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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2018

OR

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

For the transition period from to

Commission File Number 814-01190

OWL ROCK CAPITAL CORPORATION
(Exact name of Registrant as specified in its Charter)

Maryland **(State or other jurisdiction of incorporation or organization)**	**47-5402460** **(I.R.S. Employer Identification No.)**
245 Park Avenue, 41st Floor **New York, New York** **(Address of principal executive offices)**	**10167** **(Zip Code)**

Registrant's telephone number, including area code: (212) 419-3000

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

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). YES ☐ NO ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition 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	☐		Accelerated filer	☐
Non-accelerated filer	☒	(Do not check if a small reporting company)	Small reporting company	☐
Emerging growth company	☒			

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 ☒

As of August 7, 2018 the registrant had 160,686,258 shares of common stock, $0.01 par value per share, outstanding.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements that involve substantial risks and uncertainties. Such statements involve known and unknown risks, uncertainties and other factors and undue reliance should not be placed thereon. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about Owl Rock Capital Corporation (the "Company," "Owl Rock," "we" or "our"), our current and prospective portfolio investments, our industry, our beliefs and opinions, and our assumptions. Words such as "anticipates," "expects," "intends," "plans," "will," "may," "continue," "believes," "seeks," "estimates," "would," "could," "should," "targets," "projects," "outlook," "potential," "predicts" and variations of these words and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control and difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements, including without limitation:

- an economic downturn could impair our portfolio companies' ability to continue to operate, which could lead to the loss of some or all of our investments in such portfolio companies;
- an economic downturn could disproportionately impact the companies that we intend to target for investment, potentially causing us to experience a decrease in investment opportunities and diminished demand for capital from these companies;
- an economic downturn could also impact availability and pricing of our financing;
- a contraction of available credit and/or an inability to access the equity markets could impair our lending and investment activities;
- interest rate volatility could adversely affect our results, particularly if we elect to use leverage as part of our investment strategy;
- currency fluctuations could adversely affect 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;
- our future operating results;
- our business prospects and the prospects of our portfolio companies;
- our contractual arrangements and relationships with third parties;
- the ability of our portfolio companies to achieve their objectives;
- 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 as well as any estimates regarding potential use of leverage;
- the adequacy of our financing sources and working capital;
- the loss of key personnel;
- the timing of cash flows, if any, from the operations of our portfolio companies;
- the ability of Owl Rock Capital Advisors LLC ("the Adviser" or "our Adviser") to locate suitable investments for us and to monitor and administer our investments;
- the ability of the Adviser to attract and retain highly talented professionals;
- our ability to qualify for and maintain our tax treatment as a regulated investment company ("RIC") under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code"), and as a business development company ("BDC");
- the effect of legal, tax and regulatory changes; and
- other risks, uncertainties and other factors previously identified in the reports and other documents we have filed with the Securities and Exchange Commission ("SEC").

Although we believe that the assumptions on which these forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate, and as a result, the forward-looking statements based on those assumptions also could be inaccurate. In light of these and other uncertainties, the inclusion of a projection or forward-looking statement in this report should not be regarded as a representation by us that our plans and objectives will be achieved. These forward-looking statements apply only as of the date of this report. Moreover, we assume no duty and do not undertake to update the forward-looking statements. Because we are an investment company, the forward-looking statements and projections contained in this report are excluded from the safe harbor protection provided by Section 21E of the U.S. Securities Exchange Act of 1934, as amended (the "1934 Act").

PART I. CONSOLIDATED FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements

Owl Rock Capital Corporation
Consolidated Statements of Assets and Liabilities
(Amounts in thousands, except share and per share amounts)

	June 30, 2018 (Unaudited)	December 31, 2017
Assets		
Investments at fair value		
Non-controlled/non-affiliated investments (amortized cost of $3,367,672 and $2,307,886, respectively)	$ 3,392,890	$ 2,324,157
Controlled affiliated investments (amortized cost of $93,134 and $65,028, respectively)	92,523	65,599
Total investments at fair value (amortized cost of $3,460,806 and $2,372,914, respectively)	3,485,413	2,389,756
Cash (restricted cash of $5,809 and $2,638, respectively)	161,583	20,071
Receivable for investments sold	—	19,900
Interest receivable	13,337	8,984
Receivable from a controlled affiliate	4,419	3,503
Prepaid expenses and other assets	4,167	1,333
Total Assets	$ 3,668,919	$ 2,443,547
Liabilities		
Debt (net of unamortized debt issuance costs of $16,536 and $12,568, respectively)	$ 1,485,464	$ 919,432
Management fee payable	12,742	11,152
Distribution payable	46,509	33,545
Payables to affiliates	1,670	2,330
Payable for investments purchased	12,584	—
Accrued expenses and other liabilities	11,978	4,509
Total Liabilities	1,570,947	970,968
Commitments and contingencies (Note 7)		
Net Assets		
Common shares $0.01 par value, 500,000,000 shares authorized; 137,899,302 and 97,959,595 shares issued and outstanding, respectively	1,379	980
Additional paid-in-capital	2,064,780	1,451,886
Accumulated undistributed net investment income	9,325	1,197
Net unrealized gain (loss) on investments	24,607	16,842
Undistributed net realized gains (losses)	(2,119)	1,674
Total Net Assets	2,097,972	1,472,579
Total Liabilities and Net Assets	$ 3,668,919	$ 2,443,547
Net Asset Value Per Share	$ 15.21	$ 15.03

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

Owl Rock Capital Corporation
Consolidated Statements of Operations
(Amounts in thousands, except share and per share amounts)
(Unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2018	2017	2018	2017
Investment Income				
Investment income from non-controlled, non-affiliated investments:				
Interest income	$ 79,907	$ 31,793	$ 141,196	$ 54,944
Other income	2,956	1,046	4,606	1,207
Total investment income from non-controlled, non-affiliated investments	82,863	32,839	145,802	56,151
Investment income from controlled, affiliated investments:				
Dividend income	1,601	—	2,923	—
Other income	1,636	—	2,819	—
Total investment income from controlled, affiliated investments	3,237	—	5,742	—
Total Investment Income	86,100	32,839	151,544	56,151
Expenses				
Interest expense	17,102	5,229	29,159	8,258
Management fee	12,742	6,262	24,777	11,273
Professional fees	1,631	1,181	3,043	2,440
Directors' fees	128	79	266	190
Other general and administrative	1,625	797	2,698	1,916
Total Expenses	33,228	13,548	59,943	24,077
Net Investment Income (Loss) Before Taxes	52,872	19,291	91,601	32,074
Excise tax expense	531	15	583	15
Net Investment Income (Loss) After Taxes	$ 52,341	$ 19,276	$ 91,018	$ 32,059
Net Realized and Unrealized Gain (Loss) on Investments				
Net change in unrealized gain (loss):				
Non-controlled, non-affiliated investments	$ 3,443	$ 825	$ 8,948	$ 6,259
Controlled affiliated investments	(1,118)	(49)	(1,182)	(49)
Total Net Change in Unrealized Gain (Loss)	2,325	776	7,766	6,210
Net realized gain (loss):				
Non-controlled, non-affiliated investments	(3,951)	—	(3,793)	—
Total Net Realized Gain (Loss)	(3,951)	—	(3,793)	—
Total Net Realized and Unrealized Gain (Loss) on Investments	(1,626)	776	3,973	6,210
Net Increase (Decrease) in Net Assets Resulting from Operations	$ 50,715	$ 20,052	$ 94,991	$ 38,269
Earnings Per Share - Basic and Diluted	$ 0.41	$ 0.35	$ 0.85	$ 0.74
Weighted Average Shares Outstanding - Basic and Diluted	122,691,019	56,902,859	111,867,699	51,424,041

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

Owl Rock Capital Corporation
Consolidated Schedules of Investments
As of June 30, 2018
(Amounts in thousands, except share amounts)
(Unaudited)

Company[1][14]	Investment	Interest	Maturity Date	Par / Units	Amortized Cost[3][19]	Fair Value	Percentage of Net Assets
Non-controlled/non-affiliated portfolio company investments[2]							
Debt Investments							
Advertising and media							
PAK Acquisition Corporation (dba Valpak)[4][5]	First lien senior secured loan	L + 8.00%	6/30/2022	$ 73,775	$ 72,633	$ 74,512	3.6 %
Swipe Acquisition Corporation (dba PLI)[4][5][18]	First lien senior secured loan	L + 7.50%	6/29/2024	112,069	109,830	109,828	5.2 %
Swipe Acquisition Corporation (dba PLI)[4][10][11][12][18]	First lien senior secured delayed draw term loan	L + 7.50%	9/30/2019	-	(194)	(259)	- %
				185,844	182,269	184,081	8.8 %
Automotive							
Mavis Tire Express Services Corp.[4][5][18]	Second lien senior secured loan	L + 7.50%	3/20/2026	155,000	151,640	151,900	7.2 %
Mavis Tire Express Services Corp.[4][5][10][12][18]	Second lien senior secured delayed draw term loan	L + 7.50%	3/20/2020	752	474	533	- %
				155,752	152,114	152,433	7.2 %
Buildings and real estate							
DTZ U.S. Borrower, LLC (dba Cushman & Wakefield)[4][6][18]	Second lien senior secured loan	L + 7.75%	11/4/2022	125,000	123,960	125,000	6.0 %
Business services							
Access CIG, LLC[4][5][18]	Second lien senior secured loan	L + 7.75%	2/27/2026	35,972	35,650	35,613	1.7 %
Access CIG, LLC[4][10][12][18]	Second lien senior secured delayed draw term loan	L + 7.75%	8/27/2019	-	-	-	- %
CIBT Global, Inc.[4][6][18]	Second lien senior secured loan	L + 7.75%	6/1/2025	49,000	47,908	48,510	2.3 %
Transperfect Global, Inc.[4][5][18]	First lien senior secured loan	L + 6.75%	5/7/2024	232,418	227,858	227,769	10.9 %
Vistage International, Inc.[4][5][18]	Second lien senior secured loan	L + 8.00%	2/8/2026	43,500	43,145	43,065	2.1 %
Vestcom Parent Holdings, Inc.[4][5]	Second lien senior secured loan	L + 8.50%	6/19/2024	65,000	64,173	65,000	3.1 %
				425,890	418,734	419,957	20.1 %
Chemicals							
Douglas Products and Packaging Company LLC[4][6][18]	First lien senior secured loan	L + 5.75%	3/29/2022	57,581	57,173	57,150	2.7 %
Douglas Products and Packaging Company LLC[4][10][11][18]	First lien senior secured revolving loan	L + 5.75%	3/29/2022	-	(44)	(47)	- %
				57,581	57,129	57,103	2.7 %
Consumer products							
Feradyne Outdoors, LLC[4][6][18]	First lien senior secured loan	L + 6.25%	5/25/2023	114,345	113,166	112,058	5.3 %
Containers and packaging							
Ring Container Technologies Group, LLC[4][5][18]	Second lien senior secured loan	L + 7.50%	10/31/2025	55,000	53,965	54,450	2.6 %

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Company[1][14]	Investment	Interest	Maturity Date	Par / Units	Amortized Cost[3][19]	Fair Value	Percentage of Net Assets
Distribution							
ABB/Con-cise Optical Group LLC[4][5]	First lien senior secured loan	L + 5.00%	6/15/2023	59,363	59,495	59,363	2.8 %
ABB/Con-cise Optical Group LLC[4][5]	Second lien senior secured loan	L + 9.00%	6/17/2024	25,000	24,386	24,750	1.2 %
Dade Paper & Bag, LLC (dba Imperial-Dade)[4][5][18]	First lien senior secured loan	L + 7.44%	6/9/2024	37,395	36,788	37,353	1.8 %
JM Swank, LLC[4][6]	First lien senior secured loan	L + 7.50%	7/25/2022	117,973	116,066	117,973	5.6 %
QC Supply, LLC[4][5]	First lien senior secured loan	L + 6.00%	12/29/2022	26,103	25,589	25,711	1.2 %
QC Supply, LLC[4][5][10][12]	First lien senior secured delayed draw term loan	L + 6.00%	12/29/2018	8,667	8,414	8,419	0.4 %
QC Supply, LLC[4][5][10]	First lien senior secured revolving loan	L + 6.00%	12/29/2021	4,472	4,385	4,397	0.2 %
				278,973	275,123	277,966	13.2 %
Education							
Learning Care Group (US) No. 2 Inc.[4][6][18]	Second lien senior secured loan	L + 7.50%	3/13/2026	25,000	24,513	24,500	1.2 %
TSB Purchaser, Inc. (dba Teaching Strategies, Inc.)[4][6][18]	First lien senior secured loan	L + 6.00%	5/14/2024	63,160	61,613	61,581	2.9 %
TSB Purchaser, Inc. (dba Teaching Strategies, Inc.)[4][10][11][18]	First lien senior secured revolving loan	L + 6.00%	5/14/2024	-	(104)	(106)	- %
				88,160	86,022	85,975	4.1 %
Energy equipment and services							
Hillstone Environmental Partners, LLC[4][6][18]	First lien senior secured loan	L + 7.75%	4/25/2023	49,041	48,330	48,306	2.3 %
Hillstone Environmental Partners, LLC[4][10][11][18]	First lien senior secured revolving loan	L + 7.75%	4/25/2023	-	(64)	(67)	- %
Liberty Oilfield Services LLC[4][5][13][18]	First lien senior secured loan	L + 7.63%	9/19/2022	14,371	14,143	14,514	0.7 %
				63,412	62,409	62,753	3.0 %
Financial services							
Blackhawk Network Holdings, Inc.[4][5][18]	Second lien senior secured loan	L + 7.00%	6/15/2026	68,750	68,017	68,014	3.2 %
NMI Acquisitionco, Inc. (dba Network Merchants)[4][5][18]	First lien senior secured loan	L + 6.75%	9/6/2022	28,626	28,004	28,053	1.3 %
NMI Acquisitionco, Inc. (dba Network Merchants)[4][5][10][18]	First lien senior secured revolving loan	L + 6.75%	9/6/2022	427	413	414	- %
				97,803	96,434	96,481	4.5 %
Food and beverage							
CM7 Restaurant Holdings, LLC[4][5][18]	First lien senior secured loan	L + 8.75%	5/22/2023	36,490	35,830	35,785	1.7 %
CM7 Restaurant Holdings, LLC[4][5][10][12][18]	First lien senior secured delayed draw term loan	L + 8.75%	5/21/2019	859	842	859	- %
CM7 Restaurant Holdings, LLC[4][10][12][18]	First lien senior secured delayed draw term loan	L + 8.75%	5/21/2019	-	-	-	- %

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(Unaudited)

Company(1)(14)	Investment	Interest	Maturity Date	Par / Units	Amortized Cost(3)(19)	Fair Value	Percentage of Net Assets
Carolina Beverage Group (fka Cold Spring Brewing Company)(4)(5)(18)	First lien senior secured loan	L + 5.25%	5/15/2024	39,826	39,053	39,030	1.9 %
Carolina Beverage Group(fka Cold Spring Brewing Company)(4)(10)(11)(18)	First lien senior secured revolving loan	L + 5.25%	5/15/2024	-	(53)	(54)	- %
Give and Go Prepared Foods Corp.(4)(6)(13)	Second lien senior secured loan	L + 8.50%	1/29/2024	42,000	41,622	41,160	2.0 %
Manna Development Group, LLC(4)(5)(18)	First lien senior secured loan	L + 6.00%	10/24/2022	57,664	56,830	56,799	2.7 %
Manna Development Group, LLC(4)(5)(10)(18)	First lien senior secured revolving loan	L + 6.00%	10/24/2022	867	701	802	- %
Recipe Acquisition Corp. (dba Roland Corporation)(4)(6)	Second lien senior secured loan	L + 8.00%	12/1/2022	32,000	31,527	32,000	1.5 %
Tall Tree Foods, Inc.(4)(5)	First lien senior secured loan	L + 7.25%	8/12/2022	52,450	51,871	51,401	2.5 %
				262,156	258,223	257,782	12.3 %
Healthcare providers and services							
Geodigm Corporation (dba National Dentex)(4)(5)(7)(18)	First lien senior secured loan	L + 6.54%	12/1/2021	78,232	77,598	78,232	3.7 %
TC Holdings, LLC (dba TrialCard)(4)(6)(18)	First lien senior secured loan	L + 4.50%	11/14/2023	61,909	60,665	60,980	2.9 %
TC Holdings, LLC (dba TrialCard)(4)(10)(11)(12)(18)	First lien senior secured delayed draw term loan	L + 4.50%	6/30/2019	-	(479)	-	- %
TC Holdings, LLC (dba TrialCard)(4)(10)(11)(18)	First lien senior secured revolving loan	L + 4.50%	11/14/2022	-	(97)	(75)	- %
				140,141	137,687	139,137	6.6 %
Household products							
Hayward Industries, Inc.(4)(5)(18)	Second lien senior secured loan	L + 8.25%	8/4/2025	72,500	71,165	71,775	3.4 %
Infrastructure and environmental services							
FR Arsenal Holdings II Corp. (dba Applied-Cleveland Holdings, Inc.)(4)(6)	First lien senior secured loan	L + 7.25%	9/8/2022	103,088	101,390	103,603	4.9 %
LineStar Integrity Services LLC(4)(6)(18)	First lien senior secured loan	L + 7.25%	2/12/2024	51,538	50,557	50,764	2.5 %
LineStar Integrity Services LLC(4)(10)(11)(12)(18)	First lien senior secured delayed draw term loan	L + 7.25%	8/12/2019	-	(242)	(129)	- %
				154,626	151,705	154,238	7.4 %
Insurance							
CD&R TZ Purchaser, Inc. (dba Tranzact)(4)(6)	First lien senior secured loan	L + 6.00%	7/21/2023	34,369	32,755	34,025	1.6 %
Internet software and services							
Accela, Inc.(4)(6)	First lien senior secured loan	L + 6.25%	9/28/2023	48,630	47,538	47,901	2.3 %
Accela, Inc.(4)(10)(11)	First lien senior secured revolving loan	L + 6.25%	9/28/2023	-	(131)	(90)	- %
Infoblox Inc.(4)(5)	Second lien senior secured loan	L + 8.75%	11/7/2024	30,000	29,497	30,000	1.4 %
Trader Interactive, LLC (fka Dominion Web Solutions, LLC)(4)(5)(18)	First lien senior secured loan	L + 5.75%	6/17/2024	103,273	101,890	103,118	4.9 %

(Amounts in thousands, except share amounts)

Company[1][14]	Investment	Interest	Maturity Date	Par / Units	Amortized Cost[3][19]	Fair Value	Percentage of Net Assets
Trader Interactive, LLC (fka Dominion Web Solutions, LLC)[4][10][11][18]	First lien senior secured revolving loan	L + 5.75%	6/15/2023	-	(81)	(9)	- %
				181,903	178,713	180,920	8.6 %
Leisure and entertainment							
Troon Golf, L.L.C.[4][6][7][9][18]	First lien senior secured term loan A and B	L + 6.38% (TLA: L + 3.5%; TLB: L + 7.1%)	9/29/2023	170,252	167,940	169,401	8.1 %
Troon Golf, L.L.C.[4][10][11][18]	First lien senior secured revolving loan	L + 6.38%	9/29/2023	-	(189)	(72)	- %
UFC Holdings, LLC[4][5][16]	Second lien senior secured loan	L + 7.50%	8/18/2024	35,000	34,722	35,175	1.7 %
				205,252	202,473	204,504	9.8 %
Manufacturing							
Ideal Tridon Holdings, Inc.[4][6][18]	First lien senior secured loan	L + 6.50%	7/31/2023	46,813	46,006	46,345	2.2 %
Ideal Tridon Holdings, Inc.[4][6][10][18]	First lien senior secured revolving loan	L + 6.50%	7/31/2022	2,893	2,814	2,845	0.1 %
Professional Plumbing Group, Inc.[4][6][18]	First lien senior secured loan	L + 6.75%	4/16/2024	53,010	52,236	52,215	2.5 %
Professional Plumbing Group, Inc.[4][6][10][18]	First lien senior secured revolving loan	L + 6.75%	4/16/2024	2,657	2,530	2,524	0.1 %
				105,373	103,586	103,929	4.9 %
Oil and gas							
Discovery DJ Services, LLC (dba Discovery Midstream Partners)[4][5][18]	First lien senior secured loan	L + 7.25%	10/25/2022	37,259	36,615	37,259	1.8 %
Discovery DJ Services, LLC (dba Discovery Midstream Partners)[4][10][11][18]	First lien senior secured revolving loan	L + 7.25%	10/25/2022	-	(48)	-	- %
Discovery DJ Services, LLC (dba Discovery Midstream Partners)[4][5][10][18]	First lien senior secured delayed draw term loan	L + 7.25%	10/25/2022	27,875	26,945	27,875	1.3 %
Zenith Energy U.S. Logistics Holdings, LLC[4][5][18]	First lien senior secured loan	L + 5.50%	12/21/2024	107,464	105,387	105,315	5.0 %
Zenith Energy U.S. Logistics Holdings, LLC[4][10][12][18]	First lien senior secured delayed draw term loan	L + 5.50%	12/21/2018	-	-	-	- %
				172,598	168,899	170,449	8.1 %
Professional services							
Cardinal US Holdings, Inc.[4][6][13][18]	First lien senior secured loan	L + 5.00%	7/31/2023	64,016	59,958	62,096	3.0 %
GC Agile Holdings Limited (dba Apex Fund Services)[4][6][13][18]	First lien senior secured loan	L + 6.50%	6/15/2025	74,649	73,164	73,156	3.5 %
GC Agile Holdings Limited (dba Apex Fund Services)[4][10][11][12][13][18]	First lien senior secured delayed draw term loan	L + 6.50%	12/15/2018	-	(716)	(721)	- %
GC Agile Holdings Limited (dba Apex Fund Services)[4][10][11][13][18]	First lien senior secured multi draw term loan	L + 6.50%	6/15/2020	-	(587)	(601)	- %

Owl Rock Capital Corporation
Consolidated Schedules of Investments
As of June 30, 2018
(Amounts in thousands, except share amounts)
(Unaudited)

Company[1][14]	Investment	Interest	Maturity Date	Par / Units	Amortized Cost[3][19]	Fair Value	Percentage of Net Assets
GC Agile Holdings Limited (dba Apex Fund Services)[4][10][11][13][18]	First lien senior secured revolving loan	L + 6.50%	6/15/2023	-	(330)	(208)	- %
Pomeroy Group LLC[4][5]	First lien senior secured loan	L + 6.00%	11/30/2021	58,794	57,182	58,794	2.8 %
				197,459	188,671	192,516	9.3 %
Specialty retail							
Galls, LLC[4][5][18]	First lien senior secured loan	L + 6.25%	1/31/2025	92,388	91,286	91,464	4.4 %
Galls, LLC[4][5][10][18]	First lien senior secured revolving loan	L + 6.25%	1/31/2024	9,631	9,316	9,421	0.4 %
Galls, LLC[4][5][10][12][18]	First lien senior secured delayed draw term loan	L + 6.25%	1/31/2020	5,146	4,883	4,750	0.2 %
				107,165	105,485	105,635	5.0 %
Telecommunications							
DB Datacenter Holdings Inc.[4][5][18]	Second lien senior secured loan	L + 7.50%	4/3/2025	35,000	34,510	34,650	1.7 %
Transportation							
Lytx, Inc.[4][5][18]	First lien senior secured loan	L + 6.75%	8/31/2023	44,358	43,156	44,358	2.1 %
Lytx, Inc.[4][10][11][18]	First lien senior secured revolving loan	L + 6.75%	8/31/2022	-	(51)	-	- %
Motus, LLC and Runzheimer International LLC[4][5][18]	First lien senior secured loan	L + 6.75%	1/17/2024	67,600	66,011	66,248	3.2 %
Motus, LLC and Runzheimer International LLC[4][5][10][18]	First lien senior secured revolving loan	L + 6.75%	1/17/2023	384	259	274	- %
				112,342	109,375	110,880	5.3 %
Total non-controlled/non-affiliated portfolio company debt investments				3,428,644	3,364,572	3,388,697	161.5 %
Equity Investments							
Food and beverage							
CM7 Restaurant Holdings, LLC[18][20]	LLC Interest	N/A	N/A	340	340	340	- %
Oil and gas							
Discovery DJ Services, LLC (dba Discovery Midstream Partners)[18][20]	LLC Interest	N/A	N/A	2,760	2,760	3,853	0.2 %
Total non-controlled/non-affiliated portfolio company equity investments				3,100	3,100	4,193	0.2 %
Total non-controlled/non-affiliated portfolio company investments				3,431,744	3,367,672	3,392,890	161.7 %
Controlled/affiliated portfolio company investments							
Equity Investments							
Investment funds and vehicles							
Sebago Lake LLC[8][13][15][17][20]		N/A	N/A	93,134	93,134	92,523	4.4 %
Total controlled/affiliated portfolio company investments				93,134	93,134	92,523	4.4 %
Total Investments				**$ 3,524,878**	**$ 3,460,806**	**$ 3,485,413**	**166.1** %

	Interest Rate Swaps as of June 30, 2018					
	Company Receives	**Company Pays**	**Maturity Date**	**Notional Amount**	**Hedged Instrument**	**Footnote Reference**
Interest rate swap	4.75%	L + 2.545%	12/21/2021	$ 150,000	2023 Notes	Note 6
Total				**$ 150,000**		

(1) Certain portfolio company investments are subject to contractual restrictions on sales.
(2) Unless otherwise indicated, all investments are considered Level 3 investments.
(3) The amortized cost represents the original cost adjusted for the amortization of discounts and premiums, as applicable, on debt investments using the effective interest method.
(4) Loan contains a variable rate structure and may be subject to an interest rate floor. Variable rate loans bear interest at a rate that may be determined by reference to either the London Interbank Offered Rate ("LIBOR" or "L") (which can include one-, two-, three- or six-month LIBOR) or an alternate base rate (which can include the Federal Funds Effective Rate or the Prime Rate), at the borrower's option, and which reset periodically based on the terms of the loan agreement.
(5) The interest rate on these loans is subject to 1 month LIBOR, which as of June 30, 2018 was 2.09%.
(6) The interest rate on these loans is subject to 3 month LIBOR, which as of June 30, 2018 was 2.34%.
(7) The Company may be entitled to receive additional interest as a result of an arrangement with other lenders in the syndication. In exchange for the higher interest rate, the "last-out" portion is at a greater risk of loss.
(8) Investment measured at NAV.
(9) The first lien term loan is comprised of two components: Term Loan A and Term Loan B. The Company's Term Loan A and Term Loan B principal amounts are $33.0 million and $137.3 million, respectively. Both Term Loan A and Term Loan B have the same maturity date. Interest disclosed reflects the blended rate of the first lien term loan. The Term Loan A represents a 'first out' tranche and the Term Loan B represents a 'last out' tranche. The 'first out' tranche has priority as to the 'last out' tranche with respect to payments of principal, interest and any amounts due thereunder.
(10) Position or portion thereof is an unfunded loan commitment. See Note 7 "Commitments and Contingencies".
(11) The negative cost is the result of the capitalized discount being greater than the principal amount outstanding on the loan. The negative fair value is the result of the capitalized discount on the loan.
(12) The date disclosed represents the commitment period of the unfunded term loan. Upon expiration of the commitment period, the funded portion of the term loan may be subject to a longer maturity date.
(13) This portfolio company is not a qualifying asset under Section 55(a) of the 1940 Act. Under the 1940 Act, the Company may not acquire any non-qualifying asset unless, at the time such acquisition is made, qualifying assets represent at least 70% of total assets. As of June 30, 2018, non-qualifying assets represented 8.1% of total assets as calculated in accordance with the regulatory requirements.
(14) Unless otherwise indicated, the Company's portfolio companies are pledged as collateral supporting the amounts outstanding under the Revolving Credit Facility and SPV Asset Facilities. See Note 6 "Debt".
(15) As defined in the 1940 Act, the Company is deemed to be both an "Affiliated Person" and has "Control" of this portfolio company as the Company owns more than 25% of the portfolio company's outstanding voting securities or has the power to exercise control over management or policies of such portfolio company (including through a management agreement). Other than for purposes of the 1940 Act, the Company does not believe that it has control over this portfolio company. The Company's investment in affiliates for the six months ended June 30, 2018, were as follows:

($ in thousands)	**Fair value as of December 31, 2017**	**Gross Additions**	**Gross Reductions**	**Change in Unrealized Gains (Losses)**	**Fair value as of June 30, 2018**	**Dividend Income**	**Other Income**
Controlled Affiliates							
Sebago Lake LLC	$ 65,599	$ 28,106	$ —	$ (1,182)	$ 92,523	$ 2,923	$ 2,819
Total Controlled Affiliates	$ 65,599	$ 28,106	$ —	$ (1,182)	$ 92,523	$ 2,923	$ 2,819

(16) Level 2 investment.
(17) Investment is not pledged as collateral for the credit facilities.
(18) Represents co-investment made with the Company's affiliates in accordance with the terms of the exemptive relief that the Company received from the U.S. Securities and Exchange Commission. See Note 3 "Agreements and Related Party Transactions."
(19) The tax cost of the Company's investments approximates their amortized cost.
(20) Security acquired in transaction exempt from registration under the Securities Act of 1933, and may be deemed to be "restricted securities" under the Securities Act. As of June 30, 2018, the aggregate fair value of these securities is $96.7 million, or 4.6% of the Company's net assets.

