyle Group Inc. “Carlyle” refers to The Carlyle Group Inc. and its affiliates and its consolidated subsidiaries (other than portfolio companies of its affiliated funds), a global investment firm publicly traded on the Nasdaq Global Select Market under the symbol “CG”. Refer to the sec.gov website for further information on Carlyle.

TCG BDC SPV LLC (the “SPV”) is a Delaware limited liability company that was formed on January 3, 2013. Prior to the termination of its senior secured credit facility on December 11, 2020, the SPV invested in first and second lien senior secured loans. The SPV is a wholly owned subsidiary of the Company and is consolidated in these unaudited consolidated financial statements commencing from the date of its formation, January 3, 2013. Effective March 15, 2017, the SPV changed its name from “Carlyle GMS Finance SPV LLC” to “TCG BDC SPV LLC”.

On June 26, 2015, the Company completed a \$400,000 term debt securitization (the “2015-1 Debt Securitization”). The notes offered in the 2015-1 Debt Securitization (the “2015-1 Notes”) were issued by Carlyle Direct Lending CLO 2015-1R LLC (formerly known as Carlyle GMS Finance MM CLO 2015-1 LLC) (the “2015-1 Issuer”), a wholly owned and

consolidated subsidiary of the Company. On August 30, 2018, the 2015-1 Issuer refinanced the 2015-1 Debt Securitization (the “2015-1 Debt Securitization Refinancing”) by redeeming in full the 2015-1 Notes and issuing new notes (the “2015-1R Notes”). The 2015-1R Notes are secured by a diversified portfolio of the 2015-1 Issuer consisting primarily of first and second lien senior secured loans. Refer to Note 7, Borrowings, for details. The 2015-1 Issuer is consolidated in these unaudited consolidated financial statements commencing from the date of its formation, May 8, 2015.

On February 29, 2016, the Company and Credit Partners USA LLC (“Credit Partners”) entered into an amended and restated limited liability company agreement, which was subsequently amended on June 24, 2016, February 22, 2021, May 16, 2022 and April 20, 2023 (as amended, the “Limited Liability Company Agreement”) to co-manage Middle Market Credit Fund, LLC (“Credit Fund”). Credit Fund primarily invests in first lien loans of middle market companies. Credit Fund is managed by a six-member board of managers, on which the Company and Credit Partners each have equal representation. The Company and Credit Partners each have 50% economic ownership of Credit Fund and have commitments to fund, from time to time, capital of up to \$250,000 each. Refer to Note 5, Middle Market Credit Fund, LLC, for details.

On May 5, 2020, the Company issued and sold 2,000,000 shares of cumulative convertible preferred stock, par value \$0.01 per share (the “Preferred Stock”), to an affiliate of Carlyle in a private placement at a price of \$25 per share. See Note 9, Net Assets, to these unaudited consolidated financial statements for further information about the Preferred Stock.

On November 3, 2020, the Company and Cliffwater Corporate Lending Fund (“CCLF”), an investment vehicle managed by Cliffwater LLC, entered into a limited liability company agreement to co-manage Middle Market Credit Fund II, LLC (“Credit Fund II”). Credit Fund II invests in senior secured loans of middle market companies. Credit Fund II is managed by a four-member board of managers, on which the Company and CCLF each have equal representation. The Company and CCLF have approximately 84.13% and 15.87% economic ownership of Credit Fund II, respectively. The Company contributed certain senior secured debt investments with an aggregate principal balance of approximately \$250 million to Credit Fund II in exchange for its 84.13% economic interest and gross cash proceeds of approximately \$170 million. See Note 6, Middle Market Credit Fund II, LLC, to these unaudited consolidated financial statements for details.

As a BDC, the Company is required to comply with certain regulatory requirements. As part of these requirements, the Company must not acquire any assets other than “qualifying assets” specified in the Investment Company Act unless, at the time the acquisition is made, at least 70% of its total assets are qualifying assets (with certain limited exceptions).

To qualify as a RIC, the Company must, among other things, meet certain source-of-income and asset diversification requirements and timely distribute to its stockholders generally at least 90% of its investment company taxable income, as defined by the Code, for each year. Pursuant to this election, the Company generally does not have to pay corporate level taxes on any income that it distributes to stockholders, provided that the Company satisfies those requirements.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”). The Company is an investment company for the purposes of accounting and financial reporting in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 946, *Financial Services—Investment Companies* (“ASC 946”). The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, the SPV and the 2015-1 Issuer. All significant intercompany balances and transactions have been eliminated. U.S. GAAP for an investment company requires investments to be recorded at fair value. The carrying value for all other assets and liabilities approximates their fair value.

The interim consolidated financial statements have been prepared in accordance with U.S. GAAP for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Articles 6 and 10 of Regulation S-X. Accordingly, certain disclosures accompanying the annual consolidated financial statements prepared in accordance with U.S. GAAP are omitted. In the opinion of management, all adjustments considered necessary for the fair presentation of consolidated financial statements for the interim periods presented have been included. These adjustments are of a normal, recurring nature. This Form 10-Q should be read in conjunction with the Company’s annual report on Form 10-K for the year ended December 31, 2022. The results of operations for the three and nine months ended September 30, 2023 are not necessarily indicative of the operating results to be expected for the full year.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make assumptions and estimates that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management's estimates are based on historical experiences and other factors, including expectations of future events that management believes to be reasonable under the circumstances. It also requires management to exercise judgment in the process of applying the Company's accounting policies. Assumptions and estimates regarding the valuation of investments and their resulting impact on base management and incentive fees involve a higher degree of judgment and complexity and these assumptions and estimates may be significant to the consolidated financial statements. Actual results could differ from these estimates and such differences could be material.

Investments

Investment transactions are recorded on the trade date. Realized gains or losses are measured by the difference between the net proceeds from the repayment or sale and the amortized cost basis of the investment at the time of exit using the specific identification method without regard to unrealized appreciation or depreciation previously recognized, and includes investments charged off during the period, net of recoveries. Net change in unrealized appreciation or depreciation on investments as presented in the accompanying Consolidated Statements of Operations reflects the net change in the fair value of investments, including the reversal of previously recorded unrealized appreciation or depreciation when gains or losses are realized. See Note 3, Fair Value Measurements, to these unaudited consolidated financial statements for further information about fair value measurements.

Cash, Cash Equivalents and Restricted Cash

Cash, cash equivalents and restricted cash consist of demand deposits and highly liquid investments (e.g., money market funds, U.S. treasury notes) with original maturities of three months or less. Cash equivalents are carried at amortized cost, which approximates fair value. The Company's cash, cash equivalents and restricted cash are held with one large financial institution and cash held in such financial institution may, at times, exceed the Federal Deposit Insurance Corporation insured limit. As of September 30, 2023 and December 31, 2022, the Company held restricted cash balances of \$35,503 and \$14,412, respectively, which represent amounts that are collected and held by trustees appointed by the Company for payment of interest expense and principal on the outstanding borrowings, or reinvestment into new assets, and as custodians of the assets securing certain of the Company's financing transactions. There was no restricted cash balances denominated in a foreign currency as of September 30, 2023 and December 31, 2022.

Revenue Recognition

Interest from Investments

Interest income is recorded on an accrual basis and includes the accretion of discounts and amortization of premiums. Discounts from and premiums to par value on debt investments purchased are accreted/amortized into interest income over the life of the respective security using the effective interest method. The amortized cost of debt investments represents the original cost, including origination fees and upfront fees received that are deemed to be an adjustment to yield, adjusted for the accretion of discounts and amortization of premiums, if any.

The Company may have loans in its portfolio that contain payment-in-kind ("PIK") provisions. PIK income represents interest that is accrued and recorded as interest income at the contractual rates, increases the loan principal on the respective capitalization dates, and is generally due at maturity. As of September 30, 2023 and December 31, 2022, the fair value of the loans in the portfolio with PIK provisions was \$251,860 and \$176,773, respectively, which represents approximately 13.5% and 8.9%, respectively, of total investments at fair value. For the three and nine months ended September 30, 2023, the Company earned \$5,417 and \$14,321 in PIK income, respectively. For the three and nine months ended September 30, 2022, the Company earned \$11,146 and \$18,595 in PIK income, respectively.

In 2022, the Company separately presented interest receivable and dividend receivable on the accompanying Consolidated Statements of Cash Flows. In 2023, the amounts are presented collectively on the Consolidated Statements of Cash Flows. Prior periods have been conformed to the current presentation.

Dividend Income

Dividend income from the investment funds, Credit Fund and Credit Fund II, and other investments funds, if any, is recorded on the record date for the investment fund to the extent that such amounts are payable by the investment funds and are expected to be collected.

Other Income

Other income may include income such as consent, waiver, amendment, unused, underwriting, arranger and prepayment fees associated with the Company's investment activities as well as any fees for managerial assistance services rendered by the Company to the portfolio companies. Such fees are recognized as income when earned or the services are rendered. The Company may receive fees for guaranteeing the outstanding debt of a portfolio company. Such fees are amortized into other income over the life of the guarantee. The unamortized amount, if any, is included in prepaid expenses and other assets in the accompanying Consolidated Statements of Assets and Liabilities. For the three and nine months ended September 30, 2023, the Company earned \$768 and \$2,650, respectively, in other income, primarily from prepayment fees and commitment fees. For the three and nine months ended September 30, 2022, the Company earned \$2,974 and \$6,844, respectively, in other income, primarily from underwriting, amendment, and prepayment fees.

Non-Accrual Income

Loans are generally placed on non-accrual status when principal or interest payments are past due or when there is reasonable doubt that principal or interest will be collected in full. Accrued and unpaid interest is generally reversed when a loan is placed on non-accrual status. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon management's judgment regarding collectability. Non-accrual loans are restored to accrual status when past due principal and interest are current or there is no longer any reasonable doubt that such principal or interest will be collected in full and, in management's judgment, are likely to remain current. Management may determine not to place a loan on non-accrual status if the loan has sufficient collateral value and is in the process of collection. As of September 30, 2023 and December 31, 2022, the fair value of the loans in the portfolio on non-accrual status was \$36,600 and \$57,932, respectively. The remaining first and second lien debt investments were performing and current on their interest payments as of September 30, 2023 and December 31, 2022 and for the periods then ended.

Credit Facility, Senior Notes, and 2015-1R Notes – Related Costs, Expenses and Deferred Financing Costs

The Company entered into a senior secured revolving credit facility (as amended, the "Credit Facility"). Interest expense and unused commitment fees on the Credit Facility are recorded on an accrual basis. Unused commitment fees are included in interest expense and credit facility fees in the accompanying Consolidated Statements of Operations.

On December 30, 2019, the Company closed a private offering of \$115.0 million in aggregate principal amount of 4.75% Senior Unsecured Notes due December 31, 2024 (the "2019 Notes"). On December 11, 2020, the Company issued \$75.0 million in aggregate principal amount of 4.50% Senior Unsecured Notes due December 31, 2024 (the "2020 Notes," and together with the 2019 Notes, the "Senior Notes"). The Credit Facility, the 2015-1R Notes and the Senior Notes are recorded at carrying value, which approximates fair value.

Deferred financing costs include capitalized expenses related to the closing or amendments of the Credit Facility. Amortization of deferred financing costs for the Credit Facility is computed on the straight-line basis over its term. The unamortized balance of such costs is included in prepaid expenses and other assets in the accompanying Consolidated Statements of Assets and Liabilities. The amortization of such costs is included in interest expense and credit facility fees in the accompanying Consolidated Statements of Operations.

Debt issuance costs include capitalized expenses including structuring and arrangement fees related to the offering of the 2015-1R Notes and Senior Notes. Amortization of debt issuance costs for the notes is computed on the effective yield method over the term of the notes. The unamortized balance of such costs is presented as a direct deduction to the carrying amount of the notes in the accompanying Consolidated Statements of Assets and Liabilities. The amortization of such costs is included in interest expense and credit facility fees in the accompanying Consolidated Statements of Operations.

In 2022, the Company began presenting interest expense and credit facility fees together in the accompanying Consolidated Statements of Operations, which had previously been presented as separate financial statement line items. Prior periods have been conformed to the current presentation.

Income Taxes

For federal income tax purposes, the Company has elected to be treated as a RIC under the Code, and intends to make the required distributions to its stockholders as specified therein. In order to qualify as a RIC, the Company must meet certain minimum distribution, source-of-income and asset diversification requirements. If such requirements are met, then the Company is generally required to pay income taxes only on the portion of its taxable income and gains it does not distribute.

The minimum distribution requirements applicable to RICs require the Company to distribute to its stockholders at least 90% of its investment company taxable income (“ICTI”), as defined by the Code, each year. Depending on the level of ICTI earned in a tax year, the Company may choose to carry forward ICTI in excess of current year distributions into the next tax year. Any such carryover ICTI must be distributed before the end of that next tax year through a dividend declared prior to filing the final tax return related to the year which generated such ICTI.

In addition, based on the excise distribution requirements, the Company is subject to a 4% nondeductible federal excise tax on undistributed income unless the Company distributes in a timely manner an amount at least equal to the sum of (1) 98% of its ordinary income for each calendar year, (2) 98.2% of capital gain net income (both long-term and short-term) for the one-year period ending October 31 in that calendar year and (3) any income realized, but not distributed, in the preceding year. For this purpose, however, any ordinary income or capital gain net income retained by the Company that is subject to corporate income tax is considered to have been distributed. The Company intends to make sufficient distributions each taxable year to satisfy the excise distribution requirements as reasonable. For the three and nine months ended September 30, 2023, the Company incurred \$850 and \$2,023 in excise tax expense, respectively. For the three and nine months ended September 30, 2022, the Company incurred \$449 and \$978 in excise tax expense, respectively.

The Company evaluates tax positions taken or expected to be taken in the course of preparing its consolidated financial statements to determine whether the tax positions are “more likely than not” to be sustained by the applicable tax authority. The SPV and the 2015-1 Issuer are disregarded entities for tax purposes and are consolidated with the tax return of the Company. All penalties and interest associated with income taxes, if any, are included in income tax expense.

Dividends and Distributions to Common Stockholders

To the extent that the Company has taxable income available, the Company intends to make quarterly distributions to its common stockholders. Dividends and distributions to common stockholders are recorded on the record date. The amount to be distributed, if any, is determined by the Board of Directors each quarter and is generally based upon the taxable earnings estimated by management and available cash. Net realized capital gains, if any, are generally distributed at least annually, although the Company may decide to retain such capital gains for investment.

Prior to July 5, 2017, the Company had an “opt in” dividend reinvestment plan. Effective on July 5, 2017, the Company converted the “opt in” dividend reinvestment plan to an “opt out” dividend reinvestment plan that provides for reinvestment of dividends and other distributions on behalf of the common stockholders, other than those common stockholders who have “opted out” of the plan. As a result of adopting the plan, if the Board of Directors authorizes, and the Company declares, a cash dividend or distribution, the common stockholders who have not elected to “opt out” of the dividend reinvestment plan will have their cash dividends or distributions automatically reinvested in additional shares of the Company’s common stock, rather than receiving cash. Each registered stockholder may elect to have such stockholder’s dividends and distributions distributed in cash rather than participate in the plan. For any registered stockholder that does not so elect, distributions on such stockholder’s shares will be reinvested by State Street Bank and Trust Company, the Company’s plan administrator, in additional shares. The number of shares to be issued to the stockholder will be determined based on the total dollar amount of the cash distribution payable, net of applicable withholding taxes. The Company intends to use primarily newly issued shares to implement the plan so long as the market value per share is equal to or greater than the net asset value per share on the relevant valuation date. If the market value per share is less than the net asset value per share on the relevant valuation date, the plan administrator would implement the plan through the purchase of common stock on behalf of participants in the open market, unless the Company instructs the plan administrator otherwise.

Functional Currency

The functional currency of the Company is the U.S. Dollar. Investments are generally made in the local currency of the country in which the investments are domiciled and are translated into U.S. Dollars with foreign currency translation gains or losses recorded within net change in unrealized appreciation (depreciation) on investments in the accompanying Consolidated Statements of Operations. Foreign currency translation gains and losses on non-investment assets and liabilities are separately reflected in the accompanying Consolidated Statements of Operations.

Earnings Per Common Share

The Company computes earnings per common share in accordance with ASC 260, *Earnings Per Share* (“ASC 260”). Basic earnings per common share is calculated by dividing the net increase (decrease) in net assets resulting from operations attributable to common stock by the weighted average number of shares of common stock outstanding. Diluted earnings per common share reflects the assumed conversion of all dilutive securities.

Recent Accounting Standards Updates

In December 2022, the FASB issued ASU No. 2022-06, Reference Rate Reform (Topic 848), which defers the sunset date of Topic 848 from December 31, 2022 to December 31, 2024. The expedients and exceptions provided by the amendments do not apply to contract modifications and hedging relationships entered into or evaluated after December 31, 2022, except for hedging transactions as of December 31, 2022, that an entity has elected certain optional expedients for and that are retained through the end of the hedging relationship. The Company does not expect this guidance to impact its consolidated financial statements.

3. FAIR VALUE MEASUREMENTS

The Company applies fair value accounting in accordance with the terms of FASB ASC Topic 820, Fair Value Measurement (“ASC 820”). ASC 820 defines fair value as the amount that would be exchanged to sell an asset or transfer a liability in an orderly transfer between market participants at the measurement date. Effective September 8, 2022, the Investment Adviser, as the valuation designee pursuant to Rule 2a-5 under the Investment Company Act, determines in good faith the fair value of the Company’s investment portfolio for which market quotations are not readily available. The Investment Adviser values securities/instruments traded in active markets on the measurement date by multiplying the closing price of such traded securities/instruments by the quantity of shares or amount of the instrument held. The Investment Adviser may also obtain quotes with respect to certain of its investments, such as its securities/instruments traded in active markets and its liquid securities/instruments that are not traded in active markets, from pricing services, brokers, or counterparties (i.e., “consensus pricing”). When doing so, the Investment Adviser determines whether the quote obtained is sufficient according to U.S. GAAP to determine the fair value of the security. The Investment Adviser may use the quote obtained or alternative pricing sources may be utilized including valuation techniques typically utilized for illiquid securities/instruments.

Securities/instruments that are illiquid or for which the pricing source does not provide a valuation or methodology or provides a valuation or methodology that, in the judgment of the Investment Adviser, does not represent fair value shall each be valued as of the measurement date using all techniques appropriate under the circumstances and for which sufficient data is available. These valuation techniques may vary by investment and include comparable public market valuations, comparable precedent transaction valuations and/or discounted cash flow analyses. The process generally used to determine the applicable value is as follows: (i) the value of each portfolio company or investment is initially reviewed by the investment professionals responsible for such portfolio company or investment and, for non-traded investments, a standardized template designed to approximate fair market value based on observable market inputs, updated credit statistics and unobservable inputs is used to determine a preliminary value, which is also reviewed alongside consensus pricing, where available; (ii) preliminary valuation conclusions are documented and reviewed by a valuation committee comprised of personnel of the Investment Adviser; (iii) the Board of Directors engages a third-party valuation firm to provide positive assurance on portions of the Middle Market Senior Loans and equity investments portfolio each quarter (such that each non-traded investment other than Credit Fund is reviewed by a third-party valuation firm at least once on a rolling twelve month basis) including a review of management’s preliminary valuation and conclusion on fair value; (iv) if applicable, prior to September 8, 2022, the Audit Committee of the Board of Directors (the “Audit Committee”) reviewed the assessments of the Investment Adviser and the third-party valuation firm; and (v) if applicable, prior to September 8, 2022, the Board of Directors discussed the valuation recommendations of the Audit Committee and determined the fair value of each investment in the portfolio in good faith based on the input of the Investment Adviser and, where applicable, the third-party valuation firm.

All factors that might materially impact the value of an investment are considered, including, but not limited to the assessment of the following factors, as relevant:

- the nature and realizable value of any collateral;
- call features, put features and other relevant terms of debt;
- the portfolio company’s leverage and ability to make payments;
- the portfolio company’s public or private credit rating;

- the portfolio company’s actual and expected earnings and discounted cash flow;
- prevailing interest rates and spreads for similar securities and expected volatility in future interest rates;
- the markets in which the portfolio company does business and recent economic and/or market events; and
- comparisons to comparable transactions and publicly traded securities.

Investment performance data utilized are the most recently available financial statements and compliance certificates received from the portfolio companies as of the measurement date which in many cases may reflect a lag in information.

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 fluctuate from period to period. Because of the inherent uncertainty of valuation, these estimated values may differ significantly from the values that would have been reported had a ready market for the investments existed, and it is reasonably possible that the difference could be material.

In addition, changes in the market environment and other events that may occur over the life of the investments may cause the realized gains or losses on investments to be different from the net change in unrealized appreciation or depreciation currently reflected in the consolidated financial statements as of September 30, 2023 and December 31, 2022.

U.S. GAAP establishes a hierarchical disclosure framework which ranks the level of observability of market price inputs used in measuring investments at fair value. The observability of inputs is impacted by a number of factors, including the type of investment and the characteristics specific to the investment and state of the marketplace, including the existence and transparency of transactions between market participants. Investments with readily available quoted prices or for which fair value can be measured from quoted prices in active markets generally have a higher degree of market price observability and a lesser degree of judgment applied in determining fair value.

Investments measured and reported at fair value are classified and disclosed based on the observability of inputs used in determination of fair values, as follows:

- Level 1—inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date. Financial instruments in this category generally include unrestricted securities, including equities and derivatives, listed in active markets. The Investment Adviser does not adjust the quoted price for these investments, even in situations where the Company holds a large position and a sale could reasonably impact the quoted price.
- Level 2—inputs to the valuation methodology are either directly or indirectly observable as of the reporting date and are those other than quoted prices in active markets. Financial instruments in this category generally include less liquid and restricted securities listed in active markets, securities traded in other than active markets, government and agency securities, and certain over-the-counter derivatives where the fair value is based on observable inputs.
- Level 3—inputs to the valuation methodology are unobservable and significant to overall fair value measurement. The inputs into the determination of fair value require significant management judgment or estimation. Financial instruments in this category generally include investments in privately-held entities, collateralized loan obligations, and certain over-the-counter derivatives where the fair value is based on unobservable inputs.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment’s level within the fair value hierarchy is based on the lowest level of input that is significant to the overall fair value measurement. The Investment Adviser’s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment. Investments in Credit Fund and Credit Fund II are valued based on the legal form of investment. For those structured through LLC membership interests, the practical expedient, or net asset value method, is used. For those structured through subordinated notes, a discounted cash flow method is used.

Transfers between levels, if any, are recognized at the beginning of the quarter in which the transfers occur. For the three and nine months ended September 30, 2023 and 2022, there were no transfers between levels.

The following tables summarize the Company's investments measured at fair value on a recurring basis by the above fair value hierarchy levels as of September 30, 2023 and December 31, 2022:

	September 30, 2023			
	Level 1	Level 2	Level 3	Total
Assets				
First Lien Debt	\$ —	\$ —	\$ 1,270,972	\$ 1,270,972
Second Lien Debt	—	—	236,975	236,975
Equity Investments	—	—	101,113	101,113
Investment Funds				
Mezzanine Loan	—	—	—	—
Subordinated Loan and Member's Interest	—	—	184,527	184,527
Total	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,793,587</u>	<u>\$ 1,793,587</u>
Investments measured at net asset value ⁽¹⁾				66,888
Total				<u>\$ 1,860,475</u>

	December 31, 2022			
	Level 1	Level 2	Level 3	Total
Assets				
First Lien Debt	\$ —	\$ —	\$ 1,359,962	\$ 1,359,962
Second Lien Debt	—	—	262,703	262,703
Equity Investments	—	—	94,190	94,190
Investment Funds				
Mezzanine Loan	—	—	—	—
Subordinated Loan and Member's Interest	—	—	190,065	190,065
Total	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,906,920</u>	<u>\$ 1,906,920</u>
Investments measured at net asset value ⁽¹⁾				72,957
Total				<u>\$ 1,979,877</u>

- (1) Amount represents the Company's investment in Credit Fund II. The Company, as a practical expedient, estimates the fair value of this investment using the net asset value of the Company's member's interest in Credit Fund II. As such, the fair value of the Company's investment in Credit Fund II has not been categorized within the fair value hierarchy.

