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

FORM 10-Q

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

For the quarterly period ended **September 30, 2023**

OR

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

For the transition period from __________ to __________

Commission File Number **000-54755**

CĪON Investment Corporation
(Exact name of registrant as specified in its charter)

Maryland	**45-3058280**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
100 Park Avenue, 25th Floor New York, New York	**10017**
(Address of principal executive offices)	(Zip Code)

(212) 418-4700
(Registrant’s telephone number, including area code)

Not applicable
(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, par value $0.001 per share	**CION**	**The New York Stock Exchange**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

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

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller 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 ☒

The number of shares of the registrant’s common stock, $0.001 par value, outstanding as of November 3, 2023 was 54,299,487.

CĪON INVESTMENT CORPORATION
FORM 10-Q
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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

CĪON Investment Corporation
Consolidated Balance Sheets
(in thousands, except share and per share amounts)

	September 30, 2023	December 31, 2022
	(unaudited)	
Assets		
Investments, at fair value:		
Non-controlled, non-affiliated investments (amortized cost of $1,555,700 and $1,580,844, respectively)	$ 1,508,505	$ 1,525,040
Non-controlled, affiliated investments (amortized cost of $207,222 and $140,344, respectively)	201,617	143,876
Controlled investments (amortized cost of $132,900 and $82,421, respectively)	134,755	91,114
Total investments, at fair value (amortized cost of $1,895,822 and $1,803,609, respectively)	1,844,877	1,760,030
Cash	6,805	82,739
Interest receivable on investments	40,378	26,526
Receivable due on investments sold and repaid	2,646	1,016
Dividends receivable	82	1,275
Prepaid expenses and other assets	1,552	825
Total assets	$ 1,896,340	$ 1,872,411
Liabilities and Shareholders' Equity		
Liabilities		
Financing arrangements (net of unamortized debt issuance costs of $8,001 and $6,178, respectively)	$ 1,000,211	$ 951,322
Payable for investments purchased	9,663	—
Accounts payable and accrued expenses	1,510	1,012
Interest payable	7,238	7,820
Accrued management fees	6,741	6,924
Accrued subordinated incentive fee on income	6,362	5,065
Accrued administrative services expense	1,064	1,703
Shareholder distribution payable	2,724	14,931
Share repurchases payable	67	—
Total liabilities	1,035,580	988,777
Commitments and contingencies (Note 4 and Note 11)		
Shareholders' Equity		
Common stock, $0.001 par value; 500,000,000 shares authorized; 54,477,427 and 55,299,484 shares issued and 54,464,804 and 55,299,484 shares outstanding, respectively	54	55
Capital in excess of par value	1,035,929	1,044,547
Accumulated distributable losses	(175,223)	(160,968)
Total shareholders' equity	860,760	883,634
Total liabilities and shareholders' equity	$ 1,896,340	$ 1,872,411
Net asset value per share of common stock at end of period	$ 15.80	$ 15.98

See accompanying notes to consolidated financial statements.

CĪON Investment Corporation
Consolidated Statements of Operations
(in thousands, except share and per share amounts)

	Three Months Ended September 30, 2023 (unaudited)	Three Months Ended September 30, 2022 (unaudited)	Nine Months Ended September 30, 2023 (unaudited)	Nine Months Ended September 30, 2022 (unaudited)	Year Ended December 31, 2022
Investment income					
Non-controlled, non-affiliated investments					
Interest income	$ 51,032	$ 37,336	$ 140,917	$ 100,079	$ 140,560
Paid-in-kind interest income	6,608	6,876	15,736	16,095	22,737
Fee income	2,447	4,542	4,744	8,045	9,019
Dividend income	82	57	82	103	103
Non-controlled, affiliated investments					
Paid-in-kind interest income	2,471	1,174	5,953	3,493	6,204
Interest income	1,341	1,949	5,549	4,517	5,865
Dividend income	13	13	3,946	66	79
Fee income	35	19	2,432	525	525
Controlled investments					
Interest income	1,413	2,197	5,304	6,066	6,049
Dividend income	—	—	4,250	—	1,275
Fee income	1,050	—	1,050	—	—
Paid-in-kind interest income	1,048	—	1,048	409	2,482
Total investment income	67,540	54,163	191,011	139,398	194,898
Operating expenses					
Management fees	6,741	6,942	19,963	20,436	27,361
Administrative services expense	996	733	2,743	2,234	3,348
Subordinated incentive fee on income	6,362	5,421	17,662	13,645	18,710
General and administrative	1,931	2,027	5,960	5,961	7,278
Interest expense	21,757	13,469	61,533	32,769	49,624
Total operating expenses	37,787	28,592	107,861	75,045	106,321
Net investment income before taxes	29,753	25,571	83,150	64,353	88,577
Income tax (benefit) expense, including excise tax	(237)	14	(114)	25	372
Net investment income after taxes	29,990	25,557	83,264	64,328	88,205
Realized and unrealized gains (losses)					
Net realized (losses) gains on:					
Non-controlled, non-affiliated investments	(8,123)	4,267	(31,576)	4,475	(11,217)
Non-controlled, affiliated investments	—	(21,433)	—	(21,530)	(21,530)
Foreign currency	—	(3)	—	(3)	(3)
Net realized losses	(8,123)	(17,169)	(31,576)	(17,058)	(32,750)
Net change in unrealized appreciation (depreciation) on:					
Non-controlled, non-affiliated investments	26,298	(669)	8,608	(25,646)	(19,807)
Non-controlled, affiliated investments	559	18,966	(9,136)	13,609	13,523
Controlled investments	(1,251)	7,298	(6,838)	5,373	970
Net change in unrealized appreciation (depreciation)	25,606	25,595	(7,366)	(6,664)	(5,314)
Net realized and unrealized gains (losses)	17,483	8,426	(38,942)	(23,722)	(38,064)
Net increase in net assets resulting from operations	$ 47,473	$ 33,983	$ 44,322	$ 40,606	$ 50,141
Per share information—basic and diluted					
Net increase in net assets per share resulting from operations	$ 0.87	$ 0.60	$ 0.81	$ 0.71	$ 0.89
Net investment income per share	$ 0.55	$ 0.45	$ 1.52	$ 1.13	$ 1.56
Weighted average shares of common stock outstanding	54,561,367	56,816,992	54,817,855	56,910,773	56,556,510

See accompanying notes to consolidated financial statements.

CĪON Investment Corporation
Consolidated Statements of Changes in Net Assets
(in thousands, except share and per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,		Year Ended December 31,
	2023	2022	2023	2022	2022
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	
Changes in net assets from operations:					
Net investment income	$ 29,990	$ 25,557	$ 83,264	$ 64,328	$ 88,205
Net realized loss on investments	(8,123)	(17,166)	(31,576)	(17,055)	(32,747)
Net realized loss on foreign currency	—	(3)	—	(3)	(3)
Net change in unrealized appreciation (depreciation) on investments	25,606	25,595	(7,366)	(6,664)	(5,314)
Net increase in net assets resulting from operations	47,473	33,983	44,322	40,606	50,141
Changes in net assets from shareholders' distributions:					
Distributions to shareholders	(21,276)	(17,604)	(58,577)	(49,501)	(81,575)
Net decrease in net assets resulting from shareholders' distributions	(21,276)	(17,604)	(58,577)	(49,501)	(81,575)
Changes in net assets from capital share transactions:					
Repurchase of common stock	(1,801)	(6,711)	(8,619)	(6,711)	(15,444)
Net decrease in net assets resulting from capital share transactions	(1,801)	(6,711)	(8,619)	(6,711)	(15,444)
Total increase (decrease) in net assets	24,396	9,668	(22,874)	(15,606)	(46,878)
Net assets at beginning of period	836,364	905,238	883,634	930,512	930,512
Net assets at end of period	$ 860,760	$ 914,906	$ 860,760	$ 914,906	$ 883,634
Net asset value per share of common stock at end of period	$ 15.80	$ 16.26	$ 15.80	$ 16.26	$ 15.98
Shares of common stock outstanding at end of period	54,464,804	56,262,964	54,464,804	56,262,964	55,299,484

See accompanying notes to consolidated financial statements.

CĪON Investment Corporation
Consolidated Statements of Cash Flows
(in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,		Year Ended December 31,
	2023	2022	2023	2022	2022
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	
Operating activities:					
Net increase in net assets resulting from operations	$ 47,473	$ 33,983	$ 44,322	$ 40,606	$ 50,141
Adjustments to reconcile net increase in net assets resulting from operations to net cash (used in) provided by operating activities:					
Net accretion of discount on investments	(3,899)	(4,191)	(10,842)	(9,165)	(11,032)
Proceeds from principal repayment of investments	94,454	143,291	204,725	305,001	407,174
Purchase of investments	(103,044)	(141,276)	(195,977)	(452,323)	(550,538)
Paid-in-kind interest and dividends capitalized	(10,125)	(8,049)	(22,736)	(19,997)	(31,446)
(Increase) decrease in short term investments, net	(16,164)	4,540	(106,065)	78,112	77,048
Proceeds from sale of investments	1,920	11,581	12,521	20,456	62,586
Net realized loss on investments	8,123	17,166	31,576	17,055	32,747
Net change in unrealized (appreciation) depreciation on investments	(25,606)	(25,595)	7,366	6,664	5,314
Amortization of debt issuance costs	975	835	2,871	2,339	3,175
(Increase) decrease in interest receivable on investments	(9,253)	(4,077)	(19,267)	(4,239)	(2,821)
(Increase) decrease in dividends receivable on investments	(82)	—	1,193	—	(1,275)
(Increase) decrease in receivable due on investments sold and repaid	(1,649)	(4,433)	(1,630)	(4,292)	1,838
(Increase) decrease in prepaid expenses and other assets	(944)	1,271	(727)	(375)	(359)
Increase (decrease) in payable for investments purchased	9,663	(11,635)	9,663	(11,327)	(11,327)
Increase (decrease) in accounts payable and accrued expenses	166	659	498	(69)	(910)
Increase (decrease) in interest payable	(945)	(460)	(582)	804	3,481
Increase (decrease) in accrued management fees	195	104	(183)	270	251
Increase (decrease) in accrued administrative services expense	490	74	(639)	(991)	108
Increase (decrease) in subordinated incentive fee on income payable	1,395	1,330	1,297	1,479	1,123
Increase (decrease) in share repurchase payable	—	316	67	316	—
Net cash (used in) provided by operating activities	(6,857)	15,434	(42,549)	(29,676)	35,278
Financing activities:					
Repurchase of common stock	(1,801)	(6,711)	(8,619)	(6,711)	(15,444)
Shareholders' distributions paid	(18,552)	(17,604)	(70,784)	(49,501)	(66,644)
Repayments under financing arrangements	—	—	(52,500)	—	—
Borrowings under financing arrangements	22,500	10,000	103,212	127,500	127,500
Debt issuance costs paid	—	—	(4,694)	(1,725)	(1,725)
Net cash provided by (used in) financing activities	2,147	(14,315)	(33,385)	69,563	43,687
Net (decrease) increase in cash	(4,710)	1,119	(75,934)	39,887	78,965
Cash, beginning of period	11,515	42,542	82,739	3,774	3,774
Cash, end of period	$ 6,805	$ 43,661	$ 6,805	$ 43,661	$ 82,739
Supplemental disclosure of cash flow information:					
Cash paid for interest	$ 21,720	$ 13,080	$ 59,218	$ 29,591	$ 42,930
Supplemental non-cash financing activities:					
Restructuring of portfolio investment	$ 25,701	$ 45,162	$ 105,060	$ 45,162	$ 50,554
Cash interest receivable exchanged for additional securities	$ 2,396	$ —	$ 4,661	$ —	$ —

See accompanying notes to consolidated financial statements.

CĪON Investment Corporation
Consolidated Schedule of Investments (unaudited)
September 30, 2023
(in thousands)

Portfolio Company(a)	Interest(b)	Maturity	Industry	Principal/ Par Amount/ Units(e)	Cost(d)	Fair Value(c)
Senior Secured First Lien Debt - 172.1%						
Adapt Laser Acquisition, Inc.(s)(w)	S+1100, 1.00% SOFR Floor	12/31/2025	Capital Equipment	$ 10,930	$ 10,930	$ 11,149
Adapt Laser Acquisition, Inc.(s)(w)	S+1100, 1.00% SOFR Floor	12/31/2025	Capital Equipment	2,101	2,101	2,072
Afore Insurance Services, LLC(m)(q)(w)	S+600, 1.00% SOFR Floor	3/24/2025	Banking, Finance, Insurance & Real Estate	4,583	4,583	4,578
AHF Parent Holding, Inc.(n)(w)	S+625, 0.75% SOFR Floor	2/1/2028	Construction & Building	2,775	2,732	2,696
Allen Media, LLC(n)(w)	S+550, 0.00% SOFR Floor	2/10/2027	Media: Diversified & Production	8,795	8,738	8,553
ALM Media, LLC(m)(n)(w)	S+600, 1.00% SOFR Floor	11/25/2024	Media: Advertising, Printing & Publishing	16,250	16,168	16,250
American Clinical Solutions LLC(m)(s)	Prime+700	6/30/2025	Healthcare & Pharmaceuticals	5,726	5,726	5,583
American Health Staffing Group, Inc.(m)(u)	S+600, 1.00% SOFR Floor	11/19/2026	Services: Business	16,417	16,308	16,417
American Health Staffing Group, Inc.	0.50% Unfunded	11/19/2026	Services: Business	3,333	(21)	—
American Teleconferencing Services, Ltd.(p)	Prime+550	4/7/2023	Telecommunications	3,116	3,116	140
American Teleconferencing Services, Ltd.(o)	0.00% Unfunded	4/7/2023	Telecommunications	235	—	—
Ancile Solutions, Inc.(m)(s)(w)	S+1000, 1.00% SOFR Floor	6/11/2026	High Tech Industries	11,281	11,064	11,155
Anthem Sports & Entertainment Inc.(m)(s)(w)	S+950, 1.00% SOFR Floor	11/15/2026	Media: Diversified & Production	39,135	39,001	36,689
Anthem Sports & Entertainment Inc.(s)(w)	S+950, 1.00% SOFR Floor	11/15/2026	Media: Diversified & Production	3,163	3,163	2,966
Anthem Sports & Entertainment Inc.	0.50% Unfunded	11/15/2026	Media: Diversified & Production	167	—	(10)
Appalachian Resource Company, LLC(v)	S+500, 1.00% SOFR Floor	9/30/2024	Metals & Mining	11,137	11,121	10,733
Appalachian Resource Company, LLC(v)	S+1000, 1.00% SOFR Floor	9/15/2024	Metals & Mining	5,000	5,000	5,000
Archer Systems, LLC(m)(w)	S+600, 1.00% SOFR Floor	8/11/2027	Services: Business	18,836	18,680	18,906
Archer Systems, LLC	0.50% Unfunded	8/11/2027	Services: Business	1,905	(15)	7
Associated Asphalt Partners, LLC(m)(n)(u)	L+525, 1.00% LIBOR Floor	4/5/2024	Construction & Building	14,135	14,065	12,492
Atlas Supply LLC	11.00%	4/29/2025	Healthcare & Pharmaceuticals	5,000	5,000	4,938
Avison Young (USA) Inc.(m)(w)	S+650, 0.00% SOFR Floor	1/31/2026	Banking, Finance, Insurance & Real Estate	11,131	8,414	8,682
BDS Solutions Intermediateco, LLC(m)(w)	S+700, 1.00% SOFR Floor	2/7/2027	Services: Business	19,942	19,666	19,568
BDS Solutions Intermediateco, LLC(w)	S+700, 1.00% SOFR Floor	2/7/2027	Services: Business	1,429	1,333	1,402
BDS Solutions Intermediateco, LLC	0.50% Unfunded	2/7/2027	Services: Business	3,333	—	(63)
Berlitz Holdings, Inc.(v)	S+900, 1.00% SOFR Floor	2/14/2025	Services: Business	13,800	13,249	13,002
Bradshaw International Parent Corp.(m)(v)	S+575, 1.00% SOFR Floor	10/21/2027	Consumer Goods: Durable	12,899	12,656	12,673
Bradshaw International Parent Corp.	0.50% Unfunded	10/21/2026	Consumer Goods: Durable	1,844	(29)	(32)

See accompanying notes to consolidated financial statements.

CĪON Investment Corporation
Consolidated Schedule of Investments (unaudited)
September 30, 2023
(in thousands)

Portfolio Company(a)	Interest(b)	Maturity	Industry	Principal/ Par Amount/ Units(e)	Cost(d)	Fair Value(c)
Cabi, LLC(m)(v)	S+450, 2.00% SOFR Floor	2/28/2027	Retail	20,977	20,738	20,688
Cadence Aerospace, LLC(m)(n)(w)	S+650, 1.00% SOFR Floor	11/14/2024	Aerospace & Defense	12,697	12,663	12,681
Carestream Health, Inc.(n)(q)(w)	S+750, 1.00% SOFR Floor	9/30/2027	Healthcare & Pharmaceuticals	11,481	10,415	11,423
Celerity Acquisition Holdings, LLC(m)(w)	S+850, 1.00% SOFR Floor	5/28/2026	Services: Business	15,963	15,940	15,963
Cennox, Inc.(m)(s)(w)	S+625, 1.00% SOFR Floor	5/4/2026	Services: Business	22,462	22,462	22,406
Cennox, Inc.(m)(n)(s)(w)	S+625, 1.00% SOFR Floor	5/4/2026	Services: Business	11,668	11,664	11,639
Cennox, Inc.(s)(w)	S+625, 1.00% SOFR Floor	5/4/2026	Services: Business	2,987	2,987	2,980
Cennox, Inc.	1.00% Unfunded	11/22/2023	Services: Business	7,193	(41)	(18)
CION/EagleTree Partners, LLC(h)(r)(s)	14.00%	12/21/2026	Diversified Financials	54,827	54,827	54,827
Community Tree Service, LLC(m)(w)	S+1100, 1.00% SOFR Floor	6/17/2027	Construction & Building	11,482	11,482	11,453
Country Fresh Holdings, LLC(p)(w)	Prime+600	4/30/2024	Beverage, Food & Tobacco	844	645	36
Country Fresh Holdings, LLC(p)(w)	Prime+600	4/30/2024	Beverage, Food & Tobacco	342	268	15
Coyote Buyer, LLC(m)(n)(w)	S+600, 1.00% SOFR Floor	2/6/2026	Chemicals, Plastics & Rubber	33,775	33,650	33,522
Coyote Buyer, LLC(n)(w)	S+800, 1.00% SOFR Floor	8/6/2026	Chemicals, Plastics & Rubber	6,078	6,009	6,078
Coyote Buyer, LLC(w)	S+600, 1.00% SOFR Floor	2/6/2025	Chemicals, Plastics & Rubber	1,750	1,750	1,737
Coyote Buyer, LLC	0.50% Unfunded	2/6/2025	Chemicals, Plastics & Rubber	750	—	(6)
Critical Nurse Staffing, LLC(m)(w)	S+575, 1.00% SOFR Floor	11/1/2026	Healthcare & Pharmaceuticals	12,830	12,830	12,830
Critical Nurse Staffing, LLC(m)(w)	S+575, 1.00% SOFR Floor	11/1/2026	Healthcare & Pharmaceuticals	991	991	991
Critical Nurse Staffing, LLC	1.00% Unfunded	11/1/2026	Healthcare & Pharmaceuticals	4,899	—	—
Critical Nurse Staffing, LLC	0.50% Unfunded	11/1/2026	Healthcare & Pharmaceuticals	1,000	—	—
David's Bridal, LLC(m)(r)(s)(u)(w)	S+650, 0.00% SOFR Floor	12/21/2027	Retail	22,050	22,050	22,050
Deluxe Entertainment Services, Inc.(m)(p)(q)(s)(w)	Prime+550	3/25/2024	Media: Diversified & Production	2,613	2,542	85
Dermcare Management, LLC(m)(v)	S+600, 1.00% SOFR Floor	4/22/2028	Healthcare & Pharmaceuticals	9,285	9,128	9,285
Dermcare Management, LLC(m)(v)	S+600, 1.00% SOFR Floor	4/22/2028	Healthcare & Pharmaceuticals	3,514	3,440	3,514
Dermcare Management, LLC (v)	S+600, 1.00% SOFR Floor	4/22/2028	Healthcare & Pharmaceuticals	896	896	896
Dermcare Management, LLC	0.50% Unfunded	10/22/2023	Healthcare & Pharmaceuticals	698	—	—

See accompanying notes to consolidated financial statements.