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

Owl Rock Capital Corporation
Consolidated Schedules of Investments
As of December 31, 2017
(Amounts in thousands, except share amounts)

Company[1][14]	Investment	Interest	Maturity Date	Par / Units	Amortized Cost[3]	Fair Value	Percentage of Net Assets
Non-controlled/non-affiliated portfolio company investments[2]							
Debt Investments							
Advertising and media							
PAK Acquisition Corporation (dba Valpak)[4][6]	First lien senior secured loan	L + 8.00%	6/30/2022	$ 77,900	$ 76,573	$ 78,290	5.3 %
Aerospace and defense							
Vencore, Inc.[4][6]	Second lien senior secured loan	L + 8.75%	5/23/2020	50,000	49,347	50,500	3.4 %
Buildings and real estate							
DTZ U.S. Borrower, LLC (dba Cushman & Wakefield)[4][6]	Second lien senior secured loan	L + 7.75%	11/4/2022	125,000	123,864	123,750	8.3 %
Business services							
Access Information[4][5][16]	First lien senior secured loan	L + 5.00%	10/17/2021	39,593	39,276	39,830	2.7 %
Access Information[4][5]	Second lien senior secured loan	L + 8.75%	10/17/2022	20,000	19,265	19,500	1.3 %
CIBT Global, Inc. [4][6]	Second lien senior secured loan	L + 7.75%	6/1/2025	49,000	47,854	48,020	3.3 %
GC Agile Holdings Limited (dba Apex Fund Services)[4][6][13]	First lien senior secured loan	L + 6.50%	8/29/2023	38,426	37,692	37,657	2.6 %
GC Agile Holdings Limited (dba Apex Fund Services)[4][10][11][12][13]	First lien senior secured multi draw term loan	L + 6.50%	8/29/2019	-	(147)	(156)	- %
GC Agile Holdings Limited (dba Apex Fund Services)[4][10][11][13]	First lien senior secured revolving loan	L + 6.50%	8/29/2023	-	(37)	(39)	- %
Vestcom Parent Holdings, Inc.[4][5]	Second lien senior secured loan	L + 8.50%	6/19/2024	65,000	64,123	64,675	4.4 %
				212,019	208,026	209,487	14.3 %
Consumer products							
Feradyne Outdoors, LLC[4][6]	First lien senior secured loan	L + 6.25%	5/25/2023	114,923	113,641	113,486	7.7 %
Containers and packaging							
Ring Container Technologies Group, LLC[4][5]	Second lien senior secured loan	L + 7.50%	10/31/2025	55,000	53,917	53,900	3.7 %
Distribution							
ABB/Con-cise Optical Group LLC[4][6]	First lien senior secured loan	L + 5.00%	6/15/2023	59,698	59,842	59,698	4.1 %
ABB/Con-cise Optical Group LLC[4][6]	Second lien senior secured loan	L + 9.00%	6/17/2024	25,000	24,350	24,750	1.7 %
Dade Paper & Bag, LLC (dba Imperial-Dade)[4][5]	First lien senior secured loan	L + 7.50%	6/9/2024	33,333	32,727	32,833	2.2 %
JM Swank, LLC[4][6]	First lien senior secured loan	L + 7.50%	7/25/2022	74,575	73,374	75,321	5.1 %
Medical Specialties Distributors, LLC[4][6]	First lien senior secured loan	L + 5.75%	12/6/2022	96,113	95,279	96,113	6.5 %

Owl Rock Capital Corporation
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As of December 31, 2017
(Amounts in thousands, except share amounts)

Company(1)(14)	Investment	Interest	Maturity Date	Par / Units	Amortized Cost(3)	Fair Value	Percentage of Net Assets
QC Supply, LLC(4)(5)	First lien senior secured loan	L + 6.00%	12/29/2022	26,235	25,672	25,973	1.8 %
QC Supply, LLC(4)(5)(10)(12)	First lien senior secured delayed draw term loan	L + 6.00%	12/29/2018	2,484	2,282	2,319	0.2 %
QC Supply, LLC(4)(5)(10)	First lien senior secured revolving loan	L + 6.00%	12/29/2021	1,988	1,888	1,938	0.1 %
				319,426	315,414	318,945	21.7 %
Energy equipment and services							
Keane Group Holdings, LLC(4)(6)(13)	First lien senior secured loan	L + 7.25%	8/18/2022	124,126	122,367	124,747	8.4 %
Liberty Oilfield Services LLC(4)(5)	First lien senior secured loan	L + 7.63%	9/19/2022	22,194	21,810	22,194	1.5 %
				146,320	144,177	146,941	9.9 %
Financial services							
Cardinal US Holdings, Inc.(4)(7)(13)	First lien senior secured loan	L + 5.00%	7/31/2023	64,339	59,941	59,835	4.1 %
NMI Acquisitionco, Inc. (dba Network Merchants)(4)(6)	First lien senior secured loan	L + 6.75%	9/6/2022	25,789	25,165	25,144	1.7 %
NMI Acquisitionco, Inc. (dba Network Merchants)(4)(10)(11)	First lien senior secured revolving loan	L + 6.75%	9/6/2022	-	(16)	(16)	- %
				90,128	85,090	84,963	5.8 %
Food and beverage							
Give and Go Prepared Foods Corp.(4)(6)(13)	Second lien senior secured loan	L + 8.50%	1/29/2024	42,000	41,597	41,580	2.8 %
Recipe Acquisition Corp. (dba Roland Corporation)(4)(6)	Second lien senior secured loan	L + 9.00%	12/1/2022	32,000	31,486	32,000	2.2 %
Tall Tree Foods, Inc.(4)(5)	First lien senior secured loan	L + 7.25%	8/12/2022	58,750	58,037	57,869	3.9 %
				132,750	131,120	131,449	8.9 %
Healthcare providers and services							
Geodigm Corporation (dba National Dentex)(4)(6)(18)	First lien senior secured loan	L + 6.54%	12/1/2021	78,627	77,910	78,234	5.3 %
PetVet Care Centers, LLC(4)(6)	First lien senior secured loan	L + 6.00%	6/8/2023	31,203	30,917	31,203	2.1 %
PetVet Care Centers, LLC(4)(6)(10)(12)	First lien senior secured delayed draw term loan	L + 6.00%	6/8/2019	9,702	9,569	9,702	0.7 %
PetVet Care Centers, LLC(4)(8)(10)	First lien senior secured revolving loan	P + 5.00%	6/8/2023	2,940	2,913	2,940	0.2 %
TC Holdings, LLC (dba TrialCard)(4)(5)	First lien senior secured loan	L + 4.50%	11/14/2023	62,220	60,874	60,845	4.1 %
TC Holdings, LLC (dba TrialCard)(4)(10)(11)(12)	First lien senior secured delayed draw term loan	L + 4.50%	6/30/2019	-	(523)	(536)	- %
TC Holdings, LLC (dba TrialCard)(4)(10)(11)	First lien senior secured revolving loan	L + 4.50%	11/14/2022	-	(108)	(111)	- %
				184,692	181,552	182,277	12.4 %
Household products							
Hayward Industries, Inc.(4)(5)	Second lien senior secured loan	L + 8.25%	8/4/2025	72,500	71,102	71,413	4.8 %

Owl Rock Capital Corporation
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(Amounts in thousands, except share amounts)

Company(1)(14)	Investment	Interest	Maturity Date	Par / Units	Amortized Cost(3)	Fair Value	Percentage of Net Assets
Human resource support services							
SABA Software, Inc.(4)(6)	First lien senior secured loan	L + 5.50%	5/1/2023	44,824	44,331	44,600	3.0 %
SABA Software, Inc.(4)(10)(11)	First lien senior secured revolving loan	L + 5.50%	5/1/2023	-	(55)	(25)	- %
				44,824	44,276	44,575	3.0 %
Infrastructure and environmental services							
FR Arsenal Holdings II Corp. (dba Applied-Cleveland Holdings, Inc.)(4)(6)	First lien senior secured loan	L + 7.25%	9/8/2022	74,112	72,878	74,483	5.1 %
Insurance							
CD&R TZ Purchaser, Inc. (dba Tranzact)(4)(6)	First lien senior secured loan	L + 6.00%	7/21/2023	34,563	32,814	33,871	2.3 %
Internet software and services							
Accela, Inc.(4)(6)	First lien senior secured loan	L + 6.25%	9/28/2023	53,865	52,565	52,518	3.6 %
Accela, Inc.(4)(8)(10)	First lien senior secured revolving loan	P + 5.25%	9/28/2023	1,755	1,612	1,605	0.1 %
Infoblox Inc.(4)(5)	Second lien senior secured loan	L + 8.75%	11/7/2024	30,000	29,471	29,700	2.0 %
Trader Interactive, LLC (fka Dominion Web Solutions, LLC)(4)(5)	First lien senior secured loan	L + 6.00%	6/17/2024	93,760	92,440	92,353	6.3 %
Trader Interactive, LLC (fka Dominion Web Solutions, LLC)(4)(10)(11)	First lien senior secured revolving loan	L + 6.00%	6/15/2023	-	(79)	(87)	- %
				179,380	176,009	176,089	12.0 %
Leisure and entertainment							
Troon Golf, L.L.C.(4)(6)(9)	First lien senior secured term loan A and B	L + 6.38% (TLA: L + 3.5%; TLB: L + 7.1%)	9/29/2023	148,700	146,546	146,470	9.9 %
Troon Golf, L.L.C.(4)(10)(11)	First lien senior secured revolving loan	L + 6.38%	9/29/2023	-	(207)	(216)	- %
UFC Holdings, LLC(4)(5)(16)	Second lien senior secured loan	L + 7.50%	8/18/2024	35,000	34,705	35,497	2.4 %
				183,700	181,044	181,751	12.3 %
Manufacturing							
Ideal Tridon Holdings, Inc.(4)(8)	First lien senior secured loan	P + 5.50%	7/31/2023	42,216	41,419	41,583	2.8 %
Ideal Tridon Holdings, Inc.(4)(8)(10)	First lien senior secured revolving loan	P + 5.50%	7/31/2022	964	876	892	0.1 %
Pexco LLC (dba Spectrum Plastic Group)(4)(6)	Second lien senior secured loan	L + 8.00%	5/8/2025	37,000	36,683	37,000	2.5 %
				80,180	78,978	79,475	5.4 %
Oil and gas							
Discovery DJ Services, LLC (dba Discovery Midstream Partners)(4)(7)	First lien senior secured loan	L + 7.25%	10/25/2022	37,259	36,554	36,513	2.5 %
Discovery DJ Services, LLC (dba Discovery Midstream Partners)(4)(10)(11)	First lien senior secured revolving loan	L + 7.25%	10/25/2022	-	(53)	(55)	- %

Owl Rock Capital Corporation
Consolidated Schedules of Investments
As of December 31, 2017
(Amounts in thousands, except share amounts)

Company[1][14]	Investment	Interest	Maturity Date	Par / Units	Amortized Cost[3]	Fair Value	Percentage of Net Assets
Discovery DJ Services, LLC (dba Discovery Midstream Partners)[4][10][11][12]	First lien senior secured delayed draw term loan	L + 7.25%	4/25/2019	-	(585)	(607)	- %
				37,259	35,916	35,851	2.5 %
Professional services							
Pomeroy Group LLC[4][6]	First lien senior secured loan	L + 6.00%	11/30/2021	59,095	57,273	57,618	3.9 %
Specialty retail							
Saje Natural Business, Inc.[13]	Second lien senior secured loan	12.00% PIK	4/21/2022	37,656	37,061	37,091	2.5 %
Transportation							
Lytx, Inc.[4][6]	First lien senior secured loan	L + 6.75%	8/31/2023	36,146	35,110	35,242	2.4 %
Lytx, Inc.[4][10][11]	First lien senior secured revolving loan	L + 6.75%	8/31/2022	-	(56)	(50)	- %
				36,146	35,054	35,192	2.4 %
Total non-controlled/non-affiliated portfolio company debt investments				2,347,573	2,305,126	2,321,397	157.6 %
Equity Investments							
Oil and gas							
Discovery DJ Services, LLC (dba Discovery Midstream Partners)	LLC Interest	N/A	N/A	2,760	2,760	2,760	0.2 %
Total non-controlled/non-affiliated portfolio company equity investments				2,760	2,760	2,760	0.2 %
Total non-controlled/non-affiliated portfolio company investments				2,350,333	2,307,886	2,324,157	157.8 %
Controlled/affiliated portfolio company investments							
Equity Investments							
Investment funds and vehicles							
Sebago Lake LLC[13][15][17]		N/A	N/A	65,028	65,028	65,599	4.5 %
Total controlled/affiliated portfolio company investments				65,028	65,028	65,599	4.5 %
Total Investments				**$ 2,415,361**	**$ 2,372,914**	**$ 2,389,756**	**162.3** %

Interest Rate Swaps as of December 31, 2017

	Company Receives	Company Pays	Maturity Date	Notional Amount	Hedged Instrument	Footnote Reference
Interest rate swap	4.75%	L + 2.545%	12/21/2021	$ 150,000	2023 Notes	Note 6
Total				**$ 150,000**		

(1) Certain portfolio company investments are subject to contractual restrictions on sales.

(2) Unless otherwise indicated, all investments are considered Level 3 investments.

(3) The amortized cost represents the original cost adjusted for the amortization of discounts and premiums, as applicable, on debt investments using the effective interest method.

(4) Loan contains a variable rate structure and may be subject to an interest rate floor. Variable rate loans bear interest at a rate that may be determined by reference to either the London Interbank Offered Rate ("LIBOR" or "L") (which can include one-, two-, three- or six-month LIBOR) or an alternate base rate (which can include the Federal Funds Effective Rate or the Prime Rate), at the borrower's option, and which reset periodically based on the terms of the loan agreement.

(5) The interest rate on these loans is subject to 1 month LIBOR, which as of December 31, 2017 was 1.56%.

(6) The interest rate on these loans is subject to 3 month LIBOR, which as of December 31, 2017 was 1.69%.

(7) The interest rate on these loans is subject to 6 month LIBOR, which as of December 31, 2017 was 1.84%.

(8) The interest rate on these loans is subject to the Prime Rate ("Prime" or "P"), which as of December 31, 2017 was 4.50%.

(9) The first lien term loan is comprised of two components: Term Loan A and Term Loan B. The Company's Term Loan A and Ter m Loan B principal amounts are $28.8 million and $119.9 million, respectively. Both Term Loan A and Term Loan B have the same maturity date. Interest disclosed reflects the blended rate of the first lien term loan. The Term Loan A represents a 'first out' tranche and the Term Loan B represents a 'last out' tranche. The 'first out' tranche has priority as to the 'last out' tranche with respect to payments of principal, interest and any amounts due thereunder.

(10) Position or portion thereof is an unfunded loan commitment. See Note 7 "Commitments and Contingencies".

(11) The negative cost is the result of the capitalized discount being greater than the principal amount outstanding on the loan. The negative fair value is the result of the capitalized discount on the loan.

(12) The date disclosed represents the commitment period of the unfunded term loan. Upon expiration of the commitment period, the funded portion of the term loan may be subject to a longer maturity date.

(13) This portfolio company is not a qualifying asset under Section 55(a) of the 1940 Act. Under the 1940 Act, the Company may not acquire any non-qualifying asset unless, at the time such acquisition is made, qualifying assets represent at least 70% of total assets.

(14) Unless otherwise indicated, the Company's portfolio companies are pledged as collateral supporting the amounts outstanding under the Revolving Credit Facility and SPV Asset Facility. See Note 6 "Debt".

(15) As defined in the 1940 Act, the Company is deemed to be both an "Affiliated Person" and has "Control" of this portfolio company as the Company owns more than 25% of the portfolio company's outstanding voting securities or has the power to exercise control over management or policies of such portfolio company (including through a management agreement). Other than for purposes of the 1940 Act, the Company does not believe that it has control over this portfolio company. The Company's investment in affiliates for the year ended December 31, 2017, were as follows:

($ in thousands)	Fair Value as of December 31, 2016	Gross Additions	Gross Reductions	Change in Unrealized Gains (Losses)	Fair Value as of December 31, 2017	Dividend Income	Other Income
Controlled Affiliates							
Sebago Lake LLC	$ —	$ 65,028	$ —	$ 571	$ 65,599	$ 125	$ 3,378
Total Controlled Affiliates	$ —	$ 65,028	$ —	$ 571	$ 65,599	$ 125	$ 3,378

(16) Level 2 investment.

(17) Investment is not pledged as collateral for the credit facilities.

(18) The Company may be entitled to receive additional interest as a result of an arrangement with other lenders in the syndication.

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

Owl Rock Capital Corporation
Consolidated Statements of Changes in Net Assets
(Amounts in thousands)
(Unaudited)

	For the Six Months Ended June 30, 2018	2017
Increase (Decrease) in Net Assets Resulting from Operations		
Net investment income (loss)	$ 91,018	$ 32,059
Net unrealized gain (loss) on investments	7,766	6,210
Net realized gain (loss) on investments	(3,793)	—
Net Increase (Decrease) in Net Assets Resulting from Operations	94,991	38,269
Distributions		
Distributions declared from net investment income	(82,891)	(21,500)
Net Decrease in Net Assets Resulting from Shareholders' Distributions	(82,891)	(21,500)
Capital Share Transactions		
Issuance of common shares	574,942	375,000
Reinvestment of distributions	38,351	11,612
Net Increase in Net Assets Resulting from Capital Share Transactions	613,293	386,612
Total Increase in Net Assets	625,393	403,381
Net Assets, at beginning of period	1,472,579	680,525
Net Assets, at end of period	$ 2,097,972	$ 1,083,906
Undistributed Net Investment Income (Loss) Included in Net Assets at the End of the Period	$ 9,325	$ 18,441

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

Owl Rock Capital Corporation
Consolidated Statements of Cash Flows
(Amounts in thousands)
(Unaudited)

	For the Six Months Ended June 30,	
	2018	**2017**
Cash Flows from Operating Activities		
Net Increase (Decrease) in Net Assets Resulting from Operations	$ 94,991	$ 38,269
Adjustments to reconcile net increase (decrease) in net assets resulting from operations to net cash used in operating activities:		
Purchases of investments, net	(1,725,095)	(1,009,072)
Proceeds from investments, net	645,330	194,868
Net amortization of discount on investments	(10,805)	(2,437)
Payment-in-kind interest	(1,114)	(1,239)
Net change in unrealized (gain) loss on investments	(7,766)	(6,210)
Net realized (gain) loss	3,793	—
Amortization of debt issuance costs	2,370	1,183
Amortization of offering costs	400	415
Changes in operating assets and liabilities:		
(Increase) decrease in receivable for investments sold	19,900	—
(Increase) decrease in interest receivable	(4,353)	(4,227)
(Increase) decrease in receivable from a controlled affiliate	(916)	—
(Increase) decrease in prepaid expenses and other assets	(2,841)	(142)
Increase (decrease) in management fee payable	1,590	1,697
Increase (decrease) in payables to affiliate	(660)	(635)
Increase (decrease) in payables for investments purchased	12,584	—
Increase (decrease) in accrued expenses and other liabilities	7,469	1,108
Net cash used in operating activities	(965,123)	(786,422)
Cash Flows from Financing Activities		
Borrowings on Credit Facilities	1,537,000	1,093,000
Payments on Credit Facilities	(967,000)	(785,000)
Debt issuance costs	(6,338)	(4,976)
Proceeds from issuance of common shares	574,942	375,000
Offering costs paid	(393)	(503)
Cash distributions paid to shareholders	(31,576)	(9,888)
Net cash provided by financing activities	1,106,635	667,633
Net increase (decrease) in cash and restricted cash	141,512	(118,789)
Cash and restricted cash, beginning of period	20,071	209,353
Cash and restricted cash, end of period	$ 161,583	$ 90,564
Supplemental and Non-Cash Information		
Interest paid during the period	$ 20,407	$ 7,799
Distributions declared during the period	$ 82,891	$ 21,500
Reinvestment of distributions during the period	$ 38,351	$ 11,612

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

Note 1. Organization

Owl Rock Capital Corporation ("Owl Rock" or the "Company") is a Maryland corporation formed on October 15, 2015. The Company was formed primarily to originate and make loans to, and make debt and equity investments in, U.S. middle market companies. The Company invests in senior secured or unsecured loans, subordinated loans or mezzanine loans and, to a lesser extent, equity-related securities including warrants, preferred stock and similar forms of senior equity, which may or may not be convertible into a portfolio company's common equity. The Company's investment objective is to generate current income and to a lesser extent, capital appreciation by targeting investment opportunities with favorable risk-adjusted returns.

The Company has elected to be regulated as a business development company ("BDC") under the Investment Company Act of 1940, as amended (the "1940 Act"). In addition, for tax purposes, the Company is treated as a regulated investment company ("RIC") under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code"). Because the Company has elected to be regulated as a BDC and qualifies as a RIC under the Code, the Company's portfolio is subject to diversification and other requirements.

In April 2016, the Company made its first portfolio company investment. On April 27, 2016, the Company formed a wholly-owned subsidiary, OR Lending LLC, a Delaware limited liability company, which holds a California finance lenders license and a Tennessee industrial loan and thrift certificate. OR Lending LLC originates loans to borrowers headquartered in California and Tennessee. On August 24, 2017, the Company formed a wholly-owned subsidiary, ORCC Financing LLC, a Delaware limited liability company. On October 18, 2017, the Company formed a wholly-owned subsidiary, OR DH I LLC, a Delaware limited liability company. On March 20, 2018, the Company formed a wholly-owned subsidiary, ORCC Financing II LLC, a Delaware limited liability company. On May 8, 2018, the Company formed a wholly-owned subsidiary, OR MH I LLC, a Delaware limited liability company.

Owl Rock Capital Advisors LLC (the "Adviser") serves as the Company's investment adviser. The Adviser is registered with the Securities and Exchange Commission ("SEC") as an investment adviser under the 1940 Act. Subject to the overall supervision of the Company's board of directors (the "Board"), the Adviser manages the day-to-day operations of, and provides investment advisory and management services to, the Company.

From March 3, 2016 (the "Initial Closing") through March 2, 2018, the Company conducted private offerings (each, a "Private Offering") of common stock to accredited investors in reliance on exemptions from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"). At the closing of each Private Offering, each investor made a capital commitment (a "Capital Commitment") to purchase shares of the Company's common stock pursuant to a subscription agreement entered into with the Company. Investors are required to fund drawdowns to purchase shares of the Company's common stock up to the amount of their respective Capital Commitment on an as-needed basis each time the Company delivers a drawdown notice to its investors. If the Company has not consummated a listing of its common shares on a national securities exchange (an "Exchange Listing") by March 3, 2021, the five-year anniversary of the Initial Closing, subject to extension for two additional one-year periods, in the sole discretion of the Board, the Board (subject to any necessary shareholder approvals and applicable requirements of the 1940 Act) will use its commercially reasonable efforts to wind down and/or liquidate and dissolve the Company in an orderly manner.

Note 2. Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The Company is an investment company and, therefore, applies the specialized accounting and reporting guidance in Accounting Standards Codification ("ASC") Topic 946, Financial Services – Investment Companies. In the opinion of management, all adjustments considered necessary for the fair presentation of the consolidated financial statements have been included. The Company was initially capitalized on March 1, 2016 and commenced operations on March 3, 2016. The Company's fiscal year ends on December 31.

Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Actual amounts could differ from those estimates and such differences could be material.

Cash

Cash consists of deposits held at a custodian bank and restricted cash pledged as collateral. Cash is carried at cost, which approximates fair value. The Company deposits its cash with highly-rated banking corporations and, at times, may exceed the insured limits under applicable law.

Investments at Fair Value

Investment transactions are recorded on the trade date. Realized gains or losses are measured by the difference between the net proceeds received and the amortized cost basis of the investment using the specific identification method without regard to unrealized gains or losses previously recognized, and include investments charged off during the period, net of recoveries. The net change in unrealized gains or losses primarily reflects the change in investment values, including the reversal of previously recorded unrealized gains or losses with respect to investments realized during the period.

Investments for which market quotations are readily available are typically valued at the bid price of those market quotations. To validate market quotations, the Company utilizes a number of factors to determine if the quotations are representative of fair value, including the source and number of the quotations. Debt and equity securities that are not publicly traded or whose market prices are not readily available, as is the case for substantially all of the Company's investments, are valued at fair value as determined in good faith by the Board, based on, among other things, the input of the Adviser, the Company's audit committee and independent third-party valuation firm(s) engaged at the direction of the Board.

As part of the valuation process, the Board takes into account relevant factors in determining the fair value of the Company's investments, including: the estimated enterprise value of a portfolio company (i.e., the total fair value of the portfolio company's debt and equity), the nature and realizable value of any collateral, the portfolio company's ability to make payments based on its earnings and cash flow, the markets in which the portfolio company does business, a comparison of the portfolio company's securities to any similar publicly traded securities, and overall changes in the interest rate environment and the credit markets that may affect the price at which similar investments may be made in the future. When an external event such as a purchase or sale transaction, public offering or subsequent equity sale occurs, the Board considers whether the pricing indicated by the external event corroborates its valuation.

The Board undertakes a multi-step valuation process, which includes, among other procedures, the following:

- With respect to investments for which market quotations are readily available, those investments will typically be valued at the bid price of those market quotations;
- With respect to investments for which market quotations are not readily available, the valuation process begins with the independent valuation firm(s) providing a preliminary valuation of each investment to the Adviser's valuation committee;
- Preliminary valuation conclusions are documented and discussed with the Adviser's valuation committee. Agreed upon valuation recommendations are presented to the Audit Committee;
- The Audit Committee reviews the valuation recommendations and recommends values for each investment to the Board; and
- The Board reviews the recommended valuations and determines the fair value of each investment.

The Company conducts this valuation process on a quarterly basis.

The Company applies Financial Accounting Standards Board Accounting Standards Codification 820, *Fair Value Measurements* ("ASC 820"), as amended, which establishes a framework for measuring fair value in accordance with U.S. GAAP and required disclosures of fair value measurements. ASC 820 determines fair value to be the price that would be received for an investment in a current sale, which assumes an orderly transaction between market participants on the measurement date. Market participants are defined as buyers and sellers in the principal or most advantageous market (which may be a hypothetical market) that are independent, knowledgeable, and willing and able to transact. In accordance with ASC 820, the Company considers its principal market to be the market that has the greatest volume and level of activity. ASC 820 specifies a fair value hierarchy that prioritizes and ranks the level of observability of inputs used in determination of fair value. In accordance with ASC 820, these levels are summarized below:

- Level 1 – Valuations based on quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.
- Level 2 – Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.
- Level 3 – Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

Transfers between levels, if any, are recognized at the beginning of the quarter in which the transfer occurs. In addition to using the above inputs in investment valuations, the Company applies the valuation policy approved by its Board that is consistent with ASC 820. Consistent with the valuation policy, the Company evaluates the source of the inputs, including any markets in which its investments are trading (or any markets in which securities with similar attributes are trading), in determining fair value. When an investment is valued based on prices provided by reputable dealers or pricing services (such as broker quotes),the Company subjects those prices to various criteria in making the determination as to whether a particular investment would qualify for treatment as a Level 2 or Level 3 investment. For example, the Company, or the independent valuation firm(s), reviews pricing support provided by dealers or pricing services in order to determine if observable market information is being used, versus unobservable inputs.

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. Additionally, the fair value of such investments may differ significantly from the values that would have been used had a ready market existed for such investments and may differ materially from the values that may ultimately be realized. Further, such investments are generally less liquid than publicly traded securities and may be subject to contractual and other restrictions on resale. If the Company were required to liquidate a portfolio investment in a forced or liquidation sale, it could realize amounts that are different from the amounts presented and such differences 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 gains or losses ultimately realized on these investments to be different than the unrealized gains or losses reflected herein.

Financial and Derivative Instruments

Pursuant to ASC 815 *Derivatives and Hedgin*g, further clarified by the FASB's issuance of the Accounting Standards Update ("ASU") No. 2017-12, *Derivatives and Hedging*, which was adopted early in 2017 by the Company, all derivative instruments entered into by the Company are designated as hedging instruments. For all derivative instruments designated as a hedge, the entire change in the fair value of the hedging instrument shall be recorded in the same line item of the Consolidated Statements of Operations as the hedged item. The Company's derivative instruments are used to hedge the Company's fixed rate debt, and therefore both the periodic payment and the change in fair value for the ineffective hedge, if applicable, will be recorded as components of interest expense in the Consolidated Statements of Operations.

Interest and Dividend Income Recognition

Interest income is recorded on the accrual basis and includes amortization of discounts or premiums. Discounts and premiums to par value on securities purchased are amortized into interest income over the contractual life of the respective security using the effective yield method. The amortized cost of investments represents the original cost adjusted for the amortization of discounts or premiums, if any. Upon prepayment of a loan or debt security, any prepayment premiums, unamortized upfront loan origination fees and unamortized discounts are recorded as interest income in the current period.

Loans are generally placed on non-accrual status when there is reasonable doubt that principal or interest will be collected in full. Accrued 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 is paid current and, in management's judgment, are likely to remain current. Management may make exceptions to this treatment and determine to not place a loan on non-accrual status if the loan has sufficient collateral value and is in the process of collection.

Dividend income on preferred equity securities is recorded on the accrual basis to the extent that such amounts are payable by the portfolio company and are expected to be collected. Dividend income on common equity securities is recorded on the record date for private portfolio companies or on the ex-dividend date for publicly-traded portfolio companies.

Other Income

From time to time, the Company may receive fees for services provided to portfolio companies. These fees are generally only available to the Company as a result of closing investments, are normally paid at the closing of the investments, are generally non-recurring and are recognized as revenue when earned upon closing of the investment. The services that the Adviser provides vary by investment, but can include closing, work, diligence or other similar fees and fees for providing managerial assistance to our portfolio companies.

Organization Expenses

Costs associated with the organization of the Company are expensed as incurred. These expenses consist primarily of legal fees and other costs of organizing the Company.

Offering Expenses

Costs associated with the offering of common shares of the Company are capitalized as deferred offering expenses and are included in prepaid expenses and other assets in the Consolidated Statements of Assets and Liabilities and are amortized over a twelve-month period from incurrence. These expenses consist primarily of legal fees and other costs incurred in connection with the Company's share offerings, the preparation of the Company's registration statement, and registration fees.

Debt Issuance Costs

The Company records origination and other expenses related to its debt obligations as deferred financing costs. These expenses are deferred and amortized over the life of the related debt instrument. Debt issuance costs are presented on the Consolidated Statements of Assets and Liabilities as a direct deduction from the debt liability. In circumstances in which there is not an associated debt liability amount recorded in the consolidated financial statements when the debt issuance costs are incurred, such debt issuance costs will be reported on the Consolidated Statements of Assets and Liabilities as an asset until the debt liability is recorded.

Reimbursement of Transaction-Related Expenses

The Company may receive reimbursement for certain transaction-related expenses in pursuing investments. Transaction-related expenses, which are generally expected to be reimbursed by the Company's portfolio companies, are typically deferred until the transaction is consummated and are recorded in prepaid expenses and other assets on the date incurred. The costs of successfully completed investments not otherwise reimbursed are borne by the Company and are included as a component of the investment's cost basis.

Cash advances received in respect of transaction-related expenses are recorded as cash with an offset to accrued expenses and other liabilities. Accrued expenses and other liabilities are relieved as reimbursable expenses are incurred.

Income Taxes

The Company has elected to be treated as a BDC under the 1940 Act. The Company has elected to be treated as a RIC under the Code beginning with its taxable year ending December 31, 2016. So long as the Company maintains its tax treatment as a RIC, it generally will not pay corporate-level U.S. federal income taxes on any ordinary income or capital gains that it distributes at least annually to its shareholders as dividends. Instead, any tax liability related to income earned and distributed by Owl Rock represents obligations of the Company's investors and will not be reflected in the consolidated financial statements of the Company.

To qualify as a RIC, the Company must, among other things, meet certain source-of-income and asset diversification requirements. In addition, to qualify for RIC tax treatment, the Company must distribute to its shareholders, for each taxable year, at least 90% of its "investment company taxable income" for that year, which is generally its ordinary income plus the excess of its realized net short-term capital gains over its realized net long-term capital losses. In order for the Company not to be subject to U.S. federal excise taxes, it must distribute annually an amount at least equal to the sum of (i) 98% of its net ordinary income (taking into account certain deferrals and elections) for the calendar year, (ii) 98.2% of its capital gains in excess of capital losses for the one-year period ending on October 31 of the calendar year and (iii) any net ordinary income and capital gains in excess of capital losses for preceding years that were not distributed during such years. The Company, at its discretion, may carry forward taxable income in excess of calendar year dividends and pay a 4% nondeductible U.S. federal excise tax on this income.

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. Tax positions not deemed to meet the "more-likely-than-not" threshold are reserved and recorded as a tax benefit or expense in the current year. All penalties and interest associated with income taxes are included in income tax expense. Conclusions regarding tax positions are subject to review and may be adjusted at a later date based on factors including, but not limited to, on-going analyses of tax laws, regulations and interpretations thereof. The 2015 and 2016 tax years remain subject to examination by U.S. federal, state and local tax authorities.

Distributions to Common Shareholders

Distributions to common shareholders are recorded on the record date. The amount to be distributed is determined by the Board and is generally based upon the earnings estimated by the Adviser. Net realized long-term capital gains, if any, would be generally distributed at least annually, although the Company may decide to retain such capital gains for investment.

The Company has adopted a dividend reinvestment plan that provides for reinvestment of any cash distributions on behalf of shareholders, unless a shareholder elects to receive cash. As a result, if the Board authorizes and declares a cash distribution, then the shareholders who have not “opted out” of the dividend reinvestment plan will have their cash distribution automatically reinvested in additional shares of the Company’s common stock, rather than receiving the cash distribution. The Company expects to use newly issued shares to implement the dividend reinvestment plan.

Consolidation

As provided under Regulation S-X and ASC Topic 946 - Financial Services - Investment Companies, the Company will generally not consolidate its investment in a company other than a wholly-owned investment company or controlled operating company whose business consists of providing services to the Company. Accordingly, the Company consolidated the accounts of the Company's wholly-owned subsidiaries in its consolidated financial statements. All significant intercompany balances and transactions have been eliminated in consolidation.

The Company does not consolidate its equity interest in Sebago Lake LLC (“Sebago Lake”). For further description of the Company’s investment in Sebago Lake, see Note 4 “Investments”.

New Accounting Pronouncements

Management does not believe that any recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on the accompanying consolidated financial statements.