The changes in the Company's investments at fair value for which the Company has used Level 3 inputs to determine fair value and net change in unrealized appreciation (depreciation) included in earnings for Level 3 investments still held are as follows:

Financial Assets					
For the three months ended September 30, 2023					
	First Lien Debt	Second Lien Debt	Equity Investments	Investment Fund - Subordinated Loan and Member's Interest	Total
Balance, beginning of period	\$ 1,272,650	\$ 265,536	\$ 102,214	\$ 189,101	\$ 1,829,501
Purchases	51,786	364	2,166	—	54,316
Sales	(24,601)	(5,332)	(2)	—	(29,935)
Paydowns	(37,511)	(23,450)	(1,541)	—	(62,502)
Accretion of discount	1,533	369	101	—	2,003
Net realized gains (losses)	(97)	(45)	—	—	(142)
Net change in unrealized appreciation (depreciation)	7,212	(467)	(1,825)	(4,574)	346
Balance, end of period	<u>\$ 1,270,972</u>	<u>\$ 236,975</u>	<u>\$ 101,113</u>	<u>\$ 184,527</u>	<u>\$ 1,793,587</u>
Net change in unrealized appreciation (depreciation) relating to Level 3 investments still held at the reporting date and included within the Consolidated Statements of Operations	<u>\$ 7,161</u>	<u>\$ (378)</u>	<u>\$ (1,825)</u>	<u>\$ (4,574)</u>	<u>\$ 384</u>

Financial Assets					
For the nine months ended September 30, 2023					
	First Lien Debt	Second Lien Debt	Equity Investments	Investment Fund - Subordinated Loan and Member's Interest	Total
Balance, beginning of period	\$ 1,359,962	\$ 262,703	\$ 94,190	\$ 190,065	\$ 1,906,920
Purchases	148,893	4,738	6,158	—	159,789
Sales	(89,257)	(11,704)	(1,719)	—	(102,680)
Paydowns	(138,487)	(23,904)	(2,148)	—	(164,539)
Accretion of discount	4,784	788	215	—	5,787
Net realized gains (losses)	(22,706)	(93)	1,351	—	(21,448)
Net change in unrealized appreciation (depreciation)	7,783	4,447	3,066	(5,538)	9,758
Balance, end of period	<u>\$ 1,270,972</u>	<u>\$ 236,975</u>	<u>\$ 101,113</u>	<u>\$ 184,527</u>	<u>\$ 1,793,587</u>
Net change in unrealized appreciation (depreciation) relating to Level 3 investments still held at the reporting date and included within the Consolidated Statements of Operations	<u>\$ (3,856)</u>	<u>\$ (378)</u>	<u>\$ 3,971</u>	<u>\$ (5,538)</u>	<u>\$ (5,801)</u>

Financial Assets
For the three months ended September 30, 2022

	First Lien Debt	Second Lien Debt	Equity Investments	Investment Fund - Subordinated Loan and Member's Interest	Total
Balance, beginning of period	\$ 1,257,282	\$ 290,683	\$ 78,633	\$ 186,767	\$ 1,813,365
Purchases	212,886	285	14,623	—	227,794
Sales	(79,406)	(19,690)	—	—	(99,096)
Paydowns	(66,139)	(7,000)	—	—	(73,139)
Accretion of discount	2,615	171	49	—	2,835
Net realized gains (losses)	151	(4,659)	—	—	(4,508)
Net change in unrealized appreciation (depreciation)	1,205	3,421	(753)	2,836	6,709
Balance, end of period	<u>\$ 1,328,594</u>	<u>\$ 263,211</u>	<u>\$ 92,552</u>	<u>\$ 189,603</u>	<u>\$ 1,873,960</u>
Net change in unrealized appreciation (depreciation) relating to Level 3 investments still held at the reporting date and included within the Consolidated Statements of Operations	<u>\$ 780</u>	<u>\$ (834)</u>	<u>\$ (753)</u>	<u>\$ 2,836</u>	<u>\$ 2,029</u>

Financial Assets
For the nine months ended September 30, 2022

	First Lien Debt	Second Lien Debt	Equity Investments	Investment Fund - Subordinated Loan and Member's Interest	Total
Balance, beginning of period	\$ 1,232,084	\$ 341,776	\$ 77,093	\$ 184,141	\$ 1,835,094
Purchases	518,528	966	18,297	—	537,791
Sales	(177,776)	(23,703)	(5,034)	—	(206,513)
Paydowns	(241,555)	(43,325)	(1,083)	—	(285,963)
Accretion of discount	6,833	912	189	—	7,934
Net realized gains (losses)	3,102	(5,615)	3,898	—	1,385
Net change in unrealized appreciation (depreciation)	(12,622)	(7,800)	(808)	5,462	(15,768)
Balance, end of period	<u>\$ 1,328,594</u>	<u>\$ 263,211</u>	<u>\$ 92,552</u>	<u>\$ 189,603</u>	<u>\$ 1,873,960</u>
Net change in unrealized appreciation (depreciation) relating to Level 3 investments still held at the reporting date and included within the Consolidated Statements of Operations	<u>\$ (8,132)</u>	<u>\$ (7,679)</u>	<u>\$ (2,295)</u>	<u>\$ 5,462</u>	<u>\$ (12,644)</u>

The Company generally uses the following framework when determining the fair value of investments that are categorized as Level 3:

Investments in debt securities are initially evaluated to determine whether the enterprise value of the portfolio company is greater than the applicable debt. The enterprise value of the portfolio company is estimated using a market approach and an income approach. The market approach utilizes market value (EBITDA) multiples of publicly traded comparable companies and available precedent sales transactions of comparable companies. The Investment Adviser carefully considers numerous factors when selecting the appropriate companies whose multiples are used to value the Company's portfolio companies. These factors include, but are not limited to, the type of organization, similarity to the business being valued, relevant risk factors, as well as size, profitability and growth expectations. The income approach typically uses a discounted cash flow analysis of the portfolio company.

Investments in debt securities that do not have sufficient coverage through the enterprise value analysis are valued based on an expected probability of default and discount recovery analysis.

Investments in debt securities with sufficient coverage through the enterprise value analysis are generally valued using a discounted cash flow analysis of the underlying security. Projected cash flows in the discounted cash flow typically represent the relevant security's contractual interest, fees and principal payments plus the assumption of full principal recovery at the security's expected maturity date. The discount rate to be used is determined using an average of two market-based methodologies. Investments in debt securities may also be valued using consensus pricing.

Investments in equities are generally valued using a market approach and/or an income approach. The market approach utilizes market value (EBITDA) multiples of publicly traded comparable companies and available precedent sales transactions of comparable companies. The income approach typically uses a discounted cash flow analysis of the portfolio company.

Investments in Credit Fund's mezzanine loan are valued using collateral analysis with the expected recovery rate of principal and interest. Investments in Credit Fund's subordinated loan and member's interest are valued using discounted cash flow analysis with the expected discount rate, default rate and recovery rate of principal and interest.

The following tables summarize the quantitative information related to the significant unobservable inputs for Level 3 instruments which are carried at fair value as of September 30, 2023 and December 31, 2022:

	Fair Value as of September 30, 2023	Valuation Techniques	Significant Unobservable Inputs	Range		Weighted Average
				Low	High	
Investments in First Lien Debt	\$ 1,128,465	Discounted Cash Flow	Discount Rate	5.06 %	17.64 %	8.65 %
	16,296	Consensus Pricing	Indicative Quotes	94.00 %	100.00 %	97.75 %
	126,211	Income Approach	Discount Rate	9.40 %	11.07 %	10.18 %
		Market Approach	Comparable Multiple	8.60x	10.89x	9.77x
Total First Lien Debt	1,270,972					
Investments in Second Lien Debt	234,339	Discounted Cash Flow	Discount Rate	8.29 %	15.06 %	9.83 %
	2,636	Income Approach	Discount Rate	11.07 %	11.07 %	11.07 %
Total Second Lien Debt	236,975					
Investments in Equity	101,113	Income Approach	Discount Rate	7.22 %	12.91 %	10.39 %
		Market Approach	Comparable Multiple	7.93x	16.16x	9.83x
Total Equity Investments	101,113					
Investments in Credit Fund						
Subordinated Loan and Member's Interest	184,527	Discounted Cash Flow	Discount Rate	10.25 %	10.25 %	10.25 %
		Discounted Cash Flow	Default Rate	3.00 %	3.00 %	3.00 %
		Discounted Cash Flow	Recovery Rate	65.00 %	65.00 %	65.00 %
Total Investments in Credit Fund	184,527					
Total Level 3 Investments	\$ 1,793,587					

	Fair Value as of December 31, 2022	Valuation Techniques	Significant Unobservable Inputs	Range		Weighted Average
				Low	High	
Investments in First Lien Debt	\$ 1,157,414	Discounted Cash Flow	Discount Rate	4.84 %	17.96 %	9.09 %
	74,457	Consensus Pricing	Indicative Quotes	97.00 %	100.00 %	97.95 %
	128,091	Income Approach	Discount Rate	9.03 %	19.31 %	13.34 %
		Market Approach	Comparable Multiple	5.21x	10.51x	9.81x
Total First Lien Debt	1,359,962					
Investments in Second Lien Debt	262,703	Discounted Cash Flow	Discount Rate	8.96 %	13.33 %	10.12 %
Total Second Lien Debt	262,703					
Investments in Equity	94,190	Income Approach	Discount Rate	7.22 %	12.69 %	9.89 %
		Market Approach	Comparable Multiple	8.40x	17.24x	10.41x
Total Equity Investments	94,190					
Investment in Credit Fund						
Subordinated Loan and Member's Interest	190,065	Discounted Cash Flow	Discount Rate	10.25 %	10.25 %	10.25 %
		Discounted Cash Flow	Default Rate	3.00 %	3.00 %	3.00 %
		Discounted Cash Flow	Recovery Rate	65.00 %	65.00 %	65.00 %
Total Investments in Credit Fund	190,065					
Total Level 3 Investments	\$ 1,906,920					

The significant unobservable inputs used in the fair value measurement of the Company's investments in first and second lien debt securities are discount rates, indicative quotes and comparable EBITDA multiples. The significant unobservable inputs used in the fair value measurement of the Company's investments in equities are discount rates and comparable EBITDA multiples. Significant increases in discount rates in isolation would result in a significantly lower fair value measurement. Significant decreases in indicative quotes or comparable EBITDA multiples in isolation would result in a significantly lower fair value measurement.

The significant unobservable input used in the fair value measurement of the Company's investment in the mezzanine loan of Credit Fund is the recovery rate of principal and interest. A significant decrease in the recovery rate would result in a significantly lower fair value measurement.

The significant unobservable inputs used in the fair value measurement of the Company's investments in the subordinated loan and member's interest of Credit Fund are the discount rate, default rate and recovery rate. Significant increases in the discount rate or default rate in isolation would result in a significantly lower fair value measurement. A significant decrease in the recovery rate in isolation would result in a significantly lower fair value measurement.

Financial instruments disclosed but not carried at fair value

The following table presents the carrying value (before debt issuance costs) and fair value of the Credit Facility, Senior Notes, and 2015-1R Notes disclosed but not carried at fair value as of September 30, 2023 and December 31, 2022:

	September 30, 2023		December 31, 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Secured borrowings	\$ 366,256	\$ 366,256	\$ 440,441	\$ 440,441
2019 Notes	115,000	102,849	115,000	105,496
2020 Notes	75,000	67,731	75,000	69,180
Aaa/AAA Class A-1-1-R Notes	234,800	233,016	234,800	232,170
Aaa/AAA Class A-1-2-R Notes	50,000	49,770	50,000	49,655
Aaa/AAA Class A-1-3-R Notes	25,000	23,938	25,000	24,013
AA Class A-2-R Notes	66,000	65,340	66,000	63,802
A Class B Notes	46,400	45,078	46,400	44,465
BBB- Class C Notes	27,000	26,393	27,000	25,920
Total	\$ 1,005,456	\$ 980,371	\$ 1,079,641	\$ 1,055,142

The carrying values of the secured borrowings generally approximate their respective fair values due to their variable interest rates. Secured borrowings are categorized as Level 3 within the hierarchy.

The carrying values of the Senior Notes approximate their respective fair values. The Senior Notes are categorized as Level 3 within the hierarchy and are valued generally using discounted cash flow analysis. The significant unobservable inputs used in the fair value measurement of the Company's Senior Notes are discount rates. Significant increases in discount rates in isolation would result in a significantly lower fair value measurement.

The carrying value of the 2015-1R Notes approximate their respective fair values. The 2015-1R Notes are categorized as Level 3 within the hierarchy and are valued generally using market quotation(s) received from broker/dealer(s), which are significant unobservable inputs.

The carrying value of other financial assets and liabilities approximates their fair value based on the short term nature of these items.

4. RELATED PARTY TRANSACTIONS

Investment Advisory Agreement

On April 3, 2013, the Company's Board of Directors, including a majority of the directors who are not "interested persons" as defined in Section 2(a)(19) of the Investment Company Act (the "Independent Directors"), approved an investment advisory agreement (the "Original Investment Advisory Agreement") between the Company and the Investment Adviser in accordance with, and on the basis of an evaluation satisfactory to such directors as required by, Section 15(c) of the Investment Company Act. The Original Investment Advisory Agreement was amended on September 15, 2017 and August 6, 2018 after receipt of requisite Board and stockholders' approvals, as applicable (as amended, the "Investment Advisory Agreement"). Unless terminated earlier, the Investment Advisory Agreement renews automatically for successive annual periods, provided that such continuance is specifically approved at least annually by the vote of the Board of Directors and by the vote of a majority of the Independent Directors. On May 4, 2023, the Company's Board of Directors, including a majority of the Independent Directors, approved at an in-person meeting the continuance of the Company's Investment Advisory Agreement with the Adviser for an additional one year term. The Investment Advisory Agreement will automatically terminate in the event of an assignment and may be terminated by either party without penalty upon at least 60 days' written notice to the other party. Subject to the overall supervision of the Board of Directors, the Adviser provides investment advisory services to the Company. For providing these services, the Adviser receives fees from the Company consisting of two components—a base management fee and an incentive fee.

The Base Management fee is calculated at an annual rate of 1.50% of the average value of the Company's gross assets at the end of the two most recently completed fiscal quarters; provided, however, the Base Management fee is calculated at an annual rate of 1.00% of the Company's gross assets as of the end of the two most recently completed calendar quarters that exceeds the product of (A) 200% and (B) the average value of the Company's net asset value at the end of the two most recently completed calendar quarters. "Gross assets" is determined on a consolidated basis in accordance with U.S. GAAP, include assets acquired through the incurrence of debt (see Note 7, Borrowings, to these unaudited consolidated financial statements), and excludes cash and any temporary investments in cash-equivalents. For purposes of this calculation, cash and cash equivalents includes U.S. government securities and other high quality investment grade debt investments that mature in 12 months or less from the date of investment. The Base Management Fee is payable quarterly in arrears, will be appropriately adjusted for any share issuances or repurchases during such the applicable fiscal quarters, and will be appropriately pro-rated for any partial month or quarter.

The incentive fee has two parts. The first part is calculated and payable quarterly in arrears based on the pre-incentive fee net investment income for the immediately preceding calendar quarter. The second part is determined and payable in arrears based on capital gains as of the end of each calendar year.

Pre-incentive fee net investment income means interest income, dividend income and any other income (including any other fees (other than fees for providing managerial assistance), such as commitment, origination, structuring, diligence and consulting fees or other fees that the Company receives from portfolio companies) accrued during the calendar quarter, minus the operating expenses accrued for the quarter (including the base management fee, expenses payable under the administration agreement, and any interest expense or fees on any credit facilities or outstanding debt and dividends paid on any issued and outstanding preferred stock, but excluding the incentive fee). Pre-incentive fee net investment income includes, in the case of investments with a deferred interest feature, accrued income that the Company has not yet received in cash. Pre-incentive fee net investment income does not include any realized capital gains, realized capital losses or unrealized capital appreciation or depreciation.

Pre-incentive fee net investment income, expressed as a rate of return on the value of the Company’s net assets at the end of the immediately preceding calendar quarter, has been compared to a “hurdle rate” of 1.50% per quarter (6% annualized) or a “catch-up rate” of 1.82% per quarter (7.28% annualized), as applicable.

Pursuant to the Investment Advisory Agreement, the Company pays its Investment Adviser an incentive fee with respect to its pre-incentive fee net investment income in each calendar quarter as follows:

- no incentive fee based on pre-incentive fee net investment income in any calendar quarter in which its pre-incentive fee net investment income does not exceed the hurdle rate of 1.50%;
- 100% of pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 1.82% in any calendar quarter (7.28% annualized). The Company refers to this portion of the pre-incentive fee net investment income (which exceeds the hurdle rate but is less than 1.82%) as the “catch-up.” The “catch-up” is meant to provide the Investment Adviser with approximately 17.5% of the Company’s pre-incentive fee net investment income as if a hurdle rate did not apply if this net investment income exceeds 1.82% in any calendar quarter; and
- 17.5% of the amount of pre-incentive fee net investment income, if any, that exceeds 1.82% in any calendar quarter (7.28% annualized) will be payable to the Investment Adviser. This reflects that once the hurdle rate is reached and the catch-up is achieved, 17.5% of all pre-incentive fee net investment income thereafter is allocated to the Investment Adviser.

The second part of the incentive fee is determined and payable in arrears as of the end of each calendar year (or upon termination of the Investment Advisory Agreement, as of the termination date), and equals 17.5% of realized capital gains, if any, on a cumulative basis from inception through the date of determination, computed net of all realized capital losses on a cumulative basis and unrealized capital depreciation, less the aggregate amount of any previously paid capital gain incentive fees, provided that, the incentive fee determined at the end of the first calendar year of operations may be calculated for a period of shorter than twelve calendar months to take into account any realized capital gains computed net of all realized capital losses on a cumulative basis and unrealized capital depreciation.

Below is a summary of the base management fees and incentive fees incurred during the three and nine months ended September 30, 2023 and 2022.

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Base management fees	\$ 7,080	\$ 7,262	\$ 21,501	\$ 21,425
Incentive fees on pre-incentive fee net investment income	5,530	6,451	16,595	16,137
Total base management fees and incentive fees	\$ 12,610	\$ 13,713	\$ 38,096	\$ 37,562

Accrued capital gains incentive fees are based upon the cumulative net realized and unrealized appreciation (depreciation) from inception. Accordingly, the accrual for any capital gains incentive fee under U.S. GAAP in a given period may result in an additional expense if such cumulative amount is greater than in the prior period or a reduction of previously recorded expense if such cumulative amount is less than in the prior period. If such cumulative amount is negative, then there is no accrual. During the three and nine months ended September 30, 2023 and 2022, there were no accrued or realized capital gains incentive fees.

As of September 30, 2023 and December 31, 2022, \$12,636 and \$12,681, respectively, was included in base management and incentive fees payable in the accompanying Consolidated Statements of Assets and Liabilities.

On April 3, 2013, the Investment Adviser entered into a personnel agreement with The Carlyle Group Employee Co., L.L.C. (“Carlyle Employee Co.”), an affiliate of the Investment Adviser, pursuant to which Carlyle Employee Co. provides the Investment Adviser with access to investment professionals.

Administration Agreement

On April 3, 2013, the Company's Board of Directors approved the Administration Agreement (the "Administration Agreement") between the Company and the Administrator. Pursuant to the Administration Agreement, the Administrator provides services and receives reimbursements equal to an amount that reimburses the Administrator for its costs and expenses and the Company's allocable portion of overhead incurred by the Administrator in performing its obligations under the Administration Agreement, including the Company's allocable portion of the compensation paid to or compensatory distributions received by the Company's officers (including the Chief Financial Officer and Chief Compliance Officer) and respective staff who provide services to the Company, operations staff who provide services to the Company, and any internal audit staff, to the extent internal audit performs a role in the Company's Sarbanes-Oxley Act of 2002, as amended (the "Sarbanes-Oxley Act"), internal control assessment. Reimbursement under the Administration Agreement occurs quarterly in arrears.

Unless terminated earlier, the Administration Agreement will renew automatically for successive annual periods, provided that such continuance is specifically approved at least annually by (i) the vote of the Board of Directors or by a majority vote of the outstanding voting securities of the Company and (ii) the vote of a majority of the Company's Independent Directors. On May 4, 2023, the Company's Board of Directors, including a majority of the Independent Directors, approved the continuance of the Administration Agreement for a one year period. The Administration Agreement may not be assigned by a party without the consent of the other party and may be terminated by either party without penalty upon at least 60 days' written notice to the other party.

For the three months ended September 30, 2023 and 2022, the Company incurred \$369 and \$470, respectively, in fees under the Administration Agreement. For the nine months ended September 30, 2023 and 2022, the Company incurred \$866 and \$1,337, respectively, in fees under the Administration Agreement. These fees are included in administrative service fees in the accompanying Consolidated Statements of Operations. As of September 30, 2023 and December 31, 2022, \$2,577 and \$1,711, respectively, was unpaid and included in administrative service fees payable in the accompanying Consolidated Statements of Assets and Liabilities.

Sub-Administration Agreements

On April 3, 2013, the Administrator entered into a sub-administration agreement with Carlyle Employee Co. (the "Carlyle Sub-Administration Agreement"). Pursuant to the Carlyle Sub-Administration Agreement, Carlyle Employee Co. provides the Administrator with access to personnel.

On April 3, 2013, the Administrator entered into a sub-administration agreement with State Street Bank and Trust Company ("State Street" and, such agreement, the "State Street Sub-Administration Agreement" and, together with the Carlyle Sub-Administration Agreement, the "Sub-Administration Agreements"). Unless terminated earlier, the State Street Sub-Administration Agreement renew automatically for successive annual periods, provided that such continuance is specifically approved at least annually by (i) the vote of the Board of Directors or by the vote of a majority of the outstanding voting securities of the Company and (ii) the vote of a majority of the Company's Independent Directors. On May 4, 2023, the Company's Board of Directors, including a majority of the Independent Directors, approved the continuance of the State Street Sub-Administration Agreement for a one year period. The State Street Sub-Administration Agreement may be terminated upon at least 60 days' written notice and without penalty by the vote of a majority of the outstanding securities of the Company, or by the vote of the Board of Directors or by either party to the State Street Sub-Administration Agreement.

For the three months ended September 30, 2023 and 2022, the Company incurred \$170 and \$271, respectively, in fees under the State Street Sub-Administration Agreement. For the nine months ended September 30, 2023 and 2022, the Company incurred \$499 and \$620, respectively, in fees under the State Street Sub-Administration Agreement. These fees are included in other general and administrative expenses in the accompanying Consolidated Statements of Operations. As of September 30, 2023 and December 31, 2022, \$223 and \$298, respectively, was unpaid and included in other accrued expenses and liabilities in the accompanying Consolidated Statements of Assets and Liabilities.

License Agreement

The Company has entered into a royalty free license agreement with CIM, which wholly owns the Investment Adviser and is a wholly owned subsidiary of Carlyle, pursuant to which CIM has granted the Company a non-exclusive, revocable and non-transferable license to use the name and mark "Carlyle."

Board of Directors

The Company's Board of Directors currently consists of seven members, four of whom are Independent Directors. The Board of Directors has established an Audit Committee, a Pricing Committee, a Nominating and Governance Committee and a Compensation Committee, the members of each of which consist of the Company's Independent Directors. The Board of Directors may establish additional committees in the future. For the three months ended September 30, 2023 and 2022, the Company incurred \$103 and \$173, respectively, in fees and expenses associated with its Independent Directors' services on the Company's Board of Directors and its committees. For the nine months ended September 30, 2023 and 2022, the Company incurred \$333 and \$519, respectively, in fees and expenses associated with its Independent Directors' services on the Company's Board of Directors and its committees. These fees are included in directors' fees and expenses in the accompanying Consolidated Statements of Operations. As of September 30, 2023 and December 31, 2022, no fees or expenses associated with its Independent Directors were payable.

Transactions with Investment Funds

At times, the Company will engage in purchase and sale transactions with Credit Fund, as detailed below. See Note 5, Middle Market Credit Fund, LLC, to these unaudited consolidated financial statements for further information about Credit Fund.

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Number of investments sold	—	3	3	6
Proceeds from investments	\$ —	\$ 31,014	\$ 18,237	\$ 84,534
Realized gain (loss) from investments	\$ —	\$ 121	\$ (94)	\$ 48

At times, the Company will engage in purchase and sale transactions with Credit Fund II, as detailed below. See Note 6, Middle Market Credit Fund II, LLC, to these unaudited consolidated financial statements for further information about Credit Fund II.

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Number of investments purchased	1	—	1	—
Cost of investments purchased	\$ 6,581	\$ —	\$ 6,581	\$ —
Number of investments sold	5	5	10	9
Proceeds from investments	\$ 24,601	\$ 27,429	\$ 45,190	\$ 59,222
Realized gain (loss) from investments	\$ 140	\$ (421)	\$ (33)	\$ (842)

Cumulative Convertible Preferred Stock

On May 5, 2020, the Company issued and sold 2,000,000 shares of the cumulative convertible preferred stock, par value \$0.01 per share, to an affiliate of Carlyle in a private placement at a price of \$25 per share. For the three and nine months ended September 30, 2023, the Company declared and paid dividends on the Preferred Stock of \$875 and \$2,625, respectively. For the three and nine months ended September 30, 2022, the Company declared and paid dividends on the Preferred Stock of \$875 and \$2,625, respectively. See Note 9, Net Assets, to these unaudited consolidated financial statements for further information about the Preferred Stock.

5. MIDDLE MARKET CREDIT FUND, LLC

Overview

On February 29, 2016, the Company and Credit Partners entered into an amended and restated limited liability company agreement, which was subsequently amended and restated on June 24, 2016, February 22, 2021, May 16, 2022 and April 20, 2023 (as amended, the "Limited Liability Company Agreement") to co-manage Credit Fund, a Delaware limited liability company that is not consolidated in the Company's consolidated financial statements. Credit Fund primarily invests in

first lien loans of middle market companies. Credit Fund is managed by a six-member board of managers, on which the Company and Credit Partners each have equal representation. Establishing a quorum for Credit Fund’s board of managers requires at least four members to be present at a meeting, including at least two of the Company’s representatives and two of Credit Partners’ representatives. The Company and Credit Partners each have 50% economic ownership of Credit Fund and have commitments to fund, from time to time, capital of up to \$250,000 each. Funding of such commitments generally requires the approval of the board of Credit Fund, including the board members appointed by the Company. By virtue of its membership interest, the Company and Credit Partners each indirectly bear an allocable share of all expenses and other obligations of Credit Fund.

Together with Credit Partners, the Company co-invests through Credit Fund. Investment opportunities for Credit Fund are sourced primarily by the Company and its affiliates. Portfolio and investment decisions with respect to Credit Fund must be unanimously approved by a quorum of Credit Fund’s investment committee consisting of an equal number of representatives of the Company and Credit Partners. Therefore, although the Company owns more than 25% of the voting securities of Credit Fund, the Company does not believe that it has control over Credit Fund (other than for purposes of the Investment Company Act). Middle Market Credit Fund SPV, LLC (the “Credit Fund Sub”) and MMCF Warehouse II, LLC (the “Credit Fund Warehouse II”), each a Delaware limited liability company, were formed on April 5, 2016 and August 16, 2019, respectively. Credit Fund Sub and Credit Fund Warehouse II are wholly owned subsidiaries of Credit Fund and are consolidated in Credit Fund’s consolidated financial statements commencing from the date of their respective formations. Credit Fund Sub primarily invests in first lien loans of middle market companies. Credit Fund and its wholly owned subsidiaries follow the same Internal Risk Rating System as the Company. Refer to “Debt” below in this Note 5 for discussions regarding the credit facility entered into and the notes issued by such wholly-owned subsidiaries.