CĪON Investment Corporation
Consolidated Schedule of Investments (unaudited)
September 30, 2023
(in thousands)

Portfolio Company(a)	Interest(b)	Maturity	Industry	Principal/ Par Amount/ Units(e)	Cost(d)	Fair Value(c)
Dermcare Management, LLC	0.50% Unfunded	4/22/2028	Healthcare & Pharmaceuticals	448	—	—
Emerald Technologies (U.S.) Acquisitionco, Inc.(n)(w)	S+625, 1.00% SOFR Floor	12/29/2027	Services: Business	2,888	2,842	2,772
Entertainment Studios P&A LLC(m)(w)	S+900, 1.00% SOFR Floor	9/28/2027	Media: Diversified & Production	22,665	22,583	22,381
Entertainment Studios P&A LLC(j)	5.00%	5/18/2037	Media: Diversified & Production	—	—	776
ESP Associates, Inc.(m)(w)	S+650, 1.50% SOFR Floor	7/24/2028	Construction & Building	8,684	8,513	8,511
ESP Associates, Inc.	0.50% Unfunded	7/24/2028	Construction & Building	1,316	(26)	(26)
Flatworld Intermediate Corp.(n)(w)	S+700, 1.00% SOFR Floor	10/3/2027	Services: Business	23,271	23,271	23,271
Flatworld Intermediate Corp.	0.50% Unfunded	10/3/2027	Services: Business	5,865	—	—
Fluid Control II Inc.(m)(w)	S+650, 1.00% SOFR Floor	8/3/2029	Chemicals, Plastics & Rubber	13,235	13,235	13,235
Fluid Control II Inc.	0.50% Unfunded	8/3/2029	Chemicals, Plastics & Rubber	1,765	—	—
FuseFX, LLC(m)(n)(s)(v)	S+600, 1.00% SOFR Floor	4/1/2025	Media: Diversified & Production	19,669	19,599	19,104
Future Pak, LLC(m)(v)	S+900, 4.00% SOFR Floor	9/22/2026	Healthcare & Pharmaceuticals	19,553	19,553	19,553
Gold Medal Holdings, Inc.(m)(v)	S+700, 1.00% SOFR Floor	3/17/2027	Environmental Industries	15,375	15,250	15,375
GSC Technologies Inc.(q)(v)	S+500, 1.00% SOFR Floor	9/30/2025	Chemicals, Plastics & Rubber	2,398	2,336	2,197
GSC Technologies Inc.(q)(s)(v)	S+500, 1.00% SOFR Floor	9/30/2025	Chemicals, Plastics & Rubber	982	957	883
H.W. Lochner, Inc.(m)(w)	S+675, 1.00% SOFR Floor	7/2/2027	Construction & Building	10,347	10,075	10,347
H.W. Lochner, Inc.(m)(w)	S+625, 1.00% SOFR Floor	7/2/2027	Construction & Building	8,783	8,724	8,739
H.W. Lochner, Inc.(w)	S+625, 1.00% SOFR Floor	7/2/2027	Construction & Building	975	965	970
H.W. Lochner, Inc.	0.50% Unfunded	7/2/2027	Construction & Building	25	—	—
Harland Clarke Holdings Corp.(m)(w)	S+775, 1.00% SOFR Floor	6/16/2026	Media: Advertising, Printing & Publishing	9,186	9,181	8,853
Heritage Power, LLC	Prime+500	7/30/2026	Energy: Oil & Gas	13,662	8,033	7,492
Hilliard, Martinez & Gonzales, LLP(m)(s)(v)	S+1200, 2.00% SOFR Floor	9/16/2024	Services: Consumer	24,769	24,756	24,552
Hollander Intermediate LLC(m)(v)	S+875, 2.00% SOFR Floor	9/19/2026	Consumer Goods: Durable	17,031	16,648	16,605
Homer City Generation, L.P.(m)(p)(s)	15.00%	10/16/2023	Energy: Oil & Gas	12,919	12,024	8,559
Homer City Generation, L.P.(s)	17.00%	10/16/2023	Energy: Oil & Gas	1,265	1,265	1,265
Homer City Generation, L.P.(o)	0.00% Unfunded	10/16/2023	Energy: Oil & Gas	800	—	—
Hudson Hospital Opco, LLC(m)(n)(v)	S+800, 3.00% SOFR Floor	11/4/2023	Healthcare & Pharmaceuticals	2,186	2,143	2,158
HUMC Holdco, LLC(m)(v)	S+800, 3.00% SOFR Floor	11/4/2023	Healthcare & Pharmaceuticals	7,805	7,805	7,805
HW Acquisition, LLC(m)	Prime+500	9/28/2026	Capital Equipment	18,781	18,656	15,212
HW Acquisition, LLC	Prime+500	9/28/2026	Capital Equipment	1,919	1,919	1,555
HW Acquisition, LLC	0.50% Unfunded	9/28/2026	Capital Equipment	1,014	(18)	(193)
ICA Foam Holdings, LLC(m)(w)	S+725, 1.00% SOFR Floor	11/5/2025	Containers, Packaging & Glass	19,800	19,516	19,404
IJKG Opco LLC(m)(n)(v)	S+800, 3.00% SOFR Floor	11/4/2023	Healthcare & Pharmaceuticals	1,457	1,429	1,439
Inotiv, Inc.(m)(x)	S+675, 1.00% SOFR Floor	11/5/2026	Healthcare & Pharmaceuticals	16,376	16,166	15,803
Instant Web, LLC(q)(s)(v)	S+700, 1.00% SOFR Floor	2/25/2027	Media: Advertising, Printing & Publishing	43,583	43,583	27,621

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Instant Web, LLC(q)(s)(v)	S+650, 1.00% SOFR Floor	2/25/2027	Media: Advertising, Printing & Publishing	2,822	2,822	2,751
Instant Web, LLC(q)(s)	Prime+375, 4.00% Prime Floor	2/25/2027	Media: Advertising, Printing & Publishing	482	482	495
Instant Web, LLC(q)(s)	S+650, 1.00% SOFR Floor	2/25/2027	Media: Advertising, Printing & Publishing	325	325	316
Instant Web, LLC(q)	0.50% Unfunded	2/25/2027	Media: Advertising, Printing & Publishing	2,921	—	(73)
Invincible Boat Company LLC(m)(w)	S+650, 1.50% SOFR Floor	8/28/2025	Consumer Goods: Durable	13,536	13,469	13,536
Invincible Boat Company LLC(w)	S+650, 1.50% SOFR Floor	8/28/2025	Consumer Goods: Durable	239	239	239
Invincible Boat Company LLC	0.50% Unfunded	8/28/2025	Consumer Goods: Durable	559	—	—
INW Manufacturing, LLC(n)(w)	S+575, 0.75% SOFR Floor	3/25/2027	Services: Business	18,000	17,642	16,583
Ironhorse Purchaser, LLC(n)(w)	S+650, 1.00% SOFR Floor	9/30/2027	Services: Business	7,071	7,011	7,107
Ironhorse Purchaser, LLC(w)	S+650, 1.00% SOFR Floor	9/30/2027	Services: Business	2,026	2,010	2,036
Ironhorse Purchaser, LLC(w)	S+650, 1.00% SOFR Floor	9/30/2027	Services: Business	517	510	517
Ironhorse Purchaser, LLC	0.50% Unfunded	9/30/2027	Services: Business	299	—	—
Isagenix International, LLC(q)(s)(w)	S+550, 1.00% SOFR Floor	4/14/2028	Beverage, Food & Tobacco	8,407	8,407	8,386
Jenny C Acquisition, Inc.(p)(w)	S+900, 1.75% SOFR Floor	10/1/2024	Services: Consumer	11,789	—	—
Jenny C Acquisition, Inc.(p)(v)	S+900, 1.75% SOFR Floor	10/1/2024	Services: Consumer	534	534	131
JP Intermediate B, LLC(m)(w)	S+550, 1.00% SOFR Floor	11/20/2027	Beverage, Food & Tobacco	14,219	12,592	11,162
K&N Parent, Inc.(m)(s)(v)	S+525, 1.00% SOFR Floor	8/14/2027	Consumer Goods: Durable	5,441	5,441	5,278
K&N Parent, Inc.(m)(v)	S+800, 1.00% SOFR Floor	2/14/2027	Consumer Goods: Durable	4,241	4,104	4,358
Klein Hersh, LLC(m)(s)(v)	S+1120, 0.50% SOFR Floor	4/27/2027	Services: Business	21,255	21,255	21,202
KNB Holdings Corp.(m)(p)(u)	L+550, 1.00% LIBOR Floor	4/26/2024	Consumer Goods: Durable	7,634	7,387	305
LAV Gear Holdings, Inc.(m)(n)(w)	S+628, 1.00% SOFR Floor	10/31/2024	Services: Business	27,656	27,521	27,669
LAV Gear Holdings, Inc.(m)(n)(w)	S+628, 1.00% SOFR Floor	10/31/2024	Services: Business	4,537	4,523	4,543
LGC US Finco, LLC(m)(v)	S+650, 1.00% SOFR Floor	12/20/2025	Capital Equipment	11,287	11,094	11,287
Lift Brands, Inc.(m)(n)(q)(v)	S+750, 1.00% SOFR Floor	6/29/2025	Services: Consumer	23,110	23,110	23,110
Lift Brands, Inc.(m)(n)(q)(s)	9.50%	6/29/2025	Services: Consumer	5,915	5,867	5,575
Lift Brands, Inc.(m)(n)(q)(s)	9.50%	6/29/2025	Services: Consumer	6,760	6,474	6,236
MacNeill Pride Group Corp.(m)(w)	S+625, 1.00% SOFR Floor	4/22/2026	Services: Consumer	17,095	17,025	17,009
MacNeill Pride Group Corp.(m)(w)	S+625, 1.00% SOFR Floor	4/22/2026	Services: Consumer	6,310	6,275	6,278
MacNeill Pride Group Corp.	1.00% Unfunded	4/30/2024	Services: Consumer	2,017	(12)	(10)
Manus Bio Inc.	13.00%	8/20/2026	Healthcare & Pharmaceuticals	12,444	12,383	12,444
Medplast Holdings, Inc.(v)	S+375, 0.00% SOFR Floor	7/2/2025	Healthcare & Pharmaceuticals	4,974	4,791	4,893
Mimeo.com, Inc.(m)(w)	L+660, 1.00% LIBOR Floor	12/21/2024	Media: Advertising, Printing & Publishing	21,811	21,811	21,702
Mimeo.com, Inc.(w)	L+660, 1.00% LIBOR Floor	12/21/2024	Media: Advertising, Printing & Publishing	3,756	3,756	3,737
Mimeo.com, Inc.	1.00% Unfunded	12/21/2024	Media: Advertising, Printing & Publishing	1,500	—	(8)
Moss Holding Company(m)(n)(w)	S+625, 1.00% SOFR Floor	4/17/2024	Services: Business	19,425	19,392	19,230

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Moss Holding Company	6.25% Unfunded	4/17/2024	Services: Business	106	—	(1)
Moss Holding Company	0.50% Unfunded	4/17/2024	Services: Business	2,126	—	(21)
NewsCycle Solutions, Inc.(m)(n)(w)	S+700, 1.00% SOFR Floor	12/29/2023	Media: Advertising, Printing & Publishing	12,349	12,347	12,380
NWN Parent Holdings LLC(m)(w)	S+900, 1.00% SOFR Floor	5/7/2026	High Tech Industries	12,604	12,539	12,541
NWN Parent Holdings LLC	0.50% Unfunded	5/7/2026	High Tech Industries	1,800	(13)	(9)
OpCo Borrower, LLC(m)(w)	S+650, 1.00% SOFR Floor	8/19/2027	Healthcare & Pharmaceuticals	10,827	10,731	10,935
OpCo Borrower, LLC	0.50% Unfunded	8/19/2027	Healthcare & Pharmaceuticals	1,042	—	10
Optio Rx, LLC(m)(n)(v)	L+700, 0.00% LIBOR Floor	6/28/2024	Healthcare & Pharmaceuticals	15,585	15,566	15,526
Optio Rx, LLC(n)(v)	L+1000, 0.00% LIBOR Floor	6/28/2024	Healthcare & Pharmaceuticals	2,515	2,509	2,562
Pentec Acquisition Corp.(m)(v)	S+600, 1.00% SOFR Floor	10/8/2026	Healthcare & Pharmaceuticals	24,563	24,405	24,563
PH Beauty Holdings III. Inc.(m)(w)	S+500, 0.00% SOFR Floor	9/28/2025	Consumer Goods: Non-Durable	9,500	9,218	8,859
Playboy Enterprises, Inc.(h)(n)(x)	S+425, 0.50% SOFR Floor	5/25/2027	Consumer Goods: Non-Durable	19,527	19,195	19,038
PRA Acquisition, LLC(n)(w)	S+650, 1.00% SOFR Floor	5/12/2028	Hotel, Gaming & Leisure	19,950	19,950	19,950
Project Castle, Inc.(m)(w)	S+550, 0.50% SOFR Floor	6/1/2029	Capital Equipment	7,910	7,183	7,060
R. R. Donnelley & Sons Company	S+725, 0.75% SOFR Floor	3/22/2028	Media: Advertising, Printing & Publishing	12,007	11,975	12,029
RA Outdoors, LLC(m)(w)	S+675, 1.00% SOFR Floor	4/8/2026	Media: Diversified & Production	10,979	10,979	10,979
RA Outdoors, LLC(w)	S+675, 1.00% SOFR Floor	4/8/2026	Media: Diversified & Production	415	414	415
RA Outdoors, LLC	0.50% Unfunded	4/8/2026	Media: Diversified & Production	635	(86)	—
Retail Services WIS Corp.(m)(w)	S+835, 1.00% SOFR Floor	5/20/2025	Services: Business	9,172	9,039	9,160
Robert C. Hilliard, L.L.P.(m)(s)(v)	S+1200, 2.00% SOFR Floor	9/16/2024	Services: Consumer	2,062	2,062	2,044
Rogers Mechanical Contractors, LLC(m)(s)(x)	S+800, 1.00% SOFR Floor	9/9/2025	Construction & Building	15,103	15,103	15,046
Rogers Mechanical Contractors, LLC(m)(s)(x)	S+800, 1.00% SOFR Floor	9/9/2025	Construction & Building	890	890	887
Rogers Mechanical Contractors, LLC	0.75% Unfunded	9/9/2025	Construction & Building	2,407	—	(9)
RumbleOn, Inc.(m)(s)(w)	S+875, 1.00% SOFR Floor	8/31/2026	Automotive	10,881	10,342	10,391
RumbleOn, Inc.(m)(s)(w)	S+875, 1.00% SOFR Floor	8/31/2026	Automotive	4,003	3,978	3,823
Securus Technologies Holdings, Inc.(m)(u)	L+450, 1.00% LIBOR Floor	11/1/2024	Telecommunications	3,837	3,536	3,837
Sequoia Healthcare Management, LLC(m)(n)	12.75%	11/4/2023	Healthcare & Pharmaceuticals	8,525	8,510	7,758
Service Compression, LLC(m)(s)(v)	S+1000, 1.00% SOFR Floor	5/6/2027	Energy: Oil & Gas	23,325	23,020	25,541
Service Compression, LLC(m)(s)(v)	S+1000, 1.00% SOFR Floor	5/6/2027	Energy: Oil & Gas	7,000	6,908	7,665
Service Compression, LLC	0.50% Unfunded	5/6/2025	Energy: Oil & Gas	419	—	40
Sleep Opco, LLC(m)(w)	S+650, 1.00% SOFR Floor	10/12/2026	Retail	13,670	13,501	13,601
Sleep Opco, LLC(m)(w)	S+700, 1.00% SOFR Floor	10/12/2026	Retail	398	386	402
Sleep Opco, LLC	0.50% Unfunded	10/12/2026	Retail	1,750	(21)	(9)
Spinal USA, Inc. / Precision Medical Inc.(s)(u)	L+950	11/29/2024	Healthcare & Pharmaceuticals	14,881	14,877	8,259

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Spinal USA, Inc. / Precision Medical Inc.(s)(u)	L+950	11/29/2024	Healthcare & Pharmaceuticals	1,322	1,322	688
Spinal USA, Inc. / Precision Medical Inc.(s)(u)	L+950	11/29/2024	Healthcare & Pharmaceuticals	850	816	442
Spinal USA, Inc. / Precision Medical Inc.(s)(u)	L+950	11/29/2024	Healthcare & Pharmaceuticals	807	807	420
Spinal USA, Inc. / Precision Medical Inc.(s)(u)	L+950	11/29/2024	Healthcare & Pharmaceuticals	673	647	377
Spinal USA, Inc. / Precision Medical Inc.(s)(u)	L+950	11/29/2024	Healthcare & Pharmaceuticals	615	615	621
STATinMED, LLC(q)(s)(v)	S+950, 2.00% SOFR Floor	7/1/2027	Healthcare & Pharmaceuticals	10,285	10,285	10,105
Stengel Hill Architecture, LLC(n)(w)	S+650, 1.00% SOFR Floor	8/16/2028	Construction & Building	15,000	15,000	15,000
Thrill Holdings LLC(m)(v)	S+650, 1.00% SOFR Floor	5/27/2027	Media: Diversified & Production	20,084	20,084	20,358
Thrill Holdings LLC	0.50% Unfunded	5/27/2027	Media: Diversified & Production	1,739	—	52
Thrill Holdings LLC	1.00% Unfunded	5/27/2024	Media: Diversified & Production	3,261	—	98
Trademark Global, LLC(m)(s)(v)	S+750, 1.00% SOFR Floor	7/30/2024	Consumer Goods: Non-Durable	15,662	15,645	15,192
Trammell, P.C.(s)(v)	S+1550, 2.00% SOFR Floor	4/28/2026	Services: Consumer	14,445	14,445	14,445
TMK Hawk Parent, Corp.(w)	S+350, 1.00% SOFR Floor	8/28/2024	Services: Business	7,322	5,030	6,708
TMK Hawk Parent, Corp.(w)	S+350, 1.00% SOFR Floor	8/28/2024	Services: Business	3,084	2,153	2,826
USALCO, LLC(m)(v)	S+600, 1.00% SOFR Floor	10/19/2027	Chemicals, Plastics & Rubber	24,563	24,383	24,532
Williams Industrial Services Group, Inc.(n)(p)(s)(w)	S+1100, 1.00% SOFR Floor	12/16/2025	Services: Business	2,300	2,300	1,150
Williams Industrial Services Group, Inc.(s)(p)(w)	S+1100, 1.00% SOFR Floor	12/16/2025	Services: Business	428	428	214
Wok Holdings Inc.(m)(v)	S+625, 0.00% SOFR Floor	3/1/2026	Beverage, Food & Tobacco	24,909	24,302	23,841
WorkGenius, Inc.(m)(w)	S+750, 0.50% SOFR Floor	6/7/2027	Services: Business	13,359	13,359	13,359
WorkGenius, Inc.(w)	S+750, 0.50% SOFR Floor	6/7/2027	Services: Business	750	738	750
Xenon Arc, Inc.(m)(w)	S+525, 0.75% SOFR Floor	12/17/2027	High Tech Industries	3,885	3,852	3,885
Yak Access, LLC(m)(n)(w)	S+640, 1.00% SOFR Floor	3/10/2028	Construction & Building	16,320	14,872	16,320
Total Senior Secured First Lien Debt					1,529,434	1,481,498
Senior Secured Second Lien Debt - 4.2%						
Global Tel*Link Corp.(n)(w)	S+1000, 0.00% SOFR Floor	11/29/2026	Telecommunications	11,500	11,398	11,428
OpCo Borrower, LLC(m)	12.50%	2/19/2028	Healthcare & Pharmaceuticals	12,500	11,762	11,719
RA Outdoors, LLC(m)(w)	S+900, 1.00% SOFR Floor	10/8/2026	Media: Diversified & Production	1,813	1,813	1,825
Securus Technologies Holdings, Inc.(u)	L+825, 1.00% LIBOR Floor	11/1/2025	Telecommunications	2,942	2,932	2,906
TMK Hawk Parent, Corp.(w)	S+800, 1.00% SOFR Floor	9/26/2025	Services: Business	13,393	13,291	8,236
Total Senior Secured Second Lien Debt					41,196	36,114
Collateralized Securities and Structured Products - Equity - 0.1%						
APIDOS CLO XVI Subordinated Notes(g)(h)	0.00% Estimated Yield	1/19/2025	Diversified Financials	9,000	1,217	18
Galaxy XV CLO Ltd. Class A Subordinated Notes(g)(h)	19.30% Estimated Yield	4/15/2025	Diversified Financials	4,000	1,207	1,206
Total Collateralized Securities and Structured Products - Equity					2,424	1,224
Unsecured Debt - 1.7%						
Lucky Bucks Holdings LLC(p)(s)	12.50%	5/29/2028	Hotel, Gaming & Leisure	25,064	22,860	4,198
Macquarie Capital Funding LLC(i)(p)(t)	L+750, 0.75% LIBOR Floor	7/30/2027	Hotel, Gaming & Leisure	10,500	4,200	3,010