Note 3. Agreements and Related Party Transactions

Administration Agreement

On March 1, 2016, the Company entered into an Administration Agreement (the “Administration Agreement”) with the Adviser. Under the terms of the Administration Agreement, the Adviser performs, or oversees, the performance of, required administrative services, which includes providing office space, equipment and office services, maintaining financial records, preparing reports to shareholders and reports filed with the SEC, and managing the payment of expenses and the performance of administrative and professional services rendered by others.

The Administration Agreement also provides that the Company reimburses the Adviser for certain organization costs incurred prior to the commencement of the Company’s operations, and for certain offering costs.

The Company reimburses the Adviser for services performed for it pursuant to the terms of the Administration Agreement. In addition, pursuant to the terms of the Administration Agreement, the Adviser may delegate its obligations under the Administration Agreement to an affiliate or to a third party and the Company will reimburse the Adviser for any services performed for it by such affiliate or third party.

On March 1, 2018, the Board approved to extend the Administration Agreement. Unless earlier terminated as described below, the AdministrationAgreement will remain in effect until March 1, 2019 and from year to year thereafter if approved annually by (1) the vote of the Board, or by the vote of a majority of its outstanding voting securities, and (2) the vote of a majority of the Company’s directors who are not “interested persons” of the Company, of the Adviser or of any of their respective affiliates, as defined in the 1940 Act. The Administration Agreement may be terminated at any time, without the payment of any penalty, on 60 days’ written notice, by the vote of a majority of the outstanding voting securities of the Company, or by the vote of the Board or by the Administrator.

No person who is an officer, director, or employee of the Adviser or its affiliates and who serves as a director of the Company receives any compensation from the Company for his or her services as a director. However, the Company reimburses the Adviser (or its affiliates) for an allocable portion of the compensation paid by the Adviser or its affiliates to the Company’s Chief Compliance Officer, Chief Financial Officer and their respective staffs (based on the percentage of time those individuals devote, on an estimated basis, to the business and affairs of the Company). Directors who are not affiliated with the Adviser receive compensation for their services and reimbursement of expenses incurred to attend meetings.

For the three and six months ended June 30, 2018, the Company incurred expenses of approximately $0.9 million and $1.6 million, respectively, for costs and expenses reimbursable to the Adviser under the terms of the Administration Agreement. For the three and six months ended June 30, 2017, the Company incurred expenses of approximately $0.6 million and $1.5 million, respectively, for costs and expenses reimbursable to the Adviser under the terms of the Administration Agreement.

Investment Advisory Agreement

On March 1, 2016, the Company entered into an Investment Advisory Agreement (the "Investment Advisory Agreement") with the Adviser. Under the terms of the Investment Advisory Agreement, the Adviser is responsible for managing the Company's business and activities, including sourcing investment opportunities, conducting research, performing diligence on potential investments, structuring its investments, and monitoring its portfolio companies on an ongoing basis through a team of investment professionals.

The Adviser's services under the Investment Advisory Agreement are not exclusive, and it is free to furnish similar services to other entities so long as its services to the Company are not impaired.

On March 1, 2018, the Board approved to extend the Investment Advisory Agreement. Unless earlier terminated as described below, the Investment Advisory Agreement will remain in effect until March 1, 2019 and will remain in effect from year-to-year thereafter if approved annually by a majority of the Board or by the holders of a majority of our outstanding voting securities and, in each case, by a majority of independent directors.

The Investment Advisory Agreement will automatically terminate within the meaning of the 1940 Act and related SEC guidance and interpretations in the event of its assignment. In accordance with the 1940 Act, without payment of any penalty, the Company may terminate the Investment Advisory Agreement with the Adviser upon 60 days' written notice. The decision to terminate the agreement may be made by a majority of the Board or the shareholders holding a majority (as defined under the 1940 Act) of the outstanding shares of the Company's common stock or the Adviser. In addition, without payment of any penalty, the Adviser may generally terminate the Investment Advisory Agreement upon 60 days' written notice and, in certain circumstances, the Adviser may only be able to terminate the Investment Advisory Agreement upon 120 days' written notice.

From time to time, the Adviser may pay amounts owed by the Company to third-party providers of goods or services, including the Board, and the Company will subsequently reimburse the Adviser for such amounts paid on its behalf. Amounts payable to the Adviser are settled in the normal course of business without formal payment terms.

Under the terms of the Investment Advisory Agreement, the Company will pay the Adviser a base management fee and may also pay to it certain incentive fees. The cost of both the management fee and the incentive fee will ultimately be borne by the Company's shareholders.

The management fee is payable quarterly in arrears. Prior to the future quotation or listing of the Company's securities on a national securities exchange (an "Exchange Listing") or the future quotation or listing of its securities on any other public trading market, the management fee is payable at an annual rate of 0.75% of the Company's (i) average gross assets, excluding cash and cash equivalents but including assets purchased with borrowed amounts, at the end of the Company's two most recently completed calendar quarters plus (ii) the average of any remaining unfunded Capital Commitments at the end of the two most recently completed calendar quarters. Following an Exchange Listing, the management fee is payable at an annual rate of 1.75% of the Company's average gross assets excluding cash and cash equivalents but including assets purchased with borrowed amounts, at the end of the two most recently completed calendar quarters. The management fee for any partial month or quarter, as the case may be, will be appropriately prorated and adjusted for any share issuances or repurchases during the relevant calendar months or quarters, as the case may be.

For the three and six months ended June 30, 2018, management fees were $12.7 million and $24.8 million, respectively. For the three and six months ended June 30, 2017, management fees were $6.3 million and $11.3 million, respectively.

Pursuant to the Investment Advisory Agreement, the Adviser will not be entitled to an incentive fee prior to an Exchange Listing. Following an Exchange Listing, the incentive fee will consist of two components that are independent of each other, with the result that one component may be payable even if the other is not. A portion of the incentive fee is based on the Company's pre-incentive fee net investment income and a portion is based on the Company's capital gains. The portion of the incentive fee based on pre-incentive fee net investment income is determined and paid quarterly in arrears commencing with the first calendar quarter following an Exchange Listing, and equals 100% of the pre-incentive fee net investment income in excess of a 1.5% quarterly "hurdle rate," until the Adviser has received 20% of the total pre-incentive fee net investment income for that calendar quarter and, for pre-incentive fee net investment income in excess of 1.875% quarterly, 20% of all remaining pre-incentive fee net investment income for that calendar quarter.

The second component of the incentive fee, the capital gains incentive fee, payable at the end of each calendar year in arrears, equals 20% of cumulative realized capital gains from the date on which the Exchange Listing becomes effective (the "Listing Date") to the end of each calendar year, less cumulative realized capital losses and unrealized capital depreciation from the Listing Date to the end of each calendar year, less the aggregate amount of any previously paid capital gains incentive fee for prior periods. In no event will the capital gains incentive fee payable pursuant to the Investment Advisory Agreement be in excess of the amount permitted by the Advisers Act, including Section 205 thereof.

There was no incentive fee for the three and six months ended June 30, 2018 and 2017.

Affiliated Transactions

The Company may be prohibited under the 1940 Act from conducting certain transactions with its affiliates without prior approval of the directors who are not interested persons, and in some cases, the prior approval of the SEC. The Company, the Adviser and certain of its affiliates have been granted exemptive relief by the SEC to co-invest with other funds managed by the Adviser or its affiliates, including Owl Rock Capital Corporation II, in a manner consistent with our investment objective, positions, policies, strategies and restrictions as well as regulatory requirements and other pertinent factors. Pursuant to such exemptive relief, the Company generally is permitted to co-invest with certain of its affiliates if a "required majority" (as defined in Section 57(o) of the 1940 Act) of the Board make certain conclusions in connection with a co-investment transaction, including that (1) the terms of the transaction, including the consideration to be paid, are reasonable and fair to the Company and its shareholders and do not involve overreaching of the Company or its shareholders on the part of any person concerned, (2) the transaction is consistent with the interests of the Company's shareholders and is consistent with its investment objective and strategies, and (3) the investment by its affiliates would not disadvantage the Company, and the Company's participation would not be on a basis different from or less advantageous than that on which its affiliates are investing. The Adviser's investment allocation policy incorporates the conditions of the exemptive relief and seeks to ensure equitable allocation of investment opportunities between the Company, Owl Rock Capital Corporation II and/or other funds managed by the Adviser or its affiliates. As a result of exemptive relief, there could be significant overlap in the Company's investment portfolio and the investment portfolio of Owl Rock Capital Corporation II and/or other funds established by the Adviser that could avail themselves of the exemptive relief.

License Agreement

The Company has entered into a license agreement (the "License Agreement") with Owl Rock Capital Partners LP, pursuant to which Owl Rock Capital Partners LP has granted the Company a non-exclusive license to use the name "Owl Rock." Under the License Agreement, the Company has a right to use the Owl Rock name for so long as the Adviser or one of its affiliates remains the Company's investment adviser. Other than with respect to this limited license, the Company will have no legal right to the "Owl Rock" name or logo.

Note 4. Investments

Under the 1940 Act, the Company is required to separately identify non-controlled investments where it owns 5% or more of a portfolio company's outstanding voting securities and/or had the power to exercise control over the management or policies of such portfolio company as investments in "affiliated" companies. In addition, under the 1940 Act, the Company is required to separately identify investments where it owns more than 25% of a portfolio company's outstanding voting securities and/or had the power to exercise control over the management or policies of such portfolio company as investments in "controlled" companies. Under the 1940 Act, "non-affiliated investments" are defined as investments that are neither controlled investments nor affiliated investments. Detailed information with respect to the Company's non-controlled, non-affiliated; non-controlled, affiliated; and controlled affiliated investments is contained in the accompanying consolidated financial statements, including the consolidated schedule of investments. The information in the tables below is presented on an aggregate portfolio basis, without regard to whether they are non-controlled non-affiliated, non-controlled affiliated or controlled affiliated investments.

Investments at fair value and amortized cost consisted of the following as of June 30, 2018 and December 31, 2017:

	June 30, 2018		December 31, 2017	
($ in thousands)	Amortized Cost	Fair Value	Amortized Cost	Fair Value
First-lien senior secured debt investments	$ 2,483,698	$ 2,502,602	$ 1,640,301	$ 1,652,021
Second-lien senior secured debt investments	880,874	886,095	664,825	669,376
Equity investments	3,100	4,193	2,760	2,760
Investment funds and vehicles(1)	93,134	92,523	65,028	65,599
Total Investments	$ 3,460,806	$ 3,485,413	$ 2,372,914	$ 2,389,756

(1) Includes equity investment in Sebago Lake. See below, within Note 4, for more information regarding Sebago Lake.

The industry composition of investments based on fair value as of June 30, 2018 and December 31, 2017 was as follows:

	June 30, 2018	December 31, 2017
Advertising and media	5.3 %	3.3 %
Aerospace and defense	—	2.1
Automotive	4.4	—
Buildings and real estate	3.6	5.2
Business services	12.0	8.8
Chemicals	1.6	—
Consumer products	3.2	4.7
Containers and packaging	1.5	2.3
Distribution	8.0	13.3
Education	2.5	—
Energy equipment and services	1.8	6.1
Financial services	2.8	3.6
Food and beverage	7.4	5.5
Healthcare providers and services	4.0	7.6
Household products	2.0	3.0
Human resource support services	—	1.9
Infrastructure and environmental services	4.4	3.1
Insurance	1.0	1.4
Internet software and services	5.2	7.4
Investment funds and vehicles (1)	2.7	2.7
Leisure and entertainment	5.9	7.6
Manufacturing	3.0	3.3
Oil and gas	5.0	1.6
Professional services	5.5	2.4
Specialty retail	3.0	1.6
Telecommunications	1.0	—
Transportation	3.2	1.5
Total	100.0 %	100.0 %

(1) Includes equity investment in Sebago Lake. See below, within Note 4, for more information regarding Sebago Lake.

The geographic composition of investments based on fair value as of June 30, 2018 and December 31, 2017 was as follows:

	June 30, 2018	December 31, 2017
United States:		
Midwest	17.6 %	16.9 %
Northeast	20.4	15.7
South	37.9	42.1
West	19.0	17.9
Belgium	1.8	2.5
Canada	1.2	3.3
United Kingdom	2.1	1.6
Total	100.0 %	100.0 %

Sebago Lake LLC

Sebago Lake, a Delaware limited liability company, was formed as a joint venture between the Company and The Regents of the University of California ("Regents") and commenced operations on June 20, 2017. Sebago Lake's principal purpose is to make investments, primarily in senior secured loans that are made to middle-market companies or in broadly syndicated loans. Both the Company and Regents (the "Members") have a 50% economic ownership in Sebago Lake. Except under certain circumstances, contributions to Sebago Lake cannot be redeemed. Each of the Members initially agreed to contribute up to $100 million to Sebago Lake. As of June 30, 2018, each Member has funded $93.1 million of their $100 million subscriptions. On July 26, 2018, each of the Members increased their contribution to Sebago Lake up to an aggregate of $125 million. Sebago Lake is managed by the Members, each of which have equal voting rights. Investment decisions must be approved by each of the Members.

The Company has determined that Sebago Lake is an investment company under ASC 946; however, in accordance with such guidance, the Company will generally not consolidate its investment in a company other than a wholly owned investment company subsidiary or a controlled operating company whose business consists of providing services to the Company. Accordingly, the Company does not consolidate its non-controlling interest in Sebago Lake.

As of June 30, 2018 and December 31, 2017, Sebago Lake had total investments in senior secured debt at fair value of $520.7 million and $330.0 million, respectively. The determination of fair value is in accordance with ASC 820; however, such fair value is not included in the Board's valuation process described herein. The following table is a summary of Sebago Lake's portfolio as well as a listing of the portfolio investments in Sebago Lake's portfolio as of June 30, 2018 and December 31, 2017:

($ in thousands)	June 30, 2018	December 31, 2017
Total senior secured debt investments(1)	$ 528,440	$ 332,499
Weighted average spread over LIBOR(1)	4.73 %	4.71 %
Number of portfolio companies	18	12
Largest funded investment to a single borrower(1)	$ 49,874	$ 46,646

(1) At par.

Sebago Lake's Portfolio as of June 30, 2018
($ in thousands)

Company(1)(2)(4)(5)	Investment	Interest	Maturity Date	Par / Units	Amortized Cost(3)	Fair Value	Percentage of Members' Equity
Debt Investments							
Aerospace and defense							
Applied Composites Holdings, LLC (fka AC&A Enterprises Holdings, LLC)(8)	First lien senior secured loan	L + 5.50%	12/21/2023	$ 35,727	$ 35,061	$ 35,083	19.0 %
Applied Composites Holdings, LLC (fka AC&A Enterprises Holdings, LLC)(10)(11)(13)	First lien senior secured revolving loan	L + 5.50%	12/21/2022	-	(54)	(54)	- %
				35,727	35,007	35,029	19.0 %
Consumer products							
Decolin Inc. (dba Laces Group, Inc.)(6)	First lien senior secured loan	L + 4.50%	12/27/2023	16,915	16,847	16,830	9.1 %
Education							
SSH Group Holdings, Inc. (dba Stratford School)(8)	First lien senior secured loan	L + 5.00%	10/2/2024	17,410	17,253	17,413	9.4 %
Food and beverage							
DecoPac, Inc.(8)	First lien senior secured loan	L + 4.25%	9/30/2024	21,214	21,122	21,129	11.4 %
DecoPac, Inc.(8)(10)(13)	First lien senior secured revolving loan	L + 4.25%	9/29/2023	393	377	379	0.2 %
FQSR, LLC (dba KBP Investments)(8)	First lien senior secured loan	L + 5.50%	5/14/2023	24,881	24,515	24,507	13.2 %
FQSR, LLC (dba KBP Investments)(10)(11)(12)(13)	First lien senior secured delayed draw term loan	L + 5.50%	5/14/2020	-	(89)	(92)	- %
Give & Go Prepared Foods Corp.(8)	First lien senior secured loan	L + 4.25%	7/29/2023	24,813	24,758	23,820	12.9 %
Sovos Brands Intermediate, Inc.(7)	First lien senior secured loan	L + 4.50%	7/18/2024	42,919	41,766	41,288	22.3 %
Sovos Brands Intermediate, Inc.(10)(11)(13)	First lien senior secured revolving loan	L + 4.50%	7/18/2022	-	(113)	(169)	(0.1) %
				114,220	112,336	110,862	59.9 %
Healthcare equipment and supplies							
Beaver-Visitec International Holdings, Inc.(8)	First lien senior secured loan	L + 5.00%	8/21/2023	46,410	46,000	46,410	25.1 %
Cadence, Inc.(6)	First lien senior secured loan	L + 4.50%	5/21/2025	24,661	24,059	24,044	13.0 %
Cadence, Inc.(10)(11)(13)	First lien senior secured revolving loan	L + 4.50%	5/21/2025	-	(179)	(183)	(0.1) %
				71,071	69,880	70,271	38.0 %
Healthcare providers and services							
Covenant Surgical Partners, Inc.(8)	First lien senior secured loan	L + 4.50%	10/4/2024	22,962	22,911	22,916	12.4 %
Covenant Surgical Partners, Inc.(8)(10)	First lien senior secured delayed draw term loan	L + 4.75%	10/4/2024	4,135	4,119	4,121	2.2 %
				27,097	27,030	27,037	14.6 %
Insurance							
Integro Parent Inc.(8)	First lien senior secured loan	L + 5.75%	10/30/2022	44,885	44,663	44,661	24.1 %
Integro Parent Inc.(8)(10)(11)(13)	First lien senior secured revolving loan	L + 4.50%	10/30/2021	-	(29)	(30)	- %
USRP Holdings, Inc. (dba U.S. Retirement and Benefits Partners)(8)	First lien senior secured loan	L + 4.25%	3/29/2025	35,000	34,198	34,160	18.5 %

Sebago Lake's Portfolio as of June 30, 2018
($ in thousands)

Company[1][2][4][5]	Investment	Interest	Maturity Date	Par / Units	Amortized Cost[3]	Fair Value	Percentage of Members' Equity
USRP Holdings, Inc. (dba U.S. Retirement and Benefits Partners)[10][11][12][13]	First lien senior secured delayed draw term loan	L + 4.25%	3/29/2020	-	(211)	(210)	(0.1) %
USRP Holdings, Inc. (dba U.S. Retirement and Benefits Partners)[8][10][13]	First lien senior secured revolving loan	L + 4.25%	3/29/2023	1,225	1,047	1,045	0.6 %
Worley Claims Services, LLC[6]	First lien senior secured loan	L + 5.50%	8/7/2022	17,160	17,025	17,162	9.3 %
Worley Claims Services, LLC[10][11][12][13]	First lien senior secured delayed draw term loan	L + 5.50%	2/7/2019	-	(31)	31	- %
				98,270	96,662	96,819	52.4 %
Infrastructure and environmental services							
CHA Holding Inc.[6]	First lien senior secured loan	L + 4.50%	4/10/2025	25,000	24,890	24,875	13.4 %
CHA Holding Inc.[10][11][12][13]	First lien senior secured delayed draw term loan	L + 4.50%	10/10/2019	-	(26)	(27)	- %
				25,000	24,864	24,848	13.4 %
Internet software and services							
DigiCert, Inc.[6][9]	First lien senior secured loan	L + 4.75%	10/31/2024	42,893	42,704	42,830	23.1 %
Leisure and entertainment							
Interstate Hotels & Resorts, Inc[8]	First lien senior secured loan	L + 4.00%	5/3/2022	49,874	48,778	48,677	26.3 %
Manufacturing							
Blount International, Inc.[6][9]	First lien senior secured loan	L + 4.25%	4/12/2023	14,963	14,928	15,026	8.1 %
Transportation							
Uber Technologies, Inc.[6][9]	First lien senior secured loan	L + 4.00%	4/4/2025	15,000	14,927	15,031	8.1 %
Total Debt Investments				**$ 528,440**	**$ 521,216**	**$ 520,673**	**281.4 %**
Total Investments				**$ 528,440**	**$ 521,216**	**$ 520,673**	**281.4 %**

(1) Certain portfolio company investments are subject to contractual restrictions on sales.
(2) Unless otherwise indicated, Sebago Lake's portfolio companies are pledged as collateral supporting the amounts outstanding under Sebago Lake's credit facility.
(3) The amortized cost represents the original cost adjusted for the amortization of discounts and premiums, as applicable, on debt investments using the effective interest method.
(4) Unless otherwise indicated, all investments are considered Level 3 investments.
(5) Unless otherwise indicated, loan contains a variable rate structure, and may be subject to an interest rate floor. Variable rate loans bear interest at a rate that may be determined by reference to either the London Interbank Offered Rate ("LIBOR" or "L") (which can include one-, two-, three- or six-month LIBOR) or an alternate base rate (which can include the Federal Funds Effective Rate or the Prime Rate), at the borrower's option, and which reset periodically based on the terms of the loan agreement.
(6) The interest rate on these loans is subject to 1 month LIBOR, which as of June 30, 2018 was 2.09%.
(7) The interest rate on these loans is subject to 2 month LIBOR, which as of June 30, 2018 was 2.17%.
(8) The interest rate on these loans is subject to 3 month LIBOR, which as of June 30, 2018 was 2.34%.
(9) Level 2 investment.
(10) Position or portion thereof is an unfunded loan commitment.
(11) The negative cost is the result of the capitalized discount being greater than the principal amount outstanding on the loan. The negative fair value is the result of the capitalized discount on the loan.
(12) The date disclosed represents the commitment period of the unfunded term loan. Upon expiration of the commitment period, the funded portion of the term loan may be subject to a longer maturity date.
(13) Investment is not pledged as collateral under Sebago Lake's credit facility.

Sebago Lake's Portfolio as of December 31, 2017
($ in thousands)

Company(1)(2)(4)(5)	Investment	Interest	Maturity Date	Par / Units	Amortized Cost(3)	Fair Value	Percentage of Members' Equity
Debt Investments							
Aerospace and defense							
AC&A Enterprises Holdings, LLC(8)	First lien senior secured loan	L + 5.50%	12/21/2023	$ 31,695	$ 31,062	$ 31,061	23.7 %
AC&A Enterprises Holdings, LLC(9)(10)(12)	First lien senior secured delayed draw term loan	L + 5.50%	12/21/2023	-	(42)	(42)	- %
AC&A Enterprises Holdings, LLC(9)(10)(12)	First lien senior secured revolving loan	L + 5.50%	12/21/2022	-	(60)	(60)	- %
				31,695	30,960	30,959	23.7 %
Distribution							
FCX Holdings Corp.(6)	First lien senior secured loan	L + 4.25%	8/4/2020	26,626	26,501	26,493	20.2 %
Sierra Acquisition, Inc(6)(13)	First lien senior secured loan	L + 4.25%	11/10/2024	20,000	19,912	20,160	15.4 %
				46,626	46,413	46,653	35.6 %
Education							
SSH Group Holdings, Inc.(7)	First lien senior secured loan	L + 5.00%	10/2/2024	17,500	17,331	17,325	13.2 %
Food and beverage							
DecoPac, Inc.(7)	First lien senior secured loan	L + 4.25%	9/30/2024	21,214	21,116	21,108	16.1 %
DecoPac, Inc.(7)(9)(12)	First lien senior secured revolving loan	L + 4.25%	9/29/2023	1,143	1,126	1,125	0.9 %
Give & Go Prepared Foods Corp.(7)	First lien senior secured loan	L + 4.25%	7/29/2023	24,938	24,878	24,875	19.0 %
Sovos Brands Intermediate, Inc.(7)	First lien senior secured loan	L + 4.50%	7/18/2024	43,135	41,899	41,927	32.0 %
Sovos Brands Intermediate, Inc.(9)(10)(12)	First lien senior secured revolving loan	L + 4.50%	7/18/2022	-	(127)	(122)	(0.1) %
				90,430	88,892	88,913	67.9 %
Healthcare equipment and services							
Beaver-Visitec International Holdings, Inc.(7)	First lien senior secured loan	L + 5.00%	8/21/2023	46,646	46,201	46,179	35.2 %
Covenant Surgical Partners, Inc.(7)	First lien senior secured loan	L + 4.75%	10/4/2024	23,077	23,023	23,021	17.5 %
Covenant Surgical Partners, Inc.(7)(9)(12)	First lien senior secured delayed draw term loan	L + 4.75%	10/4/2024	1,277	1,260	1,260	1.0 %
				71,000	70,484	70,460	53.7 %
Insurance							
Worley Claims Services, LLC(6)	First lien senior secured loan	L + 5.50%	8/7/2022	17,248	17,098	17,095	13.0 %
Worley Claims Services, LLC(9)(10)(11)(12)	First lien senior secured delayed draw term loan	L + 5.50%	2/7/2019	-	(35)	(38)	- %
				17,248	17,063	17,057	13.0 %
Internet software and services							
DigiCert, Inc.(7)(13)	First lien senior secured loan	L + 4.75%	10/31/2024	43,000	42,799	43,516	33.2 %
Manufacturing							
Blount International, Inc.(6)	First lien senior secured loan	L + 4.25%	4/12/2023	15,000	14,964	15,165	11.3 %
Total Debt Investments				**$ 332,499**	**$ 328,906**	**$ 330,048**	**251.6 %**
Total Investments				**$ 332,499**	**$ 328,906**	**$ 330,048**	**251.6 %**

(1) Certain portfolio company investments are subject to contractual restrictions on sales.
(2) Unless otherwise indicated, Sebago Lake's portfolio companies are pledged as collateral supporting the amounts outstanding under Sebago Lake's credit facility.
(3) The amortized cost represents the original cost adjusted for the amortization of discounts and premiums, as applicable, on debt investments using the effective interest method.
(4) Unless otherwise indicated, all investments are considered Level 3 investments.
(5) Unless otherwise indicated, loan contains a variable rate structure, and may be subject to an interest rate floor. Variable rate loans bear interest at a rate that may be determined by reference to either the London Interbank Offered Rate ("LIBOR" or "L") (which can include one-, two-, three- or six-month LIBOR) or an alternate base rate (which can include the Federal Funds Effective Rate or the Prime Rate), at the borrower's option, and which reset periodically based on the terms of the loan agreement.
(6) The interest rate on these loans is subject to 1 month LIBOR, which as of December 31, 2017 was 1.56%.
(7) The interest rate on these loans is subject to 3 month LIBOR, which as of December 31, 2017 was 1.69%.
(8) The interest rate on these loans is subject to 6 month LIBOR, which as of December 31, 2017 was 1.84%.
(9) Position or portion thereof is an unfunded loan commitment.
(10) The negative cost is the result of the capitalized discount being greater than the principal amount outstanding on the loan. The negative fair value is the result of the capitalized discount on the loan.
(11) The date disclosed represents the commitment period of the unfunded term loan. Upon expiration of the commitment period, the funded portion of the term loan may be subject to a longer maturity date.
(12) Investment is not pledged as collateral under Sebago Lake's credit facility.
(13) Level 2 investment.

Below is selected balance sheet information for Sebago Lake as of June 30, 2018 and December 31, 2017:

($ in thousands)	June 30, 2018 (Unaudited)	December 31, 2017
Assets		
Investments at fair value (amortized cost of $521,216 and $328,906, respectively)	$ 520,673	$ 330,048
Cash	11,419	7,519
Interest receivable	2,487	1,300
Prepaid expenses and other assets	10	71
Total Assets	$ 534,589	$ 338,938
Liabilities		
Debt (net of unamortized debt issuance costs of $6,016 and $4,330, respectively)	$ 340,624	$ 201,419
Loan origination and structuring fees payable	2,819	3,378
Distributions payable	3,201	250
Accrued expenses and other liabilities	2,898	2,692
Total Liabilities	349,542	207,739
Members' Equity		
Members' Equity	185,047	131,199
Members' Equity	185,047	131,199
Total Liabilities and Members' Equity	$ 534,589	$ 338,938

Below is selected statement of operations information for Sebago Lake for the three and six months ended June 30, 2018 and 2017:

	Three Months Ended June 30,		Six Months Ended June 30,	
($ in thousands)	2018	2017	2018	2017
Investment Income				
Interest income	$ 8,547	$ —	$ 14,706	$ —
Other income	127	—	220	—
Total Investment Income	8,674	—	14,926	—
Expenses				
Initial organization	—	98	—	98
Loan origination and structuring fee	1,636	—	2,819	—
Interest expense	3,902	—	6,526	—
Professional fees	223	—	412	—
Total Expenses	5,761	98	9,757	98
Net Investment Income	$ 2,913	$ (98)	$ 5,169	$ (98)
Net Unrealized Gain (Loss) on Investments				
Net Unrealized Gain (Loss) on Investments	(1,947)	—	(1,687)	—
Total Net Unrealized Gain (Loss) on Investments	(1,947)	—	(1,687)	—
Net Increase in Members' Equity Resulting from Operations	$ 966	$ (98)	$ 3,482	$ (98)

Loan Origination and Structuring Fees

If the loan origination and structuring fees earned by Sebago Lake during a fiscal year exceed Sebago Lake's expenses and other obligations (excluding financing costs), such excess is allocated to the Member(s) responsible for the origination of the loans pro rata in accordance with the total loan origination and structuring fees earned by Sebago Lake with respect to the loans originated by such Member; provided, that in no event will the amount allocated to a Member exceed 1% of the par value of the loans originated by such Member in any fiscal year. The loan origination and structuring fee is accrued quarterly and included in other income from controlled, affiliated investments on the Company's Consolidated Statements of Operations and paid annually. For the three and six months ended June 30, 2018, the Company accrued income based on loan origination and structuring fees of $1.6 million and $2.8 million, respectively. For the period ended June 30, 2017, the Company did not accrue income based on loan origination and structuring fees.

Note 5. Fair Value of Investments

Investments

The following tables present the fair value hierarchy of investments as of June 30, 2018 and December 31, 2017:

($ in thousands)	Fair Value Hierarchy as of June 30, 2018			
	Level 1	Level 2	Level 3	Total
First-lien senior secured debt investments	$ —	$ —	$ 2,502,602	$ 2,502,602
Second-lien senior secured debt investments	—	35,175	850,920	886,095
Equity investments	—	—	4,193	4,193
Subtotal	$ —	$ 35,175	$ 3,357,715	$ 3,392,890
Investments measured at NAV(1)	—	—	—	92,523
Total Investments at fair value	$ —	$ 35,175	$ 3,357,715	$ 3,485,413

(1) Includes equity investment in Sebago Lake.

($ in thousands)	Fair Value Hierarchy as of December 31, 2017			
	Level 1	Level 2	Level 3	Total
First-lien senior secured debt investments	$ —	$ 39,830	$ 1,612,191	$ 1,652,021
Second-lien senior secured debt investments	—	35,497	633,879	669,376
Equity investments	—	—	2,760	2,760
Subtotal	$ —	$ 75,327	$ 2,248,830	$ 2,324,157
Investments measured at NAV(1)	—	—	—	65,599
Total Investments at fair value	$ —	$ 75,327	$ 2,248,830	$ 2,389,756

(1) Includes equity investment in Sebago Lake.

The following tables present changes in the fair value of investments for which Level 3 inputs were used to determine the fair value as of and for the three and six months ended June 30, 2018:

($ in thousands)	As of and for the Three Months Ended June 30, 2018			
	First-lien senior secured debt investments	Second-lien senior secured debt investments	Equity investments	Total
Fair value, beginning of period	$ 1,995,555	$ 861,314	$ 2,760	$ 2,859,629
Purchases of investments, net(1)	763,552	75,177	340	839,069
Proceeds from investments, net	(323,276)	(84,250)	—	(407,526)
Net change in unrealized gain (loss)	928	1,691	1,093	3,712
Net realized gains (losses)	158	(3,951)	—	(3,793)
Net amortization of discount on investments	5,990	939	—	6,929
Transfers into (out of) Level 3(2)	59,695	—	—	59,695
Fair value, end of period	$ 2,502,602	$ 850,920	$ 4,193	$ 3,357,715

(1) Purchases may include payment-in-kind (“PIK”).
(2) Transfers between levels, if any, are recognized at the beginning of the quarter in which the transfers occur.