Credit Fund, the Company and Credit Partners entered into an administration agreement with Carlyle Global Credit Administration L.L.C., the administrative agent of Credit Fund (in such capacity, the “Credit Fund Administrative Agent”), pursuant to which the Credit Fund Administrative Agent is delegated certain administrative and non-discretionary functions, is authorized to enter into sub-administration agreements at the expense of Credit Fund with the approval of the board of managers of Credit Fund, and is reimbursed by Credit Fund for its costs and expenses and Credit Fund’s allocable portion of overhead incurred by the Credit Fund Administrative Agent in performing its obligations thereunder.

Selected Financial Data

Since inception of Credit Fund and through September 30, 2023 and December 31, 2022, the Company and Credit Partners each made capital contributions of \$1 in members’ equity and \$216,000 in subordinated loans to Credit Fund. On May 25, 2021, the Company and Credit Partners received an aggregate return of capital on the subordinated loans of \$46,000, of which the Company received \$23,000. Below is certain summarized consolidated financial information for Credit Fund as of September 30, 2023 and December 31, 2022.

	As of	
	September 30, 2023	December 31, 2022
	(unaudited)	
Selected Consolidated Balance Sheet Information:		
ASSETS		
Investments, at fair value (amortized cost of \$809,730 and \$953,467, respectively)	\$ 755,949	\$ 902,720
Cash, cash equivalents and restricted cash ⁽¹⁾	31,011	28,030
Other assets	7,914	9,681
Total assets	<u>\$ 794,874</u>	<u>\$ 940,431</u>
LIABILITIES AND MEMBERS’ EQUITY		
Secured borrowings	\$ 441,221	\$ 588,621
Other liabilities	31,950	19,940
Subordinated loans and members’ equity ⁽²⁾	321,703	331,870
Total liabilities and members’ equity	<u>\$ 794,874</u>	<u>\$ 940,431</u>

(1) As of September 30, 2023 and December 31, 2022, \$14,374 and \$14,393, respectively, of Credit Fund’s cash and cash equivalents was restricted.

(2) As of September 30, 2023 and December 31, 2022, the fair value of Company’s ownership interest in the subordinated loans and members’ equity was \$184,527 and \$190,065, respectively.

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
	(unaudited)		(unaudited)	
Selected Consolidated Statement of Operations Information:				
Total investment income	\$ 22,753	\$ 18,563	\$ 68,198	\$ 48,049
Expenses				
Interest and credit facility expenses	10,491	6,858	31,203	15,983
Other expenses	434	410	1,435	1,507
Total expenses	10,925	7,268	32,638	17,490
Net investment income (loss)	11,828	11,295	35,560	30,559
Net realized gain (loss) on investments	16	(189)	(9,693)	(189)
Net change in unrealized appreciation (depreciation) on investments	1,448	(4,757)	(3,034)	(31,795)
Net increase (decrease) resulting from operations	\$ 13,292	\$ 6,349	\$ 22,833	\$ (1,425)

Below is a summary of Credit Fund's portfolio, followed by a listing of the loans in Credit Fund's portfolio as of September 30, 2023 and December 31, 2022:

	As of	
	September 30, 2023	December 31, 2022
Senior secured loans ⁽¹⁾	\$ 816,447	\$ 955,605
Number of portfolio companies in Credit Fund	38	45
Average amount per portfolio company ⁽¹⁾	\$ 21,485	\$ 21,236
Number of loans on non-accrual status	3	—
Fair value of loans on non-accrual status	\$ 13,591	\$ —
Percentage of portfolio at floating interest rates ⁽²⁾⁽³⁾	100.0 %	100.0 %
Fair value of loans with PIK provisions	\$ 35,272	\$ 49,950
Percentage of portfolio with PIK provisions ⁽³⁾	4.7 %	5.5 %

(1) At par/principal amount.

(2) Floating rate debt investments are generally subject to interest rate floors.

(3) Percentages based on fair value.

Consolidated Schedule of Investments as of September 30, 2023

Investments ⁽¹⁾	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Maturity Date	Par/Principal Amount	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾	
First Lien Debt (100.0% of fair value)										
ACR Group Borrower, LLC	^+ (2)(3)(9)	Aerospace & Defense	SOFR	4.50%	9.89%	3/31/2028	\$ 38,385	\$ 37,966	\$ 38,005	
Alpine Acquisition Corp II	+ (2)(3)(6)	Transportation: Cargo	SOFR	6.00%	11.47%	11/30/2026	9,925	9,528	9,463	
API Technologies Corp.	+ (2)(6)(7)	Aerospace & Defense	SOFR	4.25%	11.75%	5/9/2026	14,400	14,366	8,878	
Avalign Technologies, Inc.	+ (2)(6)	Healthcare & Pharmaceuticals	SOFR	4.50%	9.92%	12/22/2025	14,182	14,131	13,119	
BMS Holdings III Corp.	+ (2)(3)	Construction & Building	SOFR	5.50%	11.01%	9/30/2026	11,046	10,979	10,744	
Bradyifs Holdings, LLC	+ (2)(3)(6)	Wholesale	SOFR	6.25%	11.68%	11/22/2025	5,966	5,852	5,948	
Chartis Holding, LLC	^+ (2)(3)(6)(9)	Business Services	SOFR	5.00%	10.52%	5/1/2025	7,311	7,311	7,290	
Chemical Computing Group ULC (Canada)	^+ (2)(3)(6)(9)	Software	SOFR	4.50%	9.92%	8/30/2024	11,523	11,423	11,465	
Diligent Corporation	^+ (2)(3)(6)(9)	Telecommunications	SOFR	6.25%	11.77%	8/4/2025	9,883	9,756	9,745	
Divisions Holding Corporation	+ (2)(3)(6)	Business Services	SOFR	4.75%	10.18%	5/27/2028	14,080	13,979	13,999	
DTI Holdco, Inc.	+ (2)(3)	High Tech Industries	SOFR	4.75%	10.12%	4/26/2029	29,700	29,201	28,802	
Eliassen Group, LLC	+ (2)(3)	Business Services	SOFR	5.50%	10.84%	4/14/2028	19,230	19,029	19,153	
EPS Nass Parent, Inc.	^+ (2)(3)(6)(9)	Utilities: Electric	SOFR	5.75%	11.29%	4/19/2028	34,608	34,115	33,934	
EvolveIP, LLC	^+ (2)(3)(6)	Telecommunications	SOFR	5.50%	11.22%	6/7/2025	42,720	42,698	41,746	
Exactech, Inc.	+ (2)(3)(6)	Healthcare & Pharmaceuticals	SOFR	3.75%	9.17%	2/14/2025	20,912	20,873	8,365	
GSM Acquisition Corp.	+ (2)(3)(6)	Leisure Products & Services	SOFR	5.00%	10.51%	11/16/2026	30,734	30,528	30,217	
Heartland Home Services, Inc.	+ (2)(3)(6)	Consumer Services	SOFR	5.75%	11.07%	12/15/2026	7,187	7,117	7,041	
Heartland Home Services, Inc.	+ (2)(3)(6)(9)	Consumer Services	SOFR	6.00%	11.32%	12/15/2026	24,070	24,004	23,730	
HMT Holding Inc.	^+ (2)(3)(6)(9)	Energy: Oil & Gas	SOFR	6.00%	11.57%	11/17/2025	34,718	34,616	33,740	
Integrity Marketing Acquisition, LLC	+ (2)(3)(6)	Diversified Financial Services	SOFR	6.05%	11.57%	8/27/2026	36,664	36,427	36,246	
Integrity Marketing Acquisition, LLC	^+ (2)(3)(6)	Diversified Financial Services	SOFR	6.02%	11.54%	8/27/2026	6,897	6,841	6,813	
Jensen Hughes, Inc.	^+ (2)(3)(6)(9)	Utilities: Electric	SOFR	5.75%	11.22%	3/22/2025	33,773	33,763	33,534	
KAMC Holdings, Inc.	+ (2)(6)	Energy: Electricity	SOFR	4.00%	9.72%	8/14/2026	13,440	13,410	11,894	
KBP Investments, LLC	+ (2)(3)(9)	Beverage & Food	SOFR	5.50%, 1.00% PIK	12.02%	5/25/2027	37,418	37,259	35,272	
North Haven Fairway Buyer, LLC	+ (2)(3)	Consumer Services	SOFR	6.50%	11.88%	5/17/2028	6,717	6,562	6,574	
Output Services Group	+ (2)(3)(7)	Media: Advertising, Printing & Publishing	SOFR	5.25%, 1.50% PIK	10.82%	6/27/2026	19,360	19,218	3,291	
PF Atlantic Holdco 2, LLC	+ (2)(3)(6)	Leisure Products & Services	SOFR	5.50%	11.06%	11/12/2027	15,279	15,081	15,247	
Premise Health Holding Corp.	+ (2)(6)	Healthcare & Pharmaceuticals	SOFR	3.75%	9.15%	7/10/2025	13,202	13,183	12,839	
Radiology Partners, Inc.	+ (2)(6)	Healthcare & Pharmaceuticals	SOFR	4.25%	10.18%	7/9/2025	27,627	27,583	20,652	
RevSpring Inc.	+ (2)(6)	Media: Advertising, Printing & Publishing	SOFR	4.00%	9.65%	10/11/2025	28,623	28,540	28,051	
Striper Buyer, LLC	+ (2)(3)	Containers, Packaging & Glass	SOFR	5.50%	10.92%	12/30/2026	14,589	14,499	14,491	
Summit Acquisition, Inc.	+ (2)(3)	Diversified Financial Services	SOFR	6.75%	12.14%	5/1/2030	5,955	5,782	5,899	
Tank Holding Corp.	+ (2)(3)(6)	Capital Equipment	SOFR	5.75%	11.17%	3/31/2028	19,799	19,324	19,207	

Consolidated Schedule of Investments as of September 30, 2023

Investments ⁽¹⁾	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Maturity Date	Par/Principal Amount	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾
Turbo Buyer, Inc.	+ (2)(3)(8)(9)	Automotive	SOFR	6.00%	11.42%	12/2/2025	\$ 33,987	\$ 33,828	\$ 33,565
U.S. TelePacific Holdings Corp.	^ (2)(3)(6)(7)	Telecommunications	SOFR	1.25%, 6.00% PIK	12.56%	5/2/2026	3,743	3,338	1,422
USALCO, LLC	+ (2)(3)(6)	Chemicals, Plastics & Rubber	SOFR	6.00%	11.43%	10/19/2027	14,733	14,518	14,733
VRC Companies, LLC	^+ (2)(3)(9)	Business Services	SOFR	5.50%	11.13%	6/29/2027	23,561	23,313	23,361
Welocalize, Inc.	^+ (2)(3)(6)(9)	Business Services	SOFR	4.75%	10.24%	12/23/2024	33,211	33,064	31,722
WRE Holding Corp.	^+ (2)(3)(6)(9)	Environmental Industries	SOFR	5.00%	10.29%	1/3/2025	8,089	8,086	8,033
Yellowstone Buyer Acquisition, LLC	+ (2)(3)(6)	Consumer Goods: Durable	SOFR	5.75%	11.20%	9/13/2027	39,200	38,639	37,719
First Lien Debt Total								\$ 809,730	\$ 755,949
Total Investments								\$ 809,730	\$ 755,949

^ Denotes that all or a portion of the assets are owned by Credit Fund. Credit Fund has entered into a revolving credit facility with the Company (the "Credit Fund Facility"). Accordingly, such assets are not available to creditors of Credit Fund Sub.

+ Denotes that all or a portion of the assets are owned by Credit Fund Sub. Credit Fund Sub has entered into a revolving credit facility (the "Credit Fund Sub Facility"). The lenders of the Credit Fund Sub Facility have a first lien security interest in substantially all of the assets of Credit Fund Sub. Accordingly, such assets are not available to creditors of Credit Fund.

- Unless otherwise indicated, issuers of investments held by Credit Fund are domiciled in the United States. As of September 30, 2023, the geographical composition of investments as a percentage of fair value was 1.5% in Canada and 98.5% in the United States. Certain portfolio company investments are subject to contractual restrictions on sales.
- Variable rate loans to the portfolio companies bear interest at a rate that is determined by reference to either the Secured Overnight Financing Rate ("SOFR") or an alternate base rate (commonly based on the Federal Funds Rate or the U.S. Prime Rate), which generally resets quarterly. For each such loan, Credit Fund has indicated the reference rate used and provided the spread and the interest rate in effect as of September 30, 2023. As of September 30, 2023, the reference rates for Credit Fund's variable rate loans were the 30-day SOFR at 5.32%, the 90-day SOFR at 5.40%, and the 180-day SOFR at 5.47%.
- Loan includes interest rate floor feature, which generally ranges from 0.75% to 1.00%.
- Amortized cost represents original cost, including origination fees and upfront fees received that are deemed to be an adjustment to yield, adjusted for the accretion/amortization of discounts/premiums, as applicable, on debt investments using the effective interest method.
- Fair value is determined in good faith by or under the direction of the board of managers of Credit Fund, pursuant to Credit Fund's valuation policy, with the fair value of all investments determined using significant unobservable inputs, which is substantially similar to the valuation policy of the Company provided in Note 3, Fair Value Measurements, to these unaudited consolidated financial statements.
- Loans include a credit spread adjustment that ranges from 0.10% to 0.43%.
- Loan was on non-accrual status as of September 30, 2023.
- The reference rate will transition from LIBOR to SOFR effective at the commencement of the subsequent interest rate period. As of September 30, 2023, the current reference rate was LIBOR.
- As of September 30, 2023, Credit Fund had the following unfunded commitments to fund delayed draw and revolving senior secured loans:

First Lien Debt – unfunded delayed draw and revolving term loans commitments	Type	Unused Fee	Par/Principal Amount	Fair Value
ACR Group Borrower, LLC	Revolver	0.38 %	\$ 2,835	\$ (26)
Chartis Holding, LLC	Revolver	0.50	1,711	(4)
Chemical Computing Group ULC (Canada)	Revolver	0.50	873	(4)
Diligent Corporation	Revolver	0.50	415	(6)
EPS Nass Parent, Inc.	Revolver	0.50	359	(7)
Heartland Home Services, Inc.	Revolver	0.50	772	(11)
HMT Holding Inc.	Revolver	0.50	3,351	(86)
Jensen Hughes, Inc.	Revolver	0.50	2,000	(13)
KBP Investments, LLC	Delayed Draw	1.00	565	(32)
Turbo Buyer, Inc.	Revolver	0.50	933	(11)
VRC Companies, LLC	Revolver	0.50	833	(7)
Welocalize, Inc.	Revolver	0.50	5,063	(197)
WRE Holding Corp.	Revolver	0.50	1,123	(7)
Total unfunded commitments			\$ 20,833	\$ (411)

Consolidated Schedule of Investments as of December 31, 2022

Investments ⁽¹⁾	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Maturity Date	Par/ Principal Amount	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾
First Lien Debt (100.0% of fair value)									
ACR Group Borrower, LLC	^+ (2)(3)(7)	Aerospace & Defense	LIBOR	4.50%	9.22%	3/31/2028	\$ 36,965	\$ 36,488	\$ 36,015
Acrisure, LLC	+ (2)	Diversified Financial Services	LIBOR	3.50%	7.88%	2/13/2027	25,118	25,099	23,485
Alpine Acquisition Corp II	+ (2)(3)(6)	Transportation: Cargo	SOFR	5.50%	9.76%	11/30/2026	10,000	9,527	9,630
Analogic Corporation	^+ (2)(3)(7)	Capital Equipment	LIBOR	5.25%	9.67%	6/22/2024	20,226	20,217	19,725
Anchor Packaging, Inc.	+ (2)	Containers, Packaging & Glass	LIBOR	4.00%	8.38%	7/18/2026	22,221	22,157	21,360
API Technologies Corp.	+ (2)	Aerospace & Defense	LIBOR	4.25%	8.98%	5/9/2026	14,475	14,436	13,127
Aptean, Inc.	+ (2)(6)	Software	SOFR	4.25%	8.98%	4/23/2026	12,031	11,997	11,475
Avalign Technologies, Inc.	+ (2)(6)	Healthcare & Pharmaceuticals	SOFR	4.50%	9.03%	12/22/2025	14,294	14,227	13,382
BMS Holdings III Corp.	+ (2)(3)	Construction & Building	LIBOR	5.50%	10.23%	9/30/2026	11,131	11,049	10,931
Chartis Holding, LLC	+ (2)(3)(7)	Business Services	LIBOR	5.00%	9.77%	5/1/2025	6,893	6,893	6,832
Chemical Computing Group ULC (Canada)	^+ (2)(3)(6)(7)	Software	SOFR	4.50%	8.57%	8/30/2024	13,769	13,559	13,564
Diligent Corporation	^+ (2)(3)(7)	Telecommunications	LIBOR	6.25%	10.63%	8/4/2025	9,880	9,706	9,449
Divisions Holding Corporation	+ (2)(3)	Business Services	LIBOR	4.75%	9.13%	5/27/2028	24,688	24,488	24,009
DTI Holdco, Inc.	+ (2)(3)	High Tech Industries	SOFR	4.75%	8.84%	4/26/2029	29,925	29,373	27,363
Eliassen Group, LLC	+ (2)(3)	Business Services	SOFR	5.50%	10.07%	4/14/2028	19,375	19,148	19,150
EPS Nass Parent, Inc.	^+ (2)(3)(7)	Utilities: Electric	LIBOR	5.75%	10.48%	4/19/2028	34,104	33,524	32,432
EvolveIP, LLC	^+ (2)(3)(6)(7)	Telecommunications	SOFR	5.50%	10.09%	6/7/2025	40,392	40,361	39,633
Exactech, Inc.	+ (2)(3)	Healthcare & Pharmaceuticals	LIBOR	3.75%	8.13%	2/14/2025	21,081	21,022	17,002
GSM Acquisition Corp.	^+ (2)(3)(6)	Leisure Products & Services	SOFR	5.00%	9.83%	11/16/2026	30,958	30,709	29,636
Heartland Home Services, Inc.	+ (2)(3)	Consumer Services	LIBOR	5.75%	10.10%	12/15/2026	7,242	7,158	7,114
Heartland Home Services, Inc.	+ (2)(3)(7)	Consumer Services	LIBOR	6.00%	10.38%	12/15/2026	24,255	24,176	24,014
Higginbotham Insurance Agency, Inc.	+ (2)(3)	Diversified Financial Services	LIBOR	5.25%	9.63%	11/25/2026	4,477	4,418	4,377
HMT Holding Inc.	^+ (2)(3)(6)(7)	Energy: Oil & Gas	SOFR	5.75%	10.15%	11/17/2025	32,148	32,013	30,654
Integrity Marketing Acquisition, LLC	^+ (2)(3)	Diversified Financial Services	LIBOR	6.05%	10.57%	8/27/2025	36,943	36,622	35,614
Integrity Marketing Acquisition, LLC	^+ (2)(3)	Diversified Financial Services	LIBOR	6.02%	10.57%	8/27/2025	6,949	6,873	6,699
Jensen Hughes, Inc.	+ (2)(3)(7)	Utilities: Electric	LIBOR	4.50%	9.43%	3/22/2024	34,584	34,559	33,323
K2 Insurance Services, LLC	+ (2)(3)(7)	Diversified Financial Services	LIBOR	5.00%	9.73%	7/1/2026	12,799	12,799	12,665
KAMC Holdings, Inc.	+ (2)	Energy: Electricity	LIBOR	4.00%	8.73%	8/14/2026	13,545	13,507	10,881
KBP Investments, LLC	+ (2)(3)(7)	Beverage & Food	SOFR	5.50%, 0.50% PIK	10.53%	5/25/2027	37,241	37,055	34,326
Odyssey Logistics & Technology Corp.	+ (2)(3)	Transportation: Cargo	LIBOR	4.00%	8.38%	10/12/2024	9,505	9,489	9,277
Output Services Group	^+ (2)(3)	Media: Advertising, Printing & Publishing	SOFR	5.25%, 1.50% PIK	11.30%	6/27/2026	19,190	19,169	13,097
PF Atlantic Holdco 2, LLC	+ (2)(3)	Leisure Products & Services	LIBOR	5.50%	10.25%	11/12/2027	15,396	15,168	15,126
Premise Health Holding Corp.	+ (2)	Healthcare & Pharmaceuticals	LIBOR	3.75%	7.92%	7/10/2025	13,306	13,280	13,199

Consolidated Schedule of Investments as of December 31, 2022

Investments ⁽¹⁾	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Maturity Date	Par/Principal Amount	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾
QW Holding Corporation	^+ (2)(3)(7)	Environmental Industries	LIBOR	5.50%	9.64%	8/31/2026	\$ 21,574	\$ 21,437	\$ 21,105
Radiology Partners, Inc.	+# (2)	Healthcare & Pharmaceuticals	LIBOR	4.25%	8.64%	7/9/2025	27,686	27,625	23,201
RevSpring Inc.	+# (2)	Media: Advertising, Printing & Publishing	LIBOR	4.00%	8.73%	10/11/2025	28,848	28,737	27,719
Riveron Acquisition Holdings, Inc.	+ (2)(3)	Diversified Financial Services	LIBOR	5.75%	10.48%	5/22/2025	11,284	11,284	11,284
Striper Buyer, LLC	+ (2)(3)	Containers, Packaging & Glass	LIBOR	5.50%	9.88%	12/30/2026	14,700	14,593	14,604
Tank Holding Corp.	+ (2)(3)(6)	Capital Equipment	SOFR	5.75%	10.16%	3/31/2028	19,950	19,410	19,421
Turbo Buyer, Inc.	+ (2)(3)(7)	Automotive	LIBOR	6.00%	11.13%	12/2/2025	34,251	34,044	33,625
U.S. TelePacific Holdings Corp.	+ (2)(3)(6)	Telecommunications	SOFR	1.00%, 7.25% PIK	11.57%	5/2/2026	7,086	7,073	2,527
USALCO, LLC	+ (2)(3)	Chemicals, Plastics & Rubber	LIBOR	6.00%	10.73%	10/19/2027	14,845	14,598	14,118
VRC Companies, LLC	^+ (2)(3)(7)	Business Services	LIBOR	5.50%	10.59%	6/29/2027	28,767	28,418	28,059
Welocalize, Inc.	+ (2)(3)(7)	Business Services	LIBOR	4.75%	9.13%	12/23/2024	33,853	33,615	32,677
WRE Holding Corp.	^+ (2)(3)(6)(7)	Environmental Industries	SOFR	5.00%	9.84%	1/3/2025	8,155	8,152	7,892
Yellowstone Buyer Acquisition, LLC	+ (2)(3)	Consumer Goods: Durable	LIBOR	5.75%	10.07%	9/13/2027	39,500	38,851	37,922
First Lien Debt Total								\$ 948,103	\$ 902,720
Equity Investments (0.0% of fair value)									
DBI Holding, LLC	^	Transportation: Cargo					2,961	\$ —	\$ —
DBI Holding, LLC	^	Transportation: Cargo					13,996	5,364	—
Equity Investments Total								\$ 5,364	\$ —
Total Investments								\$ 953,467	\$ 902,720

^ Denotes that all or a portion of the assets are owned by Credit Fund. Credit Fund has entered into a revolving credit facility (the "Credit Fund Facility"). Accordingly, such assets are not available to creditors of Credit Fund Sub.

+ Denotes that all or a portion of the assets are owned by Credit Fund Sub. Credit Fund Sub has entered into a revolving credit facility (the "Credit Fund Sub Facility"). The lenders of the Credit Fund Sub Facility have a first lien security interest in substantially all of the assets of Credit Fund Sub. Accordingly, such assets are not available to creditors of Credit Fund.

- Unless otherwise indicated, issuers of investments held by Credit Fund are domiciled in the United States. As of December 31, 2022, the geographical composition of investments as a percentage of fair value was 1.5% in Canada and 98.5% in the United States. Certain portfolio company investments are subject to contractual restrictions on sales.
- Variable rate loans to the portfolio companies bear interest at a rate that is determined by reference to either LIBOR or an alternate base rate (commonly based on the Federal Funds Rate or the U.S. Prime Rate), which generally resets quarterly. For each such loan, Credit Fund has indicated the reference rate used and provided the spread and the interest rate in effect as of December 31, 2022. As of December 31, 2022, the reference rates for Credit Fund's variable rate loans were the 30-day LIBOR at 4.39%, the 90-day LIBOR at 4.77%, the 180-day LIBOR at 5.14%, the 30-day SOFR at 4.36%, and the 90-day SOFR at 4.59%.
- Loan includes interest rate floor feature, which is generally 1.00%.
- Amortized cost represents original cost, including origination fees and upfront fees received that are deemed to be an adjustment to yield, adjusted for the accretion/amortization of discounts/premiums, as applicable, on debt investments using the effective interest method.
- Fair value is determined in good faith by or under the direction of the board of managers of Credit Fund, pursuant to Credit Fund's valuation policy, with the fair value of all investments determined using significant unobservable inputs, which is substantially similar to the valuation policy of the Company provided in Note 3, Fair Value Measurements, to these unaudited consolidated financial statements.
- Loans include a credit spread adjustment that ranges from 0.10% to 0.26%.
- As of December 31, 2022, Credit Fund had the following unfunded commitments to fund delayed draw and revolving senior secured loans:

First Lien Debt—unfunded delayed draw and revolving term loans commitments	Type	Unused Fee	Par/ Principal Amount	Fair Value
ACR Group Borrower, LLC	Revolver	0.38 %	\$ 4,515	\$ (103)
Analogic Corporation	Revolver	0.50	226	(6)
Chartis Holding, LLC	Revolver	0.50	2,183	(15)
Chemical Computing Group ULC (Canada)	Revolver	0.50	873	(12)
Diligent Corporation	Revolver	0.50	492	(20)
EPS Nass Parent, Inc.	Delayed Draw	1.00	1,380	(63)
EPS Nass Parent, Inc.	Revolver	0.50	1,111	(51)
EvolveIP, LLC	Revolver	0.50	2,757	(49)
Heartland Home Services, Inc.	Revolver	0.50	771	(7)
HMT Holding Inc.	Revolver	0.50	6,173	(241)
Jensen Hughes, Inc.	Revolver	0.50	1,455	(51)
K2 Insurance Services, LLC	Revolver	0.50	1,170	(11)
KBP Investments, LLC	Delayed Draw	1.00	565	(44)
QW Holding Corporation	Revolver	0.50	5,498	(95)
Turbo Buyer, Inc.	Revolver	0.50	933	(17)
VRC Companies, LLC	Revolver	0.50	833	(20)
Welocalize, Inc.	Revolver	0.50	5,625	(168)
WRE Holding Corp.	Revolver	0.50	1,123	(32)
Total unfunded commitments			\$ 37,683	\$ (1,005)

Debt

The Credit Fund and Credit Fund Sub are party to separate credit facilities as described below. Until its termination on June 28, 2022, Credit Fund Warehouse II was party to the Credit Fund Warehouse II Facility, as described below. As of September 30, 2023 and December 31, 2022, Credit Fund and Credit Fund Sub were in compliance with all covenants and other requirements of their respective credit facility agreements. Below is a summary of the borrowings and repayments under the credit facilities for the three and nine months ended September 30, 2023 and 2022, and the outstanding balances under the credit facilities for the respective periods.