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WPLM Acquisition Corp.(s)	15.00%	11/24/2025	Media: Advertising, Printing & Publishing	7,623	7,580	7,423
Total Unsecured Debt					34,640	14,631
Equity - 22.6%						
ARC Financial Partners, LLC, Membership Interests (25% ownership)(o)(q)			Metals & Mining	NA	—	—
Ascent Resources - Marcellus, LLC, Membership Units(o)			Energy: Oil & Gas	511,255 Units	1,642	777
Carestream Health Holdings, Inc., Common Stock(o)(q)			Healthcare & Pharmaceuticals	613,262 Units	21,758	20,943
CF Arch Holdings LLC, Class A Units(o)			Services: Business	380,952 Units	381	640
CION/EagleTree Partners, LLC, Participating Preferred Shares(h)(r)			Diversified Financials	22,072,841 Units	22,073	25,042
CION/EagleTree Partners, LLC, Membership Units (85% ownership)(h)(o)(r)			Diversified Financials	NA	—	—
David's Bridal Holdings, LLC, Preferred Units(o)(r)			Retail	1,000 Units	10,820	10,498
David's Bridal Holdings, LLC, Common Units(o)(r)			Retail	900,000 Units	23,130	22,338
FWS Parent Holdings, LLC, Class A Membership Interests(o)			Services: Business	35,242 Units	800	430
GSC Technologies Inc., Common Shares(o)(q)			Chemicals, Plastics & Rubber	807,268 Units	—	323
IPP Buyer Holdings, LLC, Class A Units(o)(q)			Retail	8,888,354 Units	10,740	11,733
Instant Web Holdings, LLC, Class A Common Units(o)(q)			Media: Advertising, Printing & Publishing	10,819 Units	—	—
Isagenix Worldwide, Inc., Common Shares(o)(q)			Beverage, Food & Tobacco	601,941 Units	8,987	8,974
K&N Holdco, LLC, Membership Units(o)			Consumer Goods: Durable	458,364 Units	8,356	5,989
Language Education Holdings GP LLC, Common Units(o)			Services: Business	366,667 Units	—	—
Language Education Holdings LP, Ordinary Common Units(o)			Services: Business	366,667 Units	825	1,382
Longview Intermediate Holdings C, LLC, Membership Units(q)			Energy: Oil & Gas	653,989 Units	2,704	21,863
Mount Logan Capital Inc., Common Stock(f)(h)(q)			Banking, Finance, Insurance & Real Estate	1,075,557 Units	3,534	1,865
New Giving Acquisition, Inc., Warrants(o)		8/19/2029	Healthcare & Pharmaceuticals	4,630 Units	633	2,016
NS NWN Acquisition, LLC, Class A Preferred Units(o)			High Tech Industries	111 Units	110	2,604
NS NWN Acquisition, LLC, Common Equity(o)			High Tech Industries	346 Units	393	—
NS NWN Holdco LLC, Non-Voting Units(o)			High Tech Industries	522 Units	504	574
NSG Co-Invest (Bermuda) LP, Partnership Interests(h)(o)			Consumer Goods: Durable	1,575 Units	1,000	939
Palmetto Clean Technology, Inc., Warrants(o)			High Tech Industries	724,112 Units	471	3,012
RumbleOn, Inc., Warrants(o)		8/14/2028	Automotive	60,606 Units	378	257
Service Compression, LLC, Warrants(o)			Energy: Oil & Gas	N/A	509	635
Snap Fitness Holdings, Inc., Class A Common Stock(o)(q)			Services: Consumer	9,858 Units	3,078	4,579
Snap Fitness Holdings, Inc., Warrants(o)(q)			Services: Consumer	3,996 Units	1,247	1,856
SRA Holdings, LLC, Membership Units(o)(q)			Banking, Finance, Insurance & Real Estate	224,865 Units	23,611	23,000

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STATinMed Parent, LLC, Class A Preferred Units(o)(q)		Healthcare & Pharmaceuticals	6,182 Units	6,182	2,793
STATinMed Parent, LLC, Class B Preferred Units(o)(q)		Healthcare & Pharmaceuticals	51,221 Units	3,193	—
URS Topco, LLC, Common Equity(o)		Transportation: Cargo	430,540 Units	9,669	12,163
WorkGenius, LLC, Class A Units(o)		Services: Business	500 Units	500	394
Yak Holding II, LLC, Series A Preferred Units(o)		Construction & Building	4,000,000 Units	2,000	4,000
Yak Holding II, LLC, Series B-1 Preferred Units(o)		Construction & Building	1,966,018 Units	1,966	1,986
Yak Holding II, LLC, Series A Common Units(o)		Construction & Building	127,419 Units	—	871
Total Equity				171,194	194,476
Short Term Investments - 13.6%(k)					
First American Treasury Obligations Fund, Class Z Shares	5.22%(l)			116,934	116,934
Total Short Term Investments				116,934	116,934
TOTAL INVESTMENTS - 214.3%				**$ 1,895,822**	**1,844,877**
LIABILITIES IN EXCESS OF OTHER ASSETS - (114.3)%					**(984,117)**
NET ASSETS - 100.0%					**$ 860,760**

a. All of the Company’s investments are issued by eligible U.S. portfolio companies, as defined in the Investment Company Act of 1940, as amended, or the 1940 Act, except for investments specifically identified as non-qualifying per note h. below. Unless specifically identified in note s. below, investments do not contain a paid-in-kind, or PIK, interest provision.

b. The actual Secured Overnight Financing Rate, or SOFR, rate for each loan listed may not be the applicable SOFR rate as of September 30, 2023, as the loan may have been priced or repriced based on a SOFR rate prior to or subsequent to September 30, 2023. The actual London Interbank Offered Rate, or LIBOR, rate for each loan listed may not be the applicable LIBOR rate as of September 30, 2023, as the loan may have been priced or repriced based on a LIBOR rate prior to or subsequent to September 30, 2023.

c. Fair value determined in good faith by the Company’s board of directors (see Note 9), including via delegation to CIM as the Company’s valuation designee (see Note 2), using significant unobservable inputs unless otherwise noted.

d. Represents amortized cost for debt securities and cost for equity investments.

e. Denominated in U.S. dollars unless otherwise noted.

f. Fair value determined using level 1 inputs.

g. The CLO subordinated notes are considered equity positions in the CLO vehicles and are not rated. Equity investments are entitled to recurring distributions, which are generally equal to the remaining cash flow of the payments made by the underlying vehicle's securities less contractual payments to debt holders and expenses. The estimated yield indicated is based upon a current projection of the amount and timing of these recurring distributions and the estimated amount of repayment of principal upon termination. Such projections are periodically reviewed and adjusted, and the estimated yield may not ultimately be realized.

h. The investment or a portion thereof is not a qualifying asset under the 1940 Act. A business development company may not acquire any asset other than qualifying assets, unless, at the time the acquisition is made, qualifying assets represent at least 70% of the company’s total assets as defined under Section 55 of the 1940 Act. As of September 30, 2023, 94.5% of the Company’s total assets represented qualifying assets.

i. The Company has entered into a proceeds agreement with Macquarie Capital Funding LLC, or Macquarie, in which any proceeds received by Macquarie from an underlying first lien term loan are passed onto the Company. Macquarie's obligations under the proceeds agreement are not secured by any collateral. The interest rate, maturity date, par balance and industry reflect the terms of the underlying first lien term loan.

j. In addition to the interest earned based on the stated interest rate of this loan, which is the amount reflected in this schedule, the Company may be entitled to receive additional residual amounts.

k. Short term investments represent an investment in a fund that invests in highly liquid investments with average original maturity dates of three months or less.

l. 7-day effective yield as of September 30, 2023.

m. Investment or a portion thereof held within the Company’s wholly-owned consolidated subsidiary, 34th Street Funding, LLC, or 34th Street, and was pledged as collateral supporting the amounts outstanding under the credit facility with JPMorgan Chase Bank, National Association, or JPM, as of September 30, 2023 (see Note 8).

n. Investment or a portion thereof held within the Company’s wholly-owned consolidated subsidiary, Murray Hill Funding II, LLC, or Murray Hill Funding II, and was pledged as collateral supporting the amounts outstanding under the repurchase agreement with UBS AG, or UBS, as of September 30, 2023 (see Note 8).

o. Non-income producing security.

See accompanying notes to consolidated financial statements.

(in thousands)

p. Investment or a portion thereof was on non-accrual status as of September 30, 2023.

q. Investment determined to be an affiliated investment as defined in the 1940 Act as the Company owns between 5% and 25% of the portfolio company's outstanding voting securities but does not control the portfolio company. Fair value as of December 31, 2022 and September 30, 2023, along with transactions during the nine months ended September 30, 2023 in these affiliated investments, were as follows:

		Nine Months Ended September 30, 2023				Nine Months Ended September 30, 2023			
Non-Controlled, Affiliated Investments	**Fair Value at December 31, 2022**	**Gross Additions (Cost)(1)**	**Gross Reductions (Cost)(2)**	**Net Unrealized Gain (Loss)**	**Fair Value at September 30, 2023**	**Net Realized Gain (Loss)**	**Interest Income(3)**	**Dividend Income**	**Fee Income**
Afore Insurance Services, LLC									
First Lien Term Loan	$ —	$ 4,583	$ —	$ (5)	$ 4,578	$ —	$ 270	$ —	$ —
ARC Financial, LLC									
Membership Interests	—	—	—	—	—	—	—	25	—
Carestream Health, Inc.									
First Lien Term Loan	7,539	2,934	(115)	1,065	11,423	—	950	—	—
Carestream Health Holdings Inc.									
Common Shares	21,544	—	—	(601)	20,943	—	—	—	—
DESG Holdings, Inc.									
First Lien Term Loan	246	—	(82)	(79)	85	—	—	—	—
GSC Technologies Inc.									
Incremental Term Loan	154	6	(160)	—	—	—	11	—	—
First Lien Term Loan A	2,064	20	(6)	119	2,197	—	206	—	—
First Lien Term Loan B	388	75	—	420	883	—	82	—	—
Common Shares	—	—	—	323	323	—	—	—	—
Instant Web, LLC									
Revolving Loan	321	2,501	—	(71)	2,751	—	159	—	—
Priming Term Loan	469	24	—	2	495	—	42	—	—
First Lien Term Loan	28,167	3,781	—	(4,327)	27,621	—	3,786	—	—
First Lien Delayed Draw Term Loan	—	324	—	(81)	243	—	15	—	—
Instant Web Holdings, LLC									
Class A Common Units	—	—	—	—	—	—	—	—	—
IPP Buyer Holdings, LLC									
Class A Units	—	10,740	—	993	11,733	—	—	—	—
Isagenix International, LLC									
First Lien Term Loan	—	8,407	—	(21)	8,386	—	416	—	477
Isagenix Worldwide, Inc.									
Common Shares	—	8,987	—	(13)	8,974	—	—	—	—
Lift Brands, Inc.									
Term Loan A	23,287	—	(177)	—	23,110	—	2,201	—	64
Term Loan B	5,154	377	—	44	5,575	—	424	—	—
Term Loan C	4,732	1,527	—	(23)	6,236	—	542	—	1,891
Longview Intermediate Holdings C, LLC									
Membership Units	23,995	—	—	(2,132)	21,863	—	—	3,881	—
Longview Power, LLC									
First Lien Term Loan	2,348	6	(1,396)	(958)	—	—	1,306	—	—
Mount Logan Capital Inc.									
Common Stock	2,341	—	—	(476)	1,865	—	—	40	—
Snap Fitness Holdings, Inc.									
Class A Stock	5,123	—	—	(544)	4,579	—	—	—	—
Warrants	2,077	—	—	(221)	1,856	—	—	—	—
SRA Holdings, LLC									
Membership Units	—	23,611	—	(611)	23,000	—	—	—	—
STATinMED, LLC									
First Lien Term Loan	9,107	1,063	—	(65)	10,105	—	1,082	—	—
Delayed Draw First Lien Term Loan	156	6	(159)	(3)	—	—	10	—	—
STATinMed Parent, LLC									
Class A Preferred Units	4,530	—	—	(1,737)	2,793	—	—	—	—
Class B Preferred Units	134	—	—	(134)	—	—	—	—	—
Totals	$ 143,876	$ 68,972	$ (2,095)	$ (9,136)	$ 201,617	$ —	$ 11,502	$ 3,946	$ 2,432

See accompanying notes to consolidated financial statements.

(in thousands)

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

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

(3) Includes PIK interest income.

r. Investment determined to be a controlled investment as defined in the 1940 Act as the Company is deemed to exercise a controlling influence over the management or policies of the portfolio company due to beneficially owning, either directly or through one or more controlled companies, more than 25% of the outstanding voting securities of such portfolio company. Fair value as of December 31, 2022 and September 30, 2023, along with transactions during the nine months ended September 30, 2023 in these controlled investments, were as follows:

		Nine Months Ended September 30, 2023				Nine Months Ended September 30, 2023			
Controlled Investments	**Fair Value at December 31, 2022**	**Gross Additions (Cost)(1)**	**Gross Reductions (Cost)(2)**	**Net Unrealized Gain (Loss)**	**Fair Value at September 30, 2023**	**Net Realized Gain (Loss)**	**Interest Income(3)**	**Dividend Income**	**Fee Income**
CION/EagleTree Partners, LLC									
Senior Secured Note	$ 60,348	$ —	$ (5,521)	$ —	$ 54,827	$ —	$ 5,826	$ —	$ —
Participating Preferred Shares	30,766	—	—	(5,724)	25,042	—	—	4,250	—
Common Shares	—	—	—	—	—	—	—	—	—
David's Bridal, Inc.									
Term Loan	—	22,050	—	—	22,050	—	526	—	1,050
David's Bridal Holdings, LLC									
Preferred Units	—	10,820	—	(322)	10,498	—	—	—	—
Common Units	—	23,130	—	(792)	22,338	—	—	—	—
Totals	$ 91,114	$ 56,000	$ (5,521)	$ (6,838)	$ 134,755	$ —	$ 6,352	$ 4,250	$ 1,050

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

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

(3) Includes PIK interest income.

See accompanying notes to consolidated financial statements.

(in thousands)

s. As of September 30, 2023, the below investments contain a PIK interest provision whereby the issuer has either the option or the obligation to make interest payments with the issuance of additional securities. For certain investments, the borrower may toggle between cash and PIK interest payments.

		Interest Rate		
Portfolio Company	**Investment Type**	**Cash**	**PIK**	**All-in-Rate**
Adapt Laser Acquisition, Inc.	Senior Secured First Lien Debt	15.50%	2.00%	17.50%
American Clinical Solutions LLC	Senior Secured First Lien Debt	7.00%	8.50%	15.50%
Anthem Sports & Entertainment Inc.	Senior Secured First Lien Debt	3.00%	12.15%	15.15%
Cennox, Inc.	Senior Secured First Lien Debt	11.50%	0.25%	11.75%
CION/EagleTree Partners, LLC	Senior Secured Note	—	14.00%	14.00%
Deluxe Entertainment Services, Inc.	Senior Secured First Lien Debt	12.50%	1.50%	14.00%
FuseFX, LLC	Senior Secured First Lien Debt	6.43%	5.00%	11.43%
GSC Technologies Inc.	Senior Secured First Lien Debt	—	10.47%	10.47%
Hilliard, Martinez & Gonzales, LLP	Senior Secured First Lien Debt	—	17.44%	17.44%
Homer City Generation, L.P.	Senior Secured First Lien Debt	—	15.00%	15.00%
Homer City Generation, L.P.	Senior Secured First Lien Debt	—	17.00%	17.00%
Instant Web, LLC	Senior Secured First Lien Debt	—	12.43%	12.43%
Isagenix International, LLC	Senior Secured First Lien Debt	2.50%	8.09%	10.59%
Klein Hersh, LLC	Senior Secured First Lien Debt	4.85%	12.00%	16.85%
Lift Brands, Inc.	Senior Secured First Lien Debt	—	9.50%	9.50%
Lucky Bucks Holdings LLC	Unsecured Note	—	12.50%	12.50%
Robert C. Hilliard, L.L.P.	Senior Secured First Lien Debt	—	17.44%	17.44%
Rogers Mechanical Contractors, LLC	Senior Secured First Lien Debt	12.28%	1.00%	13.28%
RumbleOn, Inc.	Senior Secured First Lien Debt	13.90%	0.50%	14.40%
Service Compression, LLC	Senior Secured First Lien Debt	13.42%	2.00%	15.42%
Spinal USA, Inc. / Precision Medical Inc.	Senior Secured First Lien Debt	—	15.16%	15.16%
STATinMED, LLC	Senior Secured First Lien Debt	—	14.94%	14.94%
Trademark Global, LLC	Senior Secured First Lien Debt	11.18%	1.75%	12.93%
Trammell, P.C.	Senior Secured First Lien Debt	—	20.95%	20.95%
Williams Industrial Services Group, Inc.	Senior Secured First Lien Debt	10.00%	6.18%	16.18%
WPLM Acquisition Corp.	Unsecured Note	—	15.00%	15.00%

t. The interest rate on these loans is subject to 1 month LIBOR, which as of September 30, 2023 was 5.43%.

u. The interest rate on these loans is subject to 3 month LIBOR, which as of September 30, 2023 was 5.66%.

v. The interest rate on these loans is subject to 1 month SOFR, which as of September 30, 2023 was 5.32%.

w. The interest rate on these loans is subject to 3 month SOFR, which as of September 30, 2023 was 5.40%.

x. The interest rate on these loans is subject to 6 month SOFR, which as of September 30, 2023 was 5.47%.

See accompanying notes to consolidated financial statements.

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Portfolio Company(a)	Interest(b)	Maturity	Industry	Principal/ Par Amount/ Units(e)	Cost(d)	Fair Value(c)
Senior Secured First Lien Debt - 178.8%						
Adapt Laser Acquisition, Inc.(t)(x)	L+1200, 1.00% LIBOR Floor	12/31/2023	Capital Equipment	$ 11,047	$ 11,048	$ 10,329
Adapt Laser Acquisition, Inc.(t)(x)	L+1200, 1.00% LIBOR Floor	12/31/2023	Capital Equipment	2,072	2,072	1,875
AHF Parent Holding, Inc.(n)(aa)	S+625, 0.75% SOFR Floor	2/1/2028	Construction & Building	2,944	2,891	2,771
Allen Media, LLC(n)(aa)	S+550, 0.00% SOFR Floor	2/10/2027	Media: Diversified & Production	8,863	8,793	8,420
ALM Media, LLC(m)(n)(x)	L+650, 1.00% LIBOR Floor	11/25/2024	Media: Advertising, Printing & Publishing	17,000	16,855	17,000
American Clinical Solutions LLC(m)(t)(w)	L+700, 1.00% LIBOR Floor	12/31/2024	Healthcare & Pharmaceuticals	4,250	4,250	4,122
American Consolidated Natural Resources, Inc.(m)(t)(x)	L+1600, 1.00% LIBOR Floor	9/16/2025	Metals & Mining	47	35	47
American Health Staffing Group, Inc.(m)(y)	L+600, 1.00% LIBOR Floor	11/19/2026	Services: Business	16,542	16,407	16,542
American Health Staffing Group, Inc.	0.50% Unfunded	11/19/2026	Services: Business	3,333	(26)	—
American Teleconferencing Services, Ltd.(o)(q)	0.50% Unfunded	1/31/23	Telecommunications	235	—	—
American Teleconferencing Services, Ltd.(q)	Prime+550	1/31/23	Telecommunications	3,116	3,116	156
Analogic Corp.(m)(n)(x)	L+525, 1.00% LIBOR Floor	6/21/2024	Healthcare & Pharmaceuticals	4,850	4,823	4,795
Ancile Solutions, Inc.(m)(t)(x)	L+1000, 1.00% LIBOR Floor	6/11/2026	High Tech Industries	11,967	11,681	11,608
Anthem Sports & Entertainment Inc.(m)(t)(x)	L+950, 1.00% LIBOR Floor	11/15/2026	Media: Diversified & Production	36,914	36,749	35,161
Anthem Sports & Entertainment Inc.(x)	L+950, 1.00% LIBOR Floor	11/15/2026	Media: Diversified & Production	3,000	3,000	2,857
Anthem Sports & Entertainment Inc.	0.50% Unfunded	11/15/2026	Media: Diversified & Production	167	—	(8)
Appalachian Resource Company, LLC(w)	L+500, 1.00% LIBOR Floor	9/10/2023	Metals & Mining	11,137	10,625	10,733
Appalachian Resource Company, LLC(w)	L+1000, 1.00% LIBOR Floor	9/10/2023	Metals & Mining	5,000	5,000	5,000
Archer Systems, LLC(m)(z)	S+650, 1.00% SOFR Floor	8/11/2027	Services: Business	18,095	17,922	17,937
Archer Systems, LLC	0.50% Unfunded	8/11/2027	Services: Business	1,905	(18)	(17)
Associated Asphalt Partners, LLC(m)(n)(w)	L+525, 1.00% LIBOR Floor	4/5/2024	Construction & Building	14,221	14,051	10,994
Atlas Supply LLC	11.00%	4/29/2025	Healthcare & Pharmaceuticals	5,000	5,000	4,950
Avison Young (USA) Inc.(h)(m)(w)	S+575, 0.00% SOFR Floor	1/31/2026	Banking, Finance, Insurance & Real Estate	2,665	2,638	2,505
BDS Solutions Intermediateco, LLC(m)(aa)	S+625, 1.00% SOFR Floor	2/7/2027	Services: Business	17,822	17,535	17,466
BDS Solutions Intermediateco, LLC(aa)	S+625, 1.00% SOFR Floor	2/7/2027	Services: Business	859	802	842
BDS Solutions Intermediateco, LLC	0.50% Unfunded	2/7/2027	Services: Business	1,998	—	(40)
Berlitz Holdings, Inc.(r)(z)	S+900, 1.00% SOFR Floor	2/14/2025	Services: Business	13,800	12,992	13,179
Bradshaw International Parent Corp.(m)(w)	L+ 575, 1.00% LIBOR Floor	10/21/2027	Consumer Goods: Durable	13,024	12,746	12,650
Bradshaw International Parent Corp.	0.50% Unfunded	10/21/2026	Consumer Goods: Durable	1,844	(36)	(53)