	As of and for the Six Months Ended June 30, 2018			
($ in thousands)	First-lien senior secured debt investments	Second-lien senior secured debt investments	Equity investments	Total
Fair value, beginning of period	$ 1,612,191	$ 633,879	$ 2,760	$ 2,248,830
Purchases of investments, net	1,326,956	358,909	340	1,686,205
Proceeds from investments, net(1)	(452,439)	(141,250)	—	(593,689)
Net change in unrealized gain (loss)	7,738	1,009	1,093	9,840
Net realized gains (losses)	—	(3,951)	—	(3,951)
Net amortization of discount on investments	8,156	2,324	—	10,480
Transfers into (out of) Level 3(2)	—	—	—	—
Fair value, end of period	$ 2,502,602	$ 850,920	$ 4,193	$ 3,357,715

(1) Purchases may include payment-in-kind ("PIK").
(2) Transfers between levels, if any, are recognized at the beginning of the quarter in which the transfers occur.

The following tables present changes in the fair value of investments for which Level 3 inputs were used to determine the fair value as of and for the three and six months ended June 30, 2017:

	As of and for the Three Months Ended June 30, 2017			
($ in thousands)	First-lien senior secured debt investments	Second-lien senior secured debt investments	Equity investments	Total
Fair value, beginning of period	$ 641,048	$ 410,128	$ —	$ 1,051,176
Purchases of investments, net	484,840	279,736	—	764,576
Proceeds from investments, net	(37,600)	(70,290)	—	(107,890)
Net change in unrealized gain (loss)	1,007	(126)	—	881
Net amortization of discount on investments	1,013	276	—	1,289
Transfers into (out of) Level 3(1)	6,045	—	—	6,045
Fair value, end of period	$ 1,096,353	$ 619,724	$ —	$ 1,716,077

(1) Transfers between levels, if any, are recognized at the beginning of the quarter in which the transfers occur.

	As of and for the Six Months Ended June 30, 2017			
($ in thousands)	First-lien senior secured debt investments	Second-lien senior secured debt investments	Equity investments	Total
Fair value, beginning of period	$ 574,776	$ 357,230	$ —	$ 932,006
Purchases of investments, net	638,212	332,476	—	970,688
Proceeds from investments, net	(124,376)	(70,289)	—	(194,665)
Net change in unrealized gain (loss)	5,817	(168)	—	5,649
Net amortization of discount on investments	1,924	475	—	2,399
Transfers into (out of) Level 3(1)	—	—	—	—
Fair value, end of period	$ 1,096,353	$ 619,724	$ —	$ 1,716,077

(1) Transfers between levels, if any, are recognized at the beginning of the quarter in which the transfers occur.

The following tables present information with respect to net change in unrealized gains on investments for which Level 3 inputs were used in determining the fair value that are still held by the Company for the three and six months ended June 30, 2018 and 2017:

($ in thousands)	Net change in unrealized gain (loss) for the Three Months Ended June 30, 2018 on Investments Held at June 30, 2018	Net change in unrealized gain (loss) for the Three Months Ended June 30, 2017 on Investments Held at June 30, 2017
First-lien senior secured debt investments	$ 5,584	$ 1,007
Second-lien senior secured debt investments	1,025	(126)
Equity investments	1,093	—
Total Investments	$ 7,702	$ 881

($ in thousands)	Net change in unrealized gain (loss) for the Six Months Ended June 30, 2018 on Investments Held at June 30, 2018	Net change in unrealized gain (loss) for the Six Months Ended June 30, 2017 on Investments Held at June 30, 2017
First-lien senior secured debt investments	$ 11,651	$ 6,043
Second-lien senior secured debt investments	2,509	(168)
Equity investments	1,093	—
Total Investments	$ 15,253	$ 5,875

The following tables present quantitative information about the significant unobservable inputs of the Company’s Level 3 investments as of June 30, 2018 and December 31, 2017. The tables are not intended to be all-inclusive but instead capture the significant unobservable inputs relevant to the Company’s determination of fair value.

	As of June 30, 2018				
($ in thousands)	Fair Value	Valuation Technique	Unobservable Input	Range (Weighted Average)	Impact to Valuation from an Increase in Input
First-lien senior secured debt investments	$ 1,795,964	Yield Analysis	Market Yield	6.8%-12.4% (9.7%)	Decrease
	706,638	Recent Transaction	Transaction Price	97.5%-99.5% (98.1%)	Increase
Second-lien senior secured debt investments	$ 750,906	Yield Analysis	Market Yield	11.0%-13.4% (11.8%)	Decrease
	100,014	Recent Transaction	Transaction Price	98.9%-100.0% (99.3%)	Increase
Equity	$ 3,853	Market Approach	EBITDA Multiple	14.1x	Increase
	340	Recent Transaction	Transaction Price	1.0	Increase

	As of December 31, 2017				
($ in thousands)	**Fair Value**	**Valuation Technique**	**Unobservable Input**	**Range (Weighted Average)**	**Impact to Valuation from an Increase in Input**
First-lien senior secured debt investments	$ 1,431,179	Yield Analysis	Market Yield	6.4%-10.9% (9.4%)	Decrease
	181,012	Recent Transaction	Transaction Price	93.0-98.0 (96.2)	Increase
Second-lien senior secured debt investments	$ 456,229	Yield Analysis	Market Yield	10.9%-16.6% (12.2%)	Decrease
	177,650	Recent Transaction	Transaction Price	98.0-99.0 (98.7)	Increase
Equity	$ 2,760	Recent Transaction	Transaction Price	1.0	Increase

The Company typically determines the fair value of its performing Level 3 debt investments utilizing a yield analysis. In a yield analysis, a price is ascribed for each investment based upon an assessment of current and expected market yields for similar investments and risk profiles. Additional consideration is given to the expected life, portfolio company performance since close, and other terms and risks associated with an investment. Among other factors, a determinant of risk is the amount of leverage used by the portfolio company relative to its total enterprise value, and the rights and remedies of the Company's investment within the portfolio company's capital structure.

Significant unobservable quantitative inputs typically used in the fair value measurement of the Company's Level 3 debt investments primarily include current market yields, including relevant market indices, but may also include quotes from brokers, dealers, and pricing services as indicated by comparable investments. For the Company's Level 3 equity investments, a market approach, based on comparable publicly-traded company and comparable market transaction multiples of revenues, earnings before income taxes, depreciation and amortization ("EBITDA") or some combination thereof and comparable market transactions typically would be used.

Financial Instruments Not Carried at Fair Value

The fair value of the Company's credit facilities, which are categorized as Level 3 within the fair value hierarchy as of June 30, 2018 and December 31, 2017, approximates their carrying value. Additionally, the carrying amounts of the Company's assets and liabilities, other than investments at fair value, approximate fair value due to their short maturities.

Note 6. Debt

In accordance with the 1940 Act, with certain limitations, the Company is allowed to borrow amounts such that its asset coverage, as defined in the 1940 Act, is at least 200% (or 150% if certain conditions are met) after such borrowing. As of June 30, 2018 and December 31, 2017, the Company's asset coverage was 238% and 258%, respectively.

Debt obligations consisted of the following as of June 30, 2018 and December 31, 2017:

	June 30, 2018			
($ in thousands)	Aggregate Principal Committed	Outstanding Principal	Amount Available(1)	Net Carrying Value(2)
Subscription Credit Facility(3)	$ 900,000	$ 732,000	$ 163,411	$ 729,729
Revolving Credit Facility	600,000	—	600,000	(5,162)
SPV Asset Facility I	400,000	400,000	—	395,901
SPV Asset Facility II	250,000	220,000	30,000	216,960
2023 Notes	150,000	150,000	—	148,036
Total Debt	$ 2,300,000	$ 1,502,000	$ 793,411	$ 1,485,464

(1) The amount available reflects any limitations related to each credit facility's borrowing base.
(2) The carrying value of the Company's Subscription Credit Facility, Revolving Credit Facility, SPV Asset Facility I, SPV Asset Facility II and the 2023 Notes are presented net of deferred financing costs of $2.3 million, $5.1 million, $4.1 million, $3.0 million and $2.0 million, respectively.
(3) The amount available is reduced by $4.6 million of outstanding letters of credit.

	December 31, 2017			
($ in thousands)	Aggregate Principal Committed	Outstanding Principal	Amount Available(1)	Net Carrying Value(2)
Subscription Credit Facility(3)	$ 900,000	$ 393,500	$ 502,711	$ 390,415
Revolving Credit Facility	400,000	—	400,000	(3,044)
SPV Asset Facility I	400,000	400,000	—	395,463
2023 Notes(4)	150,000	138,500	11,500	136,598
Total Debt	$ 1,850,000	$ 932,000	$ 914,211	$ 919,432

(1) The amount available reflects any limitations related to each credit facility's borrowing base.
(2) The carrying value of the Company's Subscription Credit Facility, Revolving Credit Facility, SPV Asset Facility I and the 2023 Notes are presented net of deferred financing costs of $3.1 million, $3.0 million, $4.6 million, and $1.9 million, respectively.
(3) The amount available is reduced by $3.8 million of outstanding letters of credit.
(4) Amounts available were issued January 30, 2018.

For the three and six months ended June 30, 2018 and 2017, the components of interest expense were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
($ in thousands)	2018	2017	2018	2017
Interest expense	$ 15,827	$ 4,564	$ 26,789	$ 7,075
Amortization of debt issuance costs	1,275	665	2,370	1,183
Total Interest Expense	$ 17,102	$ 5,229	$ 29,159	$ 8,258
Average interest rate	4.04 %	2.73 %	3.86 %	2.59 %
Average daily borrowings	$ 1,494,714	$ 593,374	$ 1,321,359	$ 468,262

Subscription Credit Facility

On August 1, 2016, the Company entered into a subscription credit facility (the "Original Subscription Credit Facility") with Wells Fargo Bank, National Association ("Wells Fargo"), as administrative agent (the "Administrative Agent") and letter of credit issuer, and Wells Fargo, State Street Bank and Trust Company and the banks and financial institutions from time to time party thereto, as lenders.

The Original Subscription Credit Facility permitted the Company to borrow up to $250 million, subject to availability under the "Borrowing Base". The Borrowing Base is calculated based on the unused Capital Commitments of the investors meeting various eligibility requirements above certain concentration limits based on investors' credit ratings. The Original Subscription Credit Facility also included a provision permitting the Company to increase the size of the facility on or before August 1, 2017 up to a maximum principal amount not exceeding $500 million, subject to customary conditions, and included a further provision permitting the Company to increase the size of the facility under certain circumstances up to a maximum principal amount not exceeding $750 million, if the existing or new lenders agreed to commit to such further increase.

On September 14, 2016, the Company increased the size of the facility to a total of $300 million. On September 26, 2016, the Company increased the size of the facility to a total of $500 million. On January 4, 2017, the Company increased the size of the facility to a total of $575 million. On March 13, 2017, the Company increased the size of the facility to a total of $700 million.

On November 2, 2017, the Company amended the Original Subscription Credit Facility pursuant to a first amendment to revolving credit agreement (the "First Amendment" and the Original Subscription Credit Facility, as amended, the "Subscription Credit Facility"), which, among other things: (i) increased the size of the facility to a total of $750 million and (ii) amended the accordion feature to permit the Company to increase the commitments under the Subscription Credit Facility under certain circumstances up to a maximum principal amount of $900 million, if the existing or new lenders agreed to commit to such further increase. On November 2, 2017, the Company temporarily increased the size of the facility to $850 million. On December 1, 2017, the Company increased the size of the Subscription Credit Facility to a total of $900 million.

Borrowings under the Subscription Credit Facility bear interest, at the Company's election at the time of drawdown, at a rate per annum equal to (i) in the case of LIBOR rate loans, an adjusted LIBOR rate for the applicable interest period plus 1.60% or (ii) in the case of reference rate loans, the greatest of (A) a prime rate plus 0.60%, (B) the federal funds rate plus 1.10%, and (C) one-month LIBOR plus 1.60%. Loans may be converted from one rate to another at any time at the Company's election, subject to certain conditions. The Company also will pay an unused commitment fee of 0.25% per annum on the unused commitments.

The Subscription Credit Facility will mature upon the earliest of (i) the date three (3) years from August 1, 2016; (ii) the date upon which the Administrative Agent declares the obligations under the Credit Facility due and payable after the occurrence of an event of default; (iii) forty-five (45) days prior to the scheduled termination of the commitment period under the Company's Subscription Agreements (as defined below); (iv) forty-five (45) days prior to the date of any listing of the Company's common stock on a national securities exchange; (v) the termination of the commitment period under the Company's Subscription Agreements (if earlier than the scheduled date); and (vi) the date the Company terminates the commitments pursuant to the Subscription Credit Facility.

The Subscription Credit Facility is secured by a perfected first priority security interest in the Company's right, title, and interest in and to the capital commitments of the Company's private investors, including the Company's right to make capital calls, receive and apply capital contributions, enforce remedies and claims related thereto together with capital call proceeds and related rights, and a pledge of the collateral account into which capital call proceeds are deposited.

The Subscription Credit Facility contains customary covenants, including certain limitations on the incurrence by the Company of additional indebtedness and on the Company's ability to make distributions to its shareholders, or redeem, repurchase or retire shares of stock, upon the occurrence of certain events, and customary events of default (with customary cure and notice provisions).

Transfers of interests in the Company by shareholders must comply with certain sections of the Subscription Credit Facility and the Company shall notify the Administrative Agent before such transfers take place. Such transfers may trigger mandatory prepayment obligations.

Revolving Credit Facility

On February 1, 2017, the Company entered into a senior secured revolving credit agreement (the "Original Revolving Credit Facility"). On June 21, 2018, the Company amended the Senior Secured Revolving Credit Agreement (the "Amendment," and the Original Revolving Credit Facility as amended by that certain First Amendment to Senior Secured Revolving Credit Agreement, dated as of July 17, 2017, the First Omnibus Amendment to Senior Secured Revolving Credit Agreement and Guarantee and Security Agreement, dated as of March 29, 2018 and the Amendment, the "Revolving Credit Facility"). The parties to the Revolving Credit Facility include the Company, as Borrower, the lenders from time to time parties thereto (each a "Lender" and collectively, the "Lenders") and SunTrust Robinson Humphrey, Inc. and ING Capital LLC as Joint Lead Arrangers and Joint Book Runners, SunTrust Bank as Administrative Agent and ING Capital LLC as Syndication Agent.

The Revolving Credit Facility is guaranteed by OR Lending LLC, a subsidiary of the Company, and will be guaranteed by certain domestic subsidiaries of the Company that are formed or acquired by the Company in the future (collectively, the "Guarantors"). Proceeds of the Revolving Credit Facility may be used for general corporate purposes, including the funding of portfolio investments.

The maximum principal amount of the Revolving Credit Facility is $600 million (increased from $590 million on June 21, 2018), subject to availability under the borrowing base, which is based on the Company's portfolio investments and other outstanding indebtedness. Maximum capacity under the Revolving Credit Facility may be increased to $1.25 billion (increased from $750 million pursuant to the First Omnibus Amendment to the Revolving Credit Facility) through the exercise by the Borrower of an uncommitted accordion feature through which existing and new lenders may, at their option, agree to provide additional financing. The Revolving Credit Facility includes a $50 million limit for swingline loans and is secured by a perfected first-priority interest in substantially all of the portfolio investments held by the Company and each Guarantor, subject to certain exceptions.

The availability period under the Revolving Credit Facility will terminate onMarch 29, 2022 (“Revolving Credit Facility Commitment Termination Date”) and the Revolving Credit Facility will mature on March 29, 2023 (“Revolving Credit Facility Maturity Date”). During the period from the Revolving Credit Facility Commitment Termination Date to the Revolving Credit Facility Maturity Date, the Company will be obligated to make mandatory prepayments under the Revolving Credit Facility out of the proceeds of certain asset sales and other recovery events and equity and debt issuances.

The Company may borrow amounts in U.S. dollars or certain other permitted currencies. Amounts drawn under the Revolving Credit Facility will bear interest at either LIBOR plus 2.00% (decreased from 2.25% pursuant to the Amendment), or the prime rate plus 1.00% (decreased from 1.25% pursuant to the Amendment). The Company may elect either the LIBOR or prime rate at the time of drawdown, and loans may be converted from one rate to another at any time at the Company’s option, subject to certain conditions. The Company also pays a fee of 0.375% on undrawn amounts under the Revolving Credit Facility.

The Revolving Credit Facility includes customary covenants, including certain limitations on the incurrence by the Company of additional indebtedness and on the Company’s ability to make distributions to its shareholders, or redeem, repurchase or retire shares of stock, upon the occurrence of certain events and certain financial covenants related to asset coverage and liquidity and other maintenance covenants, as well as customary events of default.

SPV Asset Facilities

SPV Asset Facility I

On December 21, 2017 (the “SPV Asset Facility I Closing Date”), ORCC Financing LLC (“ORCC Financing”), a Delaware limited liability company and subsidiary of the Company, entered into a Loan and Servicing Agreement (the “SPV Asset Facility I”), with ORCC Financing as Borrower, the Company as Transferor and Servicer, the lenders from time to time parties thereto (the “SPV Lenders”), Morgan Stanley Asset Funding Inc. as Administrative Agent, State Street Bank and Trust Company as Collateral Agent and Cortland Capital Market Services LLC as Collateral Custodian.

From time to time, the Company sells and contributes certain investments to ORCC Financing pursuant to a Sale and Contribution Agreement by and between the Company and ORCC Financing. No gain or loss is recognized as a result of the contribution. Proceeds from the SPV Asset Facility I are used to finance the origination and acquisition of eligible assets by ORCC Financing, including the purchase of such assets from the Company. The Company retains a residual interest in assets contributed to or acquired by ORCC Financing through our ownership of ORCC Financing. The maximum principal amount of the SPV Asset Facility I is $400 million; the availability of this amount is subject to a borrowing base test, which is based on the value of ORCC Financing’s assets from time to time, and satisfaction of certain conditions, including certain concentration limits.

The SPV Asset Facility I provides for the ability to draw and redraw amounts under the SPV Asset Facility I for a period of up to three years after the SPV Asset Facility I Closing Date (the “SPV Asset Facility I Commitment Termination Date”). Unless otherwise terminated, the SPV Asset Facility I will mature on December 21, 2022 (the “SPV Asset Facility I Maturity Date”). Prior to the SPV Asset Facility I Maturity Date, proceeds received by ORCC Financing from principal and interest, dividends, or fees on assets must be used to pay fees, expenses and interest on outstanding borrowings, and the excess may be returned to the Company, subject to certain conditions. On the SPV Asset Facility I Maturity Date, ORCC Financing must pay in full all outstanding fees and expenses and all principal and interest on outstanding borrowings, and the excess may be returned to the Company.

Amounts drawn will bear interest at LIBOR plus a spread of 2.25% until the six-month anniversary of the SPV Asset Facility I Closing Date, increasing to 2.50% thereafter, until the SPV Asset Facility I Commitment Termination Date. After the SPV Asset Facility I Commitment Termination Date, amounts drawn will bear interest at LIBOR plus a spread of 2.75%, increasing to 3.00% on the first anniversary of the SPV Asset Facility I Commitment Termination Date. After a ramp-up period, there is an unused fee of 0.75% per annum on the amount, if any, by which the undrawn amount under the SPV Asset Facility I exceeds 25% of the maximum principal amount of the SPV Asset Facility I. The SPV Asset Facility I contains customary covenants, including certain financial maintenance covenants, limitations on the activities of ORCC Financing, including limitations on incurrence of incremental indebtedness, and customary events of default. The SPV Asset Facility I is secured by a perfected first priority security interest in the assets of ORCC Financing and on any payments received by ORCC Financing in respect of those assets. Assets pledged to the SPV Lenders will not be available to pay the debts of the Company.

SPV Asset Facility II

On May 22, 2018 (the “SPV Asset Facility II Closing Date”), ORCC Financing II LLC (“ORCC Financing II”), a Delaware limited liability company and subsidiary of the Company, entered into a Credit Agreement (the “SPV Asset Facility II”), with ORCC Financing II, as Borrower, the lenders from time to time parties thereto (the “SPV Asset Facility II Lenders”), Natixis, New York Branch, as Administrative Agent, State Street Bank and Trust Company, as Collateral Agent, and Cortland Capital Market Services LLC as Document Custodian.

From time to time, the Company expects to sell and contribute certain investments to ORCC Financing II pursuant to a sale and contribution agreement by and between the Company and ORCC Financing II. No gain or loss will be recognized as a result of the contribution. Proceeds from the SPV Asset Facility II will be used to finance the origination and acquisition of eligible assets by ORCC Financing II, including the purchase of such assets from the Company. The Company retains a residual interest in assets contributed to or acquired by ORCC Financing II through the Company’s ownership of ORCC Financing II. The maximum principal amount of the SPV Asset Facility II is $250 million; the availability of this amount is subject to an overcollateralization ratio test, which is based on the value of ORCC Financing II’s assets from time to time, and satisfaction of certain conditions, including an interest coverage ratio test, certain concentration limits and collateral quality tests.

The SPV Asset Facility II provides for the ability to (1) draw term loans and (2) draw and redraw revolving loans under the SPV Asset Facility II for a period of up to two years after the SPV Asset Facility II Closing Date unless the revolving commitments are terminated or converted to term loans sooner as provided in the SPV Asset Facility II (the “SPV Asset Facility II Commitment Termination Date”). Unless otherwise terminated, the SPV Asset Facility II will mature on May 22, 2026 (the “Stated Maturity”). Prior to the Stated Maturity, proceeds received by ORCC Financing II from principal and interest, dividends, or fees on assets must be used to pay fees, expenses and interest on outstanding borrowings, and the excess may be returned to the Company, subject to certain conditions. On the Stated Maturity, ORCC Financing II must pay in full all outstanding fees and expenses and all principal and interest on outstanding borrowings, and the excess may be returned to the Company.

Amounts drawn bear interest at LIBOR (or, in the case of certain lenders that are commercial paper conduits, the lower of their cost of funds and LIBOR plus 0.25%) plus a spread ranging from 2.00% to 2.50%. From the SPV Asset Facility II Closing Date to the SPV Asset Facility II Commitment Termination Date, there is a commitment fee ranging from 0.50% to 1.00% per annum on the undrawn amount, if any, of the revolving commitments in the SPV Asset Facility II. The SPV Asset Facility II contains customary covenants, including certain financial maintenance covenants, limitations on the activities of ORCC Financing II, including limitations on incurrence of incremental indebtedness, and customary events of default. The SPV Asset Facility II is secured by a perfected first priority security interest in the assets of ORCC Financing II and on any payments received by ORCC Financing II in respect of those assets. Assets pledged to the SPV Asset Facility II Lenders will not be available to pay the debts of the Company.

Unsecured Notes

2023 Notes

On December 21, 2017, the Company entered into a Note Purchase Agreement governing the issuance of $150 million in aggregate principal amount of unsecured notes (the “2023 Notes”) to institutional investors in a private placement. The issuance of $138.5 million of the 2023 Notes occurred on December 21, 2017, and $11.5 million of the 2023 Notes were issued in January 2018. The 2023 Notes have a fixed interest rate of 4.75% and are due on June 21, 2023. Interest on the 2023 Notes will be due semiannually. This interest rate is subject to increase (up to a maximum interest rate of 5.50%) in the event that, subject to certain exceptions, the 2023 Notes cease to have an investment grade rating. The Company is obligated to offer to repay the 2023 Notes at par if certain change in control events occur. The2023 Notes are general unsecured obligations of the Company that rank pari passu with all outstanding and future unsecured unsubordinated indebtedness issued by the Company.

The Note Purchase Agreement for the 2023 Notes contains customary terms and conditions for 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 BDC within the meaning of the 1940 Act and a RIC under the Code, minimum shareholders equity, minimum asset 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, misrepresentation in a material respect, breach of covenant, cross-default under other indebtedness of the Company or certain significant subsidiaries, certain judgments and orders, and certain events of bankruptcy.

The 2023 Notes were offered in reliance on Section 4(a)(2) of the Securities Act. The2023 Notes have not been registered under the Securities Act or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act as applicable.

In connection with the offering of the 2023 Notes, on December 21, 2017 the Company entered into an interest rate swap to continue to align the interest rates of its liabilities with its investment portfolio, which consists predominately of floating rate loans. The notional amount of the interest rate swap is $150 million. The Company will receive fixed rate interest semi-annually at 4.75% and pay variable rate interest monthly based on the 1-month LIBOR plus 2.545%. The interest rate swap matures on December 21, 2021. For the three and six months ended June 30, 2018, the Company made periodic payments totaling $1.6 million and $3.1 million, respectively. Pursuant to ASC 815 *Derivatives and Hedging*, the interest expense related to the 2023 Notes is offset by the proceeds received from the interest rate swap. The swap adjusted interest expense is included as a component of interest expense on the Company's Consolidated Statements of Operations. As of June 30, 2018, the interest rate swap had a fair value of $(2.9) million, which represents a change in fair value of $1.1 million and $(1.8) million for the three and six months ended, respectively. The change in fair value of the interest rate swap is equally offset by the change in fair value of the 2023 Notes.

Note 7. Commitments and Contingencies

Portfolio Company Commitments

From time to time, the Company may enter into commitments to fund investments. As of June 30, 2018 and December 31, 2017, the Company had the following outstanding commitments to fund investments in current portfolio companies:

Portfolio Company	Investment	June 30, 2018	December 31, 2017
($ in thousands)			
Accela, Inc.	First lien senior secured revolving loan	$ 6,000	$ 4,245
Access CIG, LLC	Second lien senior secured delayed draw term loan	1,784	—
CM7 Restaurant Holdings, LLC	First lien senior secured delayed draw term loan	17,315	—
CM7 Restaurant Holdings, LLC	First lien senior secured delayed draw term loan	2,002	—
Carolina Beverage Group (fka Cold Spring Brewing Company)	First lien senior secured revolving loan	2,684	—
Discovery DJ Services, LLC (dba Discovery Midstream Partners)	First lien senior secured revolving loan	2,760	2,760
Discovery DJ Services, LLC (dba Discovery Midstream Partners)	First lien senior secured delayed draw term loan	30,083	30,359
Douglas Products and Packaging Company LLC	First lien senior secured revolving loan	6,275	—
Galls, LLC	First lien senior secured revolving loan	11,450	—
Galls, LLC	First lien senior secured delayed draw term loan	34,527	—
GC Agile Holdings Limited (dba Apex Fund Services)	First lien senior secured delayed draw term loan	36,037	—
GC Agile Holdings Limited (dba Apex Fund Services)	First lien senior secured multi draw term loan	30,031	7,782
GC Agile Holdings Limited (dba Apex Fund Services)	First lien senior secured revolving loan	10,386	1,946
Hillstone Environmental Partners, LLC	First lien senior secured revolving loan	4,458	—
Ideal Tridon Holdings, Inc.	First lien senior secured revolving loan	1,929	3,857
LineStar Integrity Services LLC	First lien senior secured delayed draw term loan	25,833	—
Lytx, Inc.	First lien senior secured revolving loan	2,033	2,013
Manna Development Group, LLC	First lien senior secured revolving loan	3,469	—
Mavis Tire Express Services Corp.	Second lien senior secured delayed draw term loan	24,152	—
Motus, LLC and Runzheimer International LLC	First lien senior secured revolving loan	5,097	—

Portfolio Company	Investment	June 30, 2018	December 31, 2017
NMI Acquisitionco, Inc. (dba Network Merchants)	First lien senior secured revolving loan	220	646
PetVet Care Centers, LLC	First lien senior secured delayed draw term loan	—	4,981
Professional Plumbing Group, Inc.	First lien senior secured revolving loan	6,200	—
QC Supply, LLC	First lien senior secured delayed draw term loan	7,867	14,078
QC Supply, LLC	First lien senior secured revolving loan	497	2,981
SABA Software, Inc.	First lien senior secured revolving loan	—	4,950
Swipe Acquisition Corporation (dba PLI)	First lien senior secured delayed draw term loan	12,931	—
TC Holdings, LLC (dba TrialCard)	First lien senior secured delayed draw term loan	24,248	24,248
TC Holdings, LLC (dba TrialCard)	First lien senior secured revolving loan	5,033	5,034
Trader Interactive, LLC (fka Dominion Web Solutions, LLC)	First lien senior secured revolving loan	6,387	5,769
Troon Golf, L.L.C.	First lien senior secured revolving loan	14,426	14,426
TSB Purchaser, Inc. (dba Teaching Strategies, Inc.)	First lien senior secured revolving loan	4,239	—
Zenith Energy U.S. Logistics Holdings, LLC	First lien senior secured delayed draw term loan	17,567	—
Total Unfunded Portfolio Company Commitments		$ 357,920	$ 130,075

The Company maintains sufficient capacity to cover outstanding unfunded portfolio company commitments that the Company may be required to fund.

Other Commitments and Contingencies

As of June 30, 2018, the Company had $5.5 billion in total Capital Commitments from investors ($3.5 billion undrawn), of which $112.4 million is from executives of the Adviser ($63.5 million undrawn). These undrawn Capital Commitments will no longer remain in effect following the completion of an initial public offering of the Company's common stock.

As of December 31, 2017, the Company had $5.1 billion in total Capital Commitments from investors ($3.7 billion undrawn), of which $112.4 million is from executives of the Adviser ($63.5 million undrawn). These undrawn Capital Commitments will no longer remain in effect following the completion of an initial public offering of the Company's common stock.

From time to time, the Company may become a party to certain legal proceedings incidental to the normal course of its business. At June 30, 2018, management was not aware of any pending or threatened litigation.

2023 Notes

As of December 31, 2017, $11.5 million of the 2023 Notes remained outstanding, which were subsequently issued in January 2018.

Note 8. Net Assets

Subscriptions and Drawdowns

In connection with its formation, the Company has the authority to issue 500,000,000 common shares at $0.01 per share par value.

On March 1, 2016, the Company issued 100 common shares for $1,500 to the Adviser.

The Company has entered into subscription agreements (the "Subscription Agreements") with investors providing for the private placement of the Company's common shares. Under the terms of the Subscription Agreements, investors are required to fund drawdowns to purchase the Company's common shares up to the amount of their respective Capital Commitment on an as-needed basis each time the Company delivers a drawdown notice to its investors.

During the six months ended June 30, 2018, the Company delivered the following capital call notices to investors:

Capital Drawdown Notice Date	Common Share Issuance Date	Number of Common Shares Issued	Aggregate Offering Price ($ in millions)
March 5, 2018	March 16, 2018	11,347,030	$ 175.0
April 5, 2018	April 18, 2018	13,149,244	200.0
June 14, 2018	June 27, 2018	12,901,364	200.0
Total		37,397,638	$ 575.0

On July 10, 2018, the Company delivered a capital drawdown notice to its investors relating to the sale of approximately 13,053,380 shares of the Company's common stock, par value $0.01 per share, expected to close on or about July 23, 2018, for an aggregate offering price of $200.0 million. On July 24, 2018, the Company delivered a capital drawdown notice to its investors relating to the sale of approximately 9,733,939 shares of the Company's common stock, par value $0.01 per share, expected to close on or about August 6, 2018, for an aggregate offering price of $150.0 million. On August 7, 2018, the Company delivered a capital drawdown notice to its investors relating to the sale of approximately 19,392,373 shares of the Company's common stock, par value $0.01 per share, expected to close on or about August 20, 2018, for an aggregate offering price of $300.0 million.

During the six months ended June 30, 2017, the Company delivered the following capital call notices to investors:

Capital Drawdown Notice Date	Common Share Issuance Date	Number of Common Shares Issued	Aggregate Offering Price ($ in millions)
April 14, 2017	April 28, 2017	6,600,659	$ 100.0
May 11, 2017	May 24, 2017	8,350,033	125.0
May 26, 2017	June 9, 2017	9,966,777	150.0
Total		24,917,469	$ 375.0

Distributions

The following table reflects the distributions declared on shares of the Company's common stock during the six months ended June 30, 2018:

	June 30, 2018		
Date Declared	**Record Date**	**Payment Date**	**Distribution per Share**
March 2, 2018	March 31, 2018	April 30, 2018	$ 0.33
June 22, 2018	June 30, 2018	August 15, 2018	$ 0.34

On August 7, 2018, the Board declared a distribution of 90% of estimated third quarter taxable income, and net capital gains, if any, for shareholders of record on September 30, 2018, payable on November 15, 2018.