	Credit Fund Facility		Credit Fund Sub Facility		Credit Fund Warehouse II Facility	
	2023	2022	2023	2022	2023	2022
Three Months Ended September 30,						
Outstanding Borrowing, beginning of period	\$ —	\$ —	\$ 499,221	\$ 532,621	\$ —	\$ —
Borrowings	—	—	—	51,000	—	—
Repayments	—	—	(58,000)	(12,000)	—	—
Outstanding Borrowing, end of period	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 441,221</u>	<u>\$ 571,621</u>	<u>\$ —</u>	<u>\$ —</u>
Nine Months Ended September 30,						
Outstanding Borrowing, beginning of period	\$ —	\$ —	\$ 588,621	\$ 514,621	\$ —	\$ 86,030
Borrowings	—	—	14,000	138,000	—	—
Repayments	—	—	(161,400)	(81,000)	—	(86,030)
Outstanding Borrowing, end of period	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 441,221</u>	<u>\$ 571,621</u>	<u>\$ —</u>	<u>\$ —</u>

Credit Fund Facility. On June 24, 2016, Credit Fund closed on the Credit Fund Facility, which was subsequently amended on June 5, 2017, October 2, 2017, November 3, 2017, June 22, 2018, June 29, 2018, February 21, 2019, March 20, 2020, February 22, 2021, May 19, 2022, and May 21, 2023 pursuant to which Credit Fund may from time to time request mezzanine loans from the Company. The maximum principal amount of the Credit Fund Facility is \$100,000 (\$175,000 prior to the May 21, 2023 amendment), subject to availability under the Credit Fund Facility, which is based on certain advance rates multiplied by the value of Credit Fund's portfolio investments net of certain other indebtedness that Credit Fund may incur in accordance with the terms of the Credit Fund Facility. Proceeds of the Credit Fund Facility may be used for general corporate purposes, including the funding of portfolio investments. Amounts drawn under the Credit Fund Facility bear interest at the greater of zero and SOFR (LIBOR prior to the May 21, 2023 amendment) plus an applicable spread of 9.00% and such interest payments are made quarterly. The availability period under the Credit Fund Facility will terminate on May 21, 2025, (May 21, 2023 prior to the May 21, 2023 amendment), which is also its maturity date upon which Credit Fund is obligated to repay any outstanding borrowings.

Credit Fund Sub Facility. On June 24, 2016, Credit Fund Sub closed on the Credit Fund Sub Facility with lenders, which was subsequently amended on May 31, 2017, October 27, 2017, August 24, 2018, December 12, 2019, March 11, 2020, May 3, 2021, May 3, 2022, April 20, 2023, and August 28, 2023. The Credit Fund Sub Facility provides for secured borrowings during the applicable revolving period up to an amount equal to \$640,000 (the borrowing base as calculated pursuant to the terms of the Credit Fund Sub Facility). The aggregate maximum credit commitment can be increased up to an amount not to exceed \$1,400,000, subject to certain restrictions and conditions set forth in the Credit Fund Sub Facility, including adequate collateral to support such borrowings. The Credit Fund Sub Facility has a revolving period through May 23, 2025, (May 23, 2023 prior to the April 20, 2023 amendment) and a maturity date of May 23, 2026, (May 23, 2025 prior to the April 20, 2023 amendment), which may be extended by mutual agreement of the parties to the Credit Fund Sub Facility. Borrowings under the Credit Fund Sub Facility bear interest initially at the applicable commercial paper rate (if the lender is a conduit lender) or SOFR plus 2.70% (2.35% prior to the April 20, 2023 amendment). The Credit Fund Sub is also required to pay an undrawn commitment fee of between 0.50% and 0.75% per year depending on the usage of the Credit Fund Sub Facility. Payments under the Credit Fund Sub Facility are made quarterly. Subject to certain exceptions, the Facility is secured by a first lien security interest in substantially all of the portfolio investments held by the Credit Fund Sub.

Credit Fund Warehouse II Facility. On August 16, 2019, Credit Fund Warehouse II closed on a revolving credit facility (the “Credit Fund Warehouse II Facility”) with lenders. The Credit Fund Warehouse II Facility provided for secured borrowings during the applicable revolving period up to an amount equal to \$150,000. The Credit Fund Warehouse II Facility was secured by a first lien security interest in substantially all of the portfolio investments held by the Credit Fund Warehouse II Facility. The maturity date of the Credit Fund Warehouse II Facility was August 16, 2022 and Credit Fund Warehouse II repaid all outstanding amounts on June 28, 2022. Amounts borrowed under the Credit Fund Warehouse II Facility during the first 12 months bore interest at a rate of LIBOR plus 1.05%, and amounts borrowed in the second 12 months bore interest at LIBOR plus 1.15%. Other amounts borrowed under the Credit Fund Warehouse II Facility bore interest at a rate of LIBOR plus 1.50%.

6. MIDDLE MARKET CREDIT FUND II, LLC

Overview

On November 3, 2020, the Company and CCLF entered into a limited liability company agreement to co-manage Credit Fund II, a Delaware limited liability company that is not consolidated in the Company's consolidated financial statements. Credit Fund II primarily invests in senior secured loans of middle market companies. Credit Fund II is managed by a four-member board, on which the Company and CCLF have equal representation. Establishing a quorum for Credit Fund II's board requires at least one of the Company's representatives and one of CCLF's representatives. The Company and CCLF have 84.13% and 15.87% economic ownership of Credit Fund II, respectively. By virtue of its membership interest, each of the Company and CCLF indirectly bears an allocable share of all expenses and other obligations of Credit Fund II.

Credit Fund II's initial portfolio consisted of 45 senior secured loans of middle market companies with an aggregate principal balance of approximately \$250 million. Credit Fund II's initial portfolio was funded on November 3, 2020 with existing senior secured debt investments contributed by the Company and as part of the transaction, the Company determined that the contribution met the requirements under ASC 860, *Transfers and Servicing*.

Credit Fund II is expected to make only limited new investments in senior secured loans of middle market companies. Portfolio and investment decisions with respect to Credit Fund II must be unanimously approved by a quorum of Credit Fund II's board members consisting of at least one of the Company's representatives and one of CCLF's representatives. Therefore, although the Company owns more than 25% of the voting securities of Credit Fund II, the Company does not believe that it has control over Credit Fund II (other than for purposes of the Investment Company Act).

Middle Market Credit Fund II SPV, LLC (“Credit Fund II Sub”), a Delaware limited liability company, was formed on September 4, 2020. Credit Fund II Sub is a wholly owned subsidiary of Credit Fund II and is consolidated in Credit Fund II's consolidated financial statements commencing from the date of its formation. Credit Fund II Sub primarily holds investments in first lien loans of middle market companies, which are pledged as security for the Credit Fund II Senior Notes. Refer to “Credit Fund II Senior Notes” in this Note 6 for discussions regarding the notes issued by Credit Fund II Sub.

Credit Fund II, the Company and CCLF entered into an administration agreement with Carlyle Global Credit Administration L.L.C., the administrative agent of Credit Fund II (in such capacity, the “Credit Fund II Administrative Agent”), pursuant to which the Credit Fund II Administrative Agent is delegated certain administrative and non-discretionary functions, is authorized to enter into sub-administration agreements at the expense of Credit Fund II with the approval of the board of

managers of Credit Fund II, and is reimbursed by Credit Fund II for its costs and expenses and Credit Fund II's allocable portion of overhead incurred by the Credit Fund II Administrative Agent in performing its obligations thereunder.

Selected Financial Data

Since inception of Credit Fund II and through September 30, 2023, the Company and CCLF made capital contributions of \$78,096 and \$12,709 in members' equity, respectively, to Credit Fund II. Below is certain summarized consolidated information for Credit Fund II as of September 30, 2023 and December 31, 2022.

	As of	
	September 30, 2023	December 31, 2022
Selected Consolidated Balance Sheet Information:		
ASSETS		
Investments, at fair value (amortized cost of \$245,252 and \$250,134, respectively)	\$ 231,904	\$ 244,739
Cash and cash equivalents ⁽¹⁾	12,295	2,078
Other assets	2,518	5,825
Total assets	\$ 246,717	\$ 252,642
LIABILITIES AND MEMBERS' EQUITY		
Notes payable, net of unamortized debt issuance costs of \$710 and \$783, respectively	\$ 156,790	\$ 156,717
Other liabilities	10,425	9,212
Total members' equity ⁽²⁾	79,502	86,713
Total liabilities and members' equity	\$ 246,717	\$ 252,642

(1) As of September 30, 2023 and December 31, 2022, all of Credit Fund II's cash and cash equivalents was restricted.

(2) As of September 30, 2023 and December 31, 2022, the fair value of Company's ownership interest in the members' equity was \$66,888 and \$72,957, respectively.

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
	(unaudited)		(unaudited)	
Selected Consolidated Statement of Operations Information:				
Total investment income	\$ 7,123	\$ 5,183	\$ 20,663	\$ 14,263
Expenses				
Interest and credit facility expenses	3,300	2,076	9,383	4,756
Other expenses	241	199	708	545
Total expenses	3,541	2,275	10,091	5,301
Net investment income (loss)	3,582	2,908	10,572	8,962
Net realized gain (loss) on investments	69	—	69	—
Net change in unrealized appreciation (depreciation) on investments	(342)	(908)	(7,953)	(3,508)
Net increase (decrease) resulting from operations	\$ 3,309	\$ 2,000	\$ 2,688	\$ 5,454

Below is a summary of Credit Fund II's portfolio, followed by a listing of the loans in Credit Fund II's portfolio as of September 30, 2023 and December 31, 2022:

	As of	
	September 30, 2023	December 31, 2022
Senior secured loans ⁽¹⁾	\$ 249,300	\$ 253,310
Number of portfolio companies in Credit Fund II	35	35
Average amount per portfolio company ⁽¹⁾	\$ 7,123	\$ 7,237
Number of loans on non-accrual status	1	—
Fair value of loans on non-accrual status	\$ —	\$ —
Percentage of portfolio at floating interest rates ⁽²⁾⁽³⁾	97.9 %	97.9 %
Percentage of portfolio at fixed interest rates ⁽³⁾	2.1 %	2.1 %
Fair value of loans with PIK provisions	\$ 2,663	\$ 10,787
Percentage of portfolio with PIK provisions ⁽³⁾	1.1 %	4.4 %

(1) At par/principal amount.

(2) Floating rate debt investments are generally subject to interest rate floors.

(3) Percentages based on fair value.

Consolidated Schedule of Investments as of September 30, 2023

Investments ⁽¹⁾	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Maturity Date	Par/Principal Amount	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾
First Lien Debt (89.4% of fair value)									
Alpine Acquisition Corp II	^ (2)(3)(7)	Transportation: Cargo	SOFR	6.00%	11.47%	11/30/2026	\$ 3,242	\$ 3,132	\$ 3,091
American Physician Partners, LLC	^ (2)(3)(7)(8)(9)	Healthcare & Pharmaceuticals	SOFR	10.25% (100% PIK)	15.65%	8/5/2022	10,181	9,078	—
Appriss Health, LLC	^ (2)(3)(7)	Healthcare & Pharmaceuticals	SOFR	6.75%	12.23%	5/6/2027	7,465	7,356	7,400
Ascend Buyer, LLC	^ (2)(3)(7)	Containers, Packaging & Glass	SOFR	6.40%	11.94%	9/30/2028	9,008	8,871	8,882
Aurora Lux FinCo S.A.R.L. (Luxembourg)	^ (2)(3)(7)	Software	SOFR	6.00%	11.58%	12/24/2026	4,289	4,232	4,109
BMS Holdings III Corp.	^ (2)(3)	Construction & Building	SOFR	5.50%	11.01%	9/30/2026	3,216	3,177	3,128
Chartis Holding, LLC	^ (2)(3)(7)	Business Services	SOFR	5.00%	10.52%	5/1/2025	9,746	9,738	9,723
Comar Holding Company, LLC	^ (2)(3)(7)	Containers, Packaging & Glass	SOFR	5.75%	11.31%	6/18/2024	8,575	8,551	7,330
Cority Software Inc. (Canada)	^ (2)(3)	Software	SOFR	5.00%	10.25%	7/2/2026	8,557	8,479	8,527
Cority Software Inc. (Canada)	^ (2)(3)	Software	SOFR	7.00%	12.25%	7/2/2026	1,297	1,294	1,295
Dwyer Instruments, Inc.	^ (2)(3)(7)	Capital Equipment	SOFR	5.75%	11.22%	7/21/2027	9,839	9,795	9,845
EvolveIP, LLC	^ (2)(3)(7)	Telecommunications	SOFR	5.50%	11.22%	6/7/2025	8,527	8,524	8,333
Harbour Benefit Holdings, Inc.	^ (2)(3)	Business Services	SOFR	5.00%	10.53%	12/13/2024	9,740	9,727	9,668
Hoosier Intermediate, LLC	^ (2)(3)	Healthcare & Pharmaceuticals	SOFR	5.00%	10.51%	11/15/2028	6,398	6,231	5,900
HS Spa Holdings Inc.	^ (2)(3)	Consumer Services	SOFR	5.75%	11.07%	6/2/2029	8,540	8,400	8,482
Integrity Marketing Acquisition, LLC	^ (2)(3)(7)	Diversified Financial Services	SOFR	6.05%	11.57%	8/27/2026	4,833	4,719	4,778
Integrity Marketing Acquisition, LLC	^ (2)(3)(7)	Diversified Financial Services	SOFR	6.02%	11.54%	8/27/2026	4,500	4,378	4,447
Material Holdings, LLC	^ (2)(3)(7)	Business Services	SOFR	6.00%	11.49%	8/19/2027	7,840	7,779	7,441
Maverick Acquisition, Inc.	^ (2)(3)	Aerospace & Defense	SOFR	6.25%	11.64%	6/1/2027	7,840	7,721	6,034
NMI AcquisitionCo, Inc.	^ (2)(3)(7)	High Tech Industries	SOFR	5.75%	11.17%	9/6/2025	9,924	9,897	9,838
PF Atlantic Holdco 2, LLC	^ (2)(3)(7)	Leisure Products & Services	SOFR	5.50%	11.06%	11/12/2027	9,874	9,620	9,854
PXO Holdings I Corp.	^ (2)(3)(7)	Chemicals, Plastics & Rubber	SOFR	5.50%	11.03%	3/8/2028	9,924	9,777	9,676
Radwell Parent, LLC	^ (2)(3)	Wholesale	SOFR	6.75%	12.14%	4/1/2029	7,548	7,478	7,573
RSC Acquisition, Inc.	^ (2)(3)(7)	Diversified Financial Services	SOFR	5.50%	11.03%	11/1/2026	9,927	9,801	9,851
Spotless Brands, LLC	^ (2)(3)(7)	Consumer Services	SOFR	6.50%	11.99%	7/25/2028	5,000	4,923	4,986
Tank Holding Corp.	^ (2)(3)(7)	Capital Equipment	SOFR	5.75%	11.17%	3/31/2028	3,832	3,759	3,718
TCFI Aevex LLC	^ (2)(3)(7)	Aerospace & Defense	SOFR	6.00%	11.42%	3/18/2026	1,671	1,655	1,661
Turbo Buyer, Inc.	^ (2)(3)(10)	Automotive	SOFR	6.00%	11.42%	12/2/2025	7,947	7,864	7,851
U.S. Legal Support, Inc.	^ (2)(3)(7)	Business Services	SOFR	5.75%	11.29%	11/30/2024	6,121	6,117	6,044
US INFRA SVCS Buyer, LLC	^ (2)(3)(7)	Environmental Industries	SOFR	6.50%, 0.25% PIK	12.20%	4/13/2026	2,875	2,848	2,663

Consolidated Schedule of Investments as of September 30, 2023

Investments ⁽¹⁾	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Maturity Date	Par/Principal Amount	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾
Westfall Technik, Inc.	^ (2)(3)(7)	Chemicals, Plastics & Rubber	SOFR	6.75%	12.29%	9/13/2024	\$ 6,366	\$ 6,336	\$ 5,849
Wineshipping.com LLC	^ (2)(3)(7)	Beverage & Food	SOFR	5.75%	11.31%	10/29/2027	9,874	9,577	9,355
First Lien Debt Total								\$ 220,834	\$207,332
Second Lien Debt (10.6% of fair value)									
AI Convoy S.A.R.L (United Kingdom)	^ (2)(3)(10)	Aerospace & Defense	SOFR	8.25%	13.64%	1/17/2028	\$ 5,514	\$ 5,435	\$ 5,569
AP Plastics Acquisition Holdings, LLC	^ (2)(3)(7)	Chemicals, Plastics & Rubber	SOFR	7.50%	12.92%	8/10/2029	4,500	4,425	4,375
AQA Acquisition Holdings, Inc.	^ (2)(3)(7)	High Tech Industries	SOFR	7.50%	12.97%	3/3/2029	5,000	4,902	4,928
Quartz Holding Company	^ (2)(7)	Software	SOFR	8.00%	13.42%	4/2/2027	4,852	4,801	4,782
World 50, Inc.	^ (6)	Business Services	FIXED	11.50%	11.50%	1/9/2027	4,918	4,855	4,918
Second Lien Debt Total								\$ 24,418	\$ 24,572
Total Investments								\$ 245,252	\$231,904

^ Denotes that all or a portion of the assets are owned by Credit Fund II Sub. Credit Fund II Sub has entered into the Credit Fund II Sub Notes. The lenders of the Credit Fund II Sub Notes have a first lien security interest in substantially all of the assets of Credit Fund II Sub. Accordingly, such assets are not available to creditors of Credit Fund II.

- (1) Unless otherwise indicated, issuers of investments held by Credit Fund II are domiciled in the United States. As of September 30, 2023, the geographical composition of investments as a percentage of fair value was 4.2% in Canada, 1.8% in Luxembourg, 2.4% in the United Kingdom and 91.6% in the United States. Certain portfolio company investments are subject to contractual restrictions on sales.
- (2) Variable rate loans to the portfolio companies bear interest at a rate that is determined by reference to either the Secured Overnight Financing Rate ("SOFR") or an alternate base rate (commonly based on the Federal Funds Rate or the U.S. Prime Rate), which generally resets quarterly. For each such loan, Credit Fund II has indicated the reference rate used and provided the spread and the interest rate in effect as of September 30, 2023. As of September 30, 2023, the reference rates for Credit Fund II's variable rate loans were the 30-day SOFR at 5.32%, the 90-day SOFR at 5.40%, and the 180-day SOFR at 5.47%.
- (3) Loan includes interest rate floor feature, which generally ranges from 0.50% to 1.00%.
- (4) Amortized cost represents original cost, including origination fees and upfront fees received that are deemed to be an adjustment to yield, adjusted for the accretion/amortization of discounts/premiums, as applicable, on debt investments using the effective interest method.
- (5) Fair value is determined in good faith by or under the direction of the board of managers of Credit Fund II, pursuant to Credit Fund II's valuation policy, with the fair value of all investments determined using significant unobservable inputs, which is substantially similar to the valuation policy of the Company provided in Note 3, Fair Value Measurements, to these unaudited consolidated financial statements.
- (6) Represents a corporate mezzanine loan, which is subordinated to senior secured term loans of the portfolio company.
- (7) Loans include a credit spread adjustment that ranges from 0.10% to 0.25%.
- (8) Loan is in forbearance as of September 30, 2023.
- (9) Loan was on non-accrual status as of September 30, 2023.
- (10) The reference rate will transition from LIBOR to SOFR effective at the commencement of the subsequent interest rate period. As of September 30, 2023, the current reference rate was LIBOR.

Consolidated Schedule of Investments as of December 31, 2022

Investments ⁽¹⁾	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Maturity Date	Par/ Principal Amount	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾
First Lien Debt (90.0% of fair value)									
Airnov, Inc.	^ (2)(3)	Containers, Packaging & Glass	LIBOR	5.00%	9.75%	12/19/2025	\$ 9,844	\$ 9,833	\$ 9,787
Alpine Acquisition Corp II	^ (2)(3)(7)	Transportation: Cargo	SOFR	5.50%	9.76%	11/30/2026	3,292	3,188	3,170
American Physician Partners, LLC	^ (2)(3)	Healthcare & Pharmaceuticals	SOFR	6.75%, 3.50% PIK	14.67%	2/15/2023	9,074	9,074	7,833
Appriss Health, LLC	^ (2)(3)	Healthcare & Pharmaceuticals	LIBOR	7.25%	11.54%	5/6/2027	7,502	7,375	7,214
Apptio, Inc.	^ (2)(3)	Software	LIBOR	6.00%	9.94%	1/10/2025	5,357	5,314	5,357
Ascend Buyer, LLC	^ (2)(3)(7)	Containers, Packaging & Glass	SOFR	6.25%	10.67%	9/30/2028	9,077	8,924	8,917
Aurora Lux FinCo S.A.R.L. (Luxembourg)	^ (2)(3)	Software	LIBOR	6.00%	10.32%	12/24/2026	4,311	4,243	4,074
BMS Holdings III Corp.	^ (2)(3)	Construction & Building	LIBOR	5.50%	10.23%	9/30/2026	3,241	3,194	3,183
Chartis Holding, LLC	^ (2)(3)	Business Services	LIBOR	5.00%	9.77%	5/1/2025	9,822	9,810	9,757
Comar Holding Company, LLC	^ (2)(3)	Containers, Packaging & Glass	LIBOR	5.75%	10.47%	6/18/2024	8,621	8,573	8,334
Cority Software Inc. (Canada)	^ (2)(3)	Software	SOFR	5.50%	9.17%	7/2/2026	8,623	8,527	8,539
Dwyer Instruments, Inc.	^ (2)(3)	Capital Equipment	LIBOR	6.00%	10.74%	7/21/2027	9,914	9,863	9,761
EvolveIP, LLC	^ (2)(3)(7)	Telecommunications	SOFR	5.50%	10.09%	6/7/2025	8,621	8,617	8,469
Harbour Benefit Holdings, Inc.	^ (2)(3)	Business Services	LIBOR	5.25%	9.95%	12/13/2024	9,848	9,828	9,789
Hoosier Intermediate, LLC	^ (2)(3)	Healthcare & Pharmaceuticals	LIBOR	5.50%	10.11%	11/15/2028	6,447	6,261	6,094
Integrity Marketing Acquisition, LLC	^ (2)(3)	Diversified Financial Services	LIBOR	6.05%	9.95%	8/27/2025	4,870	4,717	4,708
Integrity Marketing Acquisition, LLC	^ (2)(3)	Diversified Financial Services	LIBOR	6.02%	10.57%	8/27/2025	4,534	4,369	4,371
K2 Insurance Services, LLC	^ (2)(3)	Diversified Financial Services	LIBOR	5.00%	9.73%	7/1/2026	8,922	8,833	8,836
Material Holdings, LLC	^ (2)(3)	Business Services	SOFR	6.00%	10.67%	8/19/2027	7,900	7,829	7,547
Maverick Acquisition, Inc.	^ (2)(3)	Aerospace & Defense	LIBOR	6.25%	10.98%	6/1/2027	7,900	7,760	6,563
NMI AcquisitionCo, Inc.	^ (2)(3)	High Tech Industries	LIBOR	5.75%	10.13%	9/6/2025	8,617	8,617	8,394
PF Atlantic Holdco 2, LLC	^ (2)(3)	Leisure Products & Services	LIBOR	5.50%	10.25%	11/12/2027	9,950	9,657	9,776
QW Holding Corporation	^ (2)(3)	Environmental Industries	LIBOR	5.50%	9.64%	8/31/2026	9,947	9,808	9,775
Riveron Acquisition Holdings, Inc.	^ (2)(3)	Diversified Financial Services	LIBOR	5.75%	10.48%	5/22/2025	8,090	8,018	8,090
RSC Acquisition, Inc.	^ (2)(3)(7)	Diversified Financial Services	SOFR	5.50%	9.83%	11/1/2026	8,315	8,215	7,938
TCFI Aevex LLC	^ (2)(3)	Aerospace & Defense	LIBOR	6.00%	10.38%	3/18/2026	1,684	1,664	1,539
Turbo Buyer, Inc.	^ (2)(3)	Automotive	LIBOR	6.00%	11.15%	12/2/2025	8,009	7,901	7,866
U.S. Legal Support, Inc.	^ (2)(3)(7)	Business Services	SOFR	5.75%	10.33%	11/30/2024	6,170	6,163	6,057
US INFRA SVCS Buyer, LLC	^ (2)(3)	Environmental Industries	LIBOR	6.50%, 0.25% PIK	11.47%	4/13/2026	3,113	3,075	2,954
Westfall Technik, Inc.	^ (2)(3)	Chemicals, Plastics & Rubber	SOFR	6.25%	10.83%	9/13/2024	6,416	6,364	6,280

Consolidated Schedule of Investments as of December 31, 2022

Investments ⁽¹⁾	Footnotes	Industry	Reference Rate ⁽²⁾	Spread ⁽²⁾	Interest Rate ⁽²⁾	Maturity Date	Par/ Principal Amount	Amortized Cost ⁽⁴⁾	Fair Value ⁽⁵⁾
Winshipping.com LLC	^ (2)(3)	Beverage & Food	LIBOR	5.75%	10.15%	10/29/2027	\$ 9,950	\$ 9,608	\$ 9,161
First Lien Debt Total								\$ 225,222	\$ 220,133
Second Lien Debt (10.0%) of fair value)									
AI Convoy S.A.R.L (United Kingdom)	^ (2)(3)	Aerospace & Defense	LIBOR	8.25%	12.92%	1/17/2028	\$ 5,514	\$ 5,425	\$ 5,679
AP Plastics Acquisition Holdings, LLC	^ (2)(3)	Chemicals, Plastics & Rubber	LIBOR	7.50%	11.85%	8/10/2029	4,500	4,419	4,318
AQA Acquisition Holdings, Inc.	^ (2)(3)	High Tech Industries	LIBOR	7.50%	12.23%	3/3/2029	5,000	4,893	4,760
Quartz Holding Company	^ (2)	Software	LIBOR	8.00%	12.38%	4/2/2027	4,850	4,792	4,656
World 50, Inc.	^ (6)	Business Services	FIXED	11.50%	11.50%	1/9/2027	5,465	5,383	5,193
Second Lien Debt Total								\$ 24,912	\$ 24,606
Total Investments								\$ 250,134	\$ 244,739

^ Denotes that all or a portion of the assets are owned by Credit Fund II Sub. Credit Fund II Sub has entered into the Credit Fund II Sub Notes. The lenders of the Credit Fund II Sub Notes have a first lien security interest in substantially all of the assets of Credit Fund II Sub. Accordingly, such assets are not available to creditors of Credit Fund II.