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Cabi, LLC(m)(z)	S+950, 1.00% SOFR Floor	2/28/2027	Retail	22,073	21,772	21,742
Cadence Aerospace, LLC(m)(n)(t)(x)	L+850, 1.00% LIBOR Floor	11/14/2023	Aerospace & Defense	39,383	39,225	38,842
Carestream Health, Inc.(n)(r)(z)	S+750, 1.00% SOFR Floor	9/30/2027	Healthcare & Pharmaceuticals	7,596	7,596	7,539
CB URS Holdings Corp.(m)(x)	L+575, 1.00% LIBOR Floor	9/1/2024	Transportation: Cargo	14,826	14,801	12,417
Celerity Acquisition Holdings, LLC(m)(x)	L+850, 1.00% LIBOR Floor	5/28/2026	Services: Business	14,775	14,775	14,590
Cennox, Inc.(m)(x)	L+600, 1.00% LIBOR Floor	5/4/2026	Services: Business	22,509	22,509	22,425
Cennox, Inc.(n)(x)	L+600, 1.00% LIBOR Floor	5/4/2026	Services: Business	11,787	11,730	11,743
Cennox, Inc.	L+600, 1.00% LIBOR Floor	5/4/2026	Services: Business	2,614	2,614	2,604
Cennox, Inc.	1.00% Unfunded	8/11/2023	Services: Business	7,193	—	(27)
Cennox, Inc.	0.50% Unfunded	5/4/2026	Services: Business	373	—	(1)
CION/EagleTree Partners, LLC(h)(s)(t)	14.00%	12/21/2026	Diversified Financials	60,348	60,348	60,348
CircusTrix Holdings, LLC(m)(n)(w)	L+550, 1.00% LIBOR Floor	1/16/2024	Hotel, Gaming & Leisure	26,824	26,782	26,824
CircusTrix Holdings, LLC(m)(w)	L+550, 1.00% LIBOR Floor	1/16/2024	Hotel, Gaming & Leisure	2,737	2,715	2,737
CircusTrix Holdings, LLC(m)(w)	L+550, 1.00% LIBOR Floor	7/16/2023	Hotel, Gaming & Leisure	1,560	1,525	1,862
Community Tree Service, LLC(m)(aa)	S+850, 1.00% SOFR Floor	6/17/2027	Construction & Building	12,469	12,469	12,219
Country Fresh Holdings, LLC(q)(x)	L+500, 1.00% LIBOR Floor	4/29/2023	Beverage, Food & Tobacco	877	765	92
Country Fresh Holdings, LLC(q)(x)	L+500, 1.00% LIBOR Floor	4/29/2023	Beverage, Food & Tobacco	355	316	37
Coyote Buyer, LLC(m)(n)(x)	L+600, 1.00% LIBOR Floor	2/6/2026	Chemicals, Plastics & Rubber	34,038	33,861	33,612
Coyote Buyer, LLC(n)(x)	L+800, 1.00% LIBOR Floor	8/6/2026	Chemicals, Plastics & Rubber	6,125	6,041	6,125
Coyote Buyer, LLC	0.50% Unfunded	2/6/2025	Chemicals, Plastics & Rubber	2,500	—	(31)
Critical Nurse Staffing, LLC(m)(x)	L+600, 1.00% LIBOR Floor	11/1/2026	Healthcare & Pharmaceuticals	12,928	12,928	12,928
Critical Nurse Staffing, LLC(x)	L+600, 1.00% LIBOR Floor	11/1/2026	Healthcare & Pharmaceuticals	999	999	999
Critical Nurse Staffing, LLC(w)	L+600, 1.00% LIBOR Floor	11/1/2026	Healthcare & Pharmaceuticals	300	300	300
Critical Nurse Staffing, LLC	1.00% Unfunded	11/1/2026	Healthcare & Pharmaceuticals	4,899	—	—
Critical Nurse Staffing, LLC	0.50% Unfunded	11/1/2026	Healthcare & Pharmaceuticals	700	—	—
David's Bridal, LLC(m)(t)(x)	L+1000, 1.00% LIBOR Floor	5/23/2024	Retail	13,000	12,744	13,130
David's Bridal, LLC(t)(x)	L+1000, 1.00% LIBOR Floor	5/23/2024	Retail	5,357	5,357	5,210
David's Bridal, LLC(t)(x)	L+1000, 1.00% LIBOR Floor	12/23/2024	Retail	5,936	5,717	2,256
David's Bridal, LLC(q)(t)(w)	L+700, 1.00% LIBOR Floor	12/31/2024	Retail	845	795	51
Deluxe Entertainment Services, Inc.(m)(q)(r)(t)(x)	L+650, 1.00% LIBOR Floor	3/25/2024	Media: Diversified & Production	2,664	2,624	246
Dermcare Management, LLC(m)(z)	S+600, 1.00% SOFR Floor	4/22/2028	Healthcare & Pharmaceuticals	9,356	9,178	9,297
Dermcare Management, LLC(z)	S+600, 1.00% SOFR Floor	4/22/2028	Healthcare & Pharmaceuticals	3,540	3,458	3,518
Dermcare Management, LLC	Prime+500	4/22/2028	Healthcare & Pharmaceuticals	179	179	178
Dermcare Management, LLC	0.50% Unfunded	10/22/2023	Healthcare & Pharmaceuticals	698	—	(4)

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Dermcare Management, LLC	0.50% Unfunded	4/22/2028	Healthcare & Pharmaceuticals	1,164	—	(7)
DMT Solutions Global Corp.(n)(u)	L+750, 1.00% LIBOR Floor	7/2/2024	Services: Business	3,974	3,942	3,766
Emerald Technologies (U.S.) Acquisitionco, Inc.(n)(z)	S+625, 1.00% SOFR Floor	12/29/2027	Services: Business	2,944	2,891	2,794
Entertainment Studios P&A LLC(m)(x)(aa)	S+850, 1.00% SOFR Floor	9/28/2027	Media: Diversified & Production	24,000	23,907	23,940
Entertainment Studios P&A LLC(j)	5.00%	5/18/2037	Media: Diversified & Production	—	—	1,654
Flatworld Intermediate Corp.(n)(z)	S+600, 1.00% SOFR Floor	10/3/2027	Services: Business	25,135	25,135	25,135
Flatworld Intermediate Corp.	0.50% Unfunded	10/3/2027	Services: Business	5,865	—	—
FuseFX, LLC(m)(n)(w)	S+575, 1.00% SOFR Floor	10/1/2024	Media: Diversified & Production	19,795	19,663	19,647
Fusion Connect Inc.(m)(t)(x)	L+850, 1.00% LIBOR Floor	1/18/2027	High Tech Industries	19,626	19,141	19,626
Future Pak, LLC(m)(w)	L+1000, 2.00% LIBOR Floor	7/2/2024	Healthcare & Pharmaceuticals	24,169	24,169	23,776
Gold Medal Holdings, Inc.(m)(aa)	S+700, 1.00% SOFR Floor	3/17/2027	Services: Business	14,759	14,628	14,575
GSC Technologies Inc.(r)(w)	L+500, 1.00% LIBOR Floor	9/30/2025	Chemicals, Plastics & Rubber	2,404	2,322	2,064
GSC Technologies Inc.(r)(t)(w)	L+500, 1.00% LIBOR Floor	9/30/2025	Chemicals, Plastics & Rubber	915	882	388
GSC Technologies Inc.(r)(t)(x)	L+1000, 1.00% LIBOR Floor	9/30/2025	Chemicals, Plastics & Rubber	154	154	154
H.W. Lochner, Inc.(m)(x)	L+575, 1.00% LIBOR Floor	7/2/2027	Construction & Building	8,850	8,779	8,850
H.W. Lochner, Inc.(m)(aa)	S+675, 1.00% SOFR Floor	7/2/2027	Construction & Building	7,457	7,234	7,233
H.W. Lochner, Inc.(x)	L+575, 1.00% LIBOR Floor	7/2/2027	Construction & Building	775	765	775
H.W. Lochner, Inc.	0.50% Unfunded	7/2/2027	Construction & Building	225	—	—
Harland Clarke Holdings Corp. (m)(x)	S+775, 1.00% SOFR Floor	6/16/2026	Services: Business	9,186	9,177	7,625
Heritage Power, LLC(x)	L+600, 1.00% LIBOR Floor	7/30/2026	Energy: Oil & Gas	8,622	6,837	4,527
Hilliard, Martinez & Gonzales, LLP(m)(t)(w)	L+1200, 2.00% LIBOR Floor	12/17/2023	Services: Consumer	21,798	21,736	21,798
Hollander Intermediate LLC(m)(w)(aa)	S+875, 2.00% SOFR Floor	9/19/2026	Consumer Goods: Durable	17,358	16,915	16,794
Homer City Generation, L.P.(m)(t)	15.00%	4/5/2023	Energy: Oil & Gas	11,782	12,078	9,308
Homer City Generation, L.P.	17.00%	5/31/2023	Energy: Oil & Gas	1,000	1,000	1,000
Homer City Generation, L.P.(o)	0.00% Unfunded	1/29/2023	Energy: Oil & Gas	3,000	—	—
Hudson Hospital Opco, LLC(m)(n)(aa)	S+800, 3.00% SOFR Floor	11/4/2023	Healthcare & Pharmaceuticals	1,700	1,667	1,673
HUMC Holdco, LLC(m)(aa)	S+800, 3.00% SOFR Floor	11/4/2023	Healthcare & Pharmaceuticals	7,933	7,933	7,933
HW Acquisition, LLC	Prime+500	9/28/2026	Capital Equipment	733	711	686
HW Acquisition, LLC(m)	Prime+500	9/28/2026	Capital Equipment	18,876	18,725	17,649
HW Acquisition, LLC	0.50% Unfunded	9/28/2026	Capital Equipment	2,200	—	(143)
ICA Foam Holdings, LLC(m)(aa)	S+675, 1.00% SOFR Floor	11/5/2025	Containers, Packaging & Glass	19,950	19,567	19,551
IJKG Opco LLC(m)(n)(aa)	S+800, 3.00% SOFR Floor	11/4/2023	Healthcare & Pharmaceuticals	729	714	718
Independent Pet Partners Intermediate Holdings, LLC(t)	6.00%	11/20/2023	Retail	10,934	10,906	10,169
Independent Pet Partners Intermediate Holdings, LLC(t)	Prime+550	2/27/2023	Retail	2,238	2,238	2,216
Independent Pet Partners Intermediate Holdings, LLC(t)(aa)	S+1000, 1.00% SOFR Floor	2/27/2023	Retail	473	459	473
Independent Pet Partners Intermediate Holdings, LLC(t)(x)	L+650, 0.00% LIBOR Floor	2/27/2023	Retail	281	281	278

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InfoGroup Inc.(m)(n)(x)	L+500, 1.00% LIBOR Floor	4/3/2023	Media: Advertising, Printing & Publishing	15,270	15,269	15,270
Inotiv, Inc.(m)(x)	S+625, 1.00% SOFR Floor	11/5/2026	Healthcare & Pharmaceuticals	16,351	16,094	15,738
Instant Web, LLC(m)(n)(r)(t)(w)	L+700, 1.00% LIBOR Floor	2/25/2027	Media: Advertising, Printing & Publishing	39,812	39,802	28,167
Instant Web, LLC(r)	Prime+375	2/25/2027	Media: Advertising, Printing & Publishing	458	458	469
Instant Web, LLC(r)(x)	L+650, 1.00% LIBOR Floor	2/25/2027	Media: Advertising, Printing & Publishing	321	321	321
Instant Web, LLC(r)	0.50% Unfunded	2/25/2027	Media: Advertising, Printing & Publishing	2,383	—	—
Instant Web, LLC(r)	0.50% Unfunded	2/25/2027	Media: Advertising, Printing & Publishing	3,246	—	—
Invincible Boat Company LLC(m)(x)	L+650, 1.50% LIBOR Floor	8/28/2025	Consumer Goods: Durable	13,536	13,444	13,469
Invincible Boat Company LLC(x)	L+650, 1.50% LIBOR Floor	8/28/2025	Consumer Goods: Durable	239	239	238
Invincible Boat Company LLC	0.50% Unfunded	8/28/2025	Consumer Goods: Durable	559	—	(3)
INW Manufacturing, LLC(n)(x)	L+575, 0.75% LIBOR Floor	3/25/2027	Services: Business	18,750	18,317	17,766
Ironhorse Purchaser, LLC(n)(aa)	S+650, 1.00% SOFR Floor	9/30/2027	Services: Business	7,125	7,056	7,054
Ironhorse Purchaser, LLC(aa)	S+650, 1.00% SOFR Floor	9/30/2027	Services: Business	388	380	384
Ironhorse Purchaser, LLC	0.50% Unfunded	9/30/2027	Services: Business	429	—	(4)
Ironhorse Purchaser, LLC	1.00% Unfunded	9/30/2024	Services: Business	2,041	(20)	(20)
Isagenix International, LLC(m)(x)	L+775, 1.00% LIBOR Floor	6/14/2025	Beverage, Food & Tobacco	16,229	15,103	13,774
Jenny C Acquisition, Inc.(q)(x)	L+900, 1.75% LIBOR Floor	10/1/2024	Services: Consumer	11,789	11,745	9,241
JP Intermediate B, LLC(m)(x)	L+550, 1.00% LIBOR Floor	11/20/2025	Beverage, Food & Tobacco	13,438	13,296	9,809
K&N Parent, Inc.(x)	L+675, 1.00% LIBOR Floor	10/20/2023	Consumer Goods: Durable	13,090	12,898	12,435
K&N Parent, Inc.(aa)	S+800, 1.00% SOFR Floor	2/15/2023	Consumer Goods: Durable	1,200	1,152	1,220
Klein Hersh, LLC(m)(z)	S+852, 0.50% SOFR Floor	4/27/2027	Services: Business	19,766	19,766	19,667
KNB Holdings Corp.(m)(n)(q)(y)	L+550, 1.00% LIBOR Floor	4/26/2024	Consumer Goods: Durable	7,634	7,387	3,321
LaserAway Intermediate Holdings II, LLC(m)(x)	L+575, 0.75% LIBOR Floor	10/12/2027	Services: Consumer	3,375	3,319	3,316
LAV Gear Holdings, Inc.(m)(n)(aa)	S+550, 1.00% SOFR Floor	10/31/2024	Services: Business	27,854	27,625	27,366
LAV Gear Holdings, Inc.(m)(n)(aa)	S+550, 1.00% SOFR Floor	10/31/2024	Services: Business	4,569	4,544	4,489
LGC US Finco, LLC(m)(w)	L+650, 1.00% LIBOR Floor	12/20/2025	Capital Equipment	11,515	11,263	11,184
Lift Brands, Inc.(m)(n)(r)(w)	L+750, 1.00% LIBOR Floor	6/29/2025	Services: Consumer	23,287	23,287	23,287
Lift Brands, Inc.(m)(n)(r)	9.50%	6/29/2025	Services: Consumer	5,556	5,490	5,154
Lift Brands, Inc.(m)(n)(r)	(p)	6/29/2025	Services: Consumer	5,296	4,947	4,732
Longview Power, LLC(r)(x)	L+1000, 1.50% LIBOR Floor	7/30/2025	Energy: Oil & Gas	2,073	1,390	2,348
MacNeill Pride Group Corp.(m)(aa)	S+625, 1.00% SOFR Floor	4/22/2026	Services: Consumer	17,804	17,702	17,448
MacNeill Pride Group Corp.(m)(aa)	S+625, 1.00% SOFR Floor	4/22/2026	Services: Consumer	7,910	7,836	7,751
MacNeill Pride Group Corp.	1.00% Unfunded	4/30/2024	Services: Consumer	2,017	—	(40)
Manus Bio Inc.	11.00%	8/20/2026	Healthcare & Pharmaceuticals	14,213	14,128	14,212
Marble Point Credit Management LLC(x)	L+600, 1.00% LIBOR Floor	8/11/2028	Diversified Financials	6,089	5,985	6,089
Marble Point Credit Management LLC(x)	L+600, 1.00% LIBOR Floor	8/11/2028	Diversified Financials	1,437	1,418	1,437

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Mimeo.com, Inc.(x)	L+700, 1.00% LIBOR Floor	12/21/2024	Media: Advertising, Printing & Publishing	22,328	22,328	22,161
Mimeo.com, Inc.(x)	L+700, 1.00% LIBOR Floor	12/21/2024	Media: Advertising, Printing & Publishing	2,256	2,256	2,239
Mimeo.com, Inc.	1.00% Unfunded	12/21/2024	Media: Advertising, Printing & Publishing	3,000	—	(23)
Moss Holding Company(m)(n)(aa)	S+625, 1.00% SOFR Floor	4/17/2024	Services: Business	19,576	19,500	19,185
Moss Holding Company	6.25% Unfunded	4/17/2024	Services: Business	106	—	(2)
Moss Holding Company	0.50% Unfunded	4/17/2024	Services: Business	2,126	—	(43)
Neptune Flood Inc.(m)(x)	L+600, 1.00% LIBOR Floor	10/21/2026	Banking, Finance, Insurance & Real Estate	7,789	7,742	7,867
NewsCycle Solutions, Inc.(m)(n)(x)	S+700, 1.00% SOFR Floor	12/29/2023	Media: Advertising, Printing & Publishing	12,444	12,432	12,444
NWN Parent Holdings LLC(m)(x)	S+800, 1.00% SOFR Floor	5/7/2026	High Tech Industries	12,755	12,664	12,643
NWN Parent Holdings LLC(x)	S+800, 1.00% SOFR Floor	5/7/2026	High Tech Industries	810	798	803
NWN Parent Holdings LLC	0.50% Unfunded	5/7/2026	High Tech Industries	90	—	(1)
OpCo Borrower, LLC(m)(z)	S+650, 1.00% SOFR Floor	8/19/2027	Healthcare & Pharmaceuticals	11,387	11,268	11,387
OpCo Borrower, LLC(z)	S+650, 1.00% SOFR Floor	8/19/2027	Healthcare & Pharmaceuticals	208	208	208
OpCo Borrower, LLC	0.50% Unfunded	8/19/2027	Healthcare & Pharmaceuticals	833	—	—
Optio Rx, LLC(m)(n)(w)	L+700, 0.00% LIBOR Floor	6/28/2024	Healthcare & Pharmaceuticals	15,929	15,892	15,749
Optio Rx, LLC(n)(w)	L+1000, 0.00% LIBOR Floor	6/28/2024	Healthcare & Pharmaceuticals	2,515	2,504	2,615
Pentec Acquisition Corp.(m)(w)	L+600, 1.00% LIBOR Floor	10/8/2026	Healthcare & Pharmaceuticals	24,750	24,551	24,750
PH Beauty Holdings III. Inc.(m)(x)	L+500, 0.00% LIBOR Floor	9/28/2025	Consumer Goods: Non-Durable	9,575	9,195	8,677
Playboy Enterprises, Inc.(h)(n)(x)	L+625, 0.50% LIBOR Floor	5/25/2027	Consumer Goods: Non-Durable	25,202	24,729	24,257
Project Castle, Inc.(m)(aa)	S+550, 0.50% SOFR Floor	6/1/2029	Services: Business	9,975	8,979	8,117
RA Outdoors, LLC(m)(aa)	S+675, 1.00% SOFR Floor	4/8/2026	Media: Diversified & Production	10,979	10,979	10,938
RA Outdoors, LLC	0.50% Unfunded	4/8/2026	Media: Diversified & Production	1,049	(170)	(1)
Retail Services WIS Corp.(m)(x)	L+775, 1.00% LIBOR Floor	5/20/2025	Services: Business	9,548	9,374	9,357
Robert C. Hilliard, L.L.P.(m)(t)(w)	L+1200, 2.00% LIBOR Floor	12/17/2023	Services: Consumer	1,815	1,815	1,815
Rogers Mechanical Contractors, LLC(m)(t)(aa)	S+800, 1.00% SOFR Floor	9/9/2025	Services: Business	16,365	16,365	16,324
Rogers Mechanical Contractors, LLC(t)(aa)	S+800, 1.00% SOFR Floor	9/9/2025	Services: Business	962	962	959
Rogers Mechanical Contractors, LLC	1.00% Unfunded	4/28/2023	Services: Business	962	—	(2)
Rogers Mechanical Contractors, LLC	0.75% Unfunded	9/9/2025	Services: Business	2,404	—	(6)
RumbleOn, Inc.(m)(x)	L+825, 1.00% LIBOR Floor	8/31/2026	Automotive	13,284	12,497	12,554
RumbleOn, Inc.(x)	L+825, 1.00% LIBOR Floor	8/31/2026	Automotive	4,019	3,976	3,798
RumbleOn, Inc.(o)	0.00% Unfunded	2/28/2023	Automotive	1,775	—	(98)
Securus Technologies Holdings, Inc.(m)(x)	L+450, 1.00% LIBOR Floor	11/1/2024	Telecommunications	3,868	3,383	3,848
Sequoia Healthcare Management, LLC(m)(n)(q)	12.75%	11/4/2023	Healthcare & Pharmaceuticals	8,525	8,457	10,209
Service Compression, LLC(m)(t)(aa)	S+1000, 1.00% SOFR Floor	5/6/2027	Energy: Oil & Gas	22,975	22,622	22,803
Service Compression, LLC(aa)	S+1000, 1.00% SOFR Floor	5/6/2027	Energy: Oil & Gas	3,151	3,044	3,127