The following table reflects the distributions declared on shares of the Company's common stock during the six months ended June 30, 2017:

	June 30, 2017		
Date Declared	Record Date	Payment Date	Distribution per Share
March 7, 2017	March 7, 2017	March 15, 2017	$ 0.19
May 9, 2017	May 9, 2017	May 15, 2017	$ 0.24

Dividend Reinvestment

With respect to distributions, the Company has adopted an "opt out" dividend reinvestment plan for common shareholders. As a result, in the event of a declared distribution, each shareholder that has not "opted out" of the dividend reinvestment plan will have their dividends or distributions automatically reinvested in additional shares of our common stock rather than receiving cash distributions. Shareholders who receive distributions in the form of shares of common stock will be subject to the same U.S. federal, state and local tax consequences as if they received cash distributions.

The following table reflects the common stock issued pursuant to the dividend reinvestment plan during the six months ended June 30, 2018:

Date Declared	Record Date	Payment Date	Shares
November 7, 2017	December 31, 2017	January 31, 2018	1,231,796
March 2, 2018	March 31, 2018	April 30, 2018	1,310,273

The following table reflects the common stock issued pursuant to the dividend reinvestment plan during the six months ended June 30, 2017:

Date Declared	Record Date	Payment Date	Shares
March 7, 2017	March 7, 2017	March 15, 2017	270,178
May 9, 2017	May 9, 2017	May 15, 2017	504,892

Repurchase Offers

During the three and six months ended June 30, 2018, the Company did not make an offer to repurchase issued and outstanding shares.

During the three and six months ended June 30, 2017, the Company offered to repurchase up to $50 million of issued and outstanding shares of common stock at a purchase price of $15.09 per share. The offer to repurchase commenced on March 15, 2017 and expired on April 11, 2017. No shares were repurchased in connection with the tender offer.

Note 9. Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per common share for the three and six months ended June 30, 2018 and 2017:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
($ in thousands, except per share amounts)	2018	2017	2018	2017
Increase (decrease) in net assets resulting from operations	$ 50,715	$ 20,052	$ 94,991	$ 38,269
Weighted average shares of common stock outstanding—basic and diluted	122,691,019	56,902,859	111,867,699	51,424,041
Earnings per common share-basic and diluted	$ 0.41	$ 0.35	$ 0.85	$ 0.74

Note 10. Financial Highlights

The following are the financial highlights for a common share outstanding during the six months ended June 30, 2018 and 2017:

($ in thousands, except share and per share amounts)	For the Six Months Ended June 30, 2018	For the Six Months Ended June 30, 2017
Per share data:		
Net asset value, beginning of period	$ 15.03	$ 14.85
Net investment income[1]	0.82	0.62
Net realized and unrealized gain (loss) on investments	0.03	0.11
Total from operations	0.85	0.73
Distributions declared from net investment income[2]	(0.67)	(0.43)
Total increase in net assets	0.18	0.30
Net asset value, end of period	$ 15.21	$ 15.15
Shares outstanding, end of period	137,899,302	71,525,853
Total Return[3]	5.7 %	5.0 %
Ratios / Supplemental Data[4]		
Ratio of total expenses to average net assets[5]	6.9 %	6.3 %
Ratio of net investment income to average net assets[5]	10.5 %	8.4 %
Net assets, end of period	$ 2,097,972	$ 1,083,906
Weighted-average shares outstanding	111,867,699	51,424,041
Total capital commitments, end of period	$ 5,471,588	$ 3,185,997
Ratio of total contributed capital to total committed capital, end of period	36.4 %	32.7 %
Portfolio turnover rate	16.9 %	3.9 %
Year of formation	2015	2015

(1) The per share data was derived using the weighted average shares outstanding during the period.
(2) The per share data was derived using actual shares outstanding at the date of the relevant transaction.
(3) Total return is calculated as the change in net asset value ("NAV") per share during the period, plus distributions per share, if any, divided by the beginning NAV per share.
(4) Does not include expenses of investment companies in which the Company invests.
(5) The ratio reflects an annualized amount, except in the case of non-recurring expenses (e.g. initial organization expenses).

Note 11. Subsequent Events

The Company's management evaluated subsequent events through the date of issuance of these consolidated financial statements. Other than those previously disclosed, there have been no subsequent events that occurred during such period that would require disclosure in, or would be required to be recognized in, these consolidated financial statements.

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

The information contained in this section should be read in conjunction with "*ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS*". This discussion contains forward-looking statements, which relate to future events or the future performance or financial condition of Owl Rock Capital Corporation and involves numerous risks and uncertainties, including, but not limited to, those described in our Form 10-K filed with the SEC on March 2, 2018, and our Form 10-Q, filed with the SEC on May 8, 2018. This discussion also should be read in conjunction with the "Cautionary Statement Regarding Forward Looking Statements" set forth on page 3 of this Quarterly Report on Form 10-Q and in "*ITEM 1A. RISK FACTORS*". Actual results could differ materially from those implied or expressed in any forward-looking statements.

Overview

Owl Rock Capital Corporation (the "Company", "we", "us" or "our") is a Maryland corporation formed on October 15, 2015. We were formed primarily to originate and make loans to, and make debt and equity investments in, U.S. middle market companies. We invest in senior secured or unsecured loans, subordinated loans or mezzanine loans and, to a lesser extent, equity-related securities including warrants, preferred stock and similar forms of senior equity, which may or may not be convertible into a portfolio company's common equity. Our investment objective is to generate current income, and to a lesser extent, capital appreciation by targeting investment opportunities with favorable risk-adjusted returns.

We are managed by Owl Rock Capital Advisors LLC ("the Adviser" or "our Adviser"). The Adviser is registered with the SEC as an investment adviser under the Investment Advisers Act of 1940. Subject to the overall supervision of our board of directors (the "Board"), the Adviser manages our day-to-day operations, and provides investment advisory and management services to us. The Adviser or its affiliates may engage in certain origination activities and receive attendant arrangement, structuring or similar fees. The Adviser is responsible for managing our business and activities, including sourcing investment opportunities, conducting research, performing diligence on potential investments, structuring our investments, and monitoring our portfolio companies on an ongoing basis through a team of investment professionals. The Board consists of seven directors, four of whom are independent.

From March 3, 2016 (the "Initial Closing") through March 2, 2018, we conducted private offerings (each, a "Private Offering") of our common stock to accredited investors in reliance on exemptions from the registration requirements of the Securities Act of 1933, as amended. At the closing of each Private Offering, each investor made a capital commitment (a "Capital Commitment") to purchase shares of our common stock pursuant to a subscription agreement entered into with the Company. Investors are required to fund drawdowns to purchase shares of our common stock up to the amount of their respective Capital Commitment on an as-needed basis each time we deliver a drawdown notice to our investors. As of June 30, 2018, we had $5.5 billion in total Capital Commitments from investors. If we have not consummated a listing of our common stock on a national securities exchange (an "Exchange Listing") by March 3, 2021, the five-year anniversary of the Initial Closing, subject to extension for two additional one-year periods, in the sole discretion of the Board, the Board (subject to any necessary shareholder approvals and applicable requirements of the Investment Company Act of 1940 (the "1940 Act")) will use its commercially reasonable efforts to wind down and/or liquidate and dissolve the Company in an orderly manner.

Placement activities were conducted by our officers and the Adviser. In addition, we entered into agreements with placement agents or broker-dealers to solicit investor Capital Commitments. Fees paid pursuant to these agreements will be paid by our Adviser.

The Adviser also serves as investment adviser to Owl Rock Capital Corporation II. Owl Rock Capital Corporation II is a corporation formed under the laws of the State of Maryland that, like us, has elected to be treated as a business development company ("BDC") under the 1940 Act. Owl Rock Capital Corporation II's investment objective is similar to ours, which is to generate current income, and to a lesser extent, capital appreciation by targeting investment opportunities with favorable risk-adjusted returns. As of June 30, 2018, Owl Rock Capital Corporation II had raised gross proceeds of approximately $235.4 million, including seed capital contributed by the Adviser in September 2016 and approximately $10.0 million in gross proceeds raised from certain individuals and entities affiliated with the Adviser.

We may be prohibited under the 1940 Act from conducting certain transactions with our affiliates without the prior approval of our directors who are not interested persons and, in some cases, the prior approval of the SEC. We, our Adviser and certain affiliates have been granted exemptive relief by the SEC to permit us to co-invest with other funds managed by our Adviser or its affiliates, including Owl Rock Capital Corporation II, in a manner consistent with our investment objective, positions, policies, strategies and restrictions as well as regulatory requirements and other pertinent factors. Pursuant to such exemptive relief, we generally are permitted to co-invest with certain of our affiliates if a "required majority" (as defined in Section 57(o) of the 1940 Act) of our independent directors make certain conclusions in connection with a co-investment transaction, including that (1) the terms of the transactions, including the consideration to be paid, are reasonable and fair to us and our shareholders and do not involve overreaching by us or our shareholders on the part of any person concerned, (2) the transaction is consistent with the interests of our shareholders and is consistent with our investment objective and strategies, and (3) the investment by our affiliates would not disadvantage us, and our participation would not be on a basis different from or less advantageous than that on which our affiliates are investing. Our Adviser's investment allocation policy incorporates the conditions of the exemptive relief and seeks to ensure equitable allocation of investment opportunities between us, Owl Rock Capital Corporation II and/or other funds managed byour Adviser or its affiliates. As a result of the exemptive relief, there could be significant overlap in our investment portfolio and the investment portfolio of Owl Rock Capital Corporation II and/or other funds established by the Adviser that could avail themselves of the exemptive relief.

On April 27, 2016, we formed a wholly-owned subsidiary, OR Lending LLC, a Delaware limited liability company, which holds a Californiafinance lenders license and a Tennessee industrial loan and thrift certificate. OR Lending LLC originates loans to borrowers headquartered in California and Tennessee. On August 24, 2017, we formed a wholly-owned subsidiary, ORCC Financing LLC, a Delaware limited liability Company. On October 18, 2017, we formed a wholly-owned subsidiary, OR DH I LLC, a Delaware limited liability company. On March 20, 2018, we formed a wholly-owned subsidiary, ORCC Financing II LLC, a Delaware limited liability company. On May 8, 2018, we formed a wholly-owned subsidiary, OR MH I LLC, a Delaware limited liability company.

We have elected to be regulated as a BDC under the 1940 Act and as a regulated investment company ("RIC") for tax purposes under theInternal Revenue Code of 1986, as amended (the "Code"). As a result, we are required to comply with various statutory and regulatory requirements, such as:

- the requirement to invest at least 70% of our assets in "qualifying assets", as such term is defined in the 1940 Act;
- source of income limitations;
- asset diversification requirements; and
- the requirement to distribute (or be treated as distributing) in each taxable year at least 90% of our investment company taxable income and tax-exempt interest for that taxable year.

In addition, we will not invest more than 20% of our total assets in companies whose principal place of business is outside the United States.

Our Investment Framework

We are a Maryland corporation organized primarily to originate and make loans to, and make debt and equity investments in, U.S. middle market companies. Our investment objective is to generate current income, and to a lesser extent, capital appreciation by targeting investment opportunities with favorable risk-adjusted returns. Since our Adviser began investment activities in April 2016 through June 30, 2018, our Adviser has originated $6.1 billion aggregate principal amount of investments, of which $5.2 billion of aggregate principal amount of investments prior to any subsequent exits or repayments, was retained by either us or Owl Rock Capital Corporation II, a BDC advised by our Adviser. In addition, since June 2016, we have originated $0.6 billion of aggregate principal amount of investments prior to any subsequent exits or repayments, which was retained by Sebago Lake LLC ("Sebago Lake"). We seek to generate current income primarily in U.S. middle market companies through direct originations of senior secured loans or originations of unsecured loans, subordinated loans or mezzanine loans and, to a lesser extent, investments in equity-related securities including warrants, preferred stock and similar forms of senior equity.

We define "middle market companies" generally to mean companies with earnings before interest expense, income tax expense, depreciation and amortization, or "EBITDA," between $10 million and $250 million annually and/or annual revenue of $50 million to $2.5 billion at the time of investment, although we may on occasion invest in smaller or larger companies if an opportunity presents itself.

As of June 30, 2018, our average investment size in each of our portfolio companies was approximately $68.3 million based on fair value. As of June 30, 2018, our portfolio companies (excluding the investment in Sebago Lake) had weighted average annual revenue of $585 million and weighted average annual EBITDA of $91 million.

The companies in which we invest use our capital to support their growth, acquisitions, market or product expansion, refinancings and/or recapitalizations. The debt in which we invest typically is not rated by any rating agency, but if these instruments were rated, they would likely receive a rating of below investment grade (that is, below BBB- or Baa3), which is often referred to as "high yield" or "junk".

Key Components of Our Results of Operations

Investments

We focus primarily on the direct origination of loans to middle market companies domiciled in the United States.

Our level of investment activity (both the number of investments and the size of each investment) can and will vary substantially from period to period depending on many factors, including the amount of debt and equity capital available to middle market companies, the level of merger and acquisition activity for such companies, the general economic environment and the competitive environment for the types of investments we make.

In addition, as part of our risk strategy on investments, we may reduce the levels of certain investments through partial sales or syndication to additional lenders.

Revenues

We generate revenues primarily in the form of interest income from the investments we hold. In addition, we may generate income from dividends on either direct equity investments or equity interests obtained in connection with originating loans, such as options, warrants or conversion rights. Our debt investments typically have a term of three to ten years. As of June 30, 2018, 100.0% of our debt investments based on fair value bear interest at a floating rate, subject to interest rate floors, in certain cases. Interest on our debt investments is generally payable either monthly or quarterly.

Our investment portfolio consists primarily of floating rate loans, and our credit facilities bear interest at floating rates. Macro trends in base interest rates like London Interbank Offered Rate ("LIBOR") may affect our net investment income over the long term. However, because we generally originate loans to a small number of portfolio companies each quarter, and those investments vary in size, our results in any given period, including the interest rate on investments that were sold or repaid in a period compared to the interest rate of new investments made during that period, often are idiosyncratic, and reflect the characteristics of the particular portfolio companies that we invested in or exited during the period and not necessarily any trends in our business or macro trends.

Loan origination fees, original issue discount and market discount or premium are capitalized, and we accrete or amortize such amounts as interest income using the effective yield method for term instruments and the straight-line method for revolving or delayed draw instruments. Repayments of our debt investments can reduce interest income from period to period. The frequency or volume of these repayments may fluctuate significantly. We record prepayment premiums on loans as interest income. We may also generate revenue in the form of commitment, loan origination, structuring, or due diligence fees, fees for providing managerial assistance to our portfolio companies and possibly consulting fees.

Dividend income on equity investments is recorded on the record date for private portfolio companies or on the ex-dividend date for publicly traded companies.

Our portfolio activity also reflects the proceeds from sales of investments. We recognize realized gains or losses on investments based on the difference between the net proceeds from the disposition and the amortized cost basis of the investment without regard to unrealized gains or losses previously recognized. We record current period changes in fair value of investments that are measured at fair value as a component of the net change in unrealized gains (losses) on investments in the consolidated statement of operations.

Expenses

Our primary operating expenses include the payment of the management fee and, in the event of the future quotation or listing of our securities on a national securities exchange, the incentive fee, and expenses reimbursable under the Administration Agreement and Investment Advisory Agreement. The management fee and incentive fee compensate our Adviser for work in identifying, evaluating, negotiating, closing, monitoring and realizing our investments.

Except as specifically provided below, all investment professionals and staff of the Adviser, when and to the extent engaged in providing investment advisory and management services to us, the base compensation, bonus and benefits, and the routine overhead expenses of such personnel allocable to such services, are provided and paid for by the Adviser. We bear our allocable portion of the compensation paid by the Adviser (or its affiliates) to our Chief Compliance Officer and Chief Financial Officer and their respective staffs (based on a percentage of time such individuals devote, on an estimated basis, to our business affairs). We bear all other costs and expenses of our operations, administration and transactions, including, but not limited to (i) investment advisory fees, including management fees and incentive fees, to the Adviser, pursuant to the Investment Advisory Agreement; (ii) our allocable portion of overhead and other expenses incurred by the Adviser in performing its administrative obligations under the Administration Agreement; and (iii) all other expenses of its operations and transactions including, without limitation, those relating to:

- the cost of our organization and offerings;
- the cost of calculating our net asset value, including the cost of any third-party valuation services;
- the cost of effecting any sales and repurchases of our common stock and other securities;
- fees and expenses payable under any dealer manager agreements, if any;
- debt service and other costs of borrowings or other financing arrangements;
- costs of hedging;
- expenses, including travel expense, incurred by the Adviser, or members of the investment team, or payable to third parties, performing due diligence on prospective portfolio companies and, if necessary, enforcing our rights;
- transfer agent and custodial fees;
- fees and expenses associated with marketing efforts;

- federal and state registration fees, any stock exchange listing fees and fees payable to rating agencies;
- federal, state and local taxes;
- independent directors' fees and expenses including certain travel expenses;
- costs of preparing financial statements and maintaining books and records and filing reports or other documents with the SEC (or other regulatory bodies) and other reporting and compliance costs, including registration and listing fees, and the compensation of professionals responsible for the preparation of the foregoing;
- the costs of any reports, proxy statements or other notices to our shareholders (including printing and mailing costs), the costs of any shareholder or director meetings and the compensation of investor relations personnel responsible for the preparation of the foregoing and related matters;
- commissions and other compensation payable to brokers or dealers;
- research and market data;
- fidelity bond, directors' and officers' errors and omissions liability insurance and other insurance premiums;
- direct costs and expenses of administration, including printing, mailing, long distance telephone and staff;
- fees and expenses associated with independent audits, outside legal and consulting costs;
- costs of winding up;
- costs incurred in connection with the formation or maintenance of entities or vehicles to hold our assets for tax or other purposes;
- extraordinary expenses (such as litigation or indemnification); and
- costs associated with reporting and compliance obligations under the 1940 Act and applicable federal and state securities laws.

We expect, but cannot assure, that our general and administrative expenses will increase in dollar terms during periods of asset growth, but will decline as a percentage of total assets during such periods.

Leverage

The amount of leverage we use in any period depends on a variety of factors, including cash available for investing, the cost of financing and general economic and market conditions. Generally, our total borrowings are limited so that we cannot incur additional borrowings, including through the issuance of additional debt securities, if such additional indebtedness would cause our asset coverage ratio to fall below 200%, as defined in the 1940 Act; however, recent legislation has modified the 1940 Act by allowing a BDC to increase the maximum amount of leverage it may incur from an asset coverage ratio of 200% to an asset coverage ratio of 150%, if certain requirements are met. The reduced asset coverage requirement would permit a BDC to double the amount of leverage it could incur. We are permitted to increase our leverage capacity if shareholders representing at least a majority of the votes cast, when quorum is met, approve a proposal to do so. If we receive such shareholder approval, we would be permitted to increase our leverage capacity on the first day after such approval. Alternatively, we may increase the maximum amount of leverage we may incur to an asset coverage ratio of 150% if the required majority (as defined in Section 57(o) of the 1940 Act) of the independent members of our Board approves such increase with such approval becoming effective after one year. In either case, we would be required to extend to our shareholders, as of the date of such approval the opportunity to sell the shares of common stock that they hold and we would be required to make certain disclosures on our website and in SEC filings regarding, among other things, the receipt of approval to increase its leverage, its leverage capacity and usage, and risks related to leverage. For shareholders accepting such an offer, the Company would be required to repurchase 25% of such shareholders' eligible shares in each of the four calendar quarters following the calendar quarter in which the approval occurs. In addition, before incurring any such additional leverage, we would have to renegotiate or receive a waiver from the contractual leverage limitations under our existing credit facilities and notes.

In any period, our interest expense will depend largely on the extent of our borrowing and we expect interest expense will increase as we increase our leverage over time subject to the limits of the 1940 Act. In addition, we may dedicate assets to financing facilities.

Market Trends

We believe the middle-market lending environment provides opportunities for us to meet our goal of making investments that generate attractive risk-adjusted returns based on a combination of the following factors:

Limited Availability of Capital for Middle-Market Companies. We believe that regulatory and structural changes in the market have reduced the amount of capital available to U.S. middle-market companies. In particular, we believe there are currently fewer providers of capital to middle market companies. We believe that many commercial and investment banks have, in recent years, deemphasized their service and product offerings to middle-market businesses in favor of lending to large corporate clients and managing capital markets transactions. In addition, these lenders may be constrained in their ability to underwrite and hold bank loans and high yield securities for middle-market issuers as they seek to meet existing and future regulatory capital requirements. We also believe that there is a lack of market participants that are willing to hold meaningful amounts of certain middle-market loans. As a result, we believe our ability to minimize syndication risk for a company seeking financing by being able to hold its loans without having to syndicate them, coupled with reduced capacity of traditional lenders to serve the middle-market, present an attractive opportunity to invest in middle-market companies.

Capital Markets Have Been Unable to Fill the Void in U.S. Middle Market Finance Left by Banks While underwritten bond and syndicated loan markets have been robust in recent years, middle market companies are less able to access these markets for reasons including the following:

High Yield Market – Middle market companies generally are not issuing debt in an amount large enough to be an attractively sized bond. High yield bonds are generally purchased by institutional investors who, among other things, are focused on the liquidity characteristics of the bond being issued. For example, mutual funds and exchange traded funds ("ETFs") are significant buyers of underwritten bonds. However, mutual funds and ETFs generally require the ability to liquidate their investments quickly in order to fund investor redemptions and/or comply with regulatory requirements. Accordingly, the existence of an active secondary market for bonds is an important consideration in these entities' initial investment decision. Because there is typically little or no active secondary market for the debt of U.S. middle market companies, mutual funds and ETFs generally do not provide debt capital to U.S. middle market companies. We believe this is likely to be a persistent problem and creates an advantage for those like us who have a more stable capital base and have the ability to invest in illiquid assets.

Syndicated Loan Market – While the syndicated loan market is modestly more accommodating to middle market issuers, as with bonds, loan issue size and liquidity are key drivers of institutional appetite and, correspondingly, underwriters' willingness to underwrite the loans. Loans arranged through a bank are done either on a "best efforts" basis or are underwritten with terms plus provisions that permit the underwriters to change certain terms, including pricing, structure, yield and tenor, otherwise known as "flex", to successfully syndicate the loan, in the event the terms initially marketed are insufficiently attractive to investors. Furthermore, banks are generally reluctant to underwrite middle market loans because the arrangement fees they may earn on the placement of the debt generally are not sufficient to meet the banks' return hurdles. Loans provided by companies such as ours provide certainty to issuers in that we can commit to a given amount of debt on specific terms, at stated coupons and with agreed upon fees. As we are the ultimate holder of the loans, we do not require market "flex" or other arrangements that banks may require when acting on an agency basis.

Robust Demand for Debt Capital. We believe U.S. middle market companies will continue to require access to debt capital to refinance existing debt, support growth and finance acquisitions. In addition, we believe the large amount of uninvested capital held by funds of private equity firms, estimated by Preqin Ltd., an alternative assets industry data and research company, to be $1.07 trillion as of June 2018, will continue to drive deal activity. We expect that private equity sponsors will continue to pursue acquisitions and leverage their equity investments with secured loans provided by companies such as us.

The Middle Market is a Large Addressable Market. According to GE Capital's National Center for the Middle Market 1st quarter 2018 Middle Market Indicator, there are approximately 200,000 U.S. middle market companies, which have approximately 47.9 million aggregate employees. Moreover, the U.S. middle market accounts for one-third of private sector gross domestic product ("GDP"). GE defines U.S. middle market companies as those between $10 million and $1 billion in annual revenue, which we believe has significant overlap with our definition of U.S. middle market companies.

Attractive Investment Dynamics. An imbalance between the supply of, and demand for, middle market debt capital creates attractive pricing dynamics. We believe the directly negotiated nature of middle market financings also generally provides more favorable terms to the lender, including stronger covenant and reporting packages, better call protection, and lender-protective change of control provisions. Additionally, we believe BDC managers' expertise in credit selection and ability to manage through credit cycles has generally resulted in BDCs experiencing lower loss rates than U.S. commercial banks through credit cycles. Further, we believe that historical middle market default rates have been lower, and recovery rates have been higher, as compared to the larger market capitalization, broadly distributed market, leading to lower cumulative losses.

Conservative Capital Structures. Following the credit crisis, which we define broadly as occurring between mid-2007 and mid-2009, lenders have generally required borrowers to maintain more equity as a percentage of their total capitalization, specifically to protect lenders during economic downturns. With more conservative capital structures, U.S. middle market companies have exhibited higher levels of cash flows available to service their debt. In addition, U.S. middle market companies often are characterized by simpler capital structures than larger borrowers, which facilitates a streamlined underwriting process and, when necessary, restructuring process.

Attractive Opportunities in Investments in Loans. We invest in senior secured or unsecured loans, subordinated loans or mezzanine loans and, to a lesser extent, equity-related securities. We believe that opportunities in senior secured loans are significant because of the floating rate structure of most senior secured debt issuances and because of the strong defensive characteristics of these types of investments. Given the current low interest rate environment, we believe that debt issues with floating interest rates offer a superior return profile as compared with fixed-rate investments, since floating rate structures are generally less susceptible to declines in value experienced by fixed-rate securities in a rising interest rate environment. Senior secured debt also provides strong defensive characteristics. Senior secured debt has priority in payment among an issuer's security holders whereby holders are due to receive payment before junior creditors and equity holders. Further, these investments are secured by the issuer's assets, which may provide protection in the event of a default.

Portfolio and Investment Activity

As of June 30, 2018, based on fair value, our portfolio consisted of 71.8% first lien senior secured debt investments, 25.4% second lien senior secured debt investments, 2.7% investment funds and vehicles, and 0.1% equity investments.

As of June 30, 2018, our weighted average total yield of the portfolio at fair value and amortized cost was 9.4% and 9.4%, respectively, and our weighted average yield of debt and income producing securities at fair value and amortized cost was 9.4% and 9.4%, respectively.

As of June 30, 2018 we had investments in 51 portfolio companies with an aggregate fair value of $3.5 billion.

Our investment activity for the three months ended June 30, 2018 and 2017 is presented below (information presented herein is at par value unless otherwise indicated).

($ in thousands)	For the Three Months Ended June 30, 2018	2017
New investment commitments		
Gross originations	$ 1,130,955	$ 863,263
Less: Sell downs	(139,091)	(144,875)
Total new investment commitments	$ 991,864	$ 718,388
Principal amount of investments funded:		
First-lien senior secured debt investments	$ 723,175	$ 470,141
Second-lien senior secured debt investments	71,506	211,000
Equity investments	340	—
Investment funds and vehicles	19,313	—
Total principal amount of investments funded	$ 814,334	$ 681,141
Principal amount of investments sold or repaid:		
First-lien senior secured debt investments	$ (310,672)	$ (15,000)
Second-lien senior secured debt investments	(84,250)	—
Equity investments	—	—
Investment funds and vehicles	—	—
Total principal amount of investments sold or repaid	$ (394,922)	$ (15,000)
Number of new investment commitments in new portfolio companies(1)	9	10
Average new investment commitment amount	$ 85,691	$ 65,239
Weighted average term for new investment commitments (in years)	5.9	6.2
Percentage of new debt investment commitments at floating rates	100.0 %	100.0 %
Percentage of new debt investment commitments at fixed rates	0.0 %	0.0 %
Weighted average interest rate of new investment commitments(2)	9.1 %	7.9 %
Weighted average spread over LIBOR of new floating rate investment commitments	6.8 %	6.7 %

(1) Number of new investment commitments represents commitments to a particular portfolio company.
(2) Assumes each floating rate commitment is subject to the greater of the interest rate floor (if applicable) or 3-month LIBOR, which was 2.34% and 1.30% as of June 30, 2018 and 2017, respectively.

As of June 30, 2018 and December 31, 2017, our investments consisted of the following:

	June 30, 2018		December 31, 2017	
($ in thousands)	**Amortized Cost**	**Fair Value**	**Amortized Cost**	**Fair Value**
First-lien senior secured debt investments	$ 2,483,698	$ 2,502,602	$ 1,640,301	$ 1,652,021
Second-lien senior secured debt investments	880,874	886,095	664,825	669,376
Equity investments	3,100	4,193	2,760	2,760
Investment funds and vehicles(1)	93,134	92,523	65,028	65,599
Total Investments	$ 3,460,806	$ 3,485,413	$ 2,372,914	$ 2,389,756

(1) Includes investment in Sebago Lake.

The table below describes investments by industry composition based on fair value as of June 30, 2018 and December 31, 2017:

	June 30, 2018		December 31, 2017	
Advertising and media	5.3	%	3.3	%
Aerospace and defense	—		2.1	
Automotive	4.4		—	
Buildings and real estate	3.6		5.2	
Business services	12.0		8.8	
Chemicals	1.6		—	
Consumer products	3.2		4.7	
Containers and packaging	1.5		2.3	
Distribution	8.0		13.3	
Education	2.5		—	
Energy equipment and services	1.8		6.1	
Financial services	2.8		3.6	
Food and beverage	7.4		5.5	
Healthcare providers and services	4.0		7.6	
Household products	2.0		3.0	
Human resource support services	—		1.9	
Infrastructure and environmental services	4.4		3.1	
Insurance	1.0		1.4	
Internet software and services	5.2		7.4	
Investment funds and vehicles (1)	2.7		2.7	
Leisure and entertainment	5.9		7.6	
Manufacturing	3.0		3.3	
Oil and gas	5.0		1.6	
Professional services	5.5		2.4	
Specialty retail	3.0		1.6	
Telecommunications	1.0		—	
Transportation	3.2		1.5	
Total	100.0	%	100.0	%

(1) Includes investment in Sebago Lake.

The table below describes investments by geographic composition based on fair value as of June 30, 2018 and December 31, 2017:

	June 30, 2018		December 31, 2017	
United States:				
Midwest	17.6	%	16.9	%
Northeast	20.4		15.7	
South	37.9		42.1	
West	19.0		17.9	
Belgium	1.8		2.5	
Canada	1.2		3.3	
United Kingdom	2.1		1.6	
Total	100.0	%	100.0	%

The weighted average yields and interest rates of our investments at fair value as of June 30, 2018 and December 31, 2017 were as follows:

	June 30, 2018	December 31, 2017
Weighted average total yield of portfolio	9.4 %	8.8 %
Weighted average total yield of debt and income producing securities	9.4 %	8.8 %
Weighted average interest rate of debt securities	9.1 %	8.5 %
Weighted average spread over LIBOR of all floating rate investments	6.9 %	7.1 %

The weighted average yield of our debt and income producing securities is not the same as a return on investment for our shareholders but, rather, relates to a portion of our investment portfolio and is calculated before the payment of all of our and our subsidiaries' fees and expenses. The weighted average yield was computed using the effective interest rates as of each respective date, including accretion of original issue discount and loan origination fees, but excluding investments on non-accrual status, if any. There can be no assurance that the weighted average yield will remain at its current level.

Our Adviser monitors our portfolio companies on an ongoing basis. It monitors the financial trends of each portfolio company to determine if they are meeting their respective business plans and to assess the appropriate course of action with respect to each portfolio company. Our Adviser has several methods of evaluating and monitoring the performance and fair value of our investments, which may include the following:

- assessment of success of the portfolio company in adhering to its business plan and compliance with covenants;
- periodic and regular contact with portfolio company management and, if appropriate, the financial or strategic sponsor, to discuss financial position, requirements and accomplishments;
- comparisons to other companies in the portfolio company's industry; and
- review of monthly or quarterly financial statements and financial projections for portfolio companies.