- Unless otherwise indicated, issuers of investments held by Credit Fund are domiciled in the United States. As of December 31, 2022, the geographical composition of investments as a percentage of fair value was 3.5% in Canada, 1.7% in Luxembourg, 2.3% in the United Kingdom and 92.5% in the United States. Certain portfolio company investments are subject to contractual restrictions on sales.
- Variable rate loans to the portfolio companies bear interest at a rate that is determined by reference to either LIBOR or an alternate base rate (commonly based on the Federal Funds Rate or the U.S. Prime Rate), which generally resets quarterly. For each such loan, Credit Fund II has indicated the reference rate used and provided the spread and the interest rate in effect as of December 31, 2022. As of December 31, 2022, the reference rates for Credit Fund II's variable rate loans were the 30-day LIBOR at 4.39%, the 90-day LIBOR at 4.77%, the 180-day LIBOR at 5.14%, the 30-day SOFR at 4.36%, and the 90-day SOFR at 4.59%.
- Loan includes interest rate floor feature, which is generally 1.00%.
- Amortized cost represents original cost, including origination fees and upfront fees received that are deemed to be an adjustment to yield, adjusted for the accretion/amortization of discounts/premiums, as applicable, on debt investments using the effective interest method.
- Fair value is determined in good faith by or under the direction of the board of managers of Credit Fund II, pursuant to Credit Fund II's valuation policy, with the fair value of all investments determined using significant unobservable inputs, which is substantially similar to the valuation policy of the Company provided in Note 3, Fair Value Measurements, to these unaudited consolidated financial statements.
- Represents a corporate mezzanine loan, which is subordinated to senior secured term loans of the portfolio company.
- Loans include a credit spread adjustment that ranges from 0.10% to 0.26%.

Credit Fund II Senior Notes

On November 3, 2020 and as amended on December 29, 2021, June 30, 2022 and August 4, 2023, Credit Fund II Sub closed on the Credit Fund II Senior Notes (the "Credit Fund II Senior Notes") with lenders. The Credit Fund II Senior Notes provides for secured borrowings totaling \$157,500 with two tranches, A-1 and A-2 outstanding. The facility is secured by a first lien security interest in substantially all of the portfolio investments held by Credit Fund II Sub. The maturity date of the Credit Fund II Senior Notes is November 3, 2030. Amounts issued for the Class A-1 notes totaled \$147,500 and bear interest at a rate of Term SOFR plus 2.85%, and amounts issued for the Class A-2 notes totaled \$10,000 and bear interest at Term SOFR plus 3.35%. The A-1 Notes were rated AAA, and the A-2 Notes were rated AA by DBRS Morningstar. The terms of the Credit Fund II Senior Notes provide that as loans pay down, up to \$100,000 is available from principal proceeds for reinvestment, and then the investment principal proceeds are used to directly pay down the principal balance on the Credit Fund II Senior Notes. As of September 30, 2023 and December 31, 2022, Credit Fund II Sub was in compliance with all covenants and other requirements of its respective credit agreements.

7. BORROWINGS

The Company is party to the Credit Facility, as described below. In accordance with the Investment Company Act, the Company is currently only allowed to borrow amounts such that its asset coverage, as defined in the Investment Company Act, is at least 150% after such borrowing. For the purposes of the asset coverage ratio under the Investment Company Act, the Preferred Stock, as defined in Note 1, is considered a senior security and is included in the denominator of the calculation. As of September 30, 2023 and December 31, 2022, asset coverage was 181.14% and 176.79%, respectively, and the Company is in compliance with all covenants and other requirements of the credit facility agreement.

Credit Facility

The Company closed on the Credit Facility on March 21, 2014, which was subsequently amended on January 8, 2015, May 25, 2016, March 22, 2017, September 25, 2018, June 14, 2019, November 8, 2019, October 28, 2020, October 11, 2021, May 25, 2022, and August 31, 2023. The maximum principal amount of the Credit Facility is \$790,000, (\$745,000 prior to the August 31, 2023 amendment and \$688,000 prior to April 21, 2023), pursuant to the terms of the agreement, subject to availability under the Credit Facility, which is based on certain advance rates multiplied by the value of the Company's portfolio investments (subject to certain concentration limitations) net of certain other indebtedness that the Company may incur in accordance with the terms of the Credit Facility. Proceeds of the Credit Facility may be used for general corporate purposes, including the funding of portfolio investments. Maximum capacity under the Credit Facility may be increased to \$1,185,000 (\$900,000 prior to the August 31, 2023 amendment), through the exercise by the Company of an uncommitted accordion feature through which existing and new lenders may, at their option, agree to provide additional financing. The Credit Facility includes a \$50,000 limit for swingline loans and a \$20,000 limit for letters of credit. The Company may borrow amounts in U.S. dollars or certain other permitted currencies. Amounts drawn under the Credit Facility, including amounts drawn in respect of letters of credit, bear interest at either (i) a term benchmark rate of the Adjusted Term SOFR Rate, the Adjusted Euribor Rate, or the applicable Local Rate, as the case may be, or (ii) an Alternate Base Rate (which is the highest of (a) the Prime Rate, (b) the NYFRB Rate plus 0.50%, or (c) the Adjusted Term SOFR Rate for one month plus 1.00%) plus an applicable margin, each capitalized term as defined in the Credit Facility. The applicable margin for a term benchmark rate loan will be up to 1.875% and for an Alternate Base Rate loan will be up to 0.875%, in each case depending on the level of the Gross Borrowing Base compared to the Combined Debt Amount. The Company may elect either the term benchmark rate or the Alternative Base Rate at the time of drawdown, and loans may be converted from one rate to another at any time, subject to certain conditions. The Company also pays a fee of 0.375% on undrawn amounts under the Credit Facility and, in respect of each undrawn letter of credit, a fee and interest rate equal to the then-applicable margin under the Credit Facility while the letter of credit is outstanding. The availability period under the Credit Facility will terminate on August 31, 2027 (May 25, 2026 prior to the August 31, 2023 amendment) and the Credit Facility will mature on August 31, 2028 (May 25, 2027 prior to the August 31, 2023 amendment). On May 25, 2026, \$135,000 of the \$790,000 principal amount will terminate. During the period from May 25, 2026 to August 31, 2028, the Company will be obligated to make mandatory prepayments under the Credit Facility out of the proceeds of certain asset sales, other recovery events and equity and debt issuances.

Subject to certain exceptions, the Credit Facility is secured by a first lien security interest in substantially all of the portfolio investments held by the Company. The Credit Facility includes customary covenants, including certain financial covenants related to asset coverage, shareholders' equity and liquidity, certain limitations on the incurrence of additional indebtedness and liens, and other maintenance covenants, as well as usual and customary events of default for senior secured revolving credit facilities of this nature. As of September 30, 2023 and December 31, 2022, the Company was in compliance with all covenants and other requirements of the Credit Facility.

Below is a summary of the borrowings and repayments under the Credit Facility for the three and nine months ended September 30, 2023 and 2022, and the outstanding balances under the Credit Facility for the respective periods.

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Outstanding Borrowing, beginning of period	\$ 400,241	\$ 443,395	\$ 440,441	\$ 407,655
Borrowings	34,000	111,011	108,792	313,511
Repayments	(65,267)	(125,000)	(183,408)	(284,746)
Foreign currency translation	(2,718)	(5,447)	431	(12,461)
Outstanding Borrowing, end of period	\$ 366,256	\$ 423,959	\$ 366,256	\$ 423,959

The Credit Facility consisted of the following as of September 30, 2023 and December 31, 2022:

	Total Facility	Borrowings Outstanding	Unused Portion ⁽¹⁾	Amount Available ⁽²⁾
September 30, 2023	\$ 790,000	\$ 366,256	\$ 423,744	\$ 337,573
December 31, 2022	\$ 688,000	\$ 440,441	\$ 247,559	\$ 247,559

(1) The unused portion is the amount upon which commitment fees are based.

(2) Available for borrowing based on the computation of collateral to support the borrowings and subject to compliance with applicable covenants and financial ratios.

For the three and nine months ended September 30, 2023 and 2022, the components of interest expense and credit facility fees were as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Interest expense	\$ 6,932	\$ 4,292	\$ 21,291	\$ 9,395
Facility unused commitment fee	354	175	842	805
Amortization of deferred financing costs and debt issuance costs	194	271	549	746
Total interest expense and credit facility fees	\$ 7,480	\$ 4,738	\$ 22,682	\$ 10,946
Cash paid for interest expense and credit facility fees	\$ 7,407	\$ 2,242	\$ 22,559	\$ 7,717
Weighted average principal debt outstanding	\$ 377,040	\$ 423,487	\$ 414,993	\$ 385,509
Weighted average interest rate ⁽¹⁾	7.19 %	3.97 %	6.78 %	3.21 %

(1) Excludes facility unused commitment fee and amortization of deferred financing costs and debt issuance costs.

As of September 30, 2023 and December 31, 2022, the components of interest and credit facilities payable were as follows:

	As of	
	September 30, 2023	December 31, 2022
Interest expense payable	\$ 269	\$ 1,131
Unused commitment fees payable	139	—
Interest and credit facilities payable	\$ 408	\$ 1,131
Weighted average interest rate (based on floating benchmark rates)	7.22 %	6.04 %

Senior Notes

On December 30, 2019, the Company closed a private offering of \$115.0 million in aggregate principal amount of 4.75% Senior Unsecured Notes due December 31, 2024. Interest is payable quarterly, beginning March 31, 2020. On December 11, 2020, the Company issued an additional \$75.0 million aggregate principal amount of senior unsecured notes due December 31, 2024. The 2020 Notes bear interest at an interest rate of 4.50% and the interest is payable quarterly, beginning December 31, 2020.

The interest rate on the Senior Notes is subject to increase (up to an additional 1.00% over the stated rate of such notes) in the event that, subject to certain exceptions, the Senior Notes cease to have an investment grade rating. The Company is obligated to offer to repay the notes at par if certain change in control events occur. The Senior Notes are general unsecured obligations of the Company that rank pari passu with all outstanding and future unsecured unsubordinated indebtedness issued by the Company. Interest expense on the Senior Notes for the three and nine months ended September 30, 2023 was \$2,209 and \$6,627, respectively. Interest expense on the Senior Notes for the three and nine months ended September 30, 2022 was \$2,210 and \$6,628, respectively.

The note purchase agreement, as supplemented by the first supplement, for the Senior Notes contains customary terms and conditions for senior unsecured notes issued in a private placement, including, without limitation, affirmative and negative covenants such as information reporting, maintenance of the Company's status as a business development company within the meaning of the Investment Company Act and a regulated investment company under the Code, minimum asset coverage ratio and interest coverage ratio, and prohibitions on certain fundamental changes at the Company or any subsidiary guarantor, as well as customary events of default with customary cure and notice, including, without limitation, nonpayment, breach of covenant, material breach of representation or warranty under the note purchase agreement, cross-acceleration under other indebtedness of the Company or certain significant subsidiaries, certain judgments and orders, and certain events of bankruptcy. As of September 30, 2023 and December 31, 2022, the Company was in compliance with these terms and conditions.

2015-1R Notes

On June 26, 2015, the Company completed the 2015-1 Debt Securitization. The 2015-1 Notes were issued by the 2015-1 Issuer, a wholly-owned and consolidated subsidiary of the Company. The 2015-1 Debt Securitization was executed through a private placement of the 2015-1 Notes, consisting of \$273,000 in notes that were issued at par and were scheduled to mature on July 15, 2027. The Company received 100% of the \$125,900 in nominal value of the non-interest bearing preferred interests issued by the 2015-1 Issuer (the “2015-1 Issuer Preferred Interests”) on the closing date of the 2015-1 Debt Securitization in exchange for the Company’s contribution to the 2015-1 Issuer of the initial closing date loan portfolio. In connection with the contribution, the Company made customary representations, warranties and covenants to the 2015-1 Issuer in the purchase agreement.

On August 30, 2018, the Company and the 2015-1 Issuer closed the 2015-1 Debt Securitization Refinancing. On the closing date of the 2015-1 Debt Securitization Refinancing, the 2015-1 Issuer, refinanced the 2015-1 Notes to the 2015-1R Notes, reduced the 2015-1 Issuer Preferred Interests by approximately \$21,375 to approximately \$104,525 and extended the reinvestment period end date and maturity date applicable to the 2015-1 Issuer to October 15, 2023 and October 15, 2031, respectively.

On June 30, 2023, the 2015-1R Notes were amended to transition the benchmark rate to the Term SOFR Rate plus a Term SOFR adjustment (LIBOR prior to the 2015-1R Effective Date, as defined). The amendment was effective at the commencement of the next succeeding interest accrual period following the date of the amendment (the “2015-1R Effective Date”).

The 2015-1R Notes consist of:

- (a) \$234,800 AAA Class A-1-1-R Notes, which bear interest at the three-month SOFR plus a Term SOFR adjustment and 1.55%;
- (b) \$50,000 AAA Class A-1-2-R Notes, which bear interest at the three-month SOFR plus a Term SOFR adjustment and 1.78%;
- (c) \$25,000 AAA Class A-1-3-R Notes, which bear interest at 4.56%;
- (d) \$66,000 Class A-2-R Notes, which bear interest at the three-month SOFR plus a Term SOFR adjustment and 2.20%;
- (e) \$46,400 single-A Class B Notes which bear interest at the three-month SOFR plus a Term SOFR adjustment and 3.15%; and
- (f) \$27,000 BBB- Class C Notes, which bear interest at the three-month SOFR plus a Term SOFR adjustment and 4.00%.

Following the 2015-1 Debt Securitization Refinancing, the Company retained the 2015-1 Issuer Preferred Interests. The 2015-1R Notes in the 2015-1 Debt Securitization Refinancing were issued by the 2015-1 Issuer and are secured by a diversified portfolio of the 2015-1 Issuer consisting primarily of first and second lien senior secured loans.

The Company contributed the loans that comprised the initial closing date loan portfolio (including the loans distributed to the Company from the SPV) to the 2015-1 Issuer pursuant to a contribution agreement. Future loan transfers from the Company to the 2015-1 Issuer will be made pursuant to a sale agreement and are subject to the approval of the Company’s Board of Directors. Assets of the 2015-1 Issuer are not available to the creditors of the SPV or the Company. In connection with the issuance and sale of the 2015-1R Notes, the Company made customary representations, warranties and covenants in the purchase agreement.

During the reinvestment period, pursuant to the indenture governing the 2015-1R Notes, all principal collections received on the underlying collateral may be used by the 2015-1 Issuer to purchase new collateral under the direction of Investment Adviser in its capacity as collateral manager under a collateral management agreement (“the Collateral Management Agreement”) of the 2015-1 Issuer and in accordance with the Company’s investment strategy.

Pursuant to the Collateral Management Agreement, the 2015-1 Issuer pays management fees (comprised of base management fees, subordinated management fees and incentive management fees) to the Investment Adviser for rendering collateral management services. As per the Collateral Management Agreement, for the period the Company retains all of the 2015-1 Issuer Preferred Interests, the Investment Adviser does not earn management fees for providing such collateral management services. The Company currently retains all of the 2015-1 Issuer Preferred Interests, thus the Investment Adviser

did not earn any management fees from the 2015-1 Issuer for the three and nine months ended September 30, 2023 and 2022. Any such waived fees may not be recaptured by the Investment Adviser.

Pursuant to an undertaking by the Company in connection with the 2015-1 Debt Securitization Refinancing, the Company has agreed to hold on an ongoing basis the 2015-1 Issuer Preferred Interests with an aggregate dollar purchase price at least equal to 5% of the aggregate outstanding amount of all collateral obligations by the 2015-1 Issuer for so long as any securities of the 2015-1 Issuer remain outstanding. As of September 30, 2023, the Company was in compliance with its undertaking.

As of September 30, 2023, the 2015-1R Notes were secured by 76 first lien and second lien senior secured loans with a total fair value of approximately \$550,607 and cash of \$35,503. The pool of loans in the securitization must meet certain requirements, including asset mix and concentration, term, agency rating, collateral coverage, minimum coupon, minimum spread and sector diversity requirements in the indenture governing the 2015-1R Notes.

The carrying value of the 2015-1R Notes as of September 30, 2023 and December 31, 2022 is \$447,214 and \$447,029, respectively. The carrying value is presented net of unamortized debt issuance costs of \$1,986 and \$2,171 as of September 30, 2023 and December 31, 2022, respectively.

For the nine months ended September 30, 2023 and 2022 the effective annualized weighted average interest rates, which include amortization of debt issuance costs on the 2015-1R Notes, were 7.03% and 3.27%, respectively, based on benchmark rates. As of September 30, 2023 and December 31, 2022, the weighted average interest rates were 7.41% and 6.00%, respectively, based on benchmark rates.

For the three and nine months ended September 30, 2023 and 2022, the components of interest expense on the 2015-1R Notes were as follows:

	<u>Three months ended September 30,</u>		<u>Nine months ended September 30,</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Interest expense	\$ 8,436	\$ 4,927	\$ 23,777	\$ 10,964
Amortization of deferred financing costs and debt issuance costs	62	62	186	185
Total interest expense and credit facility fees	\$ 8,498	\$ 4,989	\$ 23,963	\$ 11,149
Cash paid for interest expense	\$ 8,080	\$ 5,293	\$ 22,464	\$ 10,558

As of September 30, 2023 and December 31, 2022, \$6,932 and \$5,618, respectively, of interest expense was included in interest and credit facility fees payable.

8. COMMITMENTS AND CONTINGENCIES

A summary of significant contractual payment obligations was as follows as of September 30, 2023 and December 31, 2022:

<u>Payment Due by Period</u>	<u>September 30, 2023</u>	<u>December 31, 2022</u>
Less than one year	\$ —	\$ —
1-3 years	252,081	190,000
3-5 years	304,175	440,441
More than 5 years	449,200	449,200
Total	<u>\$ 1,005,456</u>	<u>\$ 1,079,641</u>

In the ordinary course of its business, the Company enters into contracts or agreements that contain indemnification or warranties. Future events could occur that lead to the execution of these provisions against the Company. The Company believes that the likelihood of such an event is remote; however, the maximum potential exposure is unknown. No accrual has been made in the consolidated financial statements as of September 30, 2023 and December 31, 2022 for any such exposure.

The Company has in the past, currently is and may in the future become obligated to fund commitments such as revolving credit facilities, bridge financing commitments, or delayed draw commitments. The Company had the following unfunded commitments to fund delayed draw and revolving senior secured loans as of the indicated dates:

	Par / Principal Amount as of	
	September 30, 2023	December 31, 2022
Unfunded delayed draw commitments	\$ 72,421	\$ 83,743
Unfunded revolving loan commitments	69,247	74,463
Total unfunded commitments	\$ 141,668	\$ 158,206

9. NET ASSETS

The Company has the authority to issue 198,000,000 shares of common stock, par value \$0.01 per share, of which 50,794,941 was issued and outstanding as of September 30, 2023, and 2,000,000 shares of preferred stock, par value \$0.01 per share (“Preferred Stock”), which are fully issued and outstanding as of September 30, 2023.

Cumulative Convertible Preferred Stock

On May 5, 2020, the Company issued and sold 2,000,000 shares of Preferred Stock to an affiliate of Carlyle in a private placement at a price of \$25 per share. The Preferred Stock has a liquidation preference equal to \$25 per share (the “Liquidation Preference”) plus any accumulated but unpaid dividends up to but excluding the date of distribution. Dividends are payable on a quarterly basis in an initial amount equal to 7.00% per annum of the Liquidation Preference per share, payable in cash, or at the Company’s option, 9.00% per annum of the Liquidation Preference payable in additional shares of Preferred Stock. After May 5, 2027, the dividend rate will increase annually, in each case by 1.00% per annum.

The Preferred Stock is convertible, in whole or in part, at the option of the holder of the Preferred Stock into the number of shares of common stock equal to the Liquidation Preference plus any accumulated but unpaid dividends, divided by an initial conversion price of \$9.50, subject to certain adjustments to prevent dilution as set forth in the Company’s articles supplementary (the “Articles Supplementary”) that establishes the terms of the Preferred Stock. The conversion price as of September 30, 2023 was \$9.15. Effective as of May 5, 2023, the Company, with the approval of the Board of Directors, including a majority of the Independent Directors, has the option to redeem all of the Preferred Stock for cash consideration equal to the Liquidation Preference plus any accumulated but unpaid dividends. The holders of the Preferred Stock have the right to convert all or a portion of their shares of Preferred Stock prior to the date fixed for such redemption. Effective as of May 5, 2027, the holders of the Preferred Stock have the option to require the Company to redeem any or all of the then-outstanding Preferred Stock upon 90 days’ notice. The form of consideration used in any such redemption is at the option of the Board of Directors, including a majority of the Independent Directors, and may be cash consideration equal to the Liquidation Preference plus any accumulated but unpaid dividends, or shares of common stock. Holders also have the right to redeem the Preferred Stock upon a Change in Control (as defined in the Articles Supplementary).

The following table summarizes the Company's dividends declared on the Preferred Stock during the two most recent fiscal years and the current fiscal year to-date. Unless otherwise noted, dividends were declared and paid, or are payable, in cash.

Date Declared	Record Date	Payment Date	Per Share Amount
2021			
March 31, 2021	March 31, 2021	March 31, 2021	\$ 0.438
June 30, 2021	June 30, 2021	June 30, 2021	\$ 0.438
September 30, 2021	September 30, 2021	September 30, 2021	\$ 0.438
December 29, 2021	December 31, 2021	December 31, 2021	\$ 0.438
Total			<u>\$ 1.752</u>
2022			
March 25, 2022	March 31, 2022	March 31, 2022	\$ 0.438
June 27, 2022	June 30, 2022	June 30, 2022	\$ 0.438
September 22, 2022	September 30, 2022	September 30, 2022	\$ 0.438
December 16, 2022	December 30, 2022	December 30, 2022	\$ 0.438
Total			<u>\$ 1.752</u>
2023			
March 23, 2023	March 31, 2023	March 31, 2023	\$ 0.438
June 27, 2023	June 30, 2023	June 30, 2023	\$ 0.438
September 19, 2023	September 29, 2023	September 29, 2023	\$ 0.438
Total			<u>\$ 1.314</u>

Company Stock Repurchase Program

On November 2, 2023, the Company's Board of Directors approved the continuation of the Company's stock repurchase program (the "Company Stock Repurchase Program") until November 5, 2024, or until the approved dollar amount has been used to repurchase shares of common stock. On August 1, 2022, the Company's Board of Directors approved to increase the size of the Company Stock Repurchase Program by \$50 million to an aggregate amount of \$200 million. This program may be suspended, extended, modified or discontinued by the Company at any time, subject to applicable law. The Company's Stock Repurchase Program was originally approved by the Company's Board of Directors on November 5, 2018 and announced on November 6, 2018. Since the inception of the Company Stock Repurchase Program through September 30, 2023, the Company has repurchased 11,773,718 shares of the Company's common stock at an average cost of \$13.40 per share, or \$157,737 in the aggregate, resulting in accretion to net assets per share of \$0.65.