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Service Compression, LLC	0.50% Unfunded	5/6/2025	Energy: Oil & Gas	4,186	—	(31)
Sleep Opco, LLC(m)(x)	L+650, 1.00% LIBOR Floor	10/12/2026	Retail	13,779	13,568	13,641
Sleep Opco, LLC	0.50% Unfunded	10/12/2026	Retail	1,750	(27)	(18)
Spinal USA, Inc. / Precision Medical Inc.(m)(t)(x)	L+950	5/29/2023	Healthcare & Pharmaceuticals	13,401	13,385	9,649
Spinal USA, Inc. / Precision Medical Inc.(m)(t)(x)	L+950	5/29/2023	Healthcare & Pharmaceuticals	1,191	1,191	816
Spinal USA, Inc. / Precision Medical Inc.(m)(t)(x)	L+950	5/29/2023	Healthcare & Pharmaceuticals	766	677	521
Spinal USA, Inc. / Precision Medical Inc.(m)(t)(x)	L+950	5/29/2023	Healthcare & Pharmaceuticals	727	727	498
Spinal USA, Inc. / Precision Medical Inc.(m)(t)(x)	L+950	5/29/2023	Healthcare & Pharmaceuticals	607	536	446
STATinMED, LLC(r)(t)(z)	S+950, 2.00% SOFR Floor	7/1/2027	Healthcare & Pharmaceuticals	9,222	9,222	9,107
STATinMED, LLC(r)(t)(z)	S+950, 2.00% SOFR Floor	3/31/2023	Healthcare & Pharmaceuticals	156	153	156
STATinMED, LLC(o)(r)	0.00% Unfunded	3/31/2023	Healthcare & Pharmaceuticals	156	—	—
Thrill Holdings LLC(m)(aa)	S+650, 1.00% SOFR Floor	5/27/2027	Media: Diversified & Production	20,394	20,394	20,292
Thrill Holdings LLC	1.00% Unfunded	5/27/2024	Media: Diversified & Production	3,261	—	(16)
Thrill Holdings LLC(aa)	S+650, 1.00% SOFR Floor	5/27/2027	Media: Diversified & Production	1,739	1,739	1,730
Trademark Global, LLC(t)(w)	L+750, 1.00% LIBOR Floor	7/30/2024	Consumer Goods: Non-Durable	15,355	15,310	14,952
Trammell, P.C.(t)(z)	S+1550, 2.00% SOFR Floor	4/28/2026	Services: Consumer	14,201	14,201	14,147
USALCO, LLC(m)(x)	L+600, 1.00% LIBOR Floor	10/19/2027	Chemicals, Plastics & Rubber	24,750	24,539	24,441
Vesta Holdings, LLC(m)(t)	P+900	2/25/2024	Banking, Finance, Insurance & Real Estate	21,071	21,071	19,938
Vesta Holdings, LLC(m)(aa)	S+1000, 1.00% SOFR Floor	3/12/2023	Banking, Finance, Insurance & Real Estate	10,392	10,159	10,392
Vesta Holdings, LLC(t)	P+900	2/25/2024	Banking, Finance, Insurance & Real Estate	838	838	793
Volta Charging, LLC(m)	12.00%	6/19/2024	Media: Diversified & Production	5,621	5,617	6,506
Volta Charging, LLC(m)	12.00%	6/19/2024	Media: Diversified & Production	1,500	1,499	1,736
Williams Industrial Services Group, Inc.(n)(t)(x)	L+900, 1.00% LIBOR Floor	12/16/2025	Services: Business	7,173	7,173	7,182
Wok Holdings Inc.(m)(x)	L+650, 0.00% LIBOR Floor	3/1/2026	Beverage, Food & Tobacco	25,105	24,335	21,684
WorkGenius, Inc.(m)(aa)	S+700, 0.50% SOFR Floor	6/7/2027	Services: Business	12,938	12,937	12,938
WorkGenius, Inc.	0.50% Unfunded	6/7/2027	Services: Business	750	(15)	—
Xenon Arc, Inc.(m)(x)	L+525, 0.75% LIBOR Floor	12/17/2027	High Tech Industries	6,915	6,846	6,846
Yak Access, LLC(m)	L+400, 0.00% LIBOR Floor	7/11/2025	Construction & Building	4,925	3,299	3,165
Total Senior Secured First Lien Debt					1,638,995	1,579,512
Senior Secured Second Lien Debt - 4.4%						
Global Tel*Link Corp.(n)(aa)	S+1000, 0.00% SOFR Floor	11/29/2026	Telecommunications	11,500	11,378	11,414
OpCo Borrower, LLC(m)	12.50%	2/19/2028	Healthcare & Pharmaceuticals	12,500	11,659	11,312
RA Outdoors, LLC(m)(aa)	S+900, 1.00% SOFR Floor	10/8/2026	Media: Diversified & Production	1,827	1,827	1,825
Securus Technologies Holdings, Inc.(x)	L+825, 1.00% LIBOR Floor	11/1/2025	Telecommunications	2,942	2,926	2,884
TMK Hawk Parent, Corp.(x)	L+800, 1.00% LIBOR Floor	8/28/2025	Services: Business	13,393	13,246	11,334
Total Senior Secured Second Lien Debt					41,036	38,769

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Collateralized Securities and Structured Products - Equity - 0.1%						
APIDOS CLO XVI Subordinated Notes(g)(h)	0.00% Estimated Yield	1/19/2025	Diversified Financials	9,000	1,246	71
Galaxy XV CLO Ltd. Class A Subordinated Notes(g)(h)	19.30% Estimated Yield	4/15/2025	Diversified Financials	4,000	1,441	1,108
Total Collateralized Securities and Structured Products - Equity					2,687	1,179
Unsecured Debt - 2.6%						
Lucky Bucks Holdings LLC(t)	12.50%	5/29/2028	Hotel, Gaming & Leisure	22,860	22,860	15,316
WPLM Acquisition Corp.(t)	15.00%	11/24/2025	Media: Advertising, Printing & Publishing	7,623	7,567	7,327
Total Unsecured Debt					30,427	22,643
Equity - 12.1%						
ARC Financial Partners, LLC, Membership Interests (25% ownership)(o)(r)			Metals & Mining	NA	—	—
Ascent Resources - Marcellus, LLC, Membership Units(o)			Energy: Oil & Gas	511,255 Units	1,642	1,235
Ascent Resources - Marcellus, LLC, Warrants(o)			Energy: Oil & Gas	132,367 Units	13	3
Carestream Health Holdings Inc., Common Stock(o)(r)			Healthcare & Pharmaceuticals	613,262 Units	21,758	21,544
CF Arch Holdings LLC, Class A Units(o)			Services: Business	380,952 Units	381	442
CION/EagleTree Partners, LLC, Participating Preferred Shares(h)(o)(s)			Diversified Financials	22,072,841 Units	22,073	30,766
CION/EagleTree Partners, LLC, Membership Units (85% ownership)(h)(o)(s)			Diversified Financials	NA	—	—
DBI Investors, Inc., Series A1 Preferred Stock(o)			Retail	20,000 Units	802	28
DBI Investors, Inc., Series A2 Preferred Stock(o)			Retail	1,733 Units	—	2
DBI Investors, Inc., Series A Preferred Stock(o)			Retail	1,396 Units	140	2
DBI Investors, Inc., Series B Preferred Stock(o)			Retail	4,183 Units	410	2
DBI Investors, Inc., Common Stock(o)			Retail	39,423 Units	—	—
DBI Investors, Inc., Reallocation Rights(o)			Retail	7,500 Units	—	—
FWS Parent Holdings, LLC. Class A Membership Interests(o)			Services: Business	35,242 Units	800	742
GSC Technologies Inc., Common Shares(o)(r)			Chemicals, Plastics & Rubber	807,268 Units	—	—
Independent Pet Partners Intermediate Holdings, LLC, Class A Preferred Units(o)			Retail	1,000,000 Units	1,000	60
Independent Pet Partners Intermediate Holdings, LLC, Class B-2 Preferred Units(m)(o)			Retail	2,632,771 Units	2,133	3,238
Independent Pet Partners Intermediate Holdings, LLC, Class C Preferred Units(m)(o)			Retail	2,632,771 Units	2,633	2,238
Independent Pet Partners Intermediate Holdings, LLC, Warrants(o)			Retail	155,880 Units	—	—
Instant Web Holdings, LLC, Class A Common Units(o)(r)			Media: Advertising, Printing & Publishing	10,819 Units	—	—
Language Education Holdings GP LLC, Common Units(o)(r)			Services: Business	366,667 Units	—	—
Language Education Holdings LP, Ordinary Common Units(o)(r)			Services: Business	366,667 Units	825	1,173
Longview Intermediate Holdings C, LLC, Membership Units(o)(r)			Energy: Oil & Gas	653,989 Units	2,704	23,995
Mount Logan Capital Inc., Common Stock(f)(h)(r)			Banking, Finance, Insurance & Real Estate	1,075,557 Units	3,534	2,341
New Giving Acquisition, Inc., Warrants(o)			Healthcare & Pharmaceuticals	4,630 Units	633	786
NS NWN Acquisition, LLC, Class A Preferred Units(o)			High Tech Industries	111 Units	110	909
NS NWN Acquisition, LLC, Common Equity(o)			High Tech Industries	346 Units	393	—

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NS NWN Holdco LLC, Non-Voting Units(o)		High Tech Industries	522 Units	504	200
NSG Co-Invest (Bermuda) LP, Partnership Interests(h)(o)		Consumer Goods: Durable	1,575 Units	1,000	664
Palmetto Clean Technology, Inc., Warrants(o)		High Tech Industries	724,112 Units	471	3,867
RumbleOn, Inc., Warrants(o)		Automotive	60,606 Units	927	1
Service Compression, LLC, Warrants(o)		Energy: Oil & Gas	N/A	509	441
Snap Fitness Holdings, Inc., Class A Common Stock(o)(r)		Services: Consumer	9,858 Units	3,078	5,123
Snap Fitness Holdings, Inc., Warrants(o)(r)		Services: Consumer	3,996 Units	1,247	2,077
STATinMed Parent, LLC, Class A Preferred Units(o)(r)		Healthcare & Pharmaceuticals	6,182 Units	6,182	4,530
STATinMed Parent, LLC, Class B Preferred Units(o)(r)		Healthcare & Pharmaceuticals	51,221 Units	3,193	134
WorkGenius, LLC, Class A Units(o)		Services: Business	500 Units	500	515
Total Equity				79,595	107,058
Short Term Investments - 1.2%(k)					
First American Treasury Obligations Fund, Class Z Shares	3.95%(l)			10,869	10,869
Total Short Term Investments				10,869	10,869
TOTAL INVESTMENTS - 199.2%				**$ 1,803,609**	**1,760,030**
LIABILITIES IN EXCESS OF OTHER ASSETS - (99.2)%					**(876,396)**
NET ASSETS - 100.0%					**$ 883,634**

a. All of the Company’s investments are issued by eligible U.S. portfolio companies, as defined in the 1940 Act, except for investments specifically identified as non-qualifying per note h. below. Unless specifically identified in note t. below, investments do not contain a PIK interest provision.

b. The actual LIBOR rate for each loan listed may not be the applicable LIBOR rate as of December 31, 2022, as the loan may have been priced or repriced based on a LIBOR rate prior to or subsequent to December 31, 2022. The actual SOFR rate for each loan listed may not be the applicable SOFR rate as of December 31, 2022, as the loan may have been priced or repriced based on a SOFR rate prior to or subsequent to December 31, 2022.

c. Fair value determined in good faith by the Company’s board of directors (see Note 9), including via delegation to CIM as the Company’s valuation designee (see Note 2), using significant unobservable inputs unless otherwise noted.

d. Represents amortized cost for debt securities and cost for equity investments.

e. Denominated in U.S. dollars unless otherwise noted.

f. Fair value determined using level 1 inputs.

g. The CLO subordinated notes are considered equity positions in the CLO vehicles and are not rated. Equity investments are entitled to recurring distributions, which are generally equal to the remaining cash flow of the payments made by the underlying vehicle's securities less contractual payments to debt holders and expenses. The estimated yield indicated is based upon a current projection of the amount and timing of these recurring distributions and the estimated amount of repayment of principal upon termination. Such projections are periodically reviewed and adjusted, and the estimated yield may not ultimately be realized.

h. The investment or a portion thereof is not a qualifying asset under the 1940 Act. A business development company may not acquire any asset other than qualifying assets, unless, at the time the acquisition is made, qualifying assets represent at least 70% of the company’s total assets as defined under Section 55 of the 1940 Act. As of December 31, 2022, 93.4% of the Company’s total assets represented qualifying assets.

See accompanying notes to consolidated financial statements.

i. [Reserved]

j. In addition to the interest earned based on the stated interest rate of this loan, which is the amount reflected in this schedule, the Company may be entitled to receive additional residual amounts.

k. Short term investments represent an investment in a fund that invests in highly liquid investments with average original maturity dates of three months or less.

l. 7-day effective yield as of December 31, 2022.

m. Investment or a portion thereof held within the Company's wholly-owned consolidated subsidiary, 34th Street, and was pledged as collateral supporting the amounts outstanding under the credit facility with JPM as of December 31, 2022 (see Note 8).

n. Investment or a portion thereof held within the Company's wholly-owned consolidated subsidiary, Murray Hill Funding II, and was pledged as collateral supporting the amounts outstanding under the repurchase agreement with UBS as of December 31, 2022 (see Note 8).

o. Non-income producing security.

p. The ultimate interest earned on this loan will be determined based on the portfolio company's EBITDA at a specified trigger event.

q. Investment or a portion thereof was on non-accrual status as of December 31, 2022.

See accompanying notes to consolidated financial statements.

CĪON Investment Corporation
Consolidated Schedule of Investments
December 31, 2022
(in thousands)

r. Investment determined to be an affiliated investment as defined in the 1940 Act as the Company owns between 5% and 25% of the portfolio company's outstanding voting securities but does not control the portfolio company. Fair value as of December 31, 2021 and 2022, along with transactions during the year ended December 31, 2022 in these affiliated investments, were as follows:

Non-Controlled, Affiliated Investments	Fair Value at December 31, 2021	Year Ended December 31, 2022 Gross Additions (Cost)(1)	Gross Reductions (Cost)(2)	Net Unrealized Gain (Loss)	Fair Value at December 31, 2022	Year Ended December 31, 2022 Net Realized Gain (Loss)	Interest Income(3)	Dividend Income
ARC Financial, LLC								
Membership Interests	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ 25
Berlitz Holdings, Inc.								
First Lien Term Loan	—	13,956	(13,956)	—	—	—	393	—
Carestream Health, Inc.								
First Lien Term Loan	—	7,596	—	(57)	7,539	—	284	—
Carestream Health Holdings Inc.								
Common Shares	—	21,758	—	(214)	21,544	—	—	—
Charming Charlie, LLC								
Vendor Payment Financing Facility	350	—	(657)	307	—	(657)	26	—
DESG Holdings, Inc.								
First Lien Term Loan	1,787	—	(306)	(1,235)	246	—	5	—
Second Lien Term Loan	—	—	(10,017)	10,017	—	(10,017)	—	—
GSC Technologies Inc.								
Incremental Term Loan	170	8	(24)	—	154	—	22	—
First Lien Term Loan A	2,001	26	—	37	2,064	—	193	—
First Lien Term Loan B	485	67	—	(164)	388	—	72	—
Common Shares	—	—	—	—	—	—	—	—
Instant Web Holdings, LLC								
Class A Common Units	—	—	—	—	—	—	—	—
Instant Web, LLC								
Revolving Loan	—	970	(649)	—	321	—	26	—
Priming Term Loan	—	458	—	11	469	—	36	—
First Lien Term Loan	—	39,802	—	(11,635)	28,167	—	3,314	—
First Lien Delayed Draw Term Loan	—	—	—	—	—	—	14	—
Language Education Holdings GP LLC								
Common Units	—	—	—	—	—	—	—	—
Language Education Holdings LP								
Ordinary Common Units	—	1,125	(1,125)	—	—	—	—	—
Lift Brands, Inc.								
Term Loan A	23,406	—	(236)	117	23,287	—	2,252	—
Term Loan B	5,156	235	—	(237)	5,154	—	545	—
Term Loan C	4,700	133	—	(101)	4,732	—	1,412	—
Longview Intermediate Holdings C, LLC								
Membership Units	15,127	—	—	8,868	23,995	—	—	—
Longview Power, LLC								
First Lien Term Loan	4,504	156	(1,391)	(921)	2,348	—	1,952	—
Mount Logan Capital Inc.								
Common Stock	3,404	—	—	(1,063)	2,341	—	—	54
SIMR, LLC								
First Lien Term Loan	16,000	1,447	(21,261)	3,814	—	(2,854)	804	—
SIMR Parent, LLC								
Class B Membership Units	—	—	(8,002)	8,002	—	(8,002)	—	—
Class W Membership Units	—	—	—	—	—	—	—	—

See accompanying notes to consolidated financial statements

(in thousands)

Non-Controlled, Affiliated Investments	Fair Value at December 31, 2021	Year Ended December 31, 2022 Gross Additions (Cost)(1)	Gross Reductions (Cost)(2)	Net Unrealized Gain (Loss)	Fair Value at December 31, 2022	Year Ended December 31, 2022 Net Realized Gain (Loss)	Interest Income(3)	Dividend Income
Snap Fitness Holdings, Inc.								
Class A Stock	3,131	—	—	1,992	5,123	—	—	—
Warrants	1,269	—	—	808	2,077	—	—	—
STATinMED, LLC								
First Lien Term Loan	—	9,472	(250)	(115)	9,107	—	719	—
Delayed Draw First Lien Term Loan	—	153	—	3	156	—	—	—
STATinMed Parent, LLC								
Class A Preferred Units	—	6,182	—	(1,652)	4,530	—	—	—
Class B Preferred Units	—	3,193	—	(3,059)	134	—	—	—
Totals	$ 81,490	$ 106,737	$ (57,874)	$ 13,523	$ 143,876	$ (21,530)	$ 12,069	$ 79

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

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

(3) Includes PIK interest income.

s. Investment determined to be a controlled investment as defined in the 1940 Act as the Company is deemed to exercise a controlling influence over the management or policies of the portfolio company due to beneficially owning, either directly or through one or more controlled companies, more than 25% of the outstanding voting securities of such portfolio company. Fair value as of December 31, 2021 and 2022, along with transactions during the year ended December 31, 2022 in these controlled investments, were as follows:

Controlled Investments	Fair Value at December 31, 2021	Year Ended December 31, 2022 Gross Additions (Cost)(1)	Gross Reductions (Cost)(2)	Net Unrealized Gain (Loss)	Fair Value at December 31, 2022	Year Ended December 31, 2022 Net Realized Gain (Loss)	Interest Income(3)	Dividend Income
CION/EagleTree Partners, LLC								
Senior Secured Note	$ 61,629	$ 2,718	$ (3,999)	$ —	$ 60,348	$ —	$ 8,531	$ —
Participating Preferred Shares	29,796	—	—	970	30,766	—	—	1,275
Common Shares	—	—	—	—	—	—	—	—
Totals	$ 91,425	$ 2,718	$ (3,999)	$ 970	$ 91,114	$ —	$ 8,531	$ 1,275

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

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

(3) Includes PIK interest income.

See accompanying notes to consolidated financial statements.

(in thousands)

t. As of December 31, 2022, the below investments contain a PIK interest provision whereby the issuer has either the option or the obligation to make interest payments with the issuance of additional securities. For certain investments, the borrower may toggle between cash and PIK interest payments.

		Interest Rate		
Portfolio Company	**Investment Type**	**Cash**	**PIK**	**All-in-Rate**
Adapt Laser Acquisition, Inc.	Senior Secured First Lien Debt	14.76%	2.00%	16.76%
American Clinical Solutions LLC	Senior Secured First Lien Debt	7.00%	4.27%	11.27%
American Consolidated Natural Resources, Inc.	Senior Secured First Lien Debt	17.33%	3.00%	20.33%
Ancile Solutions, Inc.	Senior Secured First Lien Debt	11.75%	3.00%	14.75%
Anthem Sports & Entertainment Inc.	Senior Secured First Lien Debt	11.48%	2.75%	14.23%
Cadence Aerospace, LLC	Senior Secured First Lien Debt	10.92%	2.00%	12.92%
CION/EagleTree Partners, LLC	Senior Secured Note	—	14.00%	14.00%
David's Bridal, LLC	Senior Secured First Lien Debt	9.28%	5.00%	14.28%
David's Bridal, LLC	Senior Secured First Lien Debt	1.00%	9.42%	10.42%
Deluxe Entertainment Services, Inc.	Senior Secured First Lien Debt	9.73%	1.50%	11.23%
Fusion Connect Inc.	Senior Secured First Lien Debt	11.69%	1.00%	12.69%
GSC Technologies Inc.	Senior Secured First Lien Debt	—	9.12%	9.12%
GSC Technologies Inc.	Senior Secured First Lien Debt	9.37%	5.00%	14.37%
Hilliard, Martinez & Gonzales, LLP	Senior Secured First Lien Debt	—	16.24%	16.24%
Homer City Generation, L.P.	Senior Secured First Lien Debt	—	15.00%	15.00%
Independent Pet Partners Intermediate Holdings, LLC	Senior Secured First Lien Debt	—	6.00%	6.00%
Independent Pet Partners Intermediate Holdings, LLC	Senior Secured First Lien Debt	—	13.00%	13.00%
Independent Pet Partners Intermediate Holdings, LLC	Senior Secured First Lien Debt	—	11.26%	11.26%
Independent Pet Partners Intermediate Holdings, LLC	Senior Secured First Lien Debt	—	14.42%	14.42%
Instant Web, LLC	Senior Secured First Lien Debt	—	11.38%	11.38%
Lucky Bucks Holdings LLC	Unsecured Note	—	12.50%	12.50%
Robert C. Hilliard, L.L.P.	Senior Secured First Lien Debt	—	16.24%	16.24%
Rogers Mechanical Contractors, LLC	Senior Secured First Lien Debt	11.70%	1.00%	12.70%
Service Compression, LLC	Senior Secured First Lien Debt	12.83%	2.00%	14.83%
Spinal USA, Inc. / Precision Medical Inc.	Senior Secured First Lien Debt	—	13.24%	13.24%
STATinMED, LLC	Senior Secured First Lien Debt	—	13.80%	13.80%
STATinMED, LLC	Senior Secured First Lien Debt	—	13.94%	13.94%
Trademark Global, LLC	Senior Secured First Lien Debt	7.07%	4.50%	11.57%
Trammell, P.C.	Senior Secured First Lien Debt	—	19.94%	19.94%
Vesta Holdings, LLC	Senior Secured First Lien Debt	—	21.50%	21.50%
Williams Industrial Services Group, Inc.	Senior Secured First Lien Debt	10.00%	2.75%	12.75%
WPLM Acquisition Corp.	Unsecured Note	—	15.00%	15.00%

u. As of December 31, 2022, the index rate for $2,096 and $1,943 was 1 Month LIBOR and 3 Month LIBOR, respectively.

v. [Reserved]

w. The interest rate on these loans is subject to 1 month LIBOR, which as of December 31, 2022 was 4.39%.

x. The interest rate on these loans is subject to 3 month LIBOR, which as of December 31, 2022 was 4.77%.

y. The interest rate on these loans is subject to 6 month LIBOR, which as of December 31, 2022 was 5.14%.

z. The interest rate on these loans is subject to 1 month SOFR, which as of December 31, 2022 was 4.36%.

aa. The interest rate on these loans is subject to 3 month SOFR, which as of December 31, 2022 was 4.59%.