As part of the monitoring process, our Adviser employs an investment rating system to categorize our investments. In addition to various risk management and monitoring tools, our Adviser rates the credit risk of all investments on a scale of 1 to 5. This system is intended primarily to reflect the underlying risk of a portfolio investment relative to our initial cost basis in respect of such portfolio investment (i.e., at the time of origination or acquisition), although it may also take into account the performance of the portfolio company's business, the collateral coverage of the investment and other relevant factors. The rating system is as follows:

Investment Rating	Description
1	Investments with a rating of 1 involve the least amount of risk to our initial cost basis. The borrower is performing above expectations, and the trends and risk factors for this investment since origination or acquisition are generally favorable;
2	Investments rated 2 involve an acceptable level of risk that is similar to the risk at the time of origination or acquisition. The borrower is generally performing as expected and the risk factors are neutral to favorable. All investments or acquired investments in new portfolio companies are initially assessed a rate of 2;
3	Investments rated 3 involve a borrower performing below expectations and indicates that the loan's risk has increased somewhat since origination or acquisition;
4	Investments rated 4 involve a borrower performing materially below expectations and indicates that the loan's risk has increased materially since origination or acquisition. In addition to the borrower being generally out of compliance with debt covenants, loan payments may be past due (but generally not more than 120 days past due); and
5	Investments rated 5 involve a borrower performing substantially below expectations and indicates that the loan's risk has increased substantially since origination or acquisition. Most or all of the debt covenants are out of compliance and payments are substantially delinquent. Loans rated 5 are not anticipated to be repaid in full and we will reduce the fair market value of the loan to the amount we anticipate will be recovered.

Our Adviser rates the investments in our portfolio at least quarterly and it is possible that the rating of a portfolio investment may be reduced or increased over time. For investments rated 3, 4 or 5, our Adviser enhances its level of scrutiny over the monitoring of such portfolio company.

The following table shows the composition of our portfolio on the 1 to 5 rating scale as of June 30, 2018 and December 31, 2017:

	June 30, 2018		December 31, 2017	
Investment Rating	Investments at Fair Value	Percentage of Total Portfolio	Investments at Fair Value	Percentage of Total Portfolio
($ in thousands)				
1	$ 236,987	6.8 %	$ 152,773	6.4 %
2	3,130,031	89.8	2,142,023	89.6
3	118,395	3.4	94,960	4.0
4	—	—	—	—
5	—	—	—	—
Total	$ 3,485,413	100.0 %	$ 2,389,756	100.0 %

The following table shows the amortized cost of our performing and non-accrual debt investments as of June 30, 2018 and December 31, 2017:

	June 30, 2018		December 31, 2017	
($ in thousands)	Amortized Cost	Percentage	Amortized Cost	Percentage
Performing	$ 3,364,572	100.0 %	$ 2,305,126	100.0 %
Non-accrual	—	—	—	—
Total	$ 3,364,572	100.0 %	$ 2,305,126	100.0 %

Loans are generally placed on non-accrual status when there is reasonable doubt that principal or interest will be collected in full. Accrued 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 is paid current and, in management's judgment, are likely to remain current. Management may make exceptions to this treatment and determine to not place a loan on non-accrual status if the loan has sufficient collateral value and is in the process of collection.

Sebago Lake LLC

Sebago Lake, a Delaware limited liability company, was formed as a joint venture between us and The Regents of the University of California ("Regents") and commenced operations on June 20, 2017. Sebago Lake's principal purpose is to make investments, primarily in senior secured loans that are made to middle-market companies or in broadly syndicated loans. Both we and Regents (the "Members") have a 50% economic ownership in Sebago Lake. Except under certain circumstances, contributions to Sebago Lake cannot be redeemed. Each of the Members initially agreed to contribute up to $100 million to Sebago Lake. As of June 30, 2018, each Member has funded $93.1 million of their respective $100 million subscriptions. On July 26, 2018, each of the Members increased their contribution to Sebago Lake up to an aggregate of $125 million. Sebago Lake is managed by the Members, each of which have equal voting rights. Investment decisions must be approved by each of the Members.

We have determined that Sebago Lake is an investment company under Accounting Standards Codification ("ASC") 946, however, in accordance with such guidance, we will generally not consolidate its investment in a company other than a wholly owned investment company subsidiary or a controlled operating company whose business consists of providing services to the Company. Accordingly, we do not consolidate our non-controlling interest in Sebago Lake.

As of June 30, 2018 and December 31, 2017, Sebago Lake had total investments in senior secured debt at fair value of $520.7 million and $330.0 million, respectively. The determination of fair value is in accordance with ASC 820; however, such fair value is not included in our Board's valuation process. The following table is a summary of Sebago Lake's portfolio as well as a listing of the portfolio investments in Sebago Lake's portfolio as of June 30, 2018 and December 31, 2017:

($ in thousands)	June 30, 2018	December 31, 2017
Total senior secured debt investments[1]	$ 528,440	$ 332,499
Weighted average spread over LIBOR[1]	4.73 %	4.71 %
Number of portfolio companies	18	12
Largest funded investment to a single borrower[1]	$ 49,874	$ 46,646

(1) At par.

Sebago Lake's Portfolio as of June 30, 2018
($ in thousands)

Company[(1)(2)(4)(5)]	Investment	Interest	Maturity Date	Par / Units	Amortized Cost[(3)]	Fair Value	Percentage of Members' Equity
Debt Investments							
Aerospace and defense							
Applied Composites Holdings, LLC (fka AC&A Enterprises Holdings, LLC)[(8)]	First lien senior secured loan	L + 5.50%	12/21/2023	$ 35,727	$ 35,061	$ 35,083	19.0 %
Applied Composites Holdings, LLC (fka AC&A Enterprises Holdings, LLC)[(10)(11)(13)]	First lien senior secured revolving loan	L + 5.50%	12/21/2022	-	(54)	(54)	- %
				35,727	35,007	35,029	19.0 %
Consumer products							
Decolin Inc. (dba Laces Group, Inc.)[(6)]	First lien senior secured loan	L + 4.50%	12/27/2023	16,915	16,847	16,830	9.1 %
Education							
SSH Group Holdings, Inc. (dba Stratford School)[(8)]	First lien senior secured loan	L + 5.00%	10/2/2024	17,410	17,253	17,413	9.4 %
Food and beverage							
DecoPac, Inc.[(8)]	First lien senior secured loan	L + 4.25%	9/30/2024	21,214	21,122	21,129	11.4 %
DecoPac, Inc.[(8)(10)(13)]	First lien senior secured revolving loan	L + 4.25%	9/29/2023	393	377	379	0.2 %
FQSR, LLC (dba KBP Investments)[(8)]	First lien senior secured loan	L + 5.50%	5/14/2023	24,881	24,515	24,507	13.2 %
FQSR, LLC (dba KBP Investments)[(10)(11)(12)(13)]	First lien senior secured delayed draw term loan	L + 5.50%	5/14/2020	-	(89)	(92)	- %
Give & Go Prepared Foods Corp.[(8)]	First lien senior secured loan	L + 4.25%	7/29/2023	24,813	24,758	23,820	12.9 %
Sovos Brands Intermediate, Inc.[(7)]	First lien senior secured loan	L + 4.50%	7/18/2024	42,919	41,766	41,288	22.3 %
Sovos Brands Intermediate, Inc.[(10)(11)(13)]	First lien senior secured revolving loan	L + 4.50%	7/18/2022	-	(113)	(169)	(0.1) %
				114,220	112,336	110,862	59.9 %
Healthcare equipment and supplies							
Beaver-Visitec International Holdings, Inc.[(8)]	First lien senior secured loan	L + 5.00%	8/21/2023	46,410	46,000	46,410	25.1 %
Cadence, Inc.[(6)]	First lien senior secured loan	L + 4.50%	5/21/2025	24,661	24,059	24,044	13.0 %
Cadence, Inc.[(10)(11)(13)]	First lien senior secured revolving loan	L + 4.50%	5/21/2025	-	(179)	(183)	(0.1) %
				71,071	69,880	70,271	38.0 %

Sebago Lake's Portfolio as of June 30, 2018
($ in thousands)

Company[1][2][4][5]	Investment	Interest	Maturity Date	Par / Units	Amortized Cost[3]	Fair Value	Percentage of Members' Equity
Healthcare providers and services							
Covenant Surgical Partners, Inc.[8]	First lien senior secured loan	L + 4.50%	10/4/2024	22,962	22,911	22,916	12.4 %
Covenant Surgical Partners, Inc.[8][10]	First lien senior secured delayed draw term loan	L + 4.75%	10/4/2024	4,135	4,119	4,121	2.2 %
				27,097	27,030	27,037	14.6 %
Insurance							
Integro Parent Inc.[8]	First lien senior secured loan	L + 5.75%	10/30/2022	44,885	44,663	44,661	24.1 %
Integro Parent Inc.[8][10][11][13]	First lien senior secured revolving loan	L + 4.50%	10/30/2021	-	(29)	(30)	- %
USRP Holdings, Inc. (dba U.S. Retirement and Benefits Partners)[8]	First lien senior secured loan	L + 4.25%	3/29/2025	35,000	34,198	34,160	18.5 %
USRP Holdings, Inc. (dba U.S. Retirement and Benefits Partners)[10][11][12][13]	First lien senior secured delayed draw term loan	L + 4.25%	3/29/2020	-	(211)	(210)	(0.1) %
USRP Holdings, Inc. (dba U.S. Retirement and Benefits Partners)[8][10][13]	First lien senior secured revolving loan	L + 4.25%	3/29/2023	1,225	1,047	1,045	0.6 %
Worley Claims Services, LLC[6]	First lien senior secured loan	L + 5.50%	8/7/2022	17,160	17,025	17,162	9.3 %
Worley Claims Services, LLC[10][11][12][13]	First lien senior secured delayed draw term loan	L + 5.50%	2/7/2019	-	(31)	31	- %
				98,270	96,662	96,819	52.4 %
Infrastructure and environmental services							
CHA Holding Inc.[6]	First lien senior secured loan	L + 4.50%	4/10/2025	25,000	24,890	24,875	13.4 %
CHA Holding Inc.[10][11][12][13]	First lien senior secured delayed draw term loan	L + 4.50%	10/10/2019	-	(26)	(27)	- %
				25,000	24,864	24,848	13.4 %
Internet software and services							
DigiCert, Inc.[6][9]	First lien senior secured loan	L + 4.75%	10/31/2024	42,893	42,704	42,830	23.1 %
Leisure and entertainment							
Interstate Hotels & Resorts, Inc[8]	First lien senior secured loan	L + 4.00%	5/3/2022	49,874	48,778	48,677	26.3 %
Manufacturing							
Blount International, Inc.[6][9]	First lien senior secured loan	L + 4.25%	4/12/2023	14,963	14,928	15,026	8.1 %
Transportation							
Uber Technologies, Inc.[6][9]	First lien senior secured loan	L + 4.00%	4/4/2025	15,000	14,927	15,031	8.1 %
Total Debt Investments				**$ 528,440**	**$ 521,216**	**$ 520,673**	**281.4 %**
Total Investments				**$ 528,440**	**$ 521,216**	**$ 520,673**	**281.4 %**

(1) Certain portfolio company investments are subject to contractual restrictions on sales.
(2) Unless otherwise indicated, Sebago Lake's portfolio companies are pledged as collateral supporting the amounts outstanding under Sebago Lake's credit facility.
(3) The amortized cost represents the original cost adjusted for the amortization of discounts and premiums, as applicable, on debt investments using the effective interest method.
(4) Unless otherwise indicated, all investments are considered Level 3 investments.
(5) Unless otherwise indicated, loan contains a variable rate structure, and may be subject to an interest rate floor. Variable rate loans bear interest at a rate that may be determined by reference to either the London Interbank Offered Rate ("LIBOR" or "L") (which can include one-, two-, three- or six-month LIBOR) or an alternate base rate (which can include the Federal Funds Effective Rate or the Prime Rate), at the borrower's option, and which reset periodically based on the terms of the loan agreement.
(6) The interest rate on these loans is subject to 1 month LIBOR, which as of June 30, 2018 was 2.09%.

(7) The interest rate on these loans is subject to 2 month LIBOR, which as of June 30, 2018 was 2.17%.
(8) The interest rate on these loans is subject to 3 month LIBOR, which as of June 30, 2018 was 2.34%.
(9) Level 2 investment.
(10) Position or portion thereof is an unfunded loan commitment.
(11) The negative cost is the result of the capitalized discount being greater than the principal amount outstanding on the loan. The negative fair value is the result of the capitalized discount on the loan.
(12) The date disclosed represents the commitment period of the unfunded term loan. Upon expiration of the commitment period, the funded portion of the term loan may be subject to a longer maturity date.
(13) Investment is not pledged as collateral under Sebago Lake's credit facility.

Sebago Lake's Portfolio as of December 31, 2017
($ in thousands)

Company(1)(2)(4)(5)	Investment	Interest	Maturity Date	Par / Units	Amortized Cost(3)	Fair Value	Percentage of Members' Equity
Debt Investments							
Aerospace and defense							
AC&A Enterprises Holdings, LLC(8)	First lien senior secured loan	L + 5.50%	12/21/2023	$ 31,695	$ 31,062	$ 31,061	23.7 %
AC&A Enterprises Holdings, LLC(9)(10)(12)	First lien senior secured delayed draw term loan	L + 5.50%	12/21/2023	-	(42)	(42)	- %
AC&A Enterprises Holdings, LLC(9)(10)(12)	First lien senior secured revolving loan	L + 5.50%	12/21/2022	-	(60)	(60)	- %
				31,695	30,960	30,959	23.7 %
Distribution							
FCX Holdings Corp.(6)	First lien senior secured loan	L + 4.25%	8/4/2020	26,626	26,501	26,493	20.2 %
Sierra Acquisition, Inc(6)(13)	First lien senior secured loan	L + 4.25%	11/10/2024	20,000	19,912	20,160	15.4 %
				46,626	46,413	46,653	35.6 %
Education							
SSH Group Holdings, Inc.(7)	First lien senior secured loan	L + 5.00%	10/2/2024	17,500	17,331	17,325	13.2 %
Food and beverage							
DecoPac, Inc.(7)	First lien senior secured loan	L + 4.25%	9/30/2024	21,214	21,116	21,108	16.1 %
DecoPac, Inc.(7)(9)(12)	First lien senior secured revolving loan	L + 4.25%	9/29/2023	1,143	1,126	1,125	0.9 %
Give & Go Prepared Foods Corp.(7)	First lien senior secured loan	L + 4.25%	7/29/2023	24,938	24,878	24,875	19.0 %
Sovos Brands Intermediate, Inc.(7)	First lien senior secured loan	L + 4.50%	7/18/2024	43,135	41,899	41,927	32.0 %
Sovos Brands Intermediate, Inc.(9)(10)(12)	First lien senior secured revolving loan	L + 4.50%	7/18/2022	-	(127)	(122)	(0.1) %
				90,430	88,892	88,913	67.9 %
Healthcare equipment and services							
Beaver-Visitec International Holdings, Inc.(7)	First lien senior secured loan	L + 5.00%	8/21/2023	46,646	46,201	46,179	35.2 %
Covenant Surgical Partners, Inc.(7)	First lien senior secured loan	L + 4.75%	10/4/2024	23,077	23,023	23,021	17.5 %
Covenant Surgical Partners, Inc.(7)(9)(12)	First lien senior secured delayed draw term loan	L + 4.75%	10/4/2024	1,277	1,260	1,260	1.0 %
				71,000	70,484	70,460	53.7 %
Insurance							
Worley Claims Services, LLC(6)	First lien senior secured loan	L + 5.50%	8/7/2022	17,248	17,098	17,095	13.0 %
Worley Claims Services, LLC(9)(10)(11)(12)	First lien senior secured delayed draw term loan	L + 5.50%	2/7/2019	-	(35)	(38)	- %
				17,248	17,063	17,057	13.0 %

Sebago Lake's Portfolio as of December 31, 2017
($ in thousands)

Company(1)(2)(4)(5)	Investment	Interest	Maturity Date	Par / Units	Amortized Cost(3)	Fair Value	Percentage of Members' Equity
Internet software and services							
DigiCert, Inc.(7)(13)	First lien senior secured loan	L + 4.75%	10/31/2024	43,000	42,799	43,516	33.2 %
Manufacturing							
Blount International, Inc.(6)	First lien senior secured loan	L + 4.25%	4/12/2023	15,000	14,964	15,165	11.3 %
Total Debt Investments				**$ 332,499**	**$ 328,906**	**$ 330,048**	**251.6 %**
Total Investments				**$ 332,499**	**$ 328,906**	**$ 330,048**	**251.6 %**

(1) Certain portfolio company investments are subject to contractual restrictions on sales.
(2) Unless otherwise indicated, Sebago Lake's portfolio companies are pledged as collateral supporting the amounts outstanding under Sebago Lake's credit facility.
(3) The amortized cost represents the original cost adjusted for the amortization of discounts and premiums, as applicable, on debt investments using the effective interest method.
(4) Unless otherwise indicated, all investments are considered Level 3 investments.
(5) Unless otherwise indicated, loan contains a variable rate structure, and may be subject to an interest rate floor. Variable rate loans bear interest at a rate that may be determined by reference to either the London Interbank Offered Rate ("LIBOR" or "L") (which can include one-, two-, three- or six-month LIBOR) or an alternate base rate (which can include the Federal Funds Effective Rate or the Prime Rate), at the borrower's option, and which reset periodically based on the terms of the loan agreement.
(6) The interest rate on these loans is subject to 1 month LIBOR, which as of December 31, 2017was 1.56%.
(7) The interest rate on these loans is subject to 3 month LIBOR, which as of December 31, 2017 was 1.69%.
(8) The interest rate on these loans is subject to 6 month LIBOR, which as of December 31, 2017 was 1.84%.
(9) Position or portion thereof is an unfunded loan commitment.
(10) The negative cost is the result of the capitalized discount being greater than the principal amount outstanding on the loan. The negative fair value is the result of the capitalized discount on the loan.
(11) The date disclosed represents the commitment period of the unfunded term loan. Upon expiration of the commitment period, the funded portion of the term loan may be subject to a longer maturity date.
(12) Investment is not pledged as collateral under Sebago Lake's credit facility.
(13) Level 2 investment.

Below is selected balance sheet information for Sebago Lake as of June 30, 2018 and December 31, 2017:

($ in thousands)	June 30, 2018 (Unaudited)	December 31, 2017
Assets		
Investments at fair value (amortized cost of $521,216 and $328,906, respectively)	$ 520,673	$ 330,048
Cash	11,419	7,519
Interest receivable	2,487	1,300
Prepaid expenses and other assets	10	71
Total Assets	$ 534,589	$ 338,938
Liabilities		
Debt (net of unamortized debt issuance costs of $6,016 and $4,330, respectively)	$ 340,624	$ 201,419
Loan origination and structuring fees payable	2,819	3,378
Distributions payable	3,201	250
Accrued expenses and other liabilities	2,898	2,692
Total Liabilities	349,542	207,739
Members' Equity		
Members' Equity	185,047	131,199
Members' Equity	185,047	131,199
Total Liabilities and Members' Equity	$ 534,589	$ 338,938

Below is selected statement of operations information for Sebago Lake for the three and six months ended June 30, 2018 and 2017:

($ in thousands)	Three Months Ended June 30, 2018	Three Months Ended June 30, 2017	Six Months Ended June 30, 2018	Six Months Ended June 30, 2017
Investment Income				
Interest income	$ 8,547	$ —	$ 14,706	$ —
Other income	127	—	220	—
Total Investment Income	8,674	—	14,926	—
Expenses				
Initial organization	—	98	—	98
Loan origination and structuring fee	1,636	—	2,819	—
Interest expense	3,902	—	6,526	—
Professional fees	223	—	412	—
Total Expenses	5,761	98	9,757	98
Net Investment Income	$ 2,913	$ (98)	$ 5,169	$ (98)
Net Unrealized Gain (Loss) on Investments				
Net Unrealized Gain (Loss) on Investments	(1,947)	—	(1,687)	—
Total Net Unrealized Gain (Loss) on Investments	(1,947)	—	(1,687)	—
Net Increase in Members' Equity Resulting from Operations	$ 966	$ (98)	$ 3,482	$ (98)

On August 9, 2017, Sebago Lake Financing LLC and SL Lending LLC, wholly-owned subsidiaries of Sebago Lake, entered into a credit facility with Goldman Sachs Bank USA. Goldman Sachs Bank USA serves as the sole lead arranger, syndication agent and administrative agent, and State Street Bank and Trust Company serves as the collateral administrator and agent. The credit facility includes a maximum borrowing capacity of $400 million. As of June 30, 2018, there was $346.7 million outstanding under the credit facility. For the three and six months ended June 30, 2018 and June 30, 2017, the components of interest expense were as follows:

($ in thousands)	For the Three Months Ended June 30, 2018	For the Three Months Ended June 30, 2017	For the Six Months Ended June 30, 2018	For the Six Months Ended June 30, 2017
Interest expense	$ 3,496	$ —	$ 5,795	$ —
Amortization of debt issuance costs	406	—	731	—
Total Interest Expense	$ 3,902	$ —	$ 6,526	$ —
Average interest rate	4.4 %	— %	4.2 %	— %
Average daily borrowings	$ 315,669	$ —	$ 277,319	$ —

Loan Origination and Structuring Fees

If the loan origination and structuring fees earned by Sebago Lake during a fiscal period exceed Sebago Lake's expenses and other obligations (excluding financing costs), such excess is allocated to the Member(s) responsible for the origination of the loans pro rata in accordance with the total loan origination and structuring fees earned by Sebago Lake with respect to the loans originated by such Member; provided, that in no event will the amount allocated to a Member exceed 1% of the par value of the loans originated by such Member in any fiscal year. The loan origination and structuring fee is accrued quarterly and included in other income from controlled, affiliated investments on our Consolidated Statements of Operations and paid annually. For the three and six months ended June 30, 2018, we accrued income based on loan origination and structuring fees of $1.6 million and $2.8 million, respectively. For the period ended June 30, 2017, we did not accrue income based on loan origination and structuring fees.

Results of Operations

The following table represents the operating results for the three and six months ended June 30, 2018 and 2017:

($ in millions)	For the Three Months Ended June 30, 2018	For the Three Months Ended June 30, 2017	For the Six Months Ended June 30, 2018	For the Six Months Ended June 30, 2017
Total Investment Income	$ 86.1	$ 32.8	$ 151.5	$ 56.2
Less: Expenses	33.2	13.5	59.9	24.1
Net Investment Income (Loss) Before Taxes	$ 52.9	$ 19.3	$ 91.6	$ 32.1
Less: Income taxes, including excise taxes	0.5	0.0	0.6	0.0
Net Investment Income (Loss) After Taxes	$ 52.4	$ 19.3	$ 91.0	$ 32.1
Net change in unrealized gain (loss)	2.3	0.8	7.8	6.2
Net realized gain (loss)	(4.0)	—	(3.8)	—
Net Increase (Decrease) in Net Assets Resulting from Operations	$ 50.7	$ 20.1	$ 95.0	$ 38.3

Net increase (decrease) in net assets resulting from operations can vary from period to period as a result of various factors, including the level of new investment commitments, expenses, the recognition of realized gains and losses and changes in unrealized appreciation and depreciation on the investment portfolio.

Investment Income

Investment income for the three and six months ended June 30, 2018 and 2017 were as follows:

($ in millions)	For the Three Months Ended June 30, 2018	For the Three Months Ended June 30, 2017	For the Six Months Ended June 30, 2018	For the Six Months Ended June 30, 2017
Interest from investments	$ 79.9	$ 31.8	$ 141.2	$ 55.0
Dividend income	1.6	—	2.9	—
Other income	4.6	1.0	7.4	1.2
Total investment income	$ 86.1	$ 32.8	$ 151.5	$ 56.2

For the three months ended June 30, 2018 and 2017

Investment income increased to $86.1 million for the three months ended June 30, 2018 from $32.8 million for the same period in prior year primarily due to an increase in interest income as a result of an increase in our investment portfolio. Our investment portfolio, at par, increased from $1.8 billion as of June 30, 2017, to $3.5 billion as of June 30, 2018. In addition to the growth in the portfolio, the incremental increase in investment income was due to dividend income earned from our investment in Sebago Lake of $1.6 million during the three months ended June 30, 2018 that we did not earn during the three months ended June 30, 2017 and an increase of $3.6 million in other income, primarily driven by $1.6 million earned from Sebago Lake, during the three months ended June 30, 2018, as compared to the same period in prior year.

For the six months ended June 30, 2018 and 2017

Investment income increased to $151.5 million for the six months ended June 30, 2018 from $56.2 million for the same period in prior year primarily due to an increase in interest income as a result of an increase in our investment portfolio. Our investment portfolio, at par, increased from $1.8 billion as of June 30, 2017, to $3.5 billion as of June 30, 2018. In addition to the growth in the portfolio, the incremental increase in investment income was due to dividend income earned from our investment in Sebago Lake of $2.9 million during the six months ended June 30, 2018 that we did not earn during the six months ended June 30, 2017 and an increase of $6.2 million in other income, primarily driven by $2.8 million earned from Sebago Lake, during the six months ended June 30, 2018, as compared to the same period in prior year.

Expenses

Expenses for the three and six months ended June 30, 2018 and 2017 were as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
($ in millions)	2018	2017	2018	2017
Interest expense	$ 17.1	$ 5.2	$ 29.2	8.3
Management fee	12.7	6.3	24.8	11.3
Professional fees	1.7	1.2	3.0	2.4
Directors' fees	0.1	0.1	0.3	0.2
Other general and administrative	1.6	0.7	2.6	1.9
Total expenses	$ 33.2	$ 13.5	$ 59.9	$ 24.1

Under the terms of the Administration Agreement, we reimburse the Adviser for services performed for us. In addition, pursuant to the terms of the Administration Agreement, the Adviser may delegate its obligations under the Administration Agreement to an affiliate or to a third party and we reimburse the Adviser for any services performed for us by such affiliate or third party.

For the three months ended June 30, 2018 and 2017

Total expenses increased to $33.2 million for the three months ended June 30, 2018 from $13.5 million for the same period in the prior year primarily due to an increase in management fees and interest expense. The increase in management fees of $6.4 million is primarily due to an increase in gross assets and unfunded equity commitments. The increase in interest expense of $11.9 million is driven by both an increase in average daily borrowings to $1.5 billion from $0.6 billion period over period, and an increase in the average interest rate to 4.04% from 2.73% period over period.

For the six months ended June 30, 2018 and 2017

Total expenses increased to $59.9 million for the six months ended June 30, 2018 from $24.1 million for the same period in the prior year primarily due to an increase in management fees and interest expense. The increase in management fees of $13.5 million is primarily due to an increase in gross assets and unfunded equity commitments. The increase in interest expense of $20.9 million is driven by both an increase in average daily borrowings to $1.3 billion from $0.5 billion period over period, and an increase in the average interest rate to 3.86% from 2.59% period over period.

Income Taxes, Including Excise Taxes

We have elected to be treated as a RIC under Subchapter M of the Code, and we intend to operate in a manner so as to continue to qualify for the tax treatment applicable to RICs. To qualify for tax treatment as a RIC, we must, among other things, distribute to our shareholders in each taxable year generally at least 90% of our investment company taxable income, as defined by the Code, and net tax-exempt income for that taxable year. To maintain our tax treatment as a RIC, we, among other things, intend to make the requisite distributions to our shareholders, which generally relieves us from corporate-level U.S. federal income taxes.

Depending on the level of taxable income earned in a tax year, we can be expected to carry forward taxable income (including net capital gains, if any) in excess of current year dividend distributions from the current tax year into the next tax year and pay a nondeductible 4% U.S. federal excise tax on such taxable income, as required. To the extent that we determine that our estimated current year annual taxable income will be in excess of estimated current year dividend distributions from such income, we will accrue excise tax on estimated excess taxable income.

For the three and six months ended June 30, 2018,we recorded expenses of $0.5 million and $0.6 million for U.S. federal excise tax, respectively. For the three and six months ended June 30, 2017, we recorded $0.02 million U.S. federal excise tax.

Net Unrealized Gains (Losses) on Investments

We fair value our portfolio investments quarterly and any changes in fair value are recorded as unrealized gains or losses. Duringthe three and six months ended June 30, 2018 and 2017, net unrealized gains (losses) on our investment portfolio were comprised of the following:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
($ in millions)	2018	2017	2018	2017
Net unrealized gain (loss) on investments	$ 2.3	$ 0.8	$ 7.8	$ 6.2
Net unrealized gain (loss) on investments	$ 2.3	$ 0.8	$ 7.8	$ 6.2

Net Realized Gains (Losses) on Investments

The realized gains and losses on fully exited and partially exited portfolio companies duringthe three and six months ended June 30, 2018 and 2017were comprised of the following:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
($ in millions)	2018	2017	2018	2017
Net realized gain (loss) on investments	$ (4.0)	$ —	$ (3.8)	$ —
Net realized gain (loss) on investments	$ (4.0)	$ —	$ (3.8)	$ —

Realized Gross Internal Rate of Return

Since we began investing in 2016 through June 30, 2018, our exited investments have resulted in an aggregate cash flow realized gross internal rate of return to us of 10.7% (based on total capital invested of $842.5 million and total proceeds from these exited investments of $933.8 million). Seventy-five percent of these exited investments resulted in an aggregate cash flow realized gross internal rate of return ("IRR") to us of 10% or greater.

IRR, is a measure of our discounted cash flows (inflows and outflows). Specifically, IRR is the discount rate at which the net present value of all cash flows is equal to zero. That is, IRR is the discount rate at which the present value of total capital invested in each of our investments is equal to the present value of all realized returns from that investment. Our IRR calculations are unaudited.

Capital invested, with respect to an investment, represents the aggregate cost basis allocable to the realized or unrealized portion of the investment, net of any upfront fees paid at closing for the term loan portion of the investment.

Realized returns, with respect to an investment, represents the total cash received with respect to each investment, including all amortization payments, interest, dividends, prepayment fees, upfront fees (except upfront fees paid at closing for the term loan portion of an investment), administrative fees, agent fees, amendment fees, accrued interest, and other fees and proceeds.

Gross IRR, with respect to an investment, is calculated based on the dates that we invested capital and dates we received distributions, regardless of when we made distributions to our shareholders. Initial investments are assumed to occur at time zero.

Gross IRR reflects historical results relating to our past performance and is not necessarily indicative of our future results. In addition, gross IRR does not reflect the effect of management fees, expenses, incentive fees or taxes borne, or to be borne, by us or our shareholders, and would be lower if it did.

Aggregate cash flow realized gross IRR on our exited investments reflects only invested and realized cash amounts as described above, and does not reflect any unrealized gains or losses in our portfolio.

Financial Condition, Liquidity and Capital Resources

Our liquidity and capital resources are generated primarily from the proceeds of capital drawdowns of our privately placed Capital Commitments, cash flows from interest, dividends and fees earned from our investments and principal repayments, our credit facilities and the issuance of the 2023 Notes. The primary uses of our cash are (i) investments in portfolio companies and other investments and to comply with certain portfolio diversification requirements, (ii) the cost of operations (including paying our Adviser), (iii) debt service, repayment and other financing costs of any borrowings and (iv) cash distributions to the holders of our shares.

We may from time to time enter into additional debt facilities, increase the size of our existing credit facilities or issue additional debt securities. Any such incurrence or issuance would be subject to prevailing market conditions, our liquidity requirements, contractual and regulatory restrictions and other factors. In accordance with the 1940 Act, with certain limited exceptions, we are only allowed to incur borrowings, issue debt securities or issue preferred stock, if immediately after the borrowing or issuance, the ratio of total assets (less total liabilities other than indebtedness) to total indebtedness plus preferred stock, is at least 200% (or 150% if certain conditions are met). As of June 30, 2018 and December 31, 2017, our asset coverage ratio was 238% and 258%, respectively. We seek to carefully consider our unfunded commitments for the purpose of planning our ongoing financial leverage. Further, we maintain sufficient borrowing capacity within the 200% (or 150% if certain conditions are met) asset coverage limitation to cover any outstanding unfunded commitments we are required to fund.

Cash and restricted cash as of June 30, 2018, taken together with our uncalled Capital Commitments of $3.5 billion, is expected to be sufficient for our investing activities and to conduct our operations in the near term. As of June 30, 2018, we had $793.4 million available under our credit facilities.