Changes in Net Assets

For the three months ended September 30, 2023, the Company did not repurchase and extinguish shares. For the nine months ended September 30, 2023, the Company repurchased and extinguished 265,195 shares for \$3,993. The following tables summarize capital activity for the three and nine months ended September 30, 2023:

	Preferred Stock		Common Stock		Capital in Excess of Par Value	Offering Costs	Accumulated Net Investment Income (Loss)	Accumulated Net Realized Gain (Loss)	Accumulated Net Unrealized Appreciation (Depreciation)	Total Net Assets
	Shares	Amount	Shares	Amount						
Balance, July 1, 2023	2,000,000	\$ 50,000	50,794,941	\$ 508	\$ 1,018,234	\$ (1,633)	\$ 50,393	\$ (150,375)	\$ (67,446)	\$ 899,681
Repurchase of common stock	—	—	—	—	—	—	—	—	—	—
Net investment income (loss)	—	—	—	—	—	—	27,111	—	—	27,111
Net realized gain (loss)	—	—	—	—	—	—	—	264	—	264
Net change in unrealized appreciation (depreciation)	—	—	—	—	—	—	—	—	2,612	2,612
Dividends declared on common stock and preferred stock	—	—	—	—	—	—	(23,224)	—	—	(23,224)
Balance, September 30, 2023	<u>2,000,000</u>	<u>\$ 50,000</u>	<u>50,794,941</u>	<u>\$ 508</u>	<u>\$ 1,018,234</u>	<u>\$ (1,633)</u>	<u>\$ 54,280</u>	<u>\$ (150,111)</u>	<u>\$ (64,834)</u>	<u>\$ 906,444</u>

	Preferred Stock		Common Stock		Capital in Excess of Par Value	Offering Costs	Accumulated Net Investment Income (Loss)	Accumulated Net Realized Gain (Loss)	Accumulated Net Unrealized Appreciation (Depreciation)	Total Net Assets
	Shares	Amount	Shares	Amount						
Balance, January 1, 2023	2,000,000	\$ 50,000	51,060,136	\$ 511	\$ 1,022,224	\$ (1,633)	\$ 43,097	\$ (129,061)	\$ (67,715)	\$ 917,423
Repurchase of common stock	—	—	(265,195)	(3)	(3,990)	—	—	—	—	(3,993)
Net investment income (loss)	—	—	—	—	—	—	80,856	—	—	80,856
Net realized gain (loss)	—	—	—	—	—	—	—	(21,050)	—	(21,050)
Net change in unrealized appreciation (depreciation)	—	—	—	—	—	—	—	—	2,881	2,881
Dividends declared on common stock and preferred stock	—	—	—	—	—	—	(69,673)	—	—	(69,673)
Balance, September 30, 2023	<u>2,000,000</u>	<u>\$ 50,000</u>	<u>50,794,941</u>	<u>\$ 508</u>	<u>\$ 1,018,234</u>	<u>\$ (1,633)</u>	<u>\$ 54,280</u>	<u>\$ (150,111)</u>	<u>\$ (64,834)</u>	<u>\$ 906,444</u>

For the three and nine months ended September 30, 2022, the Company repurchased and extinguished 531,439 and 1,525,682 shares, respectively, for \$7,144 and \$21,120, respectively. The following tables summarize capital activity for the three and nine months ended September 30, 2022:

	Preferred Stock		Common Stock		Capital in Excess of Par Value	Offering Costs	Accumulated Net Investment Income (Loss)	Accumulated Net Realized Gain (Loss)	Accumulated Net Unrealized Appreciation (Depreciation)	Total Net Assets
	Shares	Amount	Shares	Amount						
Balance, July 1, 2022	2,000,000	\$ 50,000	52,148,211	\$ 521	\$ 1,038,462	\$ (1,633)	\$ 23,268	\$ (117,811)	\$ (66,314)	\$926,493
Repurchase of common stock	—	—	(531,439)	(4)	(7,140)	—	—	—	—	(7,144)
Net investment income (loss)	—	—	—	—	—	—	31,153	—	—	31,153
Net realized gain (loss)	—	—	—	—	—	—	—	(4,579)	—	(4,579)
Net change in unrealized appreciation (depreciation)	—	—	—	—	—	—	—	—	11,256	11,256
Dividends declared on common stock and preferred stock	—	—	—	—	—	—	(21,528)	—	—	(21,528)
Balance, September 30, 2022	<u>2,000,000</u>	<u>\$ 50,000</u>	<u>51,616,772</u>	<u>\$ 517</u>	<u>\$ 1,031,322</u>	<u>\$ (1,633)</u>	<u>\$ 32,893</u>	<u>\$ (122,390)</u>	<u>\$ (55,058)</u>	<u>\$935,651</u>

	Preferred Stock		Common Stock		Capital in Excess of Par Value	Offering Costs	Accumulated Net Investment Income (Loss)	Accumulated Net Realized Gain (Loss)	Accumulated Net Unrealized Appreciation (Depreciation)	Total Net Assets
	Shares	Amount	Shares	Amount						
Balance, January 1, 2022	2,000,000	\$ 50,000	53,142,454	\$ 532	\$ 1,052,427	\$ (1,633)	\$ 19,562	\$ (123,297)	\$ (48,787)	\$948,804
Repurchase of common stock	—	—	(1,525,682)	(15)	(21,105)	—	—	—	—	(21,120)
Net investment income (loss)	—	—	—	—	—	—	78,542	—	—	78,542
Net realized gain (loss)	—	—	—	—	—	—	—	907	—	907
Net change in unrealized appreciation (depreciation)	—	—	—	—	—	—	—	—	(6,271)	(6,271)
Dividends declared	—	—	—	—	—	—	(65,211)	—	—	(65,211)
Balance, September 30, 2022	<u>2,000,000</u>	<u>\$ 50,000</u>	<u>51,616,772</u>	<u>\$ 517</u>	<u>\$ 1,031,322</u>	<u>\$ (1,633)</u>	<u>\$ 32,893</u>	<u>\$ (122,390)</u>	<u>\$ (55,058)</u>	<u>\$935,651</u>

Earnings Per Share

The Company calculates earnings per share in accordance with ASC 260. Basic earnings per share is calculated by dividing the net increase (decrease) in net assets resulting from operations, less preferred dividends, by the weighted average number of common shares outstanding. Diluted earnings per share gives effect to all dilutive potential common shares outstanding using the if-converted method for the convertible Preferred Stock. Diluted earnings per share excludes all dilutive potential common shares if their effect is anti-dilutive. Basic and diluted earnings per common share were as follows:

	Three months ended September 30,			
	2023		2022	
	Basic	Diluted⁽¹⁾	Basic	Diluted⁽¹⁾
Net increase (decrease) in net assets resulting from operations attributable to Common Stockholders	\$ 29,112	\$ 29,987	\$ 36,955	\$ 37,830
Weighted-average common shares outstanding	50,794,941	55,993,539	51,863,022	57,182,634
Basic and diluted earnings per share	<u>\$ 0.57</u>	<u>\$ 0.54</u>	<u>\$ 0.71</u>	<u>\$ 0.66</u>

(1) Diluted earnings per share were anti-dilutive for the period presented.

	Nine months ended September 30,			
	2023		2022	
	Basic	Diluted	Basic	Diluted
Net increase (decrease) in net assets resulting from operations attributable to Common Stockholders	\$ 60,062	\$ 62,687	\$ 70,553	\$ 73,178
Weighted-average common shares outstanding	50,825,315	56,289,108	52,388,355	57,707,967
Basic and diluted earnings per share	<u>\$ 1.18</u>	<u>\$ 1.11</u>	<u>\$ 1.35</u>	<u>\$ 1.27</u>

The following table summarizes our updates to our dividend policy. Our dividend policy is subject to change by the Board of Directors in its sole discretion at any time.

Record Date	Base Dividend Per Share
September 30, 2020	\$ 0.32
September 30, 2022	\$ 0.34
December 30, 2022	\$ 0.36
March 31, 2023	\$ 0.37

The following table summarizes the Company's dividends declared on its common stock during the two most recent fiscal years and the current fiscal year to-date:

<u>Date Declared</u>	<u>Record Date</u>	<u>Payment Date</u>	<u>Per Common Share Amount</u>
February 22, 2021	March 31, 2021	April 16, 2021	\$ 0.32
February 22, 2021	March 31, 2021	April 16, 2021	\$ 0.05 ⁽¹⁾
May 3, 2021	June 30, 2021	July 15, 2021	\$ 0.32
May 3, 2021	June 30, 2021	July 15, 2021	\$ 0.04 ⁽¹⁾
August 2, 2021	September 30, 2021	October 15, 2021	\$ 0.32
August 2, 2021	September 30, 2021	October 15, 2021	\$ 0.06 ⁽¹⁾
November 1, 2021	December 31, 2021	January 14, 2022	\$ 0.32
November 1, 2021	December 31, 2021	January 14, 2022	\$ 0.07 ⁽¹⁾
February 18, 2022	March 31, 2022	April 15, 2022	\$ 0.32
February 18, 2022	March 31, 2022	April 15, 2022	\$ 0.08 ⁽¹⁾
May 2, 2022	June 30, 2022	July 15, 2022	\$ 0.32
May 2, 2022	June 30, 2022	July 15, 2022	\$ 0.08 ⁽¹⁾
August 8, 2022	September 30, 2022	October 14, 2022	\$ 0.34
August 8, 2022	September 30, 2022	October 14, 2022	\$ 0.06 ⁽¹⁾
October 31, 2022	December 30, 2022	January 16, 2023	\$ 0.36
October 31, 2022	December 30, 2022	January 16, 2023	\$ 0.08 ⁽¹⁾
February 21, 2023	March 31, 2023	April 14, 2023	\$ 0.37
February 21, 2023	March 31, 2023	April 14, 2023	\$ 0.07 ⁽¹⁾
May 4, 2023	June 30, 2023	July 18, 2023	\$ 0.37
May 4, 2023	June 30, 2023	July 18, 2023	\$ 0.07 ⁽¹⁾
August 3, 2023	September 29, 2023	October 17, 2023	\$ 0.37
August 3, 2023	September 29, 2023	October 17, 2023	\$ 0.07 ⁽¹⁾

(1) Represents a special/supplemental dividend.

10. CONSOLIDATED FINANCIAL HIGHLIGHTS

The following is a schedule of consolidated financial highlights for the nine months ended September 30, 2023 and 2022:

	<u>Nine months ended September 30,</u>	
	<u>2023</u>	<u>2022</u>
Per Common Share Data:		
Net asset value per common share, beginning of period	\$ 16.99	\$ 16.91
Net investment income (loss) ⁽¹⁾	1.54	1.45
Net realized gain (loss) and net change in unrealized appreciation (depreciation) on investments and non-investment assets and liabilities	(0.36)	(0.10)
Net increase (decrease) in net assets resulting from operations	1.18	1.35
Dividends declared ⁽²⁾	(1.32)	(1.20)
Other ⁽³⁾	—	0.01
Accretion due to share repurchases	0.01	0.09
Net asset value per common share, end of period	<u>\$ 16.86</u>	<u>\$ 17.16</u>
Market price per common share, end of period	\$ 14.50	\$ 11.44
Number of common shares outstanding, end of period	50,794,941	51,616,772
Total return based on net asset value ⁽⁴⁾	8.41 %	8.57 %
Total return based on market price ⁽⁵⁾	10.70 %	(7.94)%
Net assets attributable to Common Stockholders, end of period	\$ 856,444	\$ 885,651
Ratio to average net assets attributable to Common Stockholders⁽⁶⁾:		
Expenses before incentive fees	9.47 %	6.35 %
Expenses after incentive fees	11.40 %	8.16 %
Net investment income (loss)	9.40 %	8.82 %
Interest expense and credit facility fees	6.20 %	3.23 %
Ratios/Supplemental Data:		
Asset coverage, end of period	181.14 %	179.56 %
Portfolio turnover	8.24 %	25.70 %
Weighted-average common shares outstanding	50,825,315	52,388,355

- (1) Net investment income (loss) per common share was calculated as net investment income (loss) less the preferred dividend for the period divided by the weighted average number of common shares outstanding for the period.
- (2) Dividends declared per common share was calculated as the sum of dividends on common stock declared during the period divided by the number of common shares outstanding at each respective quarter-end date (refer to Note 9, Net Assets).
- (3) Includes the impact of different share amounts as a result of calculating certain per share data based on the weighted-average basic shares outstanding and certain per share data based on the shares outstanding as of a period end or transaction date.
- (4) Total return based on net asset value (not annualized) is based on the change in net asset value per common share during the period plus the declared dividends on common stock, assuming reinvestment of dividends in accordance with the dividend reinvestment plan, divided by the beginning net asset value for the period.
- (5) Total return based on market value (not annualized) is calculated as the change in market value per common share during the period plus the declared dividends on common stock, assuming reinvestment of dividends in accordance with the dividend reinvestment plan, divided by the beginning market price for the period.
- (6) These ratios to average net assets attributable to Common Stockholders have not been annualized.

11. LITIGATION

The Company may become party to certain lawsuits in the ordinary course of business. The Company does not believe that the outcome of current matters, if any, will materially impact the Company or its consolidated financial statements. As of September 30, 2023 and December 31, 2022, the Company was not subject to any material legal proceedings, nor, to the Company's knowledge, is any material legal proceeding threatened against the Company.

In addition, portfolio investments of the Company could be the subject of litigation or regulatory investigations in the ordinary course of business. The Company does not believe that the outcome of any current contingent liabilities of its portfolio investments, if any, will materially affect the Company or these consolidated financial statements.

12. TAX

The Company has not recorded a liability for any uncertain tax positions pursuant to the provisions of ASC 740, *Income Taxes*, as of September 30, 2023 and December 31, 2022.

In the normal course of business, the Company is subject to examination by federal and certain state, local and foreign tax regulators. The Company's federal tax returns are generally subject to examination by the Internal Revenue service for a period of three years after they are filed.

The Company's taxable income for each period is an estimate and will not be finally determined until the Company files its tax return for each year. Therefore, the final taxable income, and the taxable income earned in each period and carried forward for distribution in the following period, may be different than this estimate. The estimated tax character of dividends declared on preferred stock and common stock for nine months ended September 30, 2023 and 2022 was as follows:

	Nine months ended September 30,	
	2023	2022
Ordinary income	\$ 69,673	\$ 65,211
Tax return of capital	\$ —	\$ —

13. SUBSEQUENT EVENTS

Subsequent events have been evaluated through the date the unaudited consolidated financial statements were issued. There have been no subsequent events that require recognition or disclosure through the date the unaudited consolidated financial statements were issued, except as disclosed below and elsewhere in the unaudited consolidated financial statements.

On November 2, 2023, the Board of Directors declared a base quarterly common dividend of \$0.37 per share plus a supplemental common dividend of \$0.07 per share, which are payable on January 18, 2024 to common stockholders of record on December 29, 2023.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.
(dollar amounts in thousands, except per share data, unless otherwise indicated)

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

We have included or incorporated by reference in this Quarterly Report on Form 10-Q (“Form 10-Q”), and from time to time our management may make, “forward-looking statements”. These forward-looking statements are not historical facts, but instead relate to future events or the future performance or financial condition of Carlyle Secured Lending, Inc. (together with its consolidated subsidiaries, “we,” “us,” “our,” “CSL” or the “Company”). These statements are based on current expectations, estimates and projections about us, our current or prospective portfolio investments, our industry, our beliefs, and our assumptions. The forward-looking statements contained in this Form 10-Q involve a number of risks and uncertainties, including statements concerning:

- our, or our portfolio companies’, future business, operations, operating results or prospects, including our and their ability to achieve our respective objectives, including as a result of large scale global events such as the COVID-19 pandemic;
- the return or impact of current and future investments;
- the general economy and its impact on the industries in which we invest;
- the impact of any protracted decline in the liquidity of credit markets on our business;
- the impact of fluctuations in interest rates on our business, including from the discontinuation of LIBOR and the implementation of alternatives to LIBOR;
- the valuation of our investments in portfolio companies, particularly those having no liquid trading market;
- the impact of supply chain constraints on our portfolio companies and the global economy;
- the current inflationary environment, and its impact on our portfolio companies and on the industries in which we invest;
- the impact on our business of changes in laws, policies or regulations (including the interpretation thereof) affecting our operations or the operations of our portfolio companies;
- our ability to recover unrealized losses;
- market conditions and our ability to access alternative debt markets and additional debt and equity capital
- our contractual arrangements and relationships with third parties;
- uncertainty surrounding the financial stability of the United States, Europe and China, including a possible shutdown of the U.S. federal government;
- uncertainty surrounding Russia’s military invasion of Ukraine and the impact of geopolitical tensions, such as between China and the United States;
- competition with other entities and our affiliates for investment opportunities;
- the speculative and illiquid nature of our investments;
- the use of borrowed money to finance a portion of our investments;
- our expected financings and investments;
- the adequacy of our cash resources and working capital;
- the timing, form and amount of any dividend distributions;
- the timing of cash flows, if any, from the operations of our portfolio companies;
- the ability to consummate acquisitions;
- the impact of information technology system failures, data security breaches, data privacy compliance, network disruptions, and cybersecurity attacks;
- the ability of Carlyle Global Credit Investment Management L.L.C., our investment adviser (the “Investment Adviser”), to locate suitable investments for us and to monitor and administer our investments;

- currency fluctuations and the adverse effect such fluctuations could have on the results of our investments in foreign companies, particularly to the extent that we receive payments denominated in foreign currency rather than U.S. dollars;
- the impact of information technology system failures, data security breaches, data privacy compliance, network disruptions, and cybersecurity attacks;
- the ability of The Carlyle Group Employee Co., L.L.C. to attract and retain highly talented professionals that can provide services to our Investment Adviser and Carlyle Global Credit Administration L.L.C. (the “Administrator”);
- our ability to maintain our status as a business development company (“BDC”); and
- our intent to satisfy the requirements of a regulated investment company (“RIC”) under Subchapter M of the Internal Revenue Code of 1986, as amended (together with the rules and regulations promulgated thereunder, the “Code”).

We use words such as “anticipates,” “believes,” “expects,” “intends,” “will,” “should,” “may,” “plans,” “continue,” “believes,” “seeks,” “estimates,” “would,” “could,” “targets,” “projects,” “outlook,” “potential,” “predicts” and variations of these words and similar expressions to identify forward-looking statements, although not all forward-looking statements include these words. Our actual results and condition could differ materially from those implied or expressed in the forward-looking statements for any reason, including the factors set forth in “Risk Factors” in Part II, Item 1A of our annual report on Form 10-K for the year ended December 31, 2022 (our “2022 Form 10-K”).

We have based the forward-looking statements included in this Form 10-Q on information available to us on the date of this Form 10-Q, and we assume no obligation to update any such forward-looking statements. Although we undertake no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise, you are advised to consult any additional disclosures that we may make directly to you or through reports that we have filed or in the future may file with the Securities and Exchange Commission (the “SEC”), including our annual reports on Form 10-K, registration statements on Form N-2, quarterly reports on Form 10-Q and current reports on Form 8-K.

OVERVIEW

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with Part I, Item 1 of this Form 10-Q “Financial Statements.” This discussion contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to those described in “Risk Factors” in Part I, Item 1A of our 2022 Form 10-K. Our actual results could differ materially from those anticipated by such forward-looking statements due to factors discussed under “Risk Factors” in our 2022 Form 10-K and “Cautionary Statement Regarding Forward-Looking Statements” appearing elsewhere in this Form 10-Q.

Carlyle Secured Lending, Inc., a Maryland corporation, is a specialty finance company that is a closed-end, externally managed, non-diversified management investment company. We have elected to be regulated as a BDC under the Investment Company Act and have operated our business as a BDC since we began our investment activities. For U.S. federal income tax purposes, we have elected to be treated as a RIC under Subchapter M of the Code. We were formed in February 2012, commenced investment operations in May 2013 and began trading on the Nasdaq Global Select Market, under the symbol “CGBD,” upon completion of our initial public offering in June 2017. Our principal executive offices are located at One Vanderbilt Avenue, Suite 3400, New York, New York 10017.

Our investment objective is to generate current income and, to a lesser extent, capital appreciation primarily through assembling a portfolio of secured debt investments in U.S. middle market companies. Our core investment strategy focuses on lending to U.S. middle market companies, which we define as companies with approximately \$25 million to \$100 million of earnings before interest, taxes, depreciation and amortization (“EBITDA”), supported by financial sponsors. This core strategy is opportunistically supplemented with differentiated and complementary lending and investing strategies, which take advantage of the broad capabilities of Carlyle’s Global Credit platform while offering risk-diversifying portfolio benefits. We seek to achieve our investment objective primarily through direct origination of secured debt instruments, including first lien senior secured loans (which may include stand-alone first lien loans, first lien/last out loans and “unitranche” loans) and second lien senior secured loans (collectively, “Middle Market Senior Loans”), with a minority of our assets invested in higher yielding investments (which may include unsecured debt, subordinated debt and investments in equities). The Middle Market Senior Loans are generally made to private U.S. middle market companies that are, in many cases, controlled by private equity firms.

We are externally managed by our Investment Adviser, an investment adviser registered under the Investment Advisers Act of 1940, as amended. Our Administrator provides the administrative services necessary for us to operate. Both our Investment Adviser and our Administrator are wholly owned subsidiaries of Carlyle Investment Management L.L.C., a

subsidiary of Carlyle. The Investment Committee is responsible for reviewing and approving our investment opportunities. The members of the Investment Committee include several of the most senior credit professionals within the Global Credit segment, with backgrounds and expertise across multiple asset classes with significant industry experience and tenure. As of September 30, 2023, our Investment Adviser's investment team included a team of 217 investment professionals across the Carlyle Global Credit segment. The Investment Committee has delegated approval of certain amendments, follow-on investments with existing borrowers, investments below certain size thresholds (existing or new platforms), and other matters as determined by the Investment Committee to the Screening Committee. In addition, our Investment Adviser and its investment team are supported by a team of finance, operations and administrative professionals currently employed by Carlyle Employee Co., a wholly owned subsidiary of Carlyle. In conducting our investment activities, we believe that we benefit from the significant scale, relationships and resources of Carlyle, including our Investment Adviser and its affiliates.

KEY COMPONENTS OF OUR RESULTS OF OPERATIONS

Investments

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

Revenue

We generate revenue primarily in the form of interest income on debt investments we hold. In addition, we generate income from dividends on direct equity investments, capital gains on the sales of loans and debt and equity securities and various loan origination and other fees. Our debt investments generally have a stated term of five to eight years and generally bear interest at a floating rate usually determined on the basis of a benchmark such as SOFR. Interest on these debt investments is generally paid quarterly. In some instances, we receive payments on our debt investments based on scheduled amortization of the outstanding balances. In addition, we receive repayments of some of our debt investments prior to their scheduled maturity date. The frequency or volume of these repayments fluctuates significantly from period to period. Our portfolio activity also reflects the proceeds of sales of securities. We may also generate revenue in the form of commitment, origination, amendment, structuring or due diligence fees, fees for providing managerial assistance and consulting fees.

Expenses

Our primary operating expenses include the payment of: (i) investment advisory fees, including base management fees and incentive fees, to our Investment Adviser pursuant to the investment advisory agreement between us and our Investment Adviser (as amended, the "Investment Advisory Agreement"); (ii) debt service and other costs of borrowings or other financing arrangements; (iii) costs and other expenses and our allocable portion of overhead incurred by our Administrator in performing its administrative obligations under the Administration Agreement between us and our Administrator; and (iv) other operating expenses summarized below:

- administration fees payable under our Administration Agreement and Sub-Administration Agreements, including related expenses;
- the costs of any offerings of our common stock and other securities, if any;
- calculating individual asset values and our net asset value (including the cost and expenses of any independent valuation firms);
- expenses, including travel expenses, incurred by our Investment Adviser, or members of our Investment Adviser team managing our investments, or payable to third parties, performing due diligence on prospective portfolio companies;
- the allocated costs incurred by our Investment Adviser in providing managerial assistance to those portfolio companies that request it;
- amounts payable to third parties relating to, or associated with, making or holding investments;
- the costs associated with subscriptions to data service, research-related subscriptions and expenses and quotation equipment and services used in making or holding investments;
- transfer agent and custodial fees;
- commissions and other compensation payable to brokers or dealers;

- U.S. federal, state and local taxes;
- independent director fees and expenses;
- costs of preparing financial statements and maintaining books and records, costs of preparing tax returns, costs of Sarbanes-Oxley Act compliance and attestation and costs of filing reports or other documents with the SEC (or other regulatory bodies), and other reporting and compliance costs, including federal and state registration and any applicable listing fees;
- the costs of any reports, proxy statements or other notices to our stockholders and the costs of any stockholders' meetings;
- the costs of specialty and custom software for monitoring risk, compliance and overall portfolio;
- fidelity bond, liability insurance, and any other insurance premiums;
- indemnification payments;
- direct fees and expenses associated with independent audits, agency, consulting and legal costs; and
- all other expenses incurred by us or our Administrator in connection with administering our business, including our allocable share of certain officers and their staff compensation.

We expect our general and administrative expenses to be relatively stable or to decline as a percentage of total assets during periods of asset growth and to increase during periods of asset decline.

PORTFOLIO AND INVESTMENT ACTIVITY

Below is a summary of certain characteristics of our investment portfolio as of September 30, 2023 and December 31, 2022.

	As of	
	September 30, 2023	December 31, 2022
Number of investments	171	173
Number of portfolio companies / investment funds	124	134
Number of industries	26	28
Percentage of total investment fair value:		
First lien debt	68.4 %	68.6 %
Second lien debt	12.7 %	13.3 %
Total secured debt	81.1 %	81.9 %
Investment Funds	13.5 %	13.3 %
Equity investments	5.4 %	4.8 %
Percentage of debt investment fair value:		
Floating rate ⁽¹⁾	98.8 %	98.5 %
Fixed interest rate	1.2 %	1.5 %

(1) Primarily subject to interest rate floors.

Our investment activity for the three months ended September 30, 2023 and 2022 is presented below (information presented herein is at amortized cost unless otherwise indicated):

	Three months ended September 30,	
	2023	2022
Investments:		
Total investments, beginning of period	\$ 1,963,144	\$ 1,958,301
New investments purchased	54,316	227,794
Net accretion of discount on investments	2,003	2,835
Net realized gain (loss) on investments	(142)	(4,508)
Investments sold or repaid	(92,437)	(172,235)
Total Investments, end of period	\$ 1,926,884	\$ 2,012,187
Principal amount of investments funded:		
First Lien Debt	\$ 56,025	\$ 267,262
Second Lien Debt	613	285
Equity Investments ⁽¹⁾	2,166	918
Total	\$ 58,804	\$ 268,465
Principal amount of investments sold or repaid:		
First Lien Debt	\$ (57,832)	\$ (180,937)
Second Lien Debt	(28,891)	(31,500)
Equity Investments ⁽¹⁾	(1,543)	—
Total	\$ (88,266)	\$ (212,437)
Number of new funded debt investments ⁽²⁾	6	16
Average amount of new funded debt investments	\$ 5,651	\$ 16,147

(1) Based on cost/proceeds of equity activity. The prior period has been conformed to the current presentation.