See accompanying notes to consolidated financial statements.

Note 1. Organization and Principal Business

CĪON Investment Corporation, or the Company, was incorporated under the general corporation laws of the State of Maryland on August 9, 2011. On December 17, 2012, the Company successfully raised gross proceeds from unaffiliated outside investors of at least $2,500, or the minimum offering requirement, and commenced operations. The Company is an externally managed, non-diversified, closed-end management investment company that has elected to be regulated as a business development company, or BDC, under the 1940 Act. The Company elected to be treated for federal income tax purposes as a regulated investment company, or RIC, as defined under Subchapter M of the Internal Revenue Code of 1986, as amended, or the Code.

The Company's investment objective is to generate current income and, to a lesser extent, capital appreciation for investors. The Company's portfolio is comprised primarily of investments in senior secured debt, including first lien loans, second lien loans and unitranche loans, and, to a lesser extent, collateralized securities, structured products and other similar securities, unsecured debt, and equity, of private and thinly-traded U.S. middle-market companies.

The Company is managed by CION Investment Management, LLC, or CIM, a registered investment adviser and an affiliate of the Company. Pursuant to an investment advisory agreement with the Company, CIM oversees the management of the Company's activities and is responsible for making investment decisions for the Company's investment portfolio. On August 7, 2023, the board of directors of the Company, including a majority of the board of directors who are not interested persons, approved the renewal of the second amended and restated investment advisory agreement with CIM for a period of twelve months, commencing August 9, 2023. The Company and CIM previously engaged Apollo Investment Management, L.P., or AIM, a subsidiary of Apollo Global Management, Inc., or, together with its subsidiaries, Apollo, a leading global alternative investment manager, to act as the Company's investment sub-adviser.

On July 11, 2017, the members of CIM entered into a third amended and restated limited liability company agreement of CIM, or the Third Amended CIM LLC Agreement, for the purpose of creating a joint venture between AIM and CION Investment Group, LLC, or CIG, an affiliate of the Company. Under the Third Amended CIM LLC Agreement, AIM became a member of CIM and was issued a newly-created class of membership interests in CIM pursuant to which AIM, among other things, shares in the profits, losses, distributions and expenses of CIM with the other members in accordance with the terms of the Third Amended CIM LLC Agreement, which results in CIG and AIM each owning a 50% economic interest in CIM.

On July 10, 2017, the Company's independent directors unanimously approved the termination of the investment sub-advisory agreement with AIM, effective as of July 11, 2017. Although the investment sub-advisory agreement and AIM's engagement as the Company's investment sub-adviser were terminated, AIM continues to perform certain services for CIM and the Company. AIM is not paid a separate fee in exchange for such services, but is entitled to receive distributions as a member of CIM as described above.

On December 4, 2017, the members of CIM entered into a fourth amended and restated limited liability company agreement of CIM, or the Fourth Amended CIM LLC Agreement, under which AIM performs certain services for CIM, which include, among other services, providing (a) trade and settlement support; (b) portfolio and cash reconciliation; (c) market pipeline information regarding syndicated deals, in each case, as reasonably requested by CIM; and (d) monthly valuation reports and support for all broker-quoted investments. AIM may also, from time to time, provide the Company with access to potential investment opportunities made available on Apollo's credit platform on a similar basis as other third-party market participants. All of the Company's investment decisions are the sole responsibility of, and are made at the sole discretion of, CIM's investment committee, which consists entirely of CIG senior personnel.

On October 5, 2021, the Company's shares of common stock commenced trading on the New York Stock Exchange, or the NYSE, under the ticker symbol "CION", or the Listing. As a result, on October 5, 2021, the Company and CIM entered into the second amended and restated investment advisory agreement in order to implement the changes to the advisory fees payable from the Company to CIM that became effective upon the Listing that (i) reduced the annual base management fee, (ii) amended the structure of the subordinated incentive fee on income payable by the Company to CIM and reduced the hurdle and incentive fee rates, and (iii) reduced the incentive fee on capital gains payable by the Company to CIM (as described in further detail in Notes 2 and 4). On February 26, 2023, the Company's shares of common stock also listed and commenced trading on the Tel Aviv Stock Exchange Ltd., or the TASE, under the ticker symbol "CION".

Note 2. Summary of Significant Accounting Policies

Basis of Presentation and Consolidation

The accompanying unaudited consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles, or GAAP, for interim financial information and pursuant to the instructions for Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. For a more complete discussion of significant accounting policies and certain other information, the Company's interim unaudited consolidated financial statements should be read in conjunction with its audited consolidated financial statements as of December 31, 2022 and for the year then ended included in the Company's Annual Report on Form 10-K. Operating results for interim periods are not necessarily indicative of the results that may be expected for the full year ending December 31, 2023. The consolidated balance sheet and the consolidated schedule of investments as of December 31, 2022 and the consolidated statements of operations, changes in net assets, and cash flows for the year ended December 31, 2022 are derived from the 2022 audited consolidated financial statements and include the accounts of the Company's wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The Company does not consolidate its equity interest in CION/EagleTree Partners, LLC, or CION/EagleTree. See Note 7 for a description of the Company's investment in CION/EagleTree.

The Company evaluates subsequent events through the date that the consolidated financial statements are issued.

Recently Announced Accounting Pronouncements

In June 2022, the Financial Accounting Standards Board, or the FASB, issued ASU 2022-03, *Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions*, or ASU 2022-03, which clarifies the guidance when measuring the fair value of an equity security subject to contractual restrictions that prohibit the sale of an equity security and introduces new disclosure requirements for equity securities subject to contractual sale restrictions that are measured at fair value in accordance with Topic 820. ASU 2022-03 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2023. The Company is evaluating the potential impact that the adoption of this guidance will have on the Company's consolidated financial statements.

In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*, or ASU 2020-04, which provides optional expedients and exceptions for applying GAAP to contract modifications, hedging relationships and other transactions, subject to meeting certain criteria, that reference LIBOR or another reference rate expected to be discontinued because of the reference rate reform. ASU 2020-04 is effective for all entities as of March 12, 2020 through December 31, 2022. The expedients and exceptions provided by this guidance do not apply to contract modifications and hedging relationships entered into or evaluated after December 31, 2022. In December 2022, the FASB issued ASU No. 2022-06, *Reference Rate Reform (Topic 848): Deferral of the Sunset Date of Topic 848*, which deferred the sunset date of this guidance to December 31, 2024. The Company is evaluating the potential impact that the adoption of this guidance will have on the Company's consolidated financial statements.

Cash and Cash Equivalents

Cash and cash equivalents include cash in banks and highly liquid investments with original maturity dates of three months or less. The Company's cash and cash equivalents are held principally at one financial institution and at times may exceed insured limits. The Company periodically evaluates the creditworthiness of this institution and has not experienced any losses on such deposits.

Foreign Currency Translations

The accounting records of the Company are maintained in U.S. dollars. All assets and liabilities denominated in foreign currencies are translated into U.S. dollars based on the foreign exchange rate on the date of valuation. The Company does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Changes in the relationship of foreign currencies to the U.S. dollar can significantly affect the value of these investments and therefore the earnings of the Company.

Short Term Investments

Short term investments include an investment in a U.S. Treasury obligations fund, which seeks to provide current income and daily liquidity by purchasing U.S. Treasury securities and repurchase agreements that are collateralized by such securities. The Company had $116,934 and $10,869 of such investments at September 30, 2023 and December 31, 2022, respectively, which are included in investments, at fair value on the accompanying consolidated balance sheets and on the consolidated schedules of investments.

Income Taxes

The Company elected to be treated for federal income tax purposes as a RIC under Subchapter M of the Code. To qualify and maintain qualification as a RIC, the Company must, among other things, meet certain source of income and asset diversification requirements and distribute to shareholders, for each taxable year, at least 90% of the Company's "investment company taxable income", which is generally equal to the sum of the Company's net ordinary income plus the excess, if any, of realized net short-term capital gains over realized net long-term capital losses. If the Company continues to qualify as a RIC and continues to satisfy the annual distribution requirement, the Company will not be subject to corporate level federal income taxes on any income that the Company distributes to its shareholders. The Company intends to make distributions in an amount sufficient to maintain RIC status each year and to avoid any federal income taxes on income. The Company will also be subject to nondeductible federal excise taxes if the Company does not distribute at least 98.0% of net ordinary income, 98.2% of capital gains, if any, and any recognized and undistributed income from prior years for which it paid no federal income taxes.

Two of the Company's wholly-owned consolidated subsidiaries, View ITC, LLC and View Rise, LLC, or collectively the Taxable Subsidiaries, have elected to be treated as taxable entities for U.S. federal income tax purposes. As a result, the Taxable Subsidiaries are not consolidated with the Company for income tax purposes and may generate income tax expense or benefit, and the related tax assets and liabilities, as a result of their ownership of certain portfolio investments. The income tax expense or benefit, if any, and the related tax assets and liabilities, where material, are reflected in the Company's consolidated financial statements. There were no deferred tax assets or liabilities as of September 30, 2023 or December 31, 2022.

Book/tax differences relating to permanent differences are reclassified among the Company's capital accounts, as appropriate. Additionally, the tax character of distributions is determined in accordance with income tax regulations that may differ from GAAP (see Note 5).

Uncertainty in Income Taxes

The Company evaluates its tax positions to determine if the tax positions taken meet the minimum recognition threshold for the purposes of measuring and recognizing tax liabilities in the consolidated financial statements. Recognition of a tax benefit or liability with respect to an uncertain tax position is required only when the position is "more likely than not" to be sustained assuming examination by the taxing authorities. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expense in the consolidated statements of operations. The Company did not have any uncertain tax positions during the periods presented herein.

The Company is subject to examination by U.S. federal, New York State, New York City and Maryland income tax jurisdictions for 2020, 2021 and 2022.

Use of Estimates

The preparation of the consolidated financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period.

Actual results may materially differ from those estimates.

Valuation of Portfolio Investments

The fair value of the Company's investments is determined quarterly in good faith by the Company's board of directors pursuant to its consistently applied valuation procedures and valuation process in accordance with Accounting Standards Codification Topic 820, *Fair Value Measurements and Disclosure*, or ASC 820. In accordance with Rule 2a-5 of the 1940 Act, the Company's board of directors has designated CIM as the Company's "valuation designee." The Company's board of directors and the audit committee of the board of directors, the latter of which is comprised solely of independent directors, oversees the activities, methodology and processes of the valuation designee. ASC 820 defines fair value as the price that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 also establishes a three-tier fair value hierarchy that prioritizes and ranks the level of market price observability of inputs used in measuring investments at fair value. Inputs used to measure these fair values are classified into the following hierarchy:

Level 1 - Quoted prices in active markets for identical assets or liabilities, accessible by the Company at the measurement date.

Level 2 - Quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active, or other observable inputs other than quoted prices.

Level 3 - Unobservable inputs for the asset or liability. The inputs used in the determination of fair value may require significant management judgment or estimation. Such information may be the result of consensus pricing information or broker quotes that include a disclaimer that the broker would not be held to such a price in an actual transaction. The non-binding nature of consensus pricing and/or quotes accompanied by the disclaimer would result in classification as a Level 3 asset, assuming no additional corroborating evidence.

Market price observability is affected by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Based on the observability of the inputs used in the valuation techniques, the Company is required to provide disclosures on fair value measurements according to the fair value hierarchy. The level in the fair value hierarchy for each fair value measurement has been determined based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to each investment. The level assigned to the investment valuations may not be indicative of the risk or liquidity associated with investing in such investments. Because of the inherent uncertainties of valuation, the values reflected in the consolidated financial statements may differ materially from the value that would be received upon an actual sale of such investments. 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 that the Company ultimately realizes on these investments to materially differ from the valuations currently assigned.

A portion of the Company’s investments consist of debt securities that are traded on a private over-the-counter market for institutional investments. CIM attempts to obtain market quotations from at least two brokers or dealers for each investment (if available, otherwise from a principal market maker or a primary market dealer or other independent pricing service). CIM typically uses the average midpoint of the broker bid/ask price to determine fair value unless a different point within the range is more representative. Because of the private nature of this marketplace (meaning actual transactions are not publicly reported) and the non-binding nature of consensus pricing and/or quotes, the Company believes that these valuation inputs result in Level 3 classification within the fair value hierarchy. As these quotes are only indicative of fair value, CIM benchmarks the implied fair value yield and leverage against what has been observed in the market. If the implied fair value yield and leverage fall within the range of CIM's market pricing matrix, the quotes are deemed to be reliable and used to determine the investment's fair value.

Notwithstanding the foregoing, if in the reasonable judgment of CIM, the price of any investment held by the Company and determined in the manner described above does not accurately reflect the fair value of such investment, CIM will value such investment at a price that reflects such investment’s fair value and report such change in the valuation to the board of directors or its designee as soon as practicable. Investments that carry certain restrictions on sale will typically be valued at a discount from the public market value of the investment.

Any investments that are not publicly traded or for which a market price is not otherwise readily available are valued at a price that reflects its fair value. With respect to such investments, if CIM is unable to obtain market quotations, the investments are reviewed and valued using one or more of the following types of analyses:

i. Market comparable statistics and public trading multiples discounted for illiquidity, minority ownership and other factors for companies with similar characteristics.

ii. Valuations implied by third-party investments in the applicable portfolio companies.

iii. A benchmarking analysis to compare implied fair value and leverage to comparable market investments.

iv. Discounted cash flow analysis, including a terminal value or exit multiple.

Determination of fair value involves subjective judgments and estimates. Accordingly, these notes to the Company’s consolidated financial statements refer to the uncertainty with respect to the possible effect of such valuations, and any change in such valuations, on the Company’s consolidated financial statements. Below is a description of factors that CIM may consider when valuing the Company’s equity and debt investments where a market price is not readily available:

- the size and scope of a portfolio company and its specific strengths and weaknesses;
- prevailing interest rates for like securities;
- expected volatility in future interest rates;
- leverage;
- call features, put features, fees and other relevant terms of the debt;
- the borrower’s ability to adequately service its debt;
- the fair market value of the portfolio company in relation to the face amount of its outstanding debt;
- the quality of collateral securing the Company’s debt investments;
- multiples of earnings before interest, taxes, depreciation and amortization, or EBITDA, cash flows, net income, revenues or, in some cases, book value or liquidation value; and
- other factors deemed applicable.

All of these factors may be subject to adjustment based upon the particular circumstances of a portfolio company or the Company’s actual investment position. For example, adjustments to EBITDA may take into account compensation to previous owners, or acquisition, recapitalization, and restructuring expenses or other related or non-recurring items. The choice of analyses and the weight assigned to such factors may vary across investments and may change within an investment if events occur that warrant such a change.

When CIM uses the discounted cash flow model to value the Company's investments, such model deemed appropriate by CIM is prepared for the applicable investments and reviewed by designated members of CIM’s management team. Such models are prepared at least quarterly or on an as needed basis. The model uses the estimated cash flow projections for the underlying investments and an appropriate discount rate is determined based on the latest financial information available for the borrower, prevailing market trends, comparable analysis and other inputs. The model, key assumptions, inputs, and results are reviewed by designated members of CIM’s management team with final approval from the board of directors or its designee.

Consistent with the Company's valuation policy, the Company evaluates the source of inputs, including any markets in which the Company's investments are trading, in determining fair value.

The Company periodically benchmarks the broker quotes from the brokers or dealers against the actual prices at which the Company purchases and sells its investments. Based on the results of the benchmark analysis and the experience of the Company's management in purchasing and selling these investments, the Company believes that these quotes are reliable indicators of fair value. The Company may also use other methods to determine fair value for securities for which it cannot obtain market quotations through brokers or dealers, including the use of an independent valuation firm. Designated members of CIM's management team and the Company's board of directors or its designee review and approve the valuation determinations made with respect to these investments in a manner consistent with the Company's valuation process.

As a practical expedient, the Company uses net asset value, or NAV, as the fair value for its equity investment in CION/EagleTree. CION/EagleTree records its underlying investments at fair value on a quarterly basis in accordance with ASC 820.

Revenue Recognition

Securities transactions are accounted for on the trade date. The Company records interest and dividend income on an accrual basis beginning on the trade settlement date or the ex-dividend date, respectively, to the extent that the Company expects to collect such amounts. For investments in equity tranches of collateralized loan obligations, the Company records income based on the effective interest rate determined using the amortized cost and estimated cash flows, which is updated periodically. Loan origination fees, original issue discounts, or OID, and market discounts/premiums are recorded and such amounts are amortized as adjustments to interest income over the respective term of the loan using the effective interest rate method. Upon the prepayment of a loan or security, prepayment premiums, any unamortized loan origination fees, OID, or market discounts/premiums are recorded as interest income.

The Company may have investments in its investment portfolio that contain a PIK interest provision. PIK interest is accrued as interest income if the portfolio company valuation indicates that such PIK interest is collectible and recorded as interest receivable up to the interest payment date. On the interest payment dates, the Company will capitalize the accrued interest receivable attributable to PIK as additional principal due from the borrower. Additional PIK securities typically have the same terms, including maturity dates and interest rates, as the original securities. In order to maintain RIC status, substantially all of this income must be paid out to shareholders in the form of distributions, even if the Company has not collected any cash. For additional information on investments that contain a PIK interest provision, see the consolidated schedules of investments as of September 30, 2023 and December 31, 2022.

Loans and debt securities, including those that are individually identified as being impaired under Accounting Standards Codification 310, *Receivables*, or ASC 310, are generally placed on non-accrual status immediately if, in the opinion of management, principal or interest is not likely to be paid, or when principal or interest is past due 90 days or more. Interest accrued but not collected at the date a loan or security is placed on non-accrual status is reversed against interest income. Interest income is recognized on non-accrual loans or debt securities only to the extent received in cash. However, where there is doubt regarding the ultimate collectability of principal, cash receipts, whether designated as principal or interest, are thereafter applied to reduce the carrying value of the loan or debt security. Loans or securities are restored to accrual status only when interest and principal payments are brought current and future payments are reasonably assured.

Dividend income on preferred equity securities is recorded on an 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.

The Company may receive fees for capital structuring services that are fixed based on contractual terms, are normally paid at the closing of the investment, are generally non-recurring and non-refundable and are recognized as revenue when earned upon closing of the investment. The services that CIM provides vary by investment, but generally include reviewing existing credit facilities, arranging bank financing, arranging equity financing, structuring financing from multiple lenders, structuring financing from multiple equity investors, restructuring existing loans, raising equity and debt capital, and providing general financial advice, which concludes upon closing of the investment. In certain instances where the Company is invited to participate as a co-lender in a transaction and does not provide significant services in connection with the investment, a portion of loan fees paid to the Company in such situations will be deferred and amortized over the estimated life of the loan as interest income.

Other income includes amendment fees that are fixed based on contractual terms and are generally non-recurring and non-refundable and are recognized as revenue when earned upon closing of the transaction. Other income also includes fees for managerial assistance and other consulting services, loan guarantees, commitments, and other services rendered by the Company to its portfolio companies. Such fees are fixed based on contractual terms and are recognized as fee income when earned.

(in thousands, except share and per share amounts)

Net Realized Gains or Losses and Net Change in Unrealized Appreciation or Depreciation

Gains or losses on the sale of investments are calculated by using the weighted-average method. The Company measures realized gains or losses by the difference between the net proceeds from the sale and the weighted-average amortized cost of the investment, without regard to unrealized appreciation or depreciation previously recognized, but considering unamortized upfront fees. Net change in unrealized appreciation or depreciation reflects the change in portfolio investment values during the reporting period, including any reversal of previously recorded unrealized appreciation or depreciation when gains or losses are realized.

Capital Gains Incentive Fee

Pursuant to the terms of the investment advisory agreement the Company entered into with CIM, the incentive fee on capital gains earned on liquidated investments of the Company's investment portfolio during operations is determined and payable in arrears as of the end of each calendar year. Prior to October 5, 2021 and under the investment advisory agreement, such fee equaled 20% of the Company's incentive fee capital gains (i.e., the Company's realized capital gains on a cumulative basis from inception, calculated as of the end of each calendar year, computed net of all realized capital losses and unrealized capital depreciation on a cumulative basis), less the aggregate amount of any previously paid capital gains incentive fees. Pursuant to the second amended and restated investment advisory agreement, the incentive fee on capital gains was reduced to 17.5%, which became effective on October 5, 2021.

On a cumulative basis and to the extent that all realized capital losses and unrealized capital depreciation exceed realized capital gains as well as the aggregate realized net capital gains for which a fee has previously been paid, the Company would not be required to pay CIM a capital gains incentive fee. On a quarterly basis, the Company accrues for the capital gains incentive fee by calculating such fee as if it were due and payable as of the end of such period.

While the investment advisory agreement with CIM neither includes nor contemplates the inclusion of unrealized gains in the calculation of the capital gains incentive fee, pursuant to an interpretation of the American Institute for Certified Public Accountants, or AICPA, Technical Practice Aid for investment companies, the Company accrues capital gains incentive fees on unrealized gains. This accrual reflects the incentive fees that would be payable to CIM if the Company's entire investment portfolio was liquidated at its fair value as of the balance sheet date even though CIM is not entitled to an incentive fee with respect to unrealized gains unless and until such gains are actually realized.