As of June 30, 2018, we had $161.6 million in cash and restricted cash. During the six months ended June 30, 2018, we used $965.1 million in cash for operating activities, primarily as a result of funding portfolio investments of $1.7 billion, partially offset by sell downs of $645.3 million and other operating activity of $114.7 million. Lastly, cash provided by financing activities was $1.1 billion during the period, which was the result of proceeds from net borrowings on our credit facilities, net of debt issuance costs, of $563.7 million and proceeds from the issuance of shares, net of offering costs paid, of $574.5 million, partially offset by distributions paid of $31.6 million.

Equity

Subscriptions and Drawdowns

In connection with our formation, we have the authority to issue 500,000,000 common shares at $0.01 per share par value.

On March 1, 2016, we issued 100 common shares for $1,500 to the Adviser.

We have entered into subscription agreements (the "Subscription Agreements") with investors providing for the private placement of our common shares. Under the terms of the Subscription Agreements, investors are required to fund drawdowns to purchase our common shares up to the amount of their respective Capital Commitment on an as-needed basis each time we deliver a drawdown notice to our investors.

During the six months ended June 30, 2018, we delivered the following capital call notices to our investors:

Capital Drawdown Notice Date	Common Share Issuance Date	Number of Common Shares Issued	Aggregate Offering Price ($ in millions)
March 5, 2018	March 16, 2018	11,347,030	$ 175.0
April 5, 2018	April 18, 2018	13,149,244	200.0
June 14, 2018	June 27, 2018	12,901,364	200.0
Total		37,397,638	$ 575.0

On July 10, 2018, we delivered a capital drawdown notice to our investors relating to the sale of approximately 13,053,380 shares of our common stock, par value $0.01 per share, expected to close on or about July 23, 2018, for an aggregate offering price of $200.0 million. On July 24, 2018, we delivered a capital drawdown notice to our investors relating to the sale of approximately 9,733,939 shares of our common stock, expected to close on or about August 6, 2018, par value $0.01 per share, for an aggregate offering price of $150.0 million. On August 7, 2018, we delivered a capital drawdown notice to our investors relating to the sale of approximately 19,392,373 shares of our common stock, par value $0.01 per share, expected to close on or about August 20, 2018, for an aggregate offering price of $300.0 million.

During the six months ended June 30, 2017, the Company delivered the following capital call notices to investors:

Capital Drawdown Notice Date	Common Share Issuance Date	Number of Common Shares Issued	Aggregate Offering Price ($ in millions)
April 14, 2017	April 28, 2017	6,600,659	$ 100.0
May 11, 2017	May 24, 2017	8,350,033	125.0
May 26, 2017	June 9, 2017	9,966,777	150.0
Total		24,917,469	$ 375.0

Distributions

The following table reflects the distributions declared on shares of our common stock during the six months ended June 30, 2018:

	June 30, 2018			
Date Declared	Record Date	Payment Date	Distribution per Share	
March 2, 2018	March 31, 2018	April 30, 2018	$	0.33
June 22, 2018	June 30, 2018	August 15, 2018	$	0.34

On August 7, 2018, our Board declared a distribution of 90% of our estimated third quarter taxable income, and net capital gains, if any, for shareholders of record on September 30, 2018, payable on November 15, 2018.

The following table reflects the distribution declared on shares of our common stock during the six months ended June 30, 2017:

	June 30, 2017			
Date Declared	Record Date	Payment Date	Distribution per Share	
March 7, 2017	March 7, 2017	March 15, 2017	$	0.19
May 9, 2017	May 9, 2017	May 15, 2017	$	0.24

Dividend Reinvestment

With respect to distributions, we have adopted an "opt out" dividend reinvestment plan for common shareholders. As a result, in the event of a declared distribution, each shareholder that has not "opted out" of the dividend reinvestment plan will have their dividends or distributions automatically reinvested in additional shares of our common stock rather than receiving cash distributions. Shareholders who receive distributions in the form of shares of common stock will be subject to the same U.S. federal, state and local tax consequences as if they received cash distributions.

The following table reflects the common stock issued pursuant to the dividend reinvestment plan during the six months ended June 30, 2018:

Date Declared	Record Date	Payment Date	Shares
November 7, 2017	December 31, 2017	January 31, 2018	1,231,796
March 2, 2018	March 31, 2018	April 30, 2018	1,310,273

The following table reflects the common stock issued pursuant to the dividend reinvestment plan during the six months ended June 30, 2017:

Date Declared	Record Date	Payment Date	Shares
March 7, 2017	March 7, 2017	March 15, 2017	270,178
May 9, 2017	May 9, 2017	May 15, 2017	504,892

Repurchase Offers

During the three and six months ended June 30, 2018, we did not make an offer to repurchase issued and outstanding shares.

During the three and six months ended June 30, 2017, we offered to repurchase up to $50 million of issued and outstanding shares of common stock at a purchase price of $15.09 per share. The offer to repurchase expired on April 11, 2017 and no shares were repurchased. We will not affect any other repurchase prior to the earlier of (i) an Exchange Listing and (ii) such time as all of the Capital Commitments have been fully drawn down.

Debt

Aggregate Borrowings

Debt obligations consisted of the following as of June 30, 2018 and December 31, 2017:

	June 30, 2018			
($ in thousands)	Aggregate Principal Committed	Outstanding Principal	Amount Available(1)	Net Carrying Value(2)
Subscription Credit Facility(3)	$ 900,000	$ 732,000	$ 163,411	$ 729,729
Revolving Credit Facility	600,000	—	600,000	(5,162)
SPV Asset Facility I	400,000	400,000	—	395,901
SPV Asset Facility II	250,000	220,000	30,000	216,960
2023 Notes	150,000	150,000	—	148,036
Total Debt	$ 2,300,000	$ 1,502,000	$ 793,411	$ 1,485,464

(1) The amount available reflects any limitations related to each credit facility's borrowing base.
(2) The carrying value of the Company's Subscription Credit Facility, Revolving Credit Facility, SPV Asset Facility I, SPV Asset Facility II and the 2023 Notes are presented net of deferred financing costs of $2.3 million, $5.1 million, $4.1 million, $3.0 million and $2.0 million, respectively.
(3) The amount available is reduced by $4.6 million of outstanding letters of credit.

	December 31, 2017			
($ in thousands)	Aggregate Principal Committed	Outstanding Principal	Amount Available(1)	Net Carrying Value(2)
Subscription Credit Facility(3)	$ 900,000	$ 393,500	$ 502,711	$ 390,415
Revolving Credit Facility	400,000	—	400,000	(3,044)
SPV Asset Facility I	400,000	400,000	—	395,463
2023 Notes(4)	150,000	138,500	11,500	136,598
Total Debt	$ 1,850,000	$ 932,000	$ 914,211	$ 919,432

(1) The amount available reflects any limitations related to each credit facility's borrowing base.
(2) The carrying value of the Company's Subscription Credit Facility, Revolving Credit Facility, SPV Asset Facility I and the 2023 Notes are presented net of deferred financing costs of $3.1 million, $3.0 million, $4.6 million, and $1.9 million, respectively.
(3) The amount available is reduced by $3.8 million of outstanding letters of credit.
(4) Amounts available were issued on January 30, 2018.

For the three and six months ended June 30, 2018 and 2017, the components of interest expense were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
($ in thousands)	2018	2017	2018	2017
Interest expense	$ 15,827	$ 4,564	$ 26,789	$ 7,075
Amortization of debt issuance costs	1,275	665	2,370	1,183
Total Interest Expense	$ 17,102	$ 5,229	$ 29,159	$ 8,258
Average interest rate	4.04 %	2.73 %	3.86 %	2.59 %
Average daily borrowings	$ 1,494,714	$ 593,374	$ 1,321,359	$ 468,262

Subscription Credit Facility

On August 1, 2016, we entered into a subscription credit facility (the "Original Subscription Credit Facility") with Wells Fargo Bank, National Association ("Wells Fargo"), as administrative agent (the "Subscription Credit Facility Administrative Agent") and letter of credit issuer, and Wells Fargo, State Street Bank and Trust Company and the banks and financial institutions from time to time party thereto, as lenders.

The Original Subscription Credit Facility permitted us to borrow up to $250 million, subject to availability under the "Borrowing Base". The Borrowing Base is calculated based on the unused Capital Commitments of the investors meeting various eligibility requirements above certain concentration limits based on investors' credit ratings. The Original Subscription Credit Facility also included a provision permitting us to increase the size of the facility on or before August 1, 2017 up to a maximum principal amount not exceeding $500 million, subject to customary conditions, and included a further provision permitting us to increase the size of the facility under certain circumstances up to a maximum principal amount not exceeding $750 million, if the existing or new lenders agreed to commit to such further increase.

On September 14, 2016 we increased the size of the facility to a total of $300 million. On September 26, 2016 we increased the size of the facility to a total of $500 million. On January 4, 2017, we increased the size of the facility to a total of $575 million. On March 13, 2017, we increased the size of the facility to a total of $700 million.

On November 2, 2017, we amended the Original Subscription Credit Facility pursuant to a first amendment to revolving credit agreement (the "First Amendment" and the Original Subscription Credit Facility, as amended, the "Subscription Credit Facility"), which, among other things: (i) increased the size of the facility to a total of $750 million and (ii) amended the accordion feature to permit the Company to increase the commitments under the Subscription Credit Facility under certain circumstances up to a maximum principal amount of $900 million, if the existing or new lenders agreed to commit to such further increase. On November 2, 2017, we temporarily increased the size of the facility to $850 million. On December 1, 2017, we increased the size of the Subscription Credit Facility to a total of $900 million.

Borrowings under the Subscription Credit Facility bear interest, at our election at the time of drawdown, at a rate per annum equal to (i) in the case of LIBOR rate loans, an adjusted LIBOR rate for the applicable interest period plus 1.60% or (ii) in the case of reference rate loans, the greatest of (A) a prime rate plus 0.60%, (B) the federal funds rate plus 1.10%, and (C) one-month LIBOR plus 1.60%. Loans may be converted from one rate to another at any time at our election, subject to certain conditions. We also will pay an unused commitment fee of 0.25% per annum on the unused commitments.

The Subscription Credit Facility will mature upon the earliest of (i) the date three (3) years from August 1, 2016; (ii) the date upon which the Subscription Credit Facility Administrative Agent declares the obligations under the Subscription Credit Facility due and payable after the occurrence of an event of default; (iii) forty-five (45) days prior to the scheduled termination of the commitment period under our Subscription Agreements (as defined below); (iv) forty-five (45) days prior to the date of any listing of our common stock on a national securities exchange; (v) the termination of the commitment period under our Subscription Agreements (if earlier than the scheduled date); and (vi) the date we terminate the commitments pursuant to the Subscription Credit Facility.

The Subscription Credit Facility is secured by a perfected first priority security interest in our right, title, and interest in and to the capital commitments of our private investors. including our right to make capital calls, receive and apply capital contributions, enforce remedies and claims related thereto together with capital call proceeds and related rights, and a pledge of the collateral account into which capital call proceeds are deposited.

The Subscription Credit Facility contains customary covenants, including certain limitations on the incurrence by us of additional indebtedness and on our ability to make distributions to our shareholders, or redeem, repurchase or retire shares of stock, upon the occurrence of certain events, and customary events of default (with customary cure and notice provisions).

Transfers of interests in the Company by investors must comply with certain sections of the Subscription Credit Facility and we shall notify the Administrative Agent before such transfers take place. Such transfers may trigger mandatory prepayment obligations.

Revolving Credit Facility

On February 1, 2017, we entered into a senior secured revolving credit agreement (the "Original Revolving Credit Facility"). On June 21, 2018, we amended the Senior Secured Revolving Credit Agreement (the "Amendment," and the Original Revolving Credit Facility as amended by that certain First Amendment to Senior Secured Revolving Credit Agreement, dated as of July 17, 2017, the First Omnibus Amendment to Senior Secured Revolving Credit Agreement and Guarantee and Security Agreement, dated as of March 29, 2018 and the Amendment, the "Revolving Credit Facility"). The parties to the Revolving Credit Facility include the Company, as Borrower, the lenders from time to time parties thereto (each a "Lender" and collectively, the "Lenders") and SunTrust Robinson Humphrey, Inc. and ING Capital LLC as Joint Lead Arrangers and Joint Book Runners, SunTrust Bank as Administrative Agent and ING Capital LLC as Syndication Agent.

The Revolving Credit Facility is guaranteed by OR Lending LLC, our subsidiary, and will be guaranteed by certain domestic subsidiaries of us that are formed or acquired by us in the future (collectively, the "Guarantors"). Proceeds of the Revolving Credit Facility may be used for general corporate purposes, including the funding of portfolio investments.

The maximum principal amount of the Revolving Credit Facility is $600 million (increased from $590 million on June 21, 2018), subject to availability under the borrowing base, which is based on our portfolio investments and other outstanding indebtedness. Maximum capacity under the Revolving Credit Facility may be increased to $1.25 billion (increased from $750 million pursuant to the First Omnibus Amendment to the Revolving Credit Facility) through the exercise by the Borrower of an uncommitted accordion feature through which existing and new lenders may, at their option, agree to provide additional financing. The Revolving Credit Facility includes a $50 million limit for swingline loans and is secured by a perfected first-priority interest in substantially all of the portfolio investments held by us and each Guarantor, subject to certain exceptions.

The availability period under the Revolving Credit Facility will terminate on March 29, 2022 (“Revolving Credit Facility Commitment Termination Date”) and the Revolving Credit Facility will mature on March 29, 2023 (“Revolving Credit Facility Maturity Date”). During the period from the Revolving Credit Facility Commitment Termination Date to the Revolving Credit Facility Maturity Date, we will be obligated to make mandatory prepayments under the Revolving Credit Facility out of the proceeds of certain asset sales and other recovery events and equity and debt issuances.

We may borrow amounts in U.S. dollars or certain other permitted currencies. Amounts drawn under the Revolving Credit Facility will bear interest at either LIBOR plus 2.00% (decreased from 2.25% pursuant to the Amendment), or the prime rate plus 1.00% (decreased from 1.25% pursuant to the Amendment). We may elect either the LIBOR or prime rate at the time of drawdown, and loans may be converted from one rate to another at any time at our option, subject to certain conditions. We will also pay a fee of 0.375% on undrawn amounts under the Revolving Credit Facility.

The Revolving Credit Facility includes customary covenants, including certain limitations on the incurrence by us of additional indebtedness and on our ability to make distributions to our shareholders, or redeem, repurchase or retire shares of stock, upon the occurrence of certain events and certain financial covenants related to asset coverage and liquidity and other maintenance covenants, as well as customary events of default.

SPV Asset Facilities

SPV Asset Facility I

On December 21, 2017 (the “SPV Asset Facility I Closing Date”), ORCC Financing LLC (“ORCC Financing”), a Delaware limited liability company and our subsidiary, entered into a Loan and Servicing Agreement (the “SPV Asset Facility I”), with ORCC Financing as Borrower, us as Transferor and Servicer, the lenders from time to time parties thereto (the “SPV Asset Facility I Lenders”), Morgan Stanley Asset Funding Inc. as administrative agent (“SPV Asset Facility I Administrative Agent”), State Street Bank and Trust Company as Collateral Agent and Cortland Capital Market Services LLC as Collateral Custodian.

From time to time, we sell and contribute certain investments to ORCC Financing pursuant to a sale and contribution agreement by and between us and ORCC Financing. No gain or loss is recognized as a result of the contribution. Proceeds from the SPV Asset Facility I are used to finance the origination and acquisition of eligible assets by ORCC Financing, including the purchase of such assets from us. We retain a residual interest in assets contributed to or acquired by ORCC Financing through our ownership of ORCC Financing. The maximum principal amount of the SPV Asset Facility I is $400 million; the availability of this amount is subject to a borrowing base test, which is based on the value of ORCC Financing’s assets from time to time, and satisfaction of certain conditions, including certain concentration limits.

The SPV Asset Facility I provides for the ability to draw and redraw amounts under the SPV Asset Facility I for a period of up to three years after the SPV Asset Facility I Closing Date (the “SPV Asset Facility I Commitment Termination Date”). Unless otherwise terminated, the SPV Asset Facility I will mature on December 21, 2022 (the “SPV Asset Facility I Maturity Date”). Prior to the SPV Asset Facility I Maturity Date, proceeds received by ORCC Financing from principal and interest, dividends, or fees on assets must be used to pay fees, expenses and interest on outstanding borrowings, and the excess may be returned to the Company, subject to certain conditions. On the SPV Asset Facility I Maturity Date, ORCC Financing must pay in full all outstanding fees and expenses and all principal and interest on outstanding borrowings, and the excess may be returned to us.

Amounts drawn will bear interest at LIBOR plus a spread of 2.25% until the six-month anniversary of the SPV Asset Facility I Closing Date, increasing to 2.50% thereafter, until the Commitment Termination Date. After the SPV Asset Facility I Commitment Termination Date, amounts drawn will bear interest at LIBOR plus a spread of 2.75%, increasing to 3.00% on the first anniversary of the SPV Asset One Facility Commitment Termination Date. After a ramp-up period, there is an unused fee of 0.75% per annum on the amount, if any, by which the undrawn amount under the SPV Asset Facility I exceeds 25% of the maximum principal amount of the SPV Asset Facility I. The SPV Asset Facility I contains customary covenants, including certain financial maintenance covenants, limitations on the activities of ORCC Financing, including limitations on incurrence of incremental indebtedness, and customary events of default. The SPV Asset Facility I is secured by a perfected first priority security interest in the assets of ORCC Financing and on any payments received by ORCC Financing in respect of those assets. Assets pledged to the SPV Asset Facility I Lenders will not be available to pay our debts.

SPV Asset Facility II

On May 22, 2018 (the “SPV Asset Facility II Closing Date”), our subsidiary, ORCC Financing II LLC (“ORCC Financing II”), a Delaware limited liability company and our subsidiary, entered into a Credit Agreement (the “SPV Asset Facility II”), with ORCC Financing II, as Borrower, the lenders from time to time parties thereto (the “SPV Asset Facility II Lenders”), Natixis, New York Branch, as Administrative Agent, State Street Bank and Trust Company, as Collateral Agent, and Cortland Capital Market Services LLC as Document Custodian.

From time to time, we expect to sell and contribute certain investments to ORCC Financing II pursuant to a sale and contribution agreement by and between us and ORCC Financing II. No gain or loss will be recognized as a result of the contribution. Proceeds from the SPV Asset Facility II will be used to finance the origination and acquisition of eligible assets by ORCC Financing II, including the purchase of such assets from us. We retain a residual interest in assets contributed to or acquired by ORCC Financing II through our ownership of ORCC Financing II. The maximum principal amount of the SPV Asset Facility II is $250 million; the availability of this amount is subject to an overcollateralization ratio test, which is based on the value of ORCC Financing II's assets from time to time, and satisfaction of certain conditions, including an interest coverage ratio test, certain concentration limits and collateral quality tests.

The SPV Asset Facility II provides for the ability to (1) draw term loans and (2) draw and redraw revolving loans under the SPV Asset Facility II for a period of up to two years after the SPV Asset Facility II Closing Date unless the revolving commitments are terminated or converted to term loans sooner as provided in the SPV Asset Facility II (the "SPV Asset Facility II Commitment Termination Date"). Unless otherwise terminated, the SPV Asset Facility II will mature on May 22, 2026 (the "Stated Maturity"). Prior to the Stated Maturity, proceeds received by ORCC Financing II from principal and interest, dividends, or fees on assets must be used to pay fees, expenses and interest on outstanding borrowings, and the excess may be returned to us, subject to certain conditions. On the Stated Maturity, ORCC Financing II must pay in full all outstanding fees and expenses and all principal and interest on outstanding borrowings, and the excess may be returned to us.

Amounts drawn bear interest at LIBOR (or, in the case of certain lenders that are commercial paper conduits, the lower of their cost of funds and LIBOR plus 0.25%) plus a spread ranging from 2.00% to 2.50%. From the SPV Asset Facility II Closing Date to the SPV Asset Facility II Commitment Termination Date, there is a commitment fee ranging from 0.50% to 1.00% per annum on the undrawn amount, if any, of the revolving commitments in the SPV Asset Facility II. The SPV Asset Facility II contains customary covenants, including certain financial maintenance covenants, limitations on the activities of ORCC Financing II, including limitations on incurrence of incremental indebtedness, and customary events of default. The SPV Asset Facility II is secured by a perfected first priority security interest in the assets of ORCC Financing II and on any payments received by ORCC Financing II in respect of those assets. Assets pledged to the SPV Asset Facility II Lenders will not be available to pay our debts.

Unsecured Notes

2023 Notes

On December 21, 2017, we entered into a Note Purchase Agreement governing the issuance of $150 million in aggregate principal amount of unsecured notes (the "2023 Notes") to institutional investors in a private placement. The issuance of $138.5 million of the 2023 Notes occurred on December 21, 2017, and $11.5 million of the 2023 Notes were issued in January 2018. The 2023 Notes have a fixed interest rate of 4.75% and are due on June 21, 2023. Interest on the 2023 Notes will be due semiannually. This interest rate is subject to increase (up to a maximum interest rate of 5.50%) in the event that, subject to certain exceptions, the 2023 Notes cease to have an investment grade rating. We are obligated to offer to repay the 2023 Notes at par if certain change in control events occur. The 2023 Notes are general unsecured obligations of us that rank pari passu with all outstanding and future unsecured unsubordinated indebtedness issued by us.

The Note Purchase Agreement for the 2023 Notes contains customary terms and conditions for unsecured notes issued in a private placement, including, without limitation, affirmative and negative covenants such as information reporting, maintenance of our status as a BDC within the meaning of the 1940 Act and a RIC under the Code, minimum shareholders equity, minimum asset coverage ratio and prohibitions on certain fundamental changes at us or any subsidiary guarantor, as well as customary events of default with customary cure and notice, including, without limitation, nonpayment, misrepresentation in a material respect, breach of covenant, cross-default under other indebtedness of us or certain significant subsidiaries, certain judgments and orders, and certain events of bankruptcy.

The 2023 Notes were offered in reliance on Section 4(a)(2) of the Securities Act. The 2023 Notes have not been registered under the Securities Act or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act as applicable.

In connection with the offering of the 2023 Notes, on December 21, 2017 we entered into an interest rate swap to continue to align the interest rates of our liabilities with our investment portfolio, which consists predominately of floating rate loans. The notional amount of the interest rate swap is $150 million. We will receive fixed rate interest semi-annually at 4.75% and pay variable rate interest monthly based on the 1-month LIBOR plus 2.545%. The interest rate swap matures on December 21, 2021. For the three and six months ended June 30, 2018, we made periodic payments of $1.6 million and $3.1 million, respectively. Pursuant to ASC 815 *Derivatives and Hedging*, the interest expense related to the 2023 Notes is offset by proceeds received from the interest rate swap. The swap adjusted interest expense is included as a component of interest expense in our Consolidated Statements of Operations. As of June 30, 2018, the interest rate swap had a fair value of $(2.9) million, which represents a change in fair value of $1.1 million and

$(1.8) million for the three and six months ended, respectively .The change in fair value of the interest rate swap is equally offset by the change in fair value of the 2023 Notes.

Off-Balance Sheet Arrangements

Portfolio Company Commitments

From time to time, we may enter into commitments to fund investments. As of June 30, 2018 and December 31, 2017, we had the following outstanding commitments to fund investments in current portfolio companies:

Portfolio Company	Investment	June 30, 2018	December 31, 2017
($ in thousands)			
Accela, Inc.	First lien senior secured revolving loan	$ 6,000	$ 4,245
Access CIG, LLC	Second lien senior secured delayed draw term loan	1,784	—
CM7 Restaurant Holdings, LLC	First lien senior secured delayed draw term loan	17,315	—
CM7 Restaurant Holdings, LLC	First lien senior secured delayed draw term loan	2,002	—
Carolina Beverage Group (fka Cold Spring Brewing Company)	First lien senior secured revolving loan	2,684	—
Discovery DJ Services, LLC (dba Discovery Midstream Partners)	First lien senior secured revolving loan	2,760	2,760
Discovery DJ Services, LLC (dba Discovery Midstream Partners)	First lien senior secured delayed draw term loan	30,083	30,359
Douglas Products and Packaging Company LLC	First lien senior secured revolving loan	6,275	—
Galls, LLC	First lien senior secured revolving loan	11,450	—
Galls, LLC	First lien senior secured delayed draw term loan	34,527	—
GC Agile Holdings Limited (dba Apex Fund Services)	First lien senior secured delayed draw term loan	36,037	—
GC Agile Holdings Limited (dba Apex Fund Services)	First lien senior secured multi draw term loan	30,031	7,782
GC Agile Holdings Limited (dba Apex Fund Services)	First lien senior secured revolving loan	10,386	1,946
Hillstone Environmental Partners, LLC	First lien senior secured revolving loan	4,458	—
Ideal Tridon Holdings, Inc.	First lien senior secured revolving loan	1,929	3,857
LineStar Integrity Services LLC	First lien senior secured delayed draw term loan	25,833	—
Lytx, Inc.	First lien senior secured revolving loan	2,033	2,013
Manna Development Group, LLC	First lien senior secured revolving loan	3,469	—
Mavis Tire Express Services Corp.	Second lien senior secured delayed draw term loan	24,152	—
Motus, LLC and Runzheimer International LLC	First lien senior secured revolving loan	5,097	—
NMI Acquisitionco, Inc. (dba Network Merchants)	First lien senior secured revolving loan	220	646
PetVet Care Centers, LLC	First lien senior secured delayed draw term loan	—	4,981
Professional Plumbing Group, Inc.	First lien senior secured revolving loan	6,200	—
QC Supply, LLC	First lien senior secured delayed draw term loan	7,867	14,078
QC Supply, LLC	First lien senior secured revolving loan	497	2,981
SABA Software, Inc.	First lien senior secured revolving loan	—	4,950
Swipe Acquisition Corporation (dba PLI)	First lien senior secured delayed draw term loan	12,931	—

Portfolio Company	Investment	June 30, 2018	December 31, 2017
TC Holdings, LLC (dba TrialCard)	First lien senior secured delayed draw term loan	24,248	24,248
TC Holdings, LLC (dba TrialCard)	First lien senior secured revolving loan	5,033	5,034
Trader Interactive, LLC (fka Dominion Web Solutions, LLC)	First lien senior secured revolving loan	6,387	5,769
Troon Golf, L.L.C.	First lien senior secured revolving loan	14,426	14,426
TSB Purchaser, Inc. (dba Teaching Strategies, Inc.)	First lien senior secured revolving loan	4,239	—
Zenith Energy U.S. Logistics Holdings, LLC	First lien senior secured delayed draw term loan	17,567	—
Total Unfunded Portfolio Company Commitments		$ 357,920	$ 130,075

We maintain sufficient capacity to cover outstanding unfunded portfolio company commitments that we may be required to fund. We seek to carefully consider our unfunded portfolio company commitments for the purpose of planning our ongoing financial leverage. Further, we maintain sufficient borrowing capacity within the 200% asset coverage limitation to cover any outstanding portfolio company unfunded commitments we are required to fund.

Other Commitments and Contingencies

As of June 30, 2018, we had $5.5 billion in total Capital Commitments from investors ($3.5 billion undrawn), of which $112.4 million is from executives of our Adviser ($63.5 million undrawn). These undrawn Capital Commitments will no longer remain in effect following the completion of an initial public offering of our common stock.

As of December 31, 2017, we had $5.1 billion in total Capital Commitments from investors ($3.7 billion undrawn), of which $112.4 million isfrom executives of the Adviser ($63.5 million undrawn). These undrawn Capital Commitments will no longer remain in effect following the completion of an initial public offering of our common stock.

From time to time, the Company may become a party to certain legal proceedings incidental to the normal course of its business. At June 30, 2018, management was not aware of any pending or threatened litigation.

2023 Notes

As of December 31, 2017, $11.5 million of the 2023 Notes remained outstanding, which were subsequently issued in January 2018.

Contractual Obligations

A summary of our contractual payment obligations under our credit facilities as of June 30, 2018, is as follows:

	Payments Due by Period				
($ in millions)	Total	Less than 1 year	1-3 years	3-5 years	After 5 years
Subscription Credit Facility	$ 732.0	$ —	$ 732.0	$ —	$ —
Revolving Credit Facility	—	—	—	—	—
SPV Asset Facility I	400.0	—	—	400.0	—
SPV Asset Facility II	220.0	—	—	—	220.0
2023 Notes	150.0	—	—	150.0	—
Total Contractual Obligations	$ 1,502.0	$ —	$ 732.0	$ 550.0	$ 220.0

Related-Party Transactions

We have entered into a number of business relationships with affiliated or related parties, including the following:

- the Investment Advisory Agreement;
- the Administration Agreement; and
- the License Agreement.

In addition to the aforementioned agreements, we, our Adviser and certain of our Adviser's affiliates have been granted exemptive relief by the SEC to co-invest with other funds managed by our Adviser or its affiliates, including Owl Rock Capital Corporation II, in a manner consistent with our investment objective, positions, policies, strategies and restrictions as well as regulatory requirements and other pertinent factors. See "*ITEM 1. – Notes to Consolidated Financial Statements – Note 3. Agreements and Related Party Transactions*" for further details.

We invest together with Regents through Sebago Lake, a controlled affiliated investment as defined in the 1940 Act. See "*ITEM 1. – Notes to Consolidated Financial Statements – Note 4. Investments – Sebago Lake LLC*" for further details.

Critical Accounting Policies

The preparation of the consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Changes in the economic environment, financial markets, and any other parameters used in determining such estimates could cause actual results to differ. Our critical accounting policies should be read in connection with our risk factors as described in our Form 10-K and in "*ITEM 1A. RISK FACTORS*."

Investments at Fair Value

Investment transactions are recorded on the trade date. Realized gains or losses are measured by the difference between the net proceeds received (excluding prepayment fees, if any) and the amortized cost basis of the investment using the specific identification method without regard to unrealized gains or losses previously recognized, and include investments charged off during the period, net of recoveries. The net change in unrealized gains or losses primarily reflects the change in investment values, including the reversal of previously recorded unrealized gains or losses with respect to investments realized during the period.

Investments for which market quotations are readily available are typically valued at the bid price of those market quotations. To validate market quotations, we utilize a number of factors to determine if the quotations are representative of fair value, including the source and number of the quotations. Debt and equity securities that are not publicly traded or whose market prices are not readily available, as is the case for substantially all of our investments, are valued at fair value as determined in good faith by our Board, based on, among other things, the input of the Adviser, our audit committee and independent third-party valuation firm(s) engaged at the direction of the Board.

As part of the valuation process, the Board takes into account relevant factors in determining the fair value of our investments, including: the estimated enterprise value of a portfolio company (i.e., the total fair value of the portfolio company's debt and equity), the nature and realizable value of any collateral, the portfolio company's ability to make payments based on its earnings and cash flow, the markets in which the portfolio company does business, a comparison of the portfolio company's securities to any similar publicly traded securities, and overall changes in the interest rate environment and the credit markets that may affect the price at which similar investments may be made in the future. When an external event such as a purchase transaction, public offering or subsequent equity sale occurs, the Board considers whether the pricing indicated by the external event corroborates its valuation.

The Board undertakes a multi-step valuation process, which includes, among other procedures, the following:

- With respect to investments for which market quotations are readily available, those investments will typically be valued at the bid price of those market quotations;
- With respect to investment for which market quotations are not readily available, the valuation process begins with the independent valuation firm(s) providing a preliminary valuation of each investment to the Adviser's valuation committee;
- Preliminary valuation conclusions are documented and discussed with the Adviser's valuation committee. Agreed upon valuation recommendations are presented to the Audit Committee;
- The Audit Committee reviews the valuations recommendations and recommends values for each investment to the Board; and
- The Board reviews the recommended valuations and determines the fair value of each investment.

We conduct this valuation process on a quarterly basis.