(2) For the three months ended September 30, 2023 and 2022, 100% of new funded debt investments were at floating interest rates.

As of September 30, 2023 and December 31, 2022, investments consisted of the following:

	September 30, 2023		December 31, 2022	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
First Lien Debt	\$ 1,319,570	\$ 1,270,972	\$ 1,416,343	\$ 1,359,962
Second Lien Debt	241,091	236,975	271,266	262,703
Equity Investments	95,126	101,113	91,269	94,190
Investment Funds	271,097	251,415	271,097	263,022
Total	\$ 1,926,884	\$ 1,860,475	\$ 2,049,975	\$ 1,979,877

The weighted average yields⁽¹⁾ for our first lien debt, second lien debt and income producing investments, based on the amortized cost and fair value as of September 30, 2023 and December 31, 2022, were as follows:

	September 30, 2023		December 31, 2022	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
First Lien Debt	12.6 %	12.9 %	11.5 %	11.9 %
Second Lien Debt	13.7 %	13.9 %	12.8 %	13.2 %
First and Second Lien Debt Total	12.8 %	13.1 %	11.7 %	12.1 %
Total Debt and Income Producing Investments ⁽²⁾	12.7 %	13.1 %	11.8 %	12.2 %

(1) Weighted average yields include the effect of accretion of discounts and amortization of premiums and are based on interest rates as of September 30, 2023 and December 31, 2022. Weighted average yield on debt and income producing investments at fair value is computed as (a) the annual stated interest rate or yield earned plus the net annual amortization of original issue discount ("OID") and market discount earned, divided by (b) total fair value included in such securities. Weighted average yield on debt and income producing investments at amortized cost is computed as (a) the annual stated interest rate or yield earned plus the net annual amortization of OID and market discount earned, divided by (b) total amortized cost included in such securities. Actual yields earned over the life of each investment could differ materially from the yields presented above. Effective March 31, 2023,

weighted average yields exclude investments placed on non-accrual status. Prior periods were conformed to the current presentation. Inclusive of all debt and income producing investments and investments on non-accrual status, the weighted average yield on amortized cost was 12.3% and 11.4% as of September 30, 2023 and December 31, 2022, respectively.

(2) Income Producing Investments include Credit Fund and Credit Fund II, as well as income producing equity investments.

Total weighted average yields (which includes the effect of accretion of discount and amortization of premiums) of our first lien debt, second lien debt and income producing investments as measured on an amortized cost basis increased from 11.8% as of December 31, 2022 to 12.7% as of September 30, 2023. The increase in weighted average yields was primarily due to the impact of rising benchmark interest rates.

As of September 30, 2023 and December 31, 2022, four and three of our debt investments, respectively, were on non-accrual status. The remaining first and second lien debt investments were performing and current on their interest payments as of September 30, 2023 and December 31, 2022. The following table summarizes the fair value of our performing and non-accrual/non-performing investments as of September 30, 2023 and December 31, 2022:

	September 30, 2023		December 31, 2022	
	Fair Value	Percentage	Fair Value	Percentage
Performing	\$ 1,823,875	98.0 %	\$ 1,921,945	97.1 %
Non-accrual ⁽¹⁾	36,600	2.0	57,932	2.9
Total	<u>\$ 1,860,475</u>	<u>100.0 %</u>	<u>\$ 1,979,877</u>	<u>100.0 %</u>

(1) For information regarding our non-accrual policy, see Note 2, Significant Accounting Policies, to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q.

See the Consolidated Schedules of Investments as of September 30, 2023 and December 31, 2022 in our unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q for more information on these investments, including a list of companies and type and amount of investments.

As part of the monitoring process, our Investment Adviser has developed risk assessment policies pursuant to which it regularly assesses the risk profile of each of our debt investments and rates each of them based on the following categories, which we refer to as “Internal Risk Ratings”. Pursuant to these risk policies, an Internal Risk Rating of 1 – 5, which are defined below, is assigned to each debt investment in our portfolio. Key drivers of internal risk ratings include financial metrics, financial covenants, liquidity and enterprise value coverage.

Internal Risk Ratings Definitions

<u>Rating</u>	<u>Definition</u>
1	Borrower is operating above expectations, and the trends and risk factors are generally favorable.
2	Borrower is operating generally as expected or at an acceptable level of performance. The level of risk to our initial cost basis is similar to the risk to our initial cost basis at the time of origination. This is the initial risk rating assigned to all new borrowers.
3	Borrower is operating below expectations and level of risk to our cost basis has increased since the time of origination. The borrower may be out of compliance with debt covenants. Payments are generally current although there may be higher risk of payment default.
4	Borrower is operating materially below expectations and the loan’s risk has increased materially since origination. In addition to the borrower being generally out of compliance with debt covenants, loan payments may be past due, but generally not by more than 120 days. It is anticipated that we may not recoup our initial cost basis and may realize a loss of our initial cost basis upon exit.
5	Borrower is operating substantially below expectations and the loan’s risk has increased substantially since origination. Most or all of the debt covenants are out of compliance and payments are substantially delinquent. It is anticipated that we will not recoup our initial cost basis and may realize a substantial loss of our initial cost basis upon exit.

Our Investment Adviser monitors and, when appropriate, changes the risk ratings assigned to each debt investment in our portfolio. Our Investment Adviser reviews our investment ratings in connection with our quarterly valuation process. The below table summarizes the Internal Risk Ratings as of September 30, 2023 and December 31, 2022.

	September 30, 2023		December 31, 2022	
	Fair Value	% of Fair Value	Fair Value	% of Fair Value
(dollar amounts in millions)				
Internal Risk Rating 1	\$ 27.1	1.8 %	\$ 30.7	1.9 %
Internal Risk Rating 2	1,187.9	78.8	1,280.1	78.8
Internal Risk Rating 3	256.3	17.0	254.0	15.7
Internal Risk Rating 4	36.6	2.4	48.6	3.0
Internal Risk Rating 5	—	—	9.3	0.6
Total	<u>\$ 1,507.9</u>	<u>100.0 %</u>	<u>\$ 1,622.7</u>	<u>100.0 %</u>

As of both September 30, 2023 and December 31, 2022, the weighted average Internal Risk Rating of our debt investment portfolio was 2.2. As of September 30, 2023, four of our debt investments, with an aggregate fair value of \$36.6 million were assigned an Internal Risk Rating of 4-5. As of December 31, 2022, three of our debt investments, with an aggregate fair value of \$57.9 million were assigned an Internal Risk Rating of 4-5.

CONSOLIDATED RESULTS OF OPERATIONS

The net increase or decrease in net assets from operations may vary substantially from period to period as a result of various factors, including the recognition of realized gains and losses and net change in unrealized appreciation and depreciation. As a result, quarterly comparisons may not be meaningful.

Net Investment Income

Net investment income (loss) for the three and nine months ended September 30, 2023 and 2022 was as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Total investment income	\$ 60,501	\$ 59,143	\$ 178,941	\$ 151,220
Total expenses (including Excise tax expense)	(33,390)	(27,990)	(98,085)	(72,678)
Net investment income (loss)	<u>\$ 27,111</u>	<u>\$ 31,153</u>	<u>\$ 80,856</u>	<u>\$ 78,542</u>

The changes in net investment income for the three and nine months ended September 30, 2023 from the comparable periods in 2022 was primarily driven by the changes discussed below.

Investment Income

Investment income for the three and nine months ended September 30, 2023 and 2022 was as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Investment income				
Interest income	\$ 46,040	\$ 37,499	\$ 137,142	\$ 103,209
PIK income	5,417	11,146	14,321	18,595
Dividend Income	8,276	7,524	24,828	22,572
Other income	768	2,974	2,650	6,844
Total investment income	<u>\$ 60,501</u>	<u>\$ 59,143</u>	<u>\$ 178,941</u>	<u>\$ 151,220</u>

The increase in investment income for the three and nine months ended September 30, 2023 from the comparable periods in 2022 was primarily driven by an increase in interest income from higher weighted average interest rates, partially offset by a decrease in PIK income from one-time income from restoring our Direct Travel, Inc. debt investments to accrual status. As of September 30, 2023, the size of our portfolio decreased to \$1,926,884 from \$2,012,187 as of September 30, 2022, at amortized cost. As of September 30, 2023, the weighted average yield of our first and second lien debt investments increased to 12.8% from 10.4% as of September 30, 2022 on amortized cost.

Interest and PIK income on our first and second lien debt investments is dependent on the composition and credit quality of the portfolio. Generally, we expect the portfolio to generate predictable quarterly interest income based on the terms stated in each loan's credit agreement. As of September 30, 2023 and 2022, four and two of our debt investments, respectively, were on non-accrual status. Non-accrual investments had a fair value of \$36,600 and \$37,404, respectively, which represented approximately 2.0% and 1.9% of total investments at fair value, respectively, as of September 30, 2023 and 2022. The remaining first and second lien debt investments were performing and current on their interest payments as of September 30, 2023 and 2022.

The decrease in other income for the three and nine months ended September 30, 2023 from the comparable periods in 2022 was primarily driven by lower amendment, underwriting and prepayment fees.

The increase in dividend income for the three and nine months ended September 30, 2023 from the comparable periods in 2022 was primarily driven by an increase in dividends declared by the investment funds as a result of higher net investment income each investment fund earned.

Expenses

Expenses for the three and nine months ended September 30, 2023 and 2022 comprised the following:

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Base management fees	\$ 7,080	\$ 7,262	\$ 21,501	\$ 21,425
Incentive fees	5,530	6,451	16,595	16,137
Professional fees	684	787	1,896	2,322
Administrative service fees	369	470	866	1,337
Interest expense and credit facility fees	18,222	11,937	53,376	28,723
Directors' fees and expenses	103	173	333	519
Other general and administrative	552	461	1,495	1,237
Excise tax expense	850	449	2,023	978
Total expenses (including Excise tax expense)	\$ 33,390	\$ 27,990	\$ 98,085	\$ 72,678

Below is a summary of the base management fees and incentive fees incurred during the three and nine months ended September 30, 2023 and 2022.

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Base management fees	\$ 7,080	\$ 7,262	\$ 21,501	\$ 21,425
Incentive fees on pre-incentive fee net investment income	5,530	6,451	16,595	16,137
Total base management fees and incentive fees	\$ 12,610	\$ 13,713	\$ 38,096	\$ 37,562

The changes in incentive fees related to pre-incentive fee net investment income for the three and nine months ended September 30, 2023 from the comparable periods in 2022 was driven by differences in the pre-incentive fee net investment income. Base management fees for the three and nine months ended September 30, 2023 remained consistent with the comparable periods in 2022.

For the three and nine months ended September 30, 2023 and 2022, there were no accrued capital gains incentive fees based upon the cumulative net realized and unrealized appreciation (depreciation) as of September 30, 2023 and 2022. The accrual for any capital gains incentive fee under accounting principles generally accepted in the United States ("U.S. GAAP") in a given period may result in an additional expense if such cumulative amount is greater than in the prior period or a reduction of previously recorded expense if such cumulative amount is less than in the prior period. If such cumulative amount is negative, then there is no accrual. See Note 4, Related Party Transactions, to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q for more information on the incentive and base management fees.

Interest expense and credit facility fees for the three and nine months ended September 30, 2023 and 2022 comprised the following:

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Interest expense	\$ 17,578	\$ 11,491	\$ 51,697	\$ 27,172
Facility unused commitment fee	354	175	841	805
Amortization of deferred financing costs and debt issuance costs	290	271	838	746
Total interest expense and credit facility fees	\$ 18,222	\$ 11,937	\$ 53,376	\$ 28,723
Cash paid for interest expense and credit facility fees	17,696	9,460	\$ 51,650	\$ 24,902
Average principal debt outstanding	\$ 1,016,240	\$ 1,062,687	\$ 1,054,193	\$ 898,738
Weighted average interest rate	6.79 %	4.23 %	6.48 %	3.96 %

The increase in interest expense and credit facility fees for the three and nine months ended September 30, 2023 compared to the comparable periods in 2022 was primarily driven by higher weighted average interest rates due to higher benchmark rates.

Professional fees include legal, rating agencies, audit, tax, valuation, technology and other professional fees incurred related to the management of the Company. Administrative service fees represent fees paid to the Administrator for our allocable portion of overhead and other expenses incurred by the Administrator in performing its obligations under the Administration Agreement, including our allocable portion of the cost of certain of our executive officers and their respective staff. Other general and administrative expenses include insurance, filing, research, subscriptions and other costs.

Net Realized Gain (Loss) and Net Change in Unrealized Appreciation (Depreciation)

The amount of and number of realized gain (loss) and change in appreciation (depreciation) for the three and nine months ended September 30, 2023 and 2022 were as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Realized gain on investments	\$ 153	\$ 598	\$ 1,600	\$ 7,953
Number of investments with realized gains	3	7	12	17
Realized losses on investments	\$ 295	\$ 5,106	\$ 23,048	\$ 6,568
Number of investments with realized losses	2	6	14	13
Change in unrealized appreciation on investments	\$ 18,458	\$ 25,319	\$ 65,642	\$ 39,047
Number of investments with unrealized appreciation	112	62	123	38
Change in unrealized depreciation on investments	\$ 18,143	\$ 19,524	\$ 61,953	\$ 57,776
Number of investments with unrealized depreciation	60	103	65	141

Net realized gain (loss) and net change in unrealized appreciation (depreciation) for the three and nine months ended September 30, 2023 and 2022 were as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Net realized gain (loss) on investments	\$ (142)	\$ (4,508)	\$ (21,448)	\$ 1,385
Net change in unrealized appreciation (depreciation) on investments ⁽¹⁾	315	5,795	3,689	(18,729)
Net realized gain (loss) and net change in unrealized appreciation (depreciation) on investments	173	1,287	(17,759)	(17,344)
Net realized currency gain (loss) on non-investment assets and liabilities	406	(71)	398	(478)
Net change in unrealized currency gains (losses) on non-investment assets and liabilities	2,297	5,461	(808)	12,458
Net realized and unrealized gains (losses)	\$ 2,876	\$ 6,677	\$ (18,169)	\$ (5,364)

(1) For the three and nine months ended September 30, 2023, net change in unrealized appreciation (depreciation) on investments included \$(2,337) and \$805 related to currency gains (losses), respectively. For the three and nine months ended September 30, 2022, net change in unrealized appreciation (depreciation) on investments included \$(5,464) and \$(12,633) related to currency gains (losses), respectively.

Net realized gain (loss) and net change in unrealized appreciation (depreciation) by the type of investments for the three and nine months ended September 30, 2023 and 2022 were as follows:

Type	Three months ended September 30,				Nine months ended September 30,			
	2023		2022		2023		2022	
	Net realized gain (loss)	Net change in unrealized appreciation (depreciation)	Net realized gain (loss)	Net change in unrealized appreciation (depreciation)	Net realized gain (loss)	Net change in unrealized appreciation (depreciation)	Net realized gain (loss)	Net change in unrealized appreciation (depreciation)
First Lien Debt	\$ (97)	\$ 7,212	\$ 151	\$ 1,205	\$ (22,706)	\$ 7,783	\$ 3,102	\$ (12,622)
Second Lien Debt	(45)	(467)	(4,659)	3,421	(93)	4,447	(5,615)	(7,800)
Equity Investments	—	(1,825)	—	(753)	1,351	3,066	3,898	(808)
Investment Funds	—	(4,605)	—	1,922	—	(11,607)	—	2,501
Total	\$ (142)	\$ 315	\$ (4,508)	\$ 5,795	\$ (21,448)	\$ 3,689	\$ 1,385	\$ (18,729)

The net realized loss on our investments for the three months ended September 30, 2023 was primarily driven by sales to Credit Fund II. The net realized loss on our investments for the nine months ended September 30, 2023 was primarily driven by the exit of our investment in DermaRite and the restructuring of PPT Management Holdings. Net change in unrealized appreciation (depreciation) in our investments for the three months ended September 30, 2023 was primarily driven by the tightening of market yields. Net change in unrealized appreciation (depreciation) in our investments for the nine months ended September 30, 2023 was primarily driven by the performance of our investment in American Physician Partners offset by the reversal of prior period unrealized losses on our investment in DermaRite and Bayside OCP (formerly PPT Management). Net change in unrealized appreciation (depreciation) is also driven by changes in other inputs utilized under our valuation methodology, including, but not limited to, enterprise value multiples, borrower leverage multiples and borrower ratings, and the impact of exits.

Middle Market Credit Fund, LLC (“Credit Fund”)

On February 29, 2016, we and Credit Partners entered into an amended and restated limited liability company agreement, which was subsequently amended and restated on June 24, 2016 and February 22, 2021, May 16, 2022 and April 20, 2023 (as amended, the “Limited Liability Company Agreement”) to co-manage Credit Fund, a Delaware limited liability company that is not consolidated in our consolidated financial statements. Credit Fund is managed by a six-member board of managers, on which we and Credit Partners each have equal representation. We and Credit Partners each have 50% economic ownership of Credit Fund and have commitments to fund, from time to time, capital of up to \$250,000 each. Funding of such commitments generally requires the approval of the board of Credit Fund, including the board members appointed by us. By virtue of our respective membership interests, we and Credit Partners each indirectly bear an allocable share of all expenses and other obligations of Credit Fund.

Credit Fund primarily invests in first lien loans of middle market companies sourced primarily by us and our affiliates. Portfolio and investment decisions with respect to Credit Fund must be unanimously approved by a quorum of Credit Fund’s investment committee consisting of an equal number of representatives of us and Credit Partners. Therefore, although we own more than 25% of the voting securities of Credit Fund, we do not believe that we have control over Credit Fund (other than for purposes of the Investment Company Act). Middle Market Credit Fund SPV, LLC (“Credit Fund Sub”), MMCF CLO 2017-1 LLC (the “2017-1 Issuer”) and MMCF Warehouse II, LLC (“Credit Fund Warehouse II”), each a Delaware limited liability company are wholly owned subsidiaries of Credit Fund and are consolidated in Credit Fund’s consolidated financial statements.

Since inception of Credit Fund and through September 30, 2023 and December 31, 2022, we and Credit Partners each made capital contributions of \$1 in members’ equity and \$216,000 in subordinated loans to Credit Fund. On May 25, 2021, the Company and Credit Partners received an aggregate return of capital on the subordinated loans of \$46,000, of which the Company received \$23,000. The cost and fair value of our investment in Credit Fund was \$193,001 and \$184,527, respectively, as of September 30, 2023 and \$193,001 and \$190,065, respectively, as of December 31, 2022.

Our portion of the dividend declared by Credit Fund was \$5,500 and \$5,000 for the three months ended September 30, 2023 and 2022, respectively. Our portion of the dividend declared by Credit Fund was \$16,500 and \$15,000 for the nine months ended September 30, 2023 and 2022, respectively. As of both September 30, 2023 and December 31, 2022, our annualized dividend yield from Credit Fund was 11.4%.

Below is a summary of Credit Fund’s portfolio as of September 30, 2023 and December 31, 2022:

	As of	
	September 30, 2023	December 31, 2022
Senior secured loans ⁽¹⁾	\$ 816,447	\$ 955,605
Weighted average yields of senior secured loans based on amortized cost ⁽²⁾	11.2 %	10.0 %
Weighted average yields of senior secured loans based on fair value ⁽²⁾	11.6 %	10.5 %
Number of portfolio companies in Credit Fund	38	45
Average amount per portfolio company ⁽¹⁾	\$ 21,485	\$ 21,236
Number of loans on non-accrual status	3	—
Fair value of loans on non-accrual status	\$ 13,591	\$ —
Percentage of portfolio at floating interest rates ⁽³⁾⁽⁴⁾	100.0 %	100.0 %
Fair value of loans with PIK provisions	\$ 35,272	\$ 49,950
Percentage of portfolio with PIK provisions ⁽⁴⁾	4.7 %	5.5 %

(1) At par/principal amount.

(2) Weighted average yields include the effect of accretion of discounts and amortization of premiums and are based on interest rates as of September 30, 2023 and December 31, 2022. Weighted average yield on debt at fair value is computed as (a) the annual stated interest rate or yield earned plus the net annual amortization of original issue discount (“OID”) and market discount earned, divided by (b) total fair value included in such securities. Weighted average yield on debt at amortized cost is computed as (a) the annual stated interest rate or yield earned plus the net annual amortization of OID and market discount earned, divided by (b) total amortized cost included in such securities. Actual yields earned over the life of each investment could differ materially from the yields presented above. Effective March 31, 2023, weighted average yields exclude investments placed on non-accrual status. Prior periods were conformed to the current presentation.

(3) Floating rate debt investments are generally subject to interest rate floors.

(4) Percentages based on fair value.

At times, the Company will engage in purchase and sale transactions with Credit Fund, as detailed below. See Note 5, Middle Market Credit Fund, LLC, to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q.

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Number of investments sold	—	3	3	6
Proceeds from investments	\$ —	\$ 31,014	\$ 18,237	\$ 84,534
Realized gain (loss) from investments	\$ —	\$ 121	\$ (94)	\$ 48

Middle Market Credit Fund II, LLC (“Credit Fund II”)

On November 3, 2020, we and Cliffwater Corporate Lending Fund (“CCLF”) entered into a limited liability company agreement to co-manage Credit Fund II, a Delaware limited liability company that is not consolidated in our consolidated financial statements. Credit Fund II is managed by a four-member board, on which we and CCLF have equal representation. We and CCLF have 84.13% and 15.87% economic ownership of Credit Fund II, respectively. By virtue of our respective membership interests, we and CCLF each indirectly bear an allocable share of all expenses and other obligations of Credit Fund II.

Credit Fund II primarily invests in senior secured loans of middle market companies. Credit Fund II's initial portfolio was funded in November 2020 with existing senior secured debt investments contributed by us and as part of the transaction, we determined that the contribution met the requirements under ASC 860, *Transfers and Servicing*. Credit Fund II is expected to make only limited new investments in senior secured loans of middle market companies. Portfolio and investment decisions with respect to Credit Fund II must be unanimously approved by a quorum of Credit Fund II's board members consisting of at least one of our representatives and one of CCLF's representatives. Therefore, although we own more than 25% of the voting securities of Credit Fund II, we do not believe that we have control over Credit Fund (other than for purposes of the Investment Company Act). Middle Market Credit Fund II SPV, LLC (“Credit Fund II Sub”), a Delaware limited liability company, is a wholly owned subsidiary of Credit Fund II and is consolidated in Credit Fund II's consolidated financial statements.

Since inception of Credit Fund II and through September 30, 2023, we and CCLF made capital contributions of \$78,096 and \$12,709 in members' equity, respectively, to Credit Fund II. The cost and fair value of our investment in Credit Fund II was \$78,096 and \$66,888, respectively, as of September 30, 2023 and \$78,096 and \$72,957, respectively, as of December 31, 2022.

Our portion of the dividend declared by Credit Fund II was \$2,776 and \$2,524 for the three months ended September 30, 2023 and 2022, respectively. Our portion of the dividend declared by Credit Fund II was \$8,328 and \$7,572 for the nine months ended September 30, 2023 and 2022, respectively. As of both September 30, 2023 and December 31, 2022, our annualized dividend yield from Credit Fund II was 14.2%.

Below is a summary of Credit Fund II's portfolio as of September 30, 2023 and December 31, 2022:

	As of	
	September 30, 2023	December 31, 2022
Senior secured loans ⁽¹⁾	\$ 249,300	\$ 253,310
Weighted average yields of senior secured loans based on amortized cost ⁽²⁾	12.0 %	11.1 %
Weighted average yields of senior secured loans based on fair value ⁽²⁾	12.2 %	11.3 %
Number of portfolio companies in Credit Fund II	35	35
Average amount per portfolio company ⁽¹⁾	\$ 7,123	\$ 7,237
Number of loans on non-accrual status	1	—
Fair value of loans on non-accrual status	\$ —	\$ —
Percentage of portfolio at floating interest rates ⁽³⁾⁽⁴⁾	97.9 %	97.9 %
Percentage of portfolio at fixed interest rates ⁽⁴⁾	2.1 %	2.1 %
Fair value of loans with PIK provisions	\$ 2,663	\$ 10,787
Percentage of portfolio with PIK provisions ⁽⁴⁾	1.1 %	4.4 %

(1) At par/principal amount.

(2) Weighted average yields include the effect of accretion of discounts and amortization of premiums and are based on interest rates as of September 30, 2023 and December 31, 2022. Weighted average yield on debt at fair value is computed as (a) the annual stated interest rate or yield earned plus the net annual amortization of original issue discount (“OID”) and market discount earned, divided by (b) total fair value included in such securities. Weighted average yield on debt at amortized cost is computed as (a) the annual stated interest rate or yield earned plus the net annual amortization of OID and market discount earned, divided by (b) total amortized cost included in such securities. Actual yields earned over the life of each investment could differ materially from the yields presented above. Effective March 31, 2023, weighted average yields exclude investments placed on non-accrual status. Prior periods were conformed to the current presentation.

(3) Floating rate debt investments are generally subject to interest rate floors.

(4) Percentages based on fair value.

At times, the Company will engage in purchase and sale transactions with Credit Fund II, as detailed below. See Note 6, Middle Market Credit Fund II, LLC, to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q.

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Number of investments purchased	1	—	1	—
Cost of investments purchased	\$ 6,581	\$ —	\$ 6,581	\$ —
Number of investments sold	5	5	10	9
Proceeds from investments	\$ 24,601	\$ 27,429	\$ 45,190	\$ 59,222
Realized gain (loss) from investments	\$ 140	\$ (421)	\$ (33)	\$ (842)

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

We generate cash from the net proceeds of offerings of our common stock and through cash flows from operations, including investment sales and repayments as well as income earned on investments and cash equivalents. We may also fund a portion of our investments through borrowings under the Credit Facility, as defined below, the issuance of debt, and through securitization of a portion of our existing investments. The primary use of existing funds and any funds raised in the future is expected to be for investments in portfolio companies, repayment of indebtedness, cash distributions to our stockholders, repurchases of our common stock and for other general corporate purposes. We believe our current cash position, available capacity on our revolving credit facilities – which is well in excess of our unfunded commitments – and net cash provided by operating activities will provide us with sufficient resources to meet our obligations and continue to support our investment objectives, including reserving for the capital needs which may arise at our portfolio companies.