Net Increase in Net Assets per Share

Net increase in net assets per share is calculated based upon the daily weighted average number of shares of common stock outstanding during the reporting period.

Distributions

Distributions to shareholders are recorded as of the record date. The amount paid as a distribution is declared by the Company's co-chief executive officers and ratified by the board of directors on a quarterly basis. Net realized capital gains, if any, are distributed at least annually.

Note 3. Share Transactions

The Company's initial continuous public offering commenced on July 2, 2012 and ended on December 31, 2015. The Company's follow-on continuous public offering commenced on January 25, 2016 and ended on January 25, 2019.

The following table summarizes transactions with respect to shares of the Company's outstanding common stock during the nine months ended September 30, 2023 and 2022 and the year ended December 31, 2022:

	Nine Months Ended September 30,				Year Ended December 31,	
	2023		2022		2022	
	Shares	Amount	Shares	Amount	Shares	Amount
Gross shares/proceeds from the offering	—	$ —	—	$ —	—	$ —
Reinvestment of distributions	—	—	—	—	—	—
Total gross shares/proceeds	—	—	—	—	—	—
Share repurchase program	(834,680)	(8,619)	(695,476)	(6,711)	(1,658,956)	(15,444)
Net shares/proceeds from share transactions	**(834,680)**	**$ (8,619)**	**(695,476)**	**$ (6,711)**	**(1,658,956)**	**$ (15,444)**

Since commencing its initial continuous public offering on July 2, 2012 and through September 30, 2023, the Company sold 54,464,804 shares of common stock for net proceeds of $1,136,244. The net proceeds include gross proceeds received from reinvested shareholder distributions of $237,451, for which the Company issued 13,523,489 shares of common stock, and gross proceeds paid for shares of common stock repurchased of $256,493, for which the Company repurchased 15,804,563 shares of common stock. As of September 30, 2023, 15,791,940 shares of common stock repurchased had been retired.

On September 15, 2023, the Company's shareholders approved a proposal that authorizes the Company to issue shares of its common stock at prices below the then current NAV per share of the Company’s common stock in one or more offerings for a 12-month period following such shareholder approval. As of September 30, 2023, the Company had not issued any such shares.

Distribution Reinvestment Plan

In connection with the Listing of its shares of common stock on the NYSE, on September 15, 2021, the Company terminated its previous fifth amended and restated distribution reinvestment plan, or the Old DRP. The final distribution reinvestment under the Old DRP was made as part of the regular monthly distribution paid on September 14, 2021 to shareholders of record as of September 13, 2021. On September 15, 2021, the Company adopted a new distribution reinvestment plan, or the New DRP, which became effective as of the Listing, and first applied to the reinvestment of distributions paid after October 5, 2021. For additional information regarding the terms of the New DRP, see Note 5.

Reverse Stock Split

Effective on September 21, 2021, every two shares of the Company's common stock then issued and outstanding were automatically combined into one share of the Company's common stock, with the number of then issued and outstanding shares reduced from 113,916,869 to 56,958,440. The reverse stock split amendment also provided that there was no change in the par value of $0.001 per share as a result of the reverse stock split. In addition, the reverse stock split did not modify the rights or preferences of the Company’s common stock.

Listing and Fractional Shares

On October 5, 2021, the Company's shares of common stock commenced trading on the NYSE under the ticker symbol “CION”. As approved by shareholders on September 7, 2021, the Listing was staggered such that (i) up to 1/3rd of shares held by all shareholders were available for trading upon Listing, (ii) up to 2/3rd of shares held by all shareholders were available for trading starting 180 days after Listing, or April 4, 2022, and (iii) all shares were available for trading starting 270 days after Listing, or July 5, 2022. The Company eliminated all then outstanding fractional shares of its common stock in connection with the Listing, as permitted by the Maryland General Corporation Law, on July 14, 2022. On February 26, 2023, the Company’s shares of common stock also listed and commenced trading on the TASE under the ticker symbol “CION”.

Pre-Listing Share Repurchase Program

Historically, the Company offered to repurchase shares on a quarterly basis on such terms as determined by the Company’s board of directors in its complete and absolute discretion unless, in the judgment of the independent directors of the Company’s board of directors, such repurchases would not have been in the best interests of the Company’s shareholders or would have violated applicable law.

On July 30, 2021, the Company's board of directors, including the independent directors, determined to suspend the Company's share repurchase program commencing with the third quarter of 2021 in anticipation of the Listing and the concurrent enhanced liquidity the Listing was expected to provide. The share repurchase program ultimately terminated upon the Listing and the Company does not expect to implement a new quarterly share repurchase program in the future.

Historically, the Company generally limited the number of shares to be repurchased during any calendar year to the number of shares it could have repurchased with the proceeds it received from the issuance of shares pursuant to the Old DRP. At the discretion of the Company’s board of directors, it could have also used cash on hand, cash available from borrowings and cash from liquidation of investments as of the end of the applicable period to repurchase shares. The Company offered to repurchase such shares at a price equal to the estimated net asset value per share on each date of repurchase.

Any periodic repurchase offers were subject in part to the Company’s available cash and compliance with the BDC and RIC qualification and diversification rules promulgated under the 1940 Act and the Code, respectively.

(in thousands, except share and per share amounts)

Post-Listing Share Repurchase Policy

On September 15, 2021, the Company's board of directors, including the independent directors, approved a share repurchase policy authorizing the Company to repurchase up to $50 million of its outstanding common stock after the Listing. On June 24, 2022, the Company's board of directors, including the independent directors, increased the amount of shares of the Company's common stock that may be repurchased under the share repurchase policy by $10 million to up to an aggregate of $60 million. Under the share repurchase policy, the Company may purchase shares of its common stock through various means such as open market transactions, including block purchases, and privately negotiated transactions. The number of shares repurchased and the timing, manner, price and amount of any repurchases will be determined at the Company's discretion. Factors include, but are not limited to, share price, trading volume and general market conditions, along with the Company's general business conditions. The policy may be suspended or discontinued at any time and does not obligate the Company to acquire any specific number of shares of its common stock.

On August 29, 2023, as part of the share repurchase policy, the Company entered into a trading plan with an independent broker, Wells Fargo Securities, LLC, or Wells Fargo, in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, based in part on historical trading data with respect to the Company's shares. The 10b5-1 trading plan permits common stock to be repurchased at a time that the Company might otherwise be precluded from doing so under insider trading laws or self-imposed trading restrictions. The 10b5-1 trading plan expires on August 29, 2024, and is subject to price, market volume and timing restrictions.

The following table summarizes the share repurchases completed during the year ended December 31, 2022 and the nine months ended September 30, 2023:

Three Months Ended	Repurchase Date	Shares Repurchased	Percentage of Shares Tendered That Were Repurchased	Repurchase Price Per Share	Aggregate Consideration for Repurchased Shares
2022					
March 31, 2022	N/A	—	N/A	N/A	$ —
June 30, 2022	N/A	—	N/A	N/A	—
September 30, 2022	N/A	695,476	N/A	$ 9.65	6,711
December 31, 2022	N/A	963,480	N/A	9.06	8,733
Total for the year ended December 31, 2022		**1,658,956**			**$ 15,444**
2023					
March 31, 2023	N/A	338,029	N/A	$ 10.63	$ 3,592
June 30, 2023	N/A	328,628	N/A	9.81	3,226
September 30, 2023	N/A	168,023	N/A	10.71	1,801
Total for the nine months ended September 30, 2023		**834,680**			**$ 8,619**

From October 1, 2023 to November 3, 2023, the Company repurchased 165,317 shares of common stock under the 10b5-1 trading plan for an aggregate purchase price of $1,669, or an average purchase price of $10.10 per share. As of November 3, 2023, 15,936,682 shares of common stock repurchased by the Company had been retired.

(in thousands, except share and per share amounts)

Note 4. Transactions with Related Parties

For the three and nine months ended September 30, 2023 and 2022 and the year ended December 31, 2022, fees and other expenses incurred by the Company related to CIM and its affiliates were as follows:

Entity	Capacity	Description	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022	Year Ended December 31, 2022
CIM	Investment adviser	Management fees(1)	$ 6,741	$ 6,942	$ 19,963	$ 20,436	$ 27,361
CIM	Investment adviser	Incentive fees(1)	6,362	5,421	17,662	13,645	18,710
CIM	Administrative services provider	Administrative services expense(1)	996	733	2,743	2,234	3,348
			$ 14,099	$ 13,096	$ 40,368	$ 36,315	$ 49,419

(1) Amounts charged directly to operations.

The Company has entered into an investment advisory agreement with CIM. On August 7, 2023, the board of directors of the Company, including a majority of the board of directors who are not interested persons, approved the renewal of the second amended and restated investment advisory agreement with CIM for a period of twelve months, commencing August 9, 2023. Pursuant to the investment advisory agreement in effect prior to the Listing, CIM was paid an annual base management fee equal to 2.0% of the average value of the Company’s gross assets, less cash and cash equivalents, and an incentive fee based on the Company’s performance, as described below. Pursuant to the second amended and restated investment advisory agreement, which was effective upon the Listing on October 5, 2021, the annual base management fee was reduced to 1.5% of the average value of the Company’s gross assets (including cash pledged as collateral for the Company’s secured financing arrangements, but excluding other cash and cash equivalents so that investors do not pay the base management fee on such assets), to the extent that the Company’s asset coverage ratio is greater than or equal to 200% (i.e., $1 of debt outstanding for each $1 of equity); provided that, the annual base management fee will be reduced further to 1.0% for any such gross assets purchased with leverage resulting in the Company’s asset coverage ratio dropping below 200%. On December 30, 2021, shareholders approved a proposal to reduce the Company’s asset coverage ratio to 150%. As a result, commencing on December 31, 2021, the Company is required to maintain asset coverage for its senior securities of 150% (i.e., $2 of debt outstanding for each $1 of equity) rather than 200%. The base management fee is payable quarterly in arrears and is calculated based on the two most recently completed calendar quarters.

The incentive fee consists of two parts. The first part, which is referred to as the subordinated incentive fee on income, is calculated and payable quarterly in arrears based on “pre-incentive fee net investment income” for the immediately preceding quarter and was subject to a hurdle rate, measured quarterly and expressed as a rate of return on adjusted capital, as defined in the investment advisory agreement in effect prior to the Listing, equal to 1.875% per quarter, or an annualized rate of 7.5%. Under the investment advisory agreement in effect prior to the Listing, the Company paid to CIM 100% of pre-incentive fee net investment income once the hurdle rate was exceeded until the annualized rate of 9.375% was exceeded, at which point the Company paid to CIM 20% of all pre-incentive fee net investment income that exceeded the annualized rate of 9.375%. Under the amended and restated investment advisory agreement also in effect prior to the Listing, the change to the calculation of the subordinated incentive fee payable to CIM that expresses the hurdle rate required for CIM to earn, and be paid, the incentive fee as a percentage of the Company's net assets rather than adjusted capital was implemented. Under the second amended and restated investment advisory agreement, the hurdle rate was reduced to 1.625% per quarter, or an annualized rate of 6.5%, and the Company pays to CIM 100% of pre-incentive fee net investment income once the hurdle rate is exceeded until the annualized rate of 7.879% is exceeded, at which point the Company pays to CIM 17.5% of all pre-incentive fee net investment income. These changes to the subordinated incentive fee on income were effective upon the Listing, except for the change to the calculation of the subordinated incentive fee payable to CIM that replaced adjusted capital with the Company's net assets, which was effective on August 10, 2021. For the three months ended September 30, 2023 and 2022, the Company recorded subordinated incentive fees on income of $6,362 and $5,421, respectively. For the nine months ended September 30, 2023 and 2022, the Company recorded subordinated incentive fees on income of $17,662 and $13,645, respectively. As of September 30, 2023 and December 31, 2022, the liabilities recorded for subordinated incentive fees were $6,362 and $5,065, respectively. The second part of the incentive fee, which is referred to as the capital gains incentive fee, is described in Note 2.

The Company accrues the capital gains incentive fee based on net realized gains and net unrealized appreciation; however, under the terms of the investment advisory agreement, the fee payable to CIM is based on net realized gains and unrealized depreciation and no such fee is payable with respect to unrealized appreciation unless and until such appreciation is actually realized. For the three and nine months ended September 30, 2023 and 2022 and the year ended December 31, 2022, the Company had no liability for and did not record any capital gains incentive fees.

On April 1, 2018, the Company entered into an administration agreement with CIM pursuant to which CIM furnishes the Company with administrative services including accounting, investor relations and other administrative services necessary to conduct its day-to-day operations. CIM is reimbursed for administrative expenses it incurs on the Company's behalf in performing its obligations, provided that such reimbursement is for the lower of CIM's actual costs or the amount that the Company would have been required to pay for comparable administrative services in the same geographic location. Such costs are reasonably allocated to the Company on the basis of assets, revenues, time records or other reasonable methods. The Company does not reimburse CIM for any services for which it receives a separate fee or for rent, depreciation, utilities, capital equipment or other administrative items allocated to a person with a controlling interest in CIM. On August 7, 2023, the board of directors of the Company, including a majority of the board of directors who are not interested persons, approved the renewal of the administration agreement with CIM for a period of twelve months commencing August 9, 2023.

On January 30, 2013, the Company entered into the expense support and conditional reimbursement agreement with CIG, whereby CIG agreed to provide expense support to the Company in an amount that was sufficient to: (1) ensure that no portion of the Company's distributions to shareholders was paid from its offering proceeds or borrowings, and/or (2) reduce the Company's operating expenses until it achieved economies of scale sufficient to ensure that the Company bore a reasonable level of expense in relation to its investment income. On December 16, 2015, the Company further amended and restated the expense support and conditional reimbursement agreement for purposes of including AIM as a party to the agreement. On January 2, 2018, the Company entered into an expense support and conditional reimbursement agreement with CIM for purposes of, among other things, replacing CIG and AIM with CIM as the expense support provider pursuant to the terms of the expense support and conditional reimbursement agreement.

Pursuant to the expense support and conditional reimbursement agreement, the Company had a conditional obligation to reimburse CIM for any amounts funded by CIM under such agreement (i) if expense support amounts funded by CIM exceeded operating expenses incurred during any fiscal quarter, (ii) if the sum of the Company's net investment income for tax purposes, net capital gains and the amount of any dividends and other distributions paid to the Company on account of investments in portfolio companies (to the extent not included in net investment income or net capital gains for tax purposes) exceeded the distributions paid by the Company to shareholders, and (iii) during any fiscal quarter that occurred within three years of the date on which CIM funded such amount. The obligation to reimburse CIM for any expense support provided by CIM under such agreement was further conditioned by the following: (i) in the period in which reimbursement was sought, the ratio of operating expenses to average net assets, when considering the reimbursement, could not have exceeded the ratio of operating expenses to average net assets, as defined, for the period when the expense support was provided; (ii) in the period when reimbursement was sought, the annualized distribution rate could not have fallen below the annualized distribution rate for the period when the expense support was provided; and (iii) the expense support could have only been reimbursed within three years from the date the expense support was provided.

Expense support, if any, was determined as appropriate to meet the objectives of the expense support and conditional reimbursement agreement. On December 31, 2021, the Company and CIM allowed the expense support and conditional reimbursement agreement to expire in accordance with its terms. There was no unreimbursed expense support funded by CIM upon such expiration. The specific amount of expense support provided by CIM, if any, was determined at the end of each quarter. See Note 5 for additional information on the sources of the Company's distributions. The Company did not record any obligation to repay expense support from CIM and the Company did not repay any expense support to CIM during the three and nine months ended September 30, 2023 and 2022 or the year ended December 31, 2022.

As of September 30, 2023 and December 31, 2022, the total liability payable to CIM and its affiliates was $14,167 and $13,692, respectively, which primarily related to fees earned by CIM during the three months ended September 30, 2023 and December 31, 2022, respectively.

In the event that CIM undertakes to provide investment advisory services to other clients in the future, it will strive to allocate investment opportunities in a fair and equitable manner consistent with the Company's investment objective and strategies so that the Company will not be disadvantaged in relation to any other client of the investment adviser or its senior management team. However, it is currently possible that some investment opportunities will be provided to other clients of CIM rather than to the Company.

Indemnifications

The investment advisory agreement, the administration agreement and the dealer manager agreement each provide certain indemnifications from the Company to the other relevant parties to such agreements. The Company's maximum exposure under these agreements is unknown. However, the Company has not experienced claims or losses pursuant to these agreements and believes the risk of loss related to such indemnifications to be remote.

(in thousands, except share and per share amounts)

Note 5. Distributions

From February 1, 2014 through July 17, 2017, the Company’s board of directors authorized and declared on a monthly basis a weekly distribution amount per share of common stock. On July 18, 2017, the Company's board of directors authorized and declared on a quarterly basis a weekly distribution amount per share of common stock. Effective September 28, 2017, the Company's board of directors delegated to management the authority to determine the amount, record dates, payment dates and other terms of distributions to shareholders, which will be ratified by the board of directors, each on a quarterly basis. Beginning on March 19, 2020, management changed the timing of declaring distributions from quarterly to monthly and temporarily suspended the payment of distributions to shareholders commencing with the month ended April 30, 2020, whether in cash or pursuant to the Old DRP. On July 15, 2020, the board of directors determined to recommence the payment of distributions to shareholders in August 2020. On September 15, 2021, management changed the timing of declaring and paying regular distributions to shareholders from monthly to quarterly commencing with the fourth quarter of 2021. Distributions in respect of future quarters will be evaluated by management and the board of directors based on circumstances and expectations existing at the time of consideration. Declared distributions are paid quarterly.

The Company’s board of directors ratified distributions for 5 and 4 record dates during the year ended December 31, 2022 and the nine months ended September 30, 2023, respectively.

The following table presents distributions per share that were declared during the year ended December 31, 2022 and the nine months ended September 30, 2023:

	Distributions	
Three Months Ended	**Per Share**	**Amount**
2022		
March 31, 2022 (one record date)	$ 0.28	$ 15,948
June 30, 2022 (one record date)	0.28	15,949
September 30, 2022 (one record date)	0.31	17,604
December 31, 2022 (two record dates)	0.58	32,074
Total distributions for the year ended December 31, 2022	**$ 1.45**	**$ 81,575**
2023		
March 31, 2023 (one record date)	$ 0.34	$ 18,687
June 30, 2023 (one record date)	0.34	18,614
September 30, 2023 (two record dates)	0.39	21,276
Total distributions for the nine months ended September 30, 2023	**$ 1.07**	**$ 58,577**

On August 7, 2023, the Company’s co-chief executive officers declared a supplemental distribution of $0.05 per share for both the third and fourth quarters of 2023, paid on October 16, 2023 and payable on January 15, 2024, respectively, to shareholders of record as of September 29, 2023 and December 29, 2023, respectively.

On November 6, 2023, the Company’s co-chief executive officers declared a regular quarterly distribution of $0.34 per share for the fourth quarter of 2023, payable on December 15, 2023 to shareholders of record as of December 1, 2023.

In connection with the Listing of its shares of common stock on the NYSE, on September 15, 2021, the Company terminated the Old DRP. The final distribution reinvestment under the Old DRP was made as part of the regular monthly distribution paid on September 14, 2021 to shareholders of record as of September 13, 2021. On September 15, 2021, the Company adopted the New DRP, which became effective as of the Listing and first applied to the reinvestment of distributions paid on December 8, 2021.

Under the Old DRP and prior to the Listing, distributions to participating shareholders who “opted in” to the Old DRP were reinvested in additional shares of the Company's common stock at a purchase price equal to the estimated net asset value per share of common stock as of the date of issuance.

(in thousands, except share and per share amounts)

Upon the Listing, all shareholders were automatically enrolled in the New DRP and will receive distributions as declared by the Company in additional shares of its common stock unless such shareholder affirmatively elects to receive an entire distribution in cash by notifying (i) such shareholder's financial adviser; or (ii) if such shareholder has a registered account maintained at the Company's transfer agent, the plan administrator. With respect to distributions to participating shareholders under the New DRP, the Company reserves the right to either issue new shares or cause the plan administrator to purchase shares in the open market in connection with implementation of the New DRP. Unless the Company, in its sole discretion, otherwise directs DST Asset Management Solutions, Inc., the plan administrator, (A) if the per share "market price" (as defined in the New DRP) is equal to or greater than the estimated net asset value per share on the payment date for the distribution, then the Company will issue shares at the greater of (i) the estimated net asset value or (ii) 95% of the market price, or (B) if the market price is less than the estimated net asset value, then, in the Company's sole discretion, (i) shares will be purchased in open market transactions for the accounts of participating shareholders to the extent practicable, or (ii) the Company will issue shares at the estimated net asset value. Pursuant to the terms of the New DRP, the number of shares to be issued to a participating shareholder will be determined by dividing the total dollar amount of the distribution payable to a participating shareholder by the price per share at which the Company issues such shares; provided, however, that shares purchased in open market transactions by the plan administrator will be allocated to a participating shareholder based on the weighted average purchase price, excluding any brokerage charges or other charges, of all shares purchased in the open market with respect to such distribution.