We apply Financial Accounting Standards Board Accounting Standards Codification 820, *Fair Value Measurements* ("ASC 820"), as amended, which establishes a framework for measuring fair value in accordance with U.S. GAAP and required disclosures of fair value measurements. ASC 820 determines fair value to be the price that would be received for an investment in a current sale, which assumes an orderly transaction between market participants on the measurement date. Market participants are defined as buyers and sellers in the principal or most advantageous market (which may be a hypothetical market) that are independent, knowledgeable, and willing and able to transact. In accordance with ASC 820, we consider its principal market to be the market that has the greatest volume and level of activity. ASC 820 specifies a fair value hierarchy that prioritizes and ranks the level of observability of inputs used in determination of fair value. In accordance with ASC 820, these levels are summarized below:

- Level 1 – Valuations based on quoted prices in active markets for identical assets or liabilities that we have the ability to access.
- Level 2 – Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.
- Level 3 – Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

Transfers between levels, if any, are recognized at the beginning of the quarter in which the transfer occurred. In addition to using the above inputs in investment valuations, we apply the valuation policy approved by our Board that is consistent with ASC 820. Consistent with the valuation policy, we evaluate the source of the inputs, including any markets in which our investments are trading (or any markets in which securities with similar attributes are trading), in determining fair value. When an investment is valued based on prices provided by reputable dealers or pricing services (that is, broker quotes), we subject those prices to various criteria in making the determination as to whether a particular investment would qualify for treatment as a Level 2 or Level 3 investment. For example, we, or the independent valuation firm(s), review pricing support provided by dealers or pricing services in order to determine if observable market information is being used, versus unobservable inputs.

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. Additionally, the fair value of such investments may differ significantly from the values that would have been used had a ready market existed for such investments and may differ materially from the values that may ultimately be realized. Further, such investments are generally less liquid than publicly traded securities and may be subject to contractual and other restrictions on resale. If we were required to liquidate a portfolio investment in a forced or liquidation sale, it could realize amounts that are different from the amounts presented and such differences 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 gains or losses ultimately realized on these investments to be different than the unrealized gains or losses reflected herein.

Interest and Dividend Income Recognition

Interest income is recorded on the accrual basis and includes amortization of discounts or premiums. Discounts and premiums to par value on securities purchased are amortized into interest income over the contractual life of the respective security using the effective yield method. The amortized cost of investments represents the original cost adjusted for the amortization of discounts or premiums, if any. Upon prepayment of a loan or debt security, any prepayment premiums, unamortized upfront loan origination fees and unamortized discounts are recorded as interest income in the current period.

Loans are generally placed on non-accrual status when there is reasonable doubt that principal or interest will be collected in full. Accrued 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 is paid current and, in management's judgment, are likely to remain current. Management may make exceptions to this treatment and determine to not place a loan on non-accrual status if the loan has sufficient collateral value and is in the process of collection.

Dividend income on preferred equity securities is recorded on the accrual basis to the extent that such amounts are payable by the portfolio company and are expected to be collected. Dividend income on common equity securities is recorded on the record date for private portfolio companies or on the ex-dividend date for publicly-traded portfolio companies.

Distributions

We have elected to be treated for U.S. federal income tax purposes, and qualify annually thereafter, as a RIC under Subchapter M of the Code. To obtain and maintain our tax treatment as a RIC, we must distribute (or be deemed to distribute) in each taxable year distribution for tax purposes equal to at least 90 percent of the sum of our:

- investment company taxable income (which is generally our ordinary income plus the excess of realized short-term capital gains over realized net long-term capital losses), determined without regard to the deduction for dividends paid, for such taxable year; and
- net tax-exempt interest income (which is the excess of our gross tax-exempt interest income over certain disallowed deductions) for such taxable year.

As a RIC, we (but not our shareholders) generally will not be subject to U.S. federal tax on investment company taxable income and net capital gains that we distribute to our shareholders.

We intend to distribute annually all or substantially all of such income. To the extent that we retain our net capital gains or any investment company taxable income, we generally will be subject to corporate-level U.S. federal income tax. We can be expected to carry forward our net capital gains or any investment company taxable income in excess of current year dividend distributions, and pay the U.S. federal excise tax as described below.

Amounts not distributed on a timely basis in accordance with a calendar year distribution requirement are subject to a nondeductible 4% U.S. federal excise tax payable by us. We may be subject to a nondeductible 4% U.S. federal excise tax if we do not distribute (or are treated as distributing) during each calendar year an amount at least equal to the sum of:

- 98% of our net ordinary income excluding certain ordinary gains or losses for that calendar year;
- 98.2% of our capital gain net income, adjusted for certain ordinary gains and losses, recognized for the twelve-month period ending on October 31 of that calendar year; and
- 100% of any income or gains recognized, but not distributed, in preceding years.

While we intend to distribute any income and capital gains in the manner necessary to minimize imposition of the 4% U.S. federal excise tax, sufficient amounts of our taxable income and capital gains may not be distributed and as a result, in such cases, the excise tax will be imposed. In such an event, we will be liable for this tax only on the amount by which we do not meet the foregoing distribution requirement.

We intend to pay quarterly distributions to our shareholders out of assets legally available for distribution. All distributions will be paid at the discretion of our Board and will depend on our earnings, financial condition, maintenance of our tax treatment as a RIC, compliance with applicable BDC regulations and such other factors as our Board may deem relevant from time to time.

To the extent our current taxable earnings for a year fall below the total amount of our distributions for that year, a portion of those distributions may be deemed a return of capital to our shareholders for U.S. federal income tax purposes. Thus, the source of a distribution to our shareholders may be the original capital invested by the shareholder rather than our income or gains. Shareholders should read written disclosure carefully and should not assume that the source of any distribution is our ordinary income or gains.

We have adopted an “opt out” dividend reinvestment plan for our common shareholders. As a result, if we declare a cash dividend or other distribution, each shareholder that has not “opted out” of our dividend reinvestment plan will have their dividends or distributions automatically reinvested in additional shares of our common stock rather than receiving cash distributions. Shareholders who receive distributions in the form of shares of common stock will be subject to the same U.S. federal, state and local tax consequences as if they received cash distributions.

Income Taxes

We have elected to be treated as a BDC under the 1940 Act. We have also elected to be treated as a RIC under the Code beginning with the taxable year ending December 31, 2016. So long as we maintain our tax treatment as a RIC, we generally will not pay corporate-level U.S. federal income taxes on any ordinary income or capital gains that we distribute at least annually to our shareholders as distributions. Rather, any tax liability related to income earned and distributed by us represents obligations of our investors and will not be reflected in our consolidated financial statements.

To qualify as a RIC, we must, among other things, meet certain source-of-income and asset diversification requirements. In addition, to qualify for RIC tax treatment, we must distribute to our shareholders, for each taxable year, at least 90% of our “investment company taxable income” for that year, which is generally our ordinary income plus the excess of our realized net short-term capital gains over our realized net long-term capital losses. In order for us to not be subject to U.S. federal excise taxes, we must distribute annually an amount at least equal to the sum of (i) 98% of its net ordinary income (taking into account certain deferrals and elections) for the calendar year, (ii) 98.2% of its capital gains in excess of capital losses for the one-year period ending on October 31 of the calendar year and (iii) any net ordinary income and capital gains in excess of capital losses for preceding years that were not distributed during such years. We, at our discretion, may carry forward taxable income in excess of calendar year dividends and pay a 4% nondeductible U.S. excise tax on this income.

We evaluate tax positions taken or expected to be taken in the course of preparing our consolidated financial statements to determine whether the tax positions are “more-likely-than-not” to be sustained by the applicable tax authority. Tax positions not deemed to meet the “more-likely-than-not” threshold are reserved and recorded as a tax benefit or expense in the current year. All penalties and interest associated with income taxes are included in income tax expense. Conclusions regarding tax positions are subject to review and may be adjusted at a later date based on factors including, but not limited to, on-going analyses of tax laws, regulations and interpretations thereof. The 2015 and 2016 tax years remain subject to examination by U.S. federal, state and local tax authorities.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are subject to financial market risks, including valuation risk and interest rate risk.

Valuation Risk

We have invested, and plan to continue to invest, primarily in illiquid debt and equity securities of private companies. Most of our investments will not have a readily available market price, and we value these investments at fair value as determined in good faith by our Board, based on, among other things, the input of the Adviser, our Audit Committee and independent third-party valuation firm(s) engaged at the direction of the Board, and in accordance with our valuation policy. There is no single standard for determining fair value. 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. If we were required to liquidate a portfolio investment in a forced or liquidation sale, we may realize amounts that are different from the amounts presented and such differences could be material.

Interest Rate Risk

Interest rate sensitivity refers to the change in earnings that may result from changes in the level of interest rates. We intend to fund portions of our investments with borrowings, and at such time, our net investment income will be affected by the difference between the rate at which we invest and the rate at which we borrow. Accordingly, we cannot assure you that a significant change in market interest rates will not have a material adverse effect on our net investment income.

As of June 30, 2018, 100.0% of our debt investments based on fair value in our portfolio were at floating rates.

Based on our Consolidated Statements of Assets and Liabilities as of June 30, 2018, the following table shows the annualized impact on net income of hypothetical base rate changes in interest rates on our debt investments (considering interest rate floors for floating rate instruments) assuming each floating rate investment is subject to 3-month LIBOR and there are no changes in our investment and borrowing structure:

($ in millions)	Interest Income	Interest Expense	Net Income
Up 300 basis points	$ 102.9	$ 45.1	$ 57.8
Up 200 basis points	$ 68.6	$ 30.0	$ 38.6
Up 100 basis points	$ 34.3	$ 15.0	$ 19.3
Down 25 basis points	$ (8.6)	$ (3.8)	$ (4.8)

We may in the future hedge against interest rate fluctuations by using hedging instruments such as additional interest rate swaps, futures, options, and forward contracts. While hedging activities may mitigate our exposure to adverse fluctuations in interest rates, certain hedging transactions that we may enter into in the future, such as interest rate swap agreements, may also limit our ability to participate in the benefits of lower interest rates with respect to our portfolio investments.

Currency Risk

From time to time, we may make investments that are denominated in a foreign currency. These investments are translated into U.S. dollars at each balance sheet date, exposing us to movements in foreign exchange rates. We may employ hedging techniques to minimize these risks, but we cannot assure you that such strategies will be effective or without risk to us. We may seek to utilize instruments such as, but not limited to, forward contracts to seek to hedge against fluctuations in the relative values of our portfolio positions from changes in currency exchange rates. We also have the ability to borrow in certain foreign currencies under our credit facilities. Instead of entering into a foreign currency forward contract in connection with loans or other investments we have made that are denominated in a foreign currency, we may borrow in that currency to establish a natural hedge against our loan or investment. To the extent the loan or investment is based on a floating rate other than a rate under which we can borrow under our credit facilities, we may seek to utilize interest rate derivatives to hedge our exposure to changes in the associated rate.

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures

In accordance with Rules 13a-15(b) and 15d-15(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q and determined that our disclosure controls and procedures are effective as of the end of the period covered by the Quarterly Report on Form 10-Q.

(b) Changes in Internal Controls Over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the quarter ended June 30, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings.

We are not currently subject to any material legal proceedings, nor, to our knowledge, are any material legal proceeding threatened against us. From time to time, we may be a party to certain legal proceedings in the ordinary course of business, including proceedings relating to the enforcement of our rights under contracts with our portfolio companies. Our business is also subject to extensive regulation, which may result in regulatory proceedings against us. While the outcome of any such future legal or regulatory proceedings cannot be predicted with certainty, we do not expect that any such future proceedings will have a material effect upon our financial condition or results of operations.

Item 1A. Risk Factors.

There have been no material changes from the risk factors previously disclosed in our Form 10-K, filed with the SEC on March 2, 2018, and our Form 10-Q, filed with the SEC on May 8, 2018.

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

None, other than those already disclosed in certain Form 8-Ks filed with the SEC.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

(a) Exhibits

Exhibit Number	Description of Exhibits
3.1	Articles of Amendment and Restatement, dated March 1, 2016 (incorporated by reference to the Company's Registration Statement on Form 10, filed on April 11, 2016).
3.2	Bylaws, dated January 11, 2016 (incorporated by reference to the Company's Registration Statement on Form 10, filed on April 11, 2016).
10.2	Credit Agreement by and among ORCC Financing II, as Borrower, Various Lenders, Natixis, New York Branch, as Administrative Agent, State Street Bank and Trust Company, as Collateral Agent, and Cortland Capital Market Services LLC as Document Custodian, dated as of May 22, 2018 (incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K, filed on May 23, 2018).
10.3	Sale and Contribution Agreement between Owl Rock Capital Corporation, as Seller, and ORCC Financing II LLC, as Purchaser, dated as of May 22, 2018 (incorporated by reference to Exhibit 10.2 to the Company's current report on Form 8-K, filed on May 23, 2018).
10.4*	Third Amendment to Senior Secured Revolving Credit Agreement between the Company and SunTrust and Bank of America, N.A., dated June 21, 2018.
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of 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 Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

*Filed herein

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized**.**

	Owl Rock Capital Corporation
Date: August 7, 2018	By: /s/ Craig W. Packer
	Craig W. Packer
	Chief Executive Officer
Date: August 7, 2018	By: /s/ Alan Kirshenbaum
	Alan Kirshenbaum
	Chief Operating Officer and Chief Financial Officer

Exhibit 10.4

EXECUTION COPY

THIRD AMENDMENT
TO SENIOR SECURED REVOLVING CREDIT AGREEMENT

THIS THIRD AMENDMENT TO SENIOR SECURED REVOLVING CREDIT AGREEMENT, dated as of June 21, 2018 (this "Amendment"), to the Existing Credit Agreement (capitalized terms used herein and not otherwise defined shall have the meanings given to such terms in Article I) is among OWL ROCK CAPITAL CORPORATION, a Maryland corporation (the "Borrower"), the LENDERS party hereto and SUNTRUST BANK, as Administrative Agent (the "Administrative Agent").

W I T N E S S E T H

WHEREAS, the Borrower, the Lenders party hereto and the Administrative Agent are parties to the Senior Secured Revolving Credit Agreement, dated as of February 1, 2017 (as amended by that certain First Amendment to Senior Secured Revolving Credit Agreement, dated as of July 17, 2017 and by that certain First Omnibus Amendment to Senior Secured Revolving Credit Agreement and Guarantee and Security Agreement, dated as of March 29, 2018 (the "Existing Credit Agreement"), and as amended by this Amendment and as the same may be further amended, supplemented, amended and restated or otherwise modified from time to time, the "Credit Agreement"); and

WHEREAS, the Borrower has requested that the Lenders and the Administrative Agent agree to amend the Existing Credit Agreement, and the Lenders party hereto and the Administrative Agent are willing, on the terms and subject to the conditions hereinafter set forth, to agree to the amendment set forth below and the other terms hereof;

NOW, THEREFORE, the parties hereto hereby covenant and agree as follows:

ARTICLE I

DEFINITIONS

SECTION 1.1. Certain Definitions. The following terms when used in this Amendment shall have the following meanings (such meanings to be equally applicable to the singular and plural forms thereof):

"Administrative Agent" is defined in the preamble.

"Amendment" is defined in the preamble.

"Borrower" is defined in the preamble.

"Credit Agreement" is defined in the first recital.

"Existing Credit Agreement" is defined in the first recital.

"Third Amendment Effective Date" is defined in Article IV.

SECTION 1.2. Other Definitions. Capitalized terms for which meanings are provided in the Existing Credit Agreement are, unless otherwise defined herein or the context otherwise requires, used in this Amendment with such meanings.

ARTICLE II

REPLACEMENT OF SWINGLINE LENDER AND ISSUING BANK

SECTION 2.1. The Borrower, the Administrative Agent, Bank of America, N.A., as resigning Swingline Lender (the "Resigning Swingline Lender") and ING Capital LLC, as successor Swingline Lender (the "Successor Swingline Lender") each hereby agree that, as of the Third Amendment Effective Date, the Resigning Swingline Lender shall resign as a Swingline Lender under the Existing Credit Agreement and the Successor Swingline Lender hereby agrees to become bound as a Swingline Lender under the Existing Credit Agreement. From and after the Third Amendment Effective Date, the Successor Swingline Lender shall assume all the rights and obligations of a Swingline Lender under the Existing Credit Agreement with respect to Swingline Loans to be made by a Swingline Lender thereafter and on and after the Third Amendment Effective Date, the Resigning Swingline Lender shall have no obligation to make additional Swingline Loans and shall cease to be a Swingline Lender under the Existing Credit Agreement but shall continue to be entitled to the benefits of Sections 2.14, 2.15, 2.16 and 9.03 with respect to facts and circumstances occurring prior to the Third Amendment Effective Date.

SECTION 2.2. The Borrower, the Administrative Agent, Bank of America, N.A., as resigning Issuing Bank (the "Resigning Issuing Bank") and ING Capital LLC, as successor Issuing Bank (the "Successor Issuing Bank") each hereby agree that, as of the Third Amendment Effective Date, the Resigning Issuing Bank shall resign as an Issuing Bank under the Existing Credit Agreement and the Successor Issuing Bank hereby agrees to become bound as an Issuing Bank under the Existing Credit Agreement. From and after the Third Amendment Effective Date the Successor Issuing Bank shall assume all the rights and obligations of an Issuing Bank under the Existing Credit Agreement with respect to Letters of Credit to be issued by an Issuing Bank thereafter and on and after the Third Amendment Effective Date, the Resigning Issuing Bank shall have no obligation to issue additional Letters of Credit and shall cease to be an Issuing Bank under the Existing Credit Agreement but shall continue to be entitled to the benefits of Sections 2.14, 2.15, 2.16 and 9.03 with respect to facts and circumstances occurring prior to the Third Amendment Effective Date.

ARTICLE III

AMENDMENT TO EXISTING CREDIT AGREEMENT

Subject to the occurrence of the Third Amendment Effective Date (as hereinafter defined), the Existing Credit Agreement (including the Exhibits and Schedules thereto) is hereby amended as follows:

SECTION 3.1. The cover page of the Existing Credit Agreement is hereby amended by (i) replacing the text "BANK OF AMERICA, N.A." with the text "ING CAPITAL LLC" where it appears therein and (ii) replacing the text "MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED" with the text "ING CAPITAL LLC" where it appears therein.

SECTION 3.2. Section 1.01 of the Existing Credit Agreement is hereby amended by adding the following new definitions in the appropriate alphabetical sequence:

""2018 Notes" means the Borrower's unsecured notes issued in the Borrower's second or third fiscal quarterof 2018.

"ING" means ING Capital LLC.".

SECTION 3.3. The definition of "Covered Debt Amount" in Section 1.01 of the Existing Credit Agreement is hereby amended and restated in its entirety as follows:

""Covered Debt Amount" means, on any date, the sum of (x) all of the Revolving Credit Exposures of all Lenders on such dateplus (y) the aggregate amount of Other Covered Indebtedness, the 2023 Notes, the 2018 Notes, Special Unsecured Indebtedness and Unsecured Longer Term Indebtedness on such date minus (z) the LC Exposures fully Cash Collateralized on such date pursuant to Section 2.05(k) and the last paragraph of Section 2.09(a); provided that the 2023 Notes, the 2018 Notes, Special Unsecured Indebtedness and

Unsecured Longer-Term Indebtedness shall be excluded from the calculation of the Covered Debt Amount, in each case, until the date that is nine (9) months prior to the scheduled maturity date of the 2023 Notes, the 2018 Notes, such Special Unsecured Indebtedness or such Unsecured Longer-Term Indebtedness, as applicable (provided that, to the extent, but only to the extent, any portion of the 2023 Notes, the 2018 Notes, such Special Unsecured Indebtedness or Unsecured Longer-Term Indebtedness is subject to a contractually scheduled amortization payment or other principal payment or mandatory redemption (other than in common stock of the Borrower) earlier than six (6) months after the Final Maturity Date (in the case of the 2023 Notes, the 2018 Notes and Unsecured Longer-Term Indebtedness) or earlier than the original final maturity date of such Indebtedness (in the case of Special Unsecured Indebtedness), such portion of such Indebtedness, to the extent then outstanding, shall be included in the calculation of the Covered Debt Amount beginning upon the date that is the later of (i) nine (9) months prior to such scheduled amortization payment or other principal payment or mandatory redemption and (ii) the date the Borrower becomes aware that such Indebtedness is required to be paid or redeemed). For the avoidance of doubt, for purposes of calculating the Covered Debt Amount, any convertible securities will be included at the then outstanding principal balance thereof.".

SECTION 3.4. The definition of "Issuing Bank" in Section 1.01 of the Existing Credit Agreement is hereby amended and restated in its entirety as follows:

""Issuing Bank" means SunTrust, ING and any other Issuing Bank designated pursuant to Section 2.05(l), in their capacity as the issuers of Letters of Credit hereunder, and their respective successors in such capacity as provided in Section 2.05(j). In the case of any Letter of Credit to be issued in an Agreed Foreign Currency, SunTrust and ING may designate any of their respective affiliates as the "Issuing Bank" for purposes of such Letter of Credit.".

SECTION 3.5. The definition of "Joint Lead Arrangers" in Section 1.01 of the Existing Credit Agreement is hereby amended and restated in its entirety as follows:

""Joint Lead Arrangers" means SunTrust Robinson Humphrey, Inc. and ING.".

SECTION 3.6. The definition of "Swingline Lender" in Section 1.01 of the Existing Credit Agreement is hereby amended and restated in its entirety as follows:

""Swingline Lender" means any of SunTrust or ING, in its capacity as lender of Swingline Loans hereunder, and its successors in such capacity as provided in Section 2.04(d).".

SECTION 3.7. Section 5.13 of the Existing Credit Agreement is hereby amended by replacing the text "BANA" where it appears therein with "ING" in its place.

SECTION 3.8. Section 6.01(m) of the Existing Credit Agreement is hereby amended and restated in its entirety as follows:

"(m) unsecured Shorter-Term Indebtedness (other than Special Unsecured Indebtedness that would otherwise constitute Unsecured Shorter-Term Indebtedness) so long as (i) no Default exists at the time of the incurrence thereof, (ii) the aggregate amount (determined at the time of the incurrence of such Indebtedness) of such Indebtedness does not exceed $500,000,000, (iii) the aggregate amount (determined at the time of the incurrence of such Indebtedness) of such Indebtedness, taken together with then-outstanding Special Unsecured Indebtedness incurred pursuant to Section 6.01(n), does not exceed $1,000,000,000, (iv) the aggregate amount of such Indebtedness, taken together with other then-outstanding Indebtedness, does not exceed the amount required to comply with the provisions of Section 6.07(b), and (v) prior to and immediately after giving effect to the incurrence of any such Indebtedness, the Covered Debt Amount does not or would not exceed the Borrowing Base then in effect;".

SECTION 3.9. Section 6.01(n) of the Existing Credit Agreement is hereby amended and restated in its entirety as follows:

"(n) Special Unsecured Indebtedness so long as (i) no Default exists at the time of the incurrence thereof, (ii) the aggregate amount (determined at the time of the incurrence of such Indebtedness) of such Indebtedness does not exceed $1,000,000,000, (iii) the aggregate amount (determined at the time of the incurrence of such Indebtedness) of such Indebtedness, taken together with then-outstanding Unsecured Shorter-Term Indebtedness incurred pursuant to Section 6.01(m), does not exceed $1,000,000,000, (iv) the aggregate amount of such Indebtedness, taken together with other then-outstanding Indebtedness, does not exceed the amount required to comply with the provisions of Section 6.07(b), and (v) prior to and immediately after giving effect to the incurrence of any such Indebtedness, the Covered Debt Amount does not or would not exceed the Borrowing Base then in effect;".

SECTION 3.10. Section 6.01(o) of the Existing Credit Agreement is hereby amended and restated in its entirety as follows:

"(o) Indebtedness incurred pursuant to the 2023 Notes or the 2018 Notes; and".

SECTION 3.11. Section 6.12 of the Existing Credit Agreement is hereby amended and restated in its entirety as follows:

"Payments of Longer-Term Indebtedness, the 2018 Notes and the 2023 Notes. The Borrower will not, nor will it permit any of the Subsidiary Guarantors to, purchase, redeem, retire or otherwise acquire for value, or set apart any money for a sinking, defeasance or other analogous fund for the purchase, redemption, retirement or other acquisition of or make any voluntary payment or prepayment of the principal of or interest on, or any other amount owing in respect of, any Secured Longer-Term Indebtedness, Unsecured Longer-Term Indebtedness or Special Unsecured Indebtedness (other than the refinancing of Secured Longer-Term Indebtedness, Unsecured Longer-Term Indebtedness, Special Unsecured Indebtedness, the 2018 Notes or the 2023 Notes with Indebtedness permitted under Section 6.01), except for (a) regularly scheduled payments, prepayments or redemptions of principal and interest in respect thereof required pursuant to the instruments evidencing such Indebtedness (it being understood that: (w) the conversion features into Permitted Equity Interests under convertible notes; (x) the triggering of such conversion and/or settlement thereof solely with Permitted Equity Interests; and (y) any cash payment on account of interest or expenses on such convertible notes made by the Borrower in respect of such triggering and/or settlement thereof shall be permitted under this clause (a)); (b) so long as no Default shall exist or be continuing, any payment that, if treated as a Restricted Payment for purposes of Section 6.05(d), would be permitted to be made pursuant to the provisions set forth in Section 6.05(d); (c) voluntary payments or prepayments of Secured Longer-Term Indebtedness, so long as both before and after giving effect to such voluntary payment or prepayment (i) the Borrower is in pro forma compliance with the financial covenants set forth in Section 6.07 and (ii) no Default shall exist or be continuing; (d) mandatory payments, required prepayments or mandatory redemptions of any convertible notes constituting Unsecured Longer-Term Indebtedness or Special Unsecured Indebtedness in Cash (including any cash payment elected to be paid in connection with the settlement by the Borrower of any conversion at the option of any holder of such convertible notes pursuant to the conversion features thereunder), the 2018 Notes and the 2023 Notes, so long as both before and after giving effect to such payment (i) no Event of Default shall exist or be continuing and (ii) the Covered Debt Amount does not exceed the Borrowing Base; and (e) payments or prepayments of Secured Longer-Term Indebtedness, Unsecured Longer-Term Indebtedness, Special Unsecured Indebtedness, the 2018 Notes or the 2023 Notes solely from the proceeds of any issuance of Equity Interests, so long as both before and after giving effect to such payment (i) no Default shall exist or be continuing and (ii) the Covered Debt Amount does not exceed the Borrowing Base.".

SECTION 3.12. Section 9.01(a)(iv) of the Existing Credit Agreement is hereby amended and restated in its entirety as follows:

"(iv) if to ING, in its capacity as a Swingline Lender and an Issuing Bank:

ING Capital LLC
1133 Avenue of the Americas
New York, NY 10036

Attention:
Telephone:
Telecopy Number: .

SECTION 3.13. Schedule 2.05 to the Existing Credit Agreement is hereby amended by replacing the text "Bank of America, N.A." with the text "ING Capital LLC".

ARTICLE IV

CONDITIONS TO EFFECTIVENESS

SECTION 4.1. Effective Date. This Amendment shall become effective on the date (the "Third Amendment Effective Date") when the Administrative Agent shall have received counterparts of this Amendment duly executed and delivered on behalf of the Borrower and each of the Lenders party hereto.

ARTICLE V

MISCELLANEOUS

SECTION 5.1. Representations. The Borrower hereby represents and warrants that (i) this Amendment constitutes a legal, valid and binding obligation of it, enforceable against it in accordance with its terms, (ii) upon the effectiveness of this Amendment, no Default or Event of Default shall exist and (iii) its representations and warranties as set forth in the Loan Documents, as applicable, are true and correct in all material respects (except those representations and warranties qualified by materiality or by reference to a material adverse effect, which are complete and correct in all respects) on and as of the date hereof as though made on and as of the date hereof (unless such representations and warranties specifically refer to a specific day, in which case, they shall be complete and correct in all material respects (or, with respect to such representations or warranties qualified by materiality or by reference to a material adverse effect, complete and correct in all respects) on and as of such specific day).

SECTION 5.2. Cross-References. References in this Amendment to any Article or Section are, unless otherwise specified, to such Article or Section of this Amendment.

SECTION 5.3. Loan Document Pursuant to Existing Credit Agreement. This Amendment is a Loan Document executed pursuant to the Existing Credit Agreement and shall (unless otherwise expressly indicated therein) be construed, administered and applied in accordance with all of the terms and provisions of the Existing Credit Agreement, as amended hereby, including Article IX thereof.

SECTION 5.4. Successors and Assigns. The provisions of this Amendment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

SECTION 5.5. Counterparts. This Amendment may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Amendment by telecopy or electronically (e.g. pdf) shall be effective as delivery of a manually executed counterpart of this Amendment.

SECTION 5.6. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of New York.

SECTION 5.7. Full Force and Effect; Limited Amendment. Except as expressly amended hereby, all of the representations, warranties, terms, covenants, conditions and other provisions of the Existing Credit Agreement and the other Loan Documents shall remain unchanged and shall continue to be, and shall remain, in full force and effect in accordance with their respective terms. The amendment set forth herein shall be limited precisely as provided for herein to the provisions expressly amended herein and shall not be deemed to be an amendment to, waiver of, consent to or modification of any other terms or provisions of the Existing Credit Agreement or any other Loan Document or of any transaction or further or future action on the part of the Borrower. Upon and after the execution of this

Amendment by each of the parties hereto, each reference in the Credit Agreement to "this Agreement", "hereunder", "hereof" or words of like import referring to the Credit Agreement, and each reference in the other Loan Documents to "the Credit Agreement", "thereunder", "thereof" or words of like import referring to the Credit Agreement, shall mean and be a reference to the Credit Agreement as modified hereby.

SECTION 5.8. Reaffirmation. OR Lending LLC hereby consents to the terms of this Amendment, confirms that its Guarantee under the Guarantee and Security Agreement remains unaltered and in full force and effect and hereby reaffirms, ratifies and confirms the terms and conditions of the Guarantee and Security Agreement.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Amendment as of the date first above written.

BORROWER:	**OWL ROCK CAPITAL CORPORATION**
	By: Name: Title:

LENDERS:

SUNTRUST BANK,
as Administrative Agent, a Swingline Lender, a Issuing Bank and as a Lender

By:
Name:
Title:

BANK OF AMERICA, N.A., as Resigning Swingline Lender, Resigning Issuing Bank and a Lender

By:
Name:
Title:

ING CAPITAL LLC, as Successor Swingline Lender, Successor Issuing Bank and a Lender

By:
Name:
Title:

__________________________, as a Lender

By:
Name:
Title:

Agreed and acknowledged solely with respect to Section 5.8

OR LENDING LLC

By:
Name:
Title:

Exhibit 31.1

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Craig W. Packer, Chief Executive Officer of Owl Rock Capital Corporation, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Owl Rock Capital Corporation (the “registrant”) for the quarter ended June 30, 2018;

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

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

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

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

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

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

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

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

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

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

Date: August 7, 2018

By: /s/ Craig W. Packer
Craig W. Packer
Chief Executive Officer

Exhibit 31.2

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Alan Kirshenbaum, Chief Financial Officer of Owl Rock Capital Corporation, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Owl Rock Capital Corporation (the “registrant”) for the quarter ended June 30, 2018;

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

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

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

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

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

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

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

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

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

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

Date: August 7, 2018

By: /s/ Alan Kirshenbaum
Alan Kirshenbaum
Chief Operating Officer and Chief Financial Officer

Exhibit 32.1

**CERTIFICATION PURSUANT TO
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as Chief Executive Officer of Owl Rock Capital Corporation (the "Company"), does hereby certify that to the undersigned's knowledge:

1) the Company's Form 10-Q for the three months ended June 30, 2018 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2) the information contained in the Company's Form 10-Q for the three months ended June 30, 2018 fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 7, 2018

By: /s/ Craig W. Packer
Craig W. Packer
Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as Chief Financial Officer of Owl Rock Capital Corporation (the "Company"), does hereby certify that to the undersigned's knowledge:

1) the Company's Form 10-Q for the three months ended June 30, 2018 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2) the information contained in the Company's Form 10-Q for the three months ended June 30, 2018 fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 7, 2018

By: /s/ Alan Kirshenbaum
Alan Kirshenbaum
Chief Operating Officer and Chief Financial Officer