Credit Facility, Senior Notes, and 2015-1R Notes

On March 21, 2014, we closed on a senior secured revolving credit facility (the “Credit Facility”), as amended from time to time. The maximum principal amount of the Credit Facility is \$790,000, (\$745,000 prior to the August 31, 2023 amendment, and \$688,000 prior to April 21, 2023) pursuant to the terms of the agreement, subject to availability under the Credit Facility, which is based on certain advance rates multiplied by the value of the Company’s portfolio investments (subject to certain concentration limitations) net of certain other indebtedness that the Company may incur in accordance with the terms of the Credit Facility. Proceeds of the Credit Facility may be used for general corporate purposes, including the funding of portfolio investments. Maximum capacity under the Credit Facility may be increased, subject to certain conditions, to \$1,185,000 (\$900,000 prior to the August 31, 2023 amendment) through the exercise by the Company of an uncommitted accordion feature through which existing and new lenders may, at their option, agree to provide additional financing. The Credit Facility includes a \$50,000 limit for swingline loans and a \$20,000 limit for letters of credit. Subject to certain exceptions, the Credit Facility is secured by a first lien security interest in substantially all of the portfolio investments held by the Company. The Credit Facility includes customary covenants, including certain financial covenants related to asset coverage, shareholders’ equity and liquidity, certain limitations on the incurrence of additional indebtedness and liens, and other maintenance covenants, as well as usual and customary events of default for senior secured revolving credit facilities of this nature.

On December 30, 2019, we closed a private offering of \$115.0 million in aggregate principal amount of 4.75% Senior Unsecured Notes due December 31, 2024 (the “2019 Notes”). On December 11, 2020, we issued an additional \$75.0 million aggregate principal amount of senior unsecured notes due December 31, 2024 (the “2020 Notes,” together with the 2019 Notes, the “Senior Notes”). The 2020 Notes bear interest at an interest rate of 4.50%. We paid an affiliate of Carlyle a fee of \$562 for underwriting services rendered in connection with the issuance of the 2020 Notes in the amount of 0.75% of the aggregate principal amount of the 2020 Notes. The interest rates of the Senior Notes are subject to increase (up to an additional 1.00% over the stated rate of such notes) in the event, subject to certain exceptions, the Senior Notes cease to have an investment grade rating. The Senior Notes are general unsecured obligations of the Company that rank pari passu with all outstanding and future unsecured unsubordinated indebtedness issued by the Company. For more information on the Senior Notes, see Note 7, Borrowings, to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q.

On June 26, 2015, we completed the 2015-1 Debt Securitization, which was refinanced on August 30, 2018 (the “2015-1 Debt Securitization Refinancing”) by redeeming in full the 2015-1 Notes and issuing new notes (the “2015-1R Notes”). The 2015-1R Notes were issued by Carlyle Direct Lending CLO 2015-1R LLC (the “2015-1 Issuer”), a wholly owned and consolidated subsidiary of us. The 2015-1R Notes are secured by a diversified portfolio of the 2015-1 Issuer consisting primarily of first and second lien senior secured loans.

On June 30, 2023, the 2015-1R Notes were amended to transition the benchmark rate to the Term SOFR Rate plus a Term SOFR adjustment (LIBOR prior to the 2015-1R Effective Date, as defined). The amendment is effective at the commencement of the next succeeding interest accrual period following the date of the amendment (the “2015-1R Effective Date”).

The 2015-1R Notes consist of:

- (a) \$234,800 AAA Class A-1-1-R Notes, which bear interest at the three-month SOFR plus a Term SOFR adjustment and 1.55%;
- (b) \$50,000 AAA Class A-1-2-R Notes, which bear interest at the three-month SOFR plus a Term SOFR adjustment and 1.78% thereafter;
- (c) \$25,000 AAA Class A-1-3-R Notes, which bear interest at 4.56%;
- (d) \$66,000 Class A-2-R Notes, which bear interest at the three-month SOFR plus a Term SOFR adjustment and 2.20%;
- (e) \$46,400 single-A Class B Notes, which bear interest at the three-month SOFR plus a Term SOFR adjustment and 3.15%;
- (f) \$27,000 BBB- Class C Notes, which bear interest at the three-month SOFR plus a Term SOFR adjustment and 4.00%.

The Company received 100% of the \$125,900 in nominal value of the non-interest bearing preferred interests issued by the 2015-1 Issuer (the “2015-1 Issuer Preferred Interests”) on the closing date of the 2015-1 Debt Securitization in exchange for the Company’s contribution to the 2015-1 Issuer of the initial closing date loan portfolio. Following the 2015-1 Debt Securitization Refinancing, the 2015-1 Issuer Preferred Interests were reduced by approximately \$21,375 to approximately \$104,525.

The 2015-1R Notes have a reinvestment period end date and maturity date of October 15, 2023 and October 15, 2031, respectively. In connection with the initial financing, we have made customary representations, warranties and covenants to the 2015-1 Issuer. The Class A-1-1-R, Class A-1-2-R, Class A-1-3-R, Class A-2-R, Class B and Class C Notes are included in the unaudited consolidated financial statements included in Part I, Item 1 of this Form 10-Q. The 2015-1 Issuer Preferred Interests were eliminated in consolidation. For more information on the 2015-1R Notes, see Note 7, Borrowing, to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q.

As of September 30, 2023 and December 31, 2022, we had \$55,218 and \$30,506, respectively, in cash, cash equivalents and restricted cash. The Credit Facility consisted of the following as of September 30, 2023 and December 31, 2022:

	Total Facility	Borrowings Outstanding	Unused Portion⁽¹⁾	Amount Available⁽²⁾
September 30, 2023	\$ 790,000	\$ 366,256	\$ 423,744	\$ 337,573
December 31, 2022	\$ 688,000	\$ 440,441	\$ 247,559	\$ 247,559

(1) The unused portion is the amount upon which commitment fees are based.

(2) Available for borrowing based on the computation of collateral to support the borrowings and subject to compliance with applicable covenants and financial ratios.

The following were the carrying values (before debt issuance costs) and fair values of the Company’s 2015-1R Notes and Senior Notes as of September 30, 2023 and December 31, 2022:

	September 30, 2023		December 31, 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Aaa/AAA Class A-1-1-R Notes	\$ 234,800	\$ 233,016	\$ 234,800	\$ 232,170
Aaa/AAA Class A-1-2-R Notes	50,000	49,770	50,000	49,655
Aaa/AAA Class A-1-3-R Notes	25,000	23,938	25,000	24,013
AA Class A-2-R Notes	66,000	65,340	66,000	63,802
A Class B Notes	46,400	45,078	46,400	44,465
BBB- Class C Notes	27,000	26,393	27,000	25,920
2019 Notes	115,000	102,849	115,000	105,496
2020 Notes	75,000	67,731	75,000	69,180
Total	\$ 639,200	\$ 614,115	\$ 639,200	\$ 614,701

As of September 30, 2023 and December 31, 2022, we had \$1,005,456 and \$1,079,641, respectively, of outstanding consolidated indebtedness under the Credit Facility, the 2015-1R Notes and the Senior Notes. Our annualized interest cost as of September 30, 2023 and December 31, 2022, was 6.82% and 5.78%, excluding fees (such as fees on undrawn amounts and amortization of upfront fees). For the three months ended September 30, 2023 and 2022, we incurred \$18,222 and \$11,937, respectively, of interest expense and credit facility fees. For the nine months ended September 30, 2023 and 2022, we incurred \$53,376 and \$28,723, respectively, of interest expense and credit facility fees.

Our Credit Facility, the Senior Notes and the 2015-1R Notes impose financial and operating covenants that restrict our business activities, and provide for remedies on default and similar matters. As of September 30, 2023, we were in material compliance with the operating and financial covenants of our Credit Facility, the Senior Notes and the 2015-1R Notes. Although we believe we will continue to be in material compliance, we cannot assure you that we will continue to comply with the covenants in our Credit Facility, the Senior Notes and the 2015-1R Notes. Failure to comply with these covenants could result in a default. If we were unable to obtain a waiver of a default from the lenders or holders of that indebtedness, as applicable, those lenders or holders could accelerate repayment under that indebtedness, which may result in cross-acceleration of other indebtedness, and thereby have a material adverse effect on our business, financial condition and results of operations. Moreover, to the extent that we cannot meet our financing obligations, we risk the loss of some or all of our assets to liquidation or sale to satisfy the obligations. In such an event, we may be forced to sell assets at significantly depressed prices due to market conditions or otherwise, which may result in losses.

Equity Activity

Common shares issued and outstanding as of September 30, 2023 and December 31, 2022 were 50,794,941 and 51,060,136, respectively.

The following table summarizes activity in the number of shares of our common stock outstanding during the nine months ended September 30, 2023 and 2022:

	Nine months ended September 30,	
	2023	2022
Common shares outstanding, beginning of period	51,060,136	53,142,454
Repurchase of common stock ⁽¹⁾	(265,195)	(1,525,682)
Common shares outstanding, end of period	<u>50,794,941</u>	<u>51,616,772</u>

(1) See Note 9, Net Assets, to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q for additional information regarding the Company Stock Repurchase Program.

On May 5, 2020, we issued and sold 2,000,000 shares of Preferred Stock, par value \$0.01, to an affiliate of Carlyle in a private placement at a price of \$25 per share. Shares of Preferred Stock issued and outstanding were 2,000,000 as of both September 30, 2023 and December 31, 2022.

Dividends and Distributions

The following table summarizes our updates to our dividend policy. Our dividend policy is subject to change by the Board of Directors in its sole discretion at any time.

Record Date	Base Dividend Per Share
September 30, 2020	\$ 0.32
September 30, 2022	\$ 0.34
December 30, 2022	\$ 0.36
March 31, 2023	\$ 0.37

The following table summarizes our dividends declared per share of common stock during the two most recent fiscal years and the current fiscal year to-date:

Date Declared	Record Date	Payment Date	Per Share Amount ⁽¹⁾
2021			
February 22, 2021	March 31, 2021	April 16, 2021	\$ 0.37
May 3, 2021	June 30, 2021	July 15, 2021	\$ 0.36
August 2, 2021	September 30, 2021	October 15, 2021	\$ 0.38
November 1, 2021	December 31, 2021	January 14, 2022	\$ 0.39
Total			\$ 1.50
2022			
February 18, 2022	March 31, 2022	April 15, 2022	\$ 0.40
May 2, 2022	June 30, 2022	July 15, 2022	\$ 0.40
August 8, 2022	September 30, 2022	October 14, 2022	\$ 0.40
October 31, 2022	December 30, 2022	January 16, 2023	\$ 0.44
Total			\$ 1.64
2023			
February 21, 2023	March 31, 2023	April 14, 2023	\$ 0.44
May 4, 2023	June 30, 2023	July 18, 2023	\$ 0.44
August 3, 2023	September 29, 2023	October 17, 2023	\$ 0.44
Total			\$ 1.32

(1) Per Share Amount includes the base dividend and a special/supplemental dividend. For more information on the base dividend and special/supplemental dividend, see Note 9, Net Assets, to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q.

Our Preferred Stock has a liquidation preference equal to \$25 per share (the “Liquidation Preference”) plus any accumulated but unpaid dividends up to but excluding the date of distribution. Dividends on our Preferred Stock are payable on a quarterly basis in an initial amount equal to 7.00% per annum of the Liquidation Preference per share, payable in cash, or at our option, 9.00% per annum of the Liquidation Preference payable in additional shares of Preferred Stock.

The Preferred Stock is convertible, in whole or in part, at the option of the holder of the Preferred Stock into the number of shares of common stock equal to the Liquidation Preference plus any accumulated but unpaid dividends, divided by an initial conversion price of \$9.50, subject to certain adjustments to prevent dilution as set forth in the Company's articles supplementary (the “Articles Supplementary”). The conversion price as of September 30, 2023 was \$9.15. Effective as of May 5, 2023, the Company, with the approval of the Board of Directors, including a majority of the Independent Directors, has the option to redeem all of the Preferred Stock for cash consideration equal to the Liquidation Preference plus any accumulated but unpaid dividends. The holders of the Preferred Stock have the right to convert all or a portion of their shares of Preferred Stock prior to the date fixed for such redemption. Effective as of May 5, 2027, the holders of the Preferred Stock have the option to require the Company to redeem any or all of the then-outstanding Preferred Stock upon 90 days’ notice. The form of consideration used in any such redemption is at the option of the Board of Directors, including a majority of the Independent Directors, and may be cash consideration equal to the Liquidation Preference plus any accumulated but unpaid dividends, or shares of common stock. Holders also have the right to redeem the Preferred Stock upon a Change in Control (as defined in the Articles Supplementary).

The following table summarizes the Company's dividends declared on the Preferred Stock during the two most recent fiscal years and the current fiscal year to-date. Unless otherwise noted, dividends were declared and paid, or are payable, in cash.

Date Declared	Record Date	Payment Date	Per Share Amount
2021			
March 31, 2021	March 31, 2021	March 31, 2021	\$ 0.438
June 30, 2021	June 30, 2021	June 30, 2021	\$ 0.438
September 30, 2021	September 30, 2021	September 30, 2021	\$ 0.438
December 29, 2021	December 31, 2021	December 31, 2021	\$ 0.438
Total			<u>\$ 1.752</u>
2022			
March 25, 2022	March 31, 2022	March 31, 2022	\$ 0.438
June 27, 2022	June 30, 2022	June 30, 2022	\$ 0.438
September 22, 2022	September 30, 2022	September 30, 2022	\$ 0.438
December 16, 2022	December 30, 2022	December 30, 2022	\$ 0.438
Total			<u>\$ 1.752</u>
2023			
March 23, 2023	March 31, 2023	March 31, 2023	\$ 0.438
June 27, 2023	June 30, 2023	June 30, 2023	\$ 0.438
September 19, 2023	September 29, 2023	September 29, 2023	\$ 0.438
Total			<u>\$ 1.314</u>

OFF BALANCE SHEET ARRANGEMENTS

In the ordinary course of our business, we enter into contracts or agreements that contain indemnifications or warranties. Future events could occur which may give rise to liabilities arising from these provisions against us. We believe that the likelihood of such an event is remote; however, the maximum potential exposure is unknown. No accrual has been made in these consolidated financial statements as of September 30, 2023 and December 31, 2022 in Part I, Item 1 of this Form 10-Q for any such exposure.

We have in the past, currently are and may in the future become obligated to fund commitments such as revolving credit facilities, bridge financing commitments, or delayed draw commitments.

We had the following unfunded commitments to fund delayed draw and revolving senior secured loans as of September 30, 2023 and December 31, 2022:

	Par / Principal Amount as of	
	September 30, 2023	December 31, 2022
Unfunded delayed draw commitments	\$ 72,421	\$ 83,743
Unfunded revolving commitments	69,247	74,463
Total unfunded commitments	<u>\$ 141,668</u>	<u>\$ 158,206</u>

Pursuant to an undertaking by us in connection with the 2015-1 Debt Securitization, we agreed to hold on an ongoing basis the 2015-1 Issuer Preferred Interests with an aggregate dollar purchase price at least equal to 5% of the aggregate outstanding amount of all collateral obligations by the 2015-1 Issuer for so long as any securities of the 2015-1 Issuer remains outstanding. As of September 30, 2023 and December 31, 2022, we were in compliance with this undertaking.

ASSET COVERAGE

In accordance with the Investment Company Act, a BDC is only allowed to borrow amounts such that its "asset coverage," as defined in the Investment Company Act, satisfies the minimum asset coverage ratio specified in the Investment Company Act after such borrowing. "Asset coverage" generally refers to a company's total assets, less all liabilities and indebtedness not represented by "senior securities," as defined in the Investment Company Act, divided by total senior

securities representing indebtedness and, if applicable, preferred stock. “Senior securities” for this purpose includes borrowings from banks or other lenders, debt securities and preferred stock.

Prior to March 23, 2018, BDCs were required to maintain a minimum asset coverage ratio of 200%. On March 23, 2018, an amendment to Section 61(a) of the Investment Company Act was signed into law to permit BDCs to reduce the minimum asset coverage ratio from 200% to 150%, so long as certain approval and disclosure requirements are satisfied. Under the 200% minimum asset coverage ratio, BDCs are permitted to borrow up to one dollar for investment purposes for every one dollar of investor equity, and under the 150% minimum asset coverage ratio, BDCs are permitted to borrow up to two dollars for investment purposes for every one dollar of investor equity. In other words, Section 61(a) of the Investment Company Act, as amended, permits BDCs to potentially increase their debt-to-equity ratio from a maximum of 1 to 1 to a maximum of 2 to 1.

On April 9, 2018 and June 6, 2018, the Board of Directors, including a “required majority” (as such term is defined in Section 57(o) of the Investment Company Act), and the stockholders of the Company, respectively, approved the application to the Company of the 150% minimum asset coverage ratio set forth in Section 61(a)(2) of the Investment Company Act. As a result, the minimum asset coverage ratio applicable to the Company was reduced from 200% to 150%, effective as of June 7, 2018.

As of September 30, 2023 and December 31, 2022, the Company had total senior securities of \$1,055,456 and \$1,129,641, respectively, consisting of secured borrowings under the Credit Facility, the Senior Notes, the 2015-1R Notes, and the Preferred Stock, and had asset coverage ratios of 181.14% and 176.79%, respectively.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of our consolidated financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses. These estimates and judgments are based on historical information, information currently available to us and on various other assumptions management believes to be reasonable under the circumstances. Actual results could vary from those estimates and we may change our estimates and assumptions in future evaluations. Changes in these estimates and assumptions may have a material effect on our results of operations and financial condition. There have been no material changes in the critical accounting estimates since those discussed in our Annual Report on Form 10-K for the year ended December 31, 2022.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are subject to financial market risks, including changes in the valuations of our investment portfolio and interest rates.

Valuation Risk

Our investments may not have a readily available market price. Our Investment Adviser, as the valuation designee pursuant to Rule 2a-5 under the Investment Company Act, values our investments for which market quotations are not readily available in good faith at fair value in accordance with our valuation policy. There is no single standard for determining fair value in good faith. As a result, determining fair value requires that judgment be applied to the specific facts and circumstances of each portfolio investment while employing a consistently applied valuation process for the types of investments we make. 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 our investments may fluctuate from period to period. In addition, because of the inherent uncertainty of valuation, these estimated values may differ significantly from the values that would have been used had a ready market for the investments existed, and it is possible that the difference could be material.

Interest Rate Risk

As of September 30, 2023, on a fair value basis, approximately 1.2% of our debt investments bear interest at a fixed rate and approximately 98.8% of our debt investments bear interest at a floating rate, which primarily are subject to interest rate floors. Interest rates on the investments held within our portfolio of investments are typically based on floating SOFR, with many of these investments also having a reference rate floor. Additionally, our Credit Facility is also subject to floating interest rates and is currently paid based on floating SOFR rates.

Interest rate sensitivity refers to the change in earnings that may result from changes in the level of interest rates. There can be no assurance that a significant change in market interest rates will not have a material adverse effect on our income in the future.

The following table estimates the potential changes in net cash flow generated from interest income, should interest rates increase or decrease by 100, 200 or 300 basis points. Interest income is calculated as revenue from interest generated from our settled portfolio of debt investments held as of September 30, 2023. These hypothetical interest income calculations are based on a model of the settled debt investments in our portfolio, excluding structured finance obligations and our investments in Credit Fund and Credit Fund II, held as of September 30, 2023, and are only adjusted for assumed changes in the underlying base interest rates and the impact of that change on interest income. Interest expense is calculated based on outstanding secured borrowings and notes payable as of September 30, 2023 and based on the terms of our Credit Facility and notes payable. Interest expense on our Credit Facility and notes payable is calculated using the stated interest rate as of September 30, 2023, adjusted for the hypothetical changes in rates, as shown below. We intend to continue to finance a portion of our investments with borrowings and the interest rates paid on our borrowings may significantly impact our net interest income.

We regularly measure exposure to interest rate risk. We assess interest rate risk and manage interest rate exposure on an ongoing basis by comparing our interest rate sensitive assets to our interest rate sensitive liabilities. Based on that review, we determine whether or not any hedging transactions are necessary to mitigate exposure to changes in interest rates.

Based on our Consolidated Statements of Assets and Liabilities as of September 30, 2023, the following table shows the annual impact on net investment income of base rate changes in interest rates for our settled debt investments (considering interest rate floors for variable rate instruments), excluding our investments in Credit Fund and Credit Fund II, and outstanding secured borrowings and notes payable assuming no changes in our investment and borrowing structure:

Basis Point Change	September 30, 2023		
	Interest Income	Interest Expense	Net Investment Income
Up 300 basis points	\$ 45,186	\$ (23,714)	\$ 21,472
Up 200 basis points	\$ 30,124	\$ (15,809)	\$ 14,315
Up 100 basis points	\$ 15,062	\$ (7,905)	\$ 7,157
Down 100 basis points	\$ (15,062)	\$ 7,905	\$ (7,157)
Down 200 basis points	\$ (30,124)	\$ 15,809	\$ (14,315)
Down 300 basis points	\$ (45,161)	\$ 23,714	\$ (21,447)

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

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

Changes in Internal Controls over Financial Reporting

There have been no changes in our internal control over financial reporting during the three months ended September 30, 2023 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.

The Company may become party to certain lawsuits in the ordinary course of business. The Company is not currently subject to any material legal proceedings, nor, to our knowledge, is any material legal proceeding threatened against the Company. See also Note 11 to the consolidated financial statements in Part I, Item 1 of this Form 10-Q.

Item 1A. Risk Factors.

In addition to the other information set forth within this Form 10-Q, consideration should be given to the information disclosed in “Risk Factors” in Part I, Item 1A of our annual report on Form 10-K for the year ended December 31, 2022.

Item 2. Unregistered Sales of Equity Securities, Use of Proceeds and Issuer Purchases of Equity Securities

We did not sell any equity securities during the period covered in this report that were not registered under the Securities Act of 1933, as amended.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table provides information regarding purchases of our common stock made by or on behalf of the Company or any “affiliated purchaser” (as defined in Rule 10b-18(a)(3) under the Exchange Act) during the three months ended September 30, 2023 for the periods indicated.

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽¹⁾⁽²⁾	Maximum (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
July 1, 2023 through July 31, 2023	—	\$ —	—	\$ 42,263
August 1, 2023 through August 31, 2023	—	—	—	42,263
September 1, 2023 through September 30, 2023	—	—	—	42,263
Total	—		—	

(1) On trade date basis.

(2) On November 2, 2023, the Company's Board of Directors approved the continuation of the Company's Stock Repurchase Program until November 5, 2024, or until the date the approved dollar amount has been used to repurchase shares. On August 1, 2022, the Company's Board of Directors approved to increase the size of the Company's Stock Repurchase Program by \$50 million to \$200 million. Pursuant to the program, the Company is authorized to repurchase up to \$200 million in the aggregate of the Company's outstanding stock in the open market and/or through privately negotiated transactions at prices not to exceed the Company's net asset value per share as reported in its most recent financial statements, in accordance with the guidelines specified in Rule 10b-18 of the Exchange Act. The timing, manner, price and amount of any repurchases will be determined by the Company, in its discretion, based upon the evaluation of economic and market conditions, stock price, available cash, applicable legal and regulatory requirements and other factors, and may include purchases pursuant to Rule 10b5-1 of the Exchange Act. The program does not require the Company to repurchase any specific number of shares and there can be no assurance as to the amount of shares repurchased under the program. The program may be suspended, extended, modified or discontinued by the Company at any time, subject to applicable law. Pursuant to the authorization described above, the Company adopted a 10b5-1 plan (the “Company 10b5-1 Plan”). The Company 10b5-1 Plan provides that purchases will be conducted on the open market in accordance with Rules 10b5-1 and 10b-18 under the Exchange Act and will otherwise be subject to applicable law, which may prohibit purchases under certain circumstances. The amount of purchases made under the Company 10b5-1 Plan or otherwise and how much will be purchased at any time is uncertain, dependent on prevailing market prices and trading volumes, all of which we cannot predict. The Company's Stock Repurchase Program was originally approved by the Company's Board of Directors on November 5, 2018 and announced on November 6, 2018.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

During the three months ended September 30, 2023, no director or Section 16 officer of the Company adopted or terminated any Rule 10b5-1 trading arrangements or non-Rule 10b5-1 trading arrangements (in each case, as defined in Item

408(a) of Regulation S-K).

Item 6. Exhibits.

- 10.1 [Senior Secured Revolving Credit Agreement, dated as of March 21, 2014 and Conformed through Amendment No. 10 dated as of August 31, 2023, among Carlyle Secured Lending, Inc., as borrower, the Lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent and syndication agent.*](#)
- 31.1 [Certification of Chief Executive Officer \(Principal Executive Officer\) Pursuant to Rule 13a-14\(a\) of the Securities Exchange Act of 1934, as amended.*](#)
- 31.2 [Certification of Chief Financial Officer \(Principal Financial Officer\) Pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended.*](#)
- 32.1 [Certification of Chief Executive Officer \(Principal Executive Officer\) Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*](#)
- 32.2 [Certification of Chief Financial Officer \(Principal Financial Officer\) Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*](#)
- 101.INS Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document*
- 101.SCH Inline XBRL Taxonomy Extension Schema Document*
- 101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document*
- 101.DEF Inline XBRL Taxonomy Extension Definition Linkbase Document*
- 101.LAB Inline XBRL Taxonomy Extension Label Linkbase Document*
- 101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document*
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)*

* Filed herewith

SIGNATURES

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

CARLYLE SECURED LENDING, INC.

Dated: November 7, 2023

By /s/ Thomas M. Hennigan

Thomas M. Hennigan
Chief Financial Officer
(principal financial officer)