If a shareholder receives distributions in the form of common stock pursuant to the New DRP, such shareholder generally will be subject to the same federal, state and local tax consequences as if they elected to receive distributions in cash. If the Company's common stock is trading at or below net asset value, a shareholder receiving distributions in the form of additional common stock will be treated as receiving a distribution in the amount of cash that such shareholder would have received if they had elected to receive the distribution in cash. If the Company's common stock is trading above net asset value, a shareholder receiving distributions in the form of additional common stock will be treated as receiving a distribution in the amount of the fair market value of the Company's common stock. The shareholder's basis for determining gain or loss upon the sale of common stock received in a distribution will be equal to the total dollar amount of the distribution payable to the shareholder. Any stock received in a distribution will have a holding period for tax purposes commencing on the day following the day on which the shares of common stock are credited to the shareholder's account.

The following table below provides information concerning the Company's repurchases of shares of its common stock in the open market during the three months ended September 30, 2023 pursuant to the New DRP in order to satisfy the reinvestment portion of the Company's distributions:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
July 1 to July 31, 2023	—	$ —	—	—
August 1 to August 31, 2023	—	—	—	—
September 1 to September 30, 2023	160,383	11.10	160,383	(1)
Total	160,383	$ 11.10	160,383	(1)

(1) See description above.

The Company may fund its distributions to shareholders from any sources of funds available to the Company, including borrowings, net investment income from operations, capital gains proceeds from the sale of assets, non-capital gains proceeds from the sale of assets, and dividends or other distributions paid to it on account of preferred and common equity investments in portfolio companies. Any such distributions can only be sustained if the Company maintains positive investment performance in future periods. There can be no assurances that the Company will maintain such performance in order to sustain these distributions or be able to pay distributions at all. On December 31, 2021, the Company and CIM allowed the expense support and conditional reimbursement agreement to expire in accordance with its terms. As a result, CIM has no obligation to provide expense support to the Company in future periods. The Company has not established limits on the amount of funds it may use from available sources to make distributions.

The following table reflects the sources of distributions on a GAAP basis that the Company has declared on its shares of common stock during the nine months ended September 30, 2023 and 2022 and the year ended December 31, 2022:

	Nine Months Ended September 30,						Year Ended December 31,		
	2023			2022			2022		
Source of Distribution	**Per Share**	**Amount**	**Percentage**	**Per Share**	**Amount**	**Percentage**	**Per Share**	**Amount**	**Percentage**
Net investment income	$ 1.07	$ 58,577	100.0 %	$ 0.87	$ 49,501	100.0 %	$ 1.45	$ 81,575	100.0 %
Total distributions	$ 1.07	$ 58,577	100.0 %	$ 0.87	$ 49,501	100.0 %	$ 1.45	$ 81,575	100.0 %

(in thousands, except share and per share amounts)

It is the Company's policy to comply with all requirements of the Code applicable to RICs and to distribute at least 90% of its taxable income to its shareholders. In addition, by distributing during each calendar year at least 90% of its “investment company taxable income”, which is generally equal to the sum of the Company’s net ordinary income plus the excess, if any, of realized net short-term capital gains over realized net long-term capital losses, the Company intends not to be subject to corporate level federal income tax. Accordingly, no federal income tax provision was required for the year ended December 31, 2022. The Company will also be subject to nondeductible federal excise taxes of 4% if the Company does not distribute at least 98.0% of net ordinary income, 98.2% of capital gains, if any, and any recognized and undistributed income from prior years for which it paid no federal income taxes.

Income and capital gain distributions are determined in accordance with the Code and federal tax regulations, which may differ from amounts determined in accordance with GAAP. These book/tax differences, which could be material, are primarily due to differing treatments of income and gains on various investments held by the Company. Permanent book/tax differences result in reclassifications to capital in excess of par value, accumulated undistributed net investment income and accumulated undistributed realized gain on investments.

The determination of the tax attributes of the Company’s distributions is made annually as of the end of the Company’s fiscal year based upon the Company’s taxable income for the full year and distributions paid for the full year. The tax characteristics of distributions to shareholders are reported to shareholders annually on Form 1099-DIV. All distributions for 2022 were characterized as ordinary income distributions for federal income tax purposes.

The tax components of accumulated earnings or losses for the current year will be determined at year end. As of December 31, 2022, the components of accumulated losses on a tax basis were as follows:

	December 31, 2022
Undistributed ordinary income	$ 8,543
Other accumulated losses(1)	(77,942)
Net unrealized depreciation on investments	(91,091)
Total accumulated losses	**$ (160,490)**

(1) Includes short term capital loss carryforwards of $7,233 and long term capital loss carryforwards of $66,284.

As of September 30, 2023, the aggregate gross unrealized appreciation for all securities in which there was an excess of value over tax cost was $35,367; the aggregate gross unrealized depreciation for all securities in which there was an excess of tax cost over value was $142,260; the net unrealized depreciation was $106,893; and the aggregate cost of securities for Federal income tax purposes was $1,951,770.

As of December 31, 2022, the aggregate gross unrealized appreciation for all securities in which there was an excess of value over tax cost was $31,155; the aggregate gross unrealized depreciation for all securities in which there was an excess of tax cost over value was $122,246; the net unrealized depreciation was $91,091; and the aggregate cost of securities for Federal income tax purposes was $1,851,121.

Note 6. Investments

The composition of the Company’s investment portfolio as of September 30, 2023 and December 31, 2022 at amortized cost and fair value was as follows:

	September 30, 2023			December 31, 2022		
	Cost(1)	Fair Value	Percentage of Investment Portfolio	Cost(1)	Fair Value	Percentage of Investment Portfolio
Senior secured first lien debt	$ 1,529,434	$ 1,481,498	85.7 %	$ 1,638,995	$ 1,579,512	90.3 %
Senior secured second lien debt	41,196	36,114	2.1 %	41,036	38,769	2.2 %
Collateralized securities and structured products - equity	2,424	1,224	0.1 %	2,687	1,179	0.1 %
Unsecured debt	34,640	14,631	0.8 %	30,427	22,643	1.3 %
Equity	171,194	194,476	11.3 %	79,595	107,058	6.1 %
Subtotal/total percentage	**1,778,888**	**1,727,943**	**100.0 %**	**1,792,740**	**1,749,161**	**100.0 %**
Short term investments(2)	116,934	116,934		10,869	10,869	
Total investments	**$ 1,895,822**	**$ 1,844,877**		**$ 1,803,609**	**$ 1,760,030**	

(1) Cost represents the original cost adjusted for the amortization of premiums and/or accretion of discounts, as applicable, for debt investments and cost for equity investments.

(2) Short term investments represent an investment in a fund that invests in highly liquid investments with average original maturity dates of three months or less.

(in thousands, except share and per share amounts)

The following tables show the composition of the Company's investment portfolio by industry classification and geographic dispersion, and the percentage, by fair value, of the total investment portfolio assets in such industries and geographies as of September 30, 2023 and December 31, 2022:

	September 30, 2023		December 31, 2022	
Industry Classification	**Investments at Fair Value**	**Percentage of Investment Portfolio**	**Investments at Fair Value**	**Percentage of Investment Portfolio**
Services: Business	$ 292,366	16.8 %	$ 336,055	19.2 %
Healthcare & Pharmaceuticals	233,292	13.5 %	237,082	13.6 %
Media: Diversified & Production	124,271	7.2 %	134,927	7.7 %
Media: Advertising, Printing & Publishing	113,476	6.6 %	105,375	6.0 %
Construction & Building	109,283	6.3 %	46,007	2.6 %
Services: Consumer	105,805	6.1 %	115,849	6.6 %
Retail	101,301	5.9 %	74,718	4.3 %
Chemicals, Plastics & Rubber	82,501	4.8 %	66,753	3.8 %
Diversified Financials	81,093	4.7 %	99,819	5.7 %
Energy: Oil & Gas	73,837	4.3 %	68,756	3.9 %
Consumer Goods: Durable	59,890	3.5 %	60,735	3.5 %
Beverage, Food & Tobacco	52,414	3.0 %	45,396	2.6 %
Capital Equipment	48,142	2.8 %	41,580	2.4 %
Consumer Goods: Non-Durable	43,089	2.5 %	47,886	2.8 %
Banking, Finance, Insurance & Real Estate	38,125	2.2 %	43,836	2.5 %
High Tech Industries	33,762	2.0 %	56,501	3.2 %
Hotel, Gaming & Leisure	27,158	1.6 %	46,739	2.7 %
Containers, Packaging & Glass	19,404	1.1 %	19,551	1.1 %
Telecommunications	18,311	1.1 %	18,302	1.1 %
Metals & Mining	15,733	0.9 %	15,780	0.9 %
Environmental Industries	15,375	0.9 %	—	—
Automotive	14,471	0.8 %	16,255	0.9 %
Aerospace & Defense	12,681	0.7 %	38,842	2.2 %
Transportation: Cargo	12,163	0.7 %	12,417	0.7 %
Subtotal/total percentage	**1,727,943**	**100.0 %**	**1,749,161**	**100.0 %**
Short term investments	116,934		10,869	
Total investments	**$ 1,844,877**		**$ 1,760,030**	

	September 30, 2023		December 31, 2022	
Geographic Dispersion(1)	**Investments at Fair Value**	**Percentage of Investment Portfolio**	**Investments at Fair Value**	**Percentage of Investment Portfolio**
United States	$ 1,711,830	99.1 %	$ 1,739,866	99.5 %
Canada	13,950	0.8 %	7,452	0.4 %
Cayman Islands	1,224	0.1 %	1,179	0.1 %
Bermuda	939	—	664	—
Subtotal/total percentage	**1,727,943**	**100.0 %**	**1,749,161**	**100.0 %**
Short term investments	116,934		10,869	
Total investments	**$ 1,844,877**		**$ 1,760,030**	

(1) The geographic dispersion is determined by the portfolio company's country of domicile.

As of September 30, 2023 and December 31, 2022, investments on non-accrual status represented 1.0% and 1.3%, respectively, of the Company's investment portfolio on a fair value basis.

The Company's investment portfolio may contain senior secured investments that are in the form of lines of credit, delayed draw term loans, revolving credit facilities, or unfunded commitments, which may require the Company to provide funding when requested in accordance with the terms of the underlying agreements. As of September 30, 2023 and December 31, 2022, the Company's unfunded commitments amounted to $59,170 and $71,420, respectively. As of November 3, 2023, the Company's unfunded commitments amounted to $57,644. Since these commitments may expire without being drawn upon, unfunded commitments do not necessarily represent future cash requirements or future earning assets for the Company. Refer to Note 11 for further details on the Company's unfunded commitments.

Note 7. Joint Venture

CION/EagleTree Partners, LLC

On December 21, 2021, the Company formed CION/EagleTree, an off-balance sheet joint venture partnership with ET-BC Debt Opportunities, LP, or ET-BC, which is an affiliate of EagleTree Capital, LP, or EagleTree. EagleTree made a Firm-level investment with proprietary capital. CION/EagleTree jointly pursues debt and equity opportunities, as well as special situation, crossover, subordinated and other junior capital investments that leverages the Company's and EagleTree's combined sourcing and portfolio management capabilities.

The Company contributed a portfolio of second lien loans and equity investments and ET-BC contributed proprietary Firm-level cash in exchange for 85% and 15%, respectively, of the senior secured notes, participating preferred equity, and common share interests of CION/EagleTree. The Company and ET-BC are not required to make any additional capital contributions to CION/EagleTree. The Company's equity investment in CION/EagleTree is not redeemable. All portfolio and other material decisions regarding CION/EagleTree must be submitted to its board of managers, which is comprised of four members, two of whom were selected by the Company and the other two were selected by ET-BC. Further, all portfolio and other material decisions require the affirmative vote of at least one board member from the Company and one board member from ET-BC.

The Company also serves as administrative agent to CION/EagleTree to provide servicing functions and other administrative services. In certain cases, these servicing functions and other administrative services may be performed by CIM.

On December 21, 2021, CION/EagleTree issued senior secured notes of $61,629 to the Company and $10,875 to ET-BC, or the CION/EagleTree Notes. The CION/EagleTree Notes bear interest at a fixed rate of 14.0% per year and are secured by a first priority security interest in all of the assets of CION/EagleTree. The obligations of CION/EagleTree under the CION/EagleTree Notes are non-recourse to the Company.

In accordance with ASU 2015-02, *Consolidation*, the Company determined that CION/EagleTree is not a variable interest entity, or VIE, as the Company is not the primary beneficiary and therefore does not consolidate CION/EagleTree. The Company's maximum exposure to losses from CION/EagleTree is limited to its investment in CION/EagleTree.

(in thousands, except share and per share amounts)

The following table sets forth the individual investments in CION/EagleTree's portfolio as of September 30, 2023:

Portfolio Company	Interest(a)	Maturity	Industry	Principal/ Par Amount/ Units	Cost(b)	Fair Value
Senior Secured First Lien Debt						
Berlitz Holdings, Inc.(e)	S+900, 1.00% SOFR Floor	2/14/2025	Services: Business	$ 1,200	$ 1,149	$ 1,182
Community Tree Service, LLC(f)	S+1100, 1.00% SOFR Floor	6/17/2027	Construction & Building	459	459	458
Total Senior Secured First Lien Debt					1,608	1,640
Senior Secured Second Lien Debt						
Access CIG, LLC(f)	S+775, 0.00% SOFR Floor	2/27/2026	Services: Business	7,250	7,227	7,111
MedPlast Holdings, Inc.(e)	S+775, 0.00% SOFR Floor	7/2/2026	Healthcare & Pharmaceuticals	6,750	6,239	6,632
Total Senior Secured Second Lien Debt					13,466	13,743
Collateralized Securities and Structured Products - Equity						
Ivy Hill Middle Market Credit Fund VIII, Ltd. Subordinated Loan(c)	11.84% Estimated Yield	2/2/2026	Diversified Financials	10,000	9,720	9,165
Total Collateralized Securities and Structured Products - Equity					9,720	9,165
Equity						
American Clinical Solutions LLC, Class A Membership Interests(d)			Healthcare & Pharmaceuticals	6,030,384 Units	5,200	5,910
Anthem Sports and Entertainment Inc., Class A Preferred Stock Warrants(d)			Media: Diversified & Production	1,469 Units	486	1,482
Anthem Sports and Entertainment Inc., Class B Preferred Stock Warrants(d)			Media: Diversified & Production	255 Units	—	173
Anthem Sports and Entertainment Inc., Common Stock Warrants(d)			Media: Diversified & Production	4,746 Units	—	—
BCP Great Lakes II - Series A Holdings LP, Partnership Interests (4.2% ownership)			Diversified Financials	N/A	13,275	12,978
Carestream Health Holdings, Inc., Common Stock(d)			Healthcare & Pharmaceuticals	613,262 Units	21,759	20,943
CHC Medical Partners, Inc., Series C Preferred Stock, 12% Dividend			Healthcare & Pharmaceuticals	2,727,273 Units	8,136	9,818
CTS Ultimate Holdings LLC, Class A Preferred Units(d)			Construction & Building	3,578,701 Units	1,000	823
Dayton HoldCo, LLC, Membership Units(d)			Construction & Building	37,264 Units	8,400	14,537
HDNet Holdco LLC, Preferred Unit Call Option(d)			Media: Diversified & Production	1 Unit	—	85
HW Ultimate Holdings, LP, Class A Membership Units, 4% Dividend(g)			Capital Equipment	2,000,000 Units	2,082	—
Language Education Holdings GP LLC, Common Units(d)			Services: Business	133,333 Units	—	—
Language Education Holdings LP, Ordinary Common Units(d)			Services: Business	133,333 Units	300	503
Skillsoft Corp., Class A Common Stock(d)			High Tech Industries	12,171 Units	2,000	216
Spinal USA, Inc. / Precision Medical Inc., Warrants(d)			Healthcare & Pharmaceuticals	20,667,324 Units	—	—
Total Equity					62,638	67,468
Short Term Investments						
First American Treasury Obligations Fund, Class Z Shares					498	498
Total Short Term Investments					498	498
TOTAL INVESTMENTS					$ 87,930	$ 92,514

a. The actual SOFR rate for each loan listed may not be the applicable SOFR rate as of September 30, 2023, as the loan may have been priced or repriced based on a SOFR rate prior to or subsequent to September 30, 2023.

b. Represents amortized cost for debt securities and cost for equity investments.

c. The CLO subordinated notes are considered equity positions in the CLO vehicles and are not rated. Equity investments are entitled to recurring distributions, which are generally equal to the remaining cash flow of the payments made by the underlying vehicle's securities less contractual payments to debt holders and expenses. The estimated yield indicated is based upon a current projection of the amount and timing of these recurring distributions and the estimated amount of repayment of principal upon termination. Such projections are periodically reviewed and adjusted, and the estimated yield may not ultimately be realized.

d. Non-income producing security.

e. The interest rate on these loans is subject to 1 month SOFR, which as of September 30, 2023 was 5.32%.

f. The interest rate on these loans is subject to 3 month SOFR, which as of September 30, 2023 was 5.40%.

g. Investment or a portion thereof was on non-accrual status as of September 30, 2023.

(in thousands, except share and per share amounts)

The following table sets forth the individual investments in CION/EagleTree's portfolio as of December 31, 2022:

Portfolio Company	Interest(a)	Maturity	Industry	Principal/ Par Amount/ Units	Cost(b)	Fair Value
Senior Secured First Lien Debt						
Berlitz Holdings, Inc.(g)	S+900, 1.00% SOFR Floor	2/14/2025	Services: Business	$ 1,200	$ 1,125	$ 1,146
Community Tree Service, LLC(h)	S+850, 1.00% SOFR Floor	6/17/2027	Construction & Building	499	499	489
Future Pak, LLC(e)	L+800, 2.00% LIBOR Floor	7/2/2024	Healthcare & Pharmaceuticals	1,395	1,382	1,372
Total Senior Secured First Lien Debt					3,006	3,007
Senior Secured Second Lien Debt						
Access CIG, LLC(f)	L+775, 0.00% LIBOR Floor	2/27/2026	Services: Business	7,250	7,220	6,933
Dayton Superior Corp.(e)	L+700, 2.00% LIBOR Floor	12/4/2024	Construction & Building	1,010	1,010	1,007
MedPlast Holdings, Inc.(e)	L+775, 0.00% LIBOR Floor	7/2/2026	Healthcare & Pharmaceuticals	6,750	6,135	6,337
Zest Acquisition Corp.(e)	L+700, 1.00% LIBOR Floor	3/14/2026	Healthcare & Pharmaceuticals	15,000	14,820	14,175
Total Senior Secured Second Lien Debt					29,185	28,452
Collateralized Securities and Structured Products - Equity						
Ivy Hill Middle Market Credit Fund VIII, Ltd. Subordinated Loan(c)	11.84% Estimated Yield	2/2/2026	Diversified Financials	10,000	9,874	9,523
Total Collateralized Securities and Structured Products - Equity					9,874	9,523
Equity						
American Clinical Solutions LLC, Class A Membership Interests(d)			Healthcare & Pharmaceuticals	6,030,384 Units	5,200	3,618
Anthem Sports and Entertainment Inc., Class A Preferred Stock Warrants(d)			Media: Diversified & Production	1,469 Units	486	1,881
Anthem Sports and Entertainment Inc., Class B Preferred Stock Warrants(d)			Media: Diversified & Production	255 Units	—	187
Anthem Sports and Entertainment Inc., Common Stock Warrants(d)			Media: Diversified & Production	4,746 Units	—	580
BCP Great Lakes II - Series A Holdings LP, Partnership Interests (4.2% ownership)			Diversified Financials	N/A	11,436	11,058
Carestream Health Holdings, Inc., Common Stock(d)			Healthcare & Pharmaceuticals	613,262 Units	21,759	21,544
CHC Medical Partners, Inc., Series C Preferred Stock, 12% Dividend			Healthcare & Pharmaceuticals	2,727,273 Units	7,891	8,877
CTS Ultimate Holdings LLC, Class A Preferred Units(d)			Construction & Building	3,578,701 Units	1,000	859
Dayton HoldCo, LLC, Membership Units(d)			Construction & Building	37,264 Units	8,400	15,334
HDNet Holdco LLC, Preferred Unit Call Option(d)			Media: Diversified & Production	1 Unit	—	185
HW Ultimate Holdings, LP, Class A Membership Units, 4% Dividend			Capital Equipment	2,000,000 Units	2,082	130
Language Education Holdings GP LLC, Common Units(d)			Services: Business	133,333 Units	—	—
Language Education Holdings LP, Ordinary Common Units(d)			Services: Business	133,333 Units	300	427
Skillsoft Corp., Class A Common Stock(d)			High Tech Industries	243,425 Units	2,000	316
Spinal USA, Inc. / Precision Medical Inc., Warrants(d)			Healthcare & Pharmaceuticals	20,667,324 Units	—	—
Total Equity					60,554	64,996
TOTAL INVESTMENTS					$ 102,619	$ 105,978

a. The actual LIBOR rate for each loan listed may not be the applicable LIBOR rate as of December 31, 2022, as the loan may have been priced or repriced based on a LIBOR rate prior to or subsequent to December 31, 2022. The actual SOFR rate for each loan listed may not be the applicable SOFR rate as of December 31, 2022, as the loan may have been priced or repriced based on a SOFR rate prior to or subsequent to December 31, 2022.

b. Represents amortized cost for debt securities and cost for equity investments.

c. The CLO subordinated notes are considered equity positions in the CLO vehicles and are not rated. Equity investments are entitled to recurring distributions, which are generally equal to the remaining cash flow of the payments made by the underlying vehicle's securities less contractual payments to debt holders and expenses. The estimated yield indicated is based upon a current projection of the amount and timing of these recurring distributions and the estimated amount of repayment of principal upon termination. Such projections are periodically reviewed and adjusted, and the estimated yield may not ultimately be realized.

d. Non-income producing security.

e. The interest rate on these loans is subject to 1 month LIBOR, which as of December 31, 2022 was 4.39%.

f. The interest rate on these loans is subject to 3 month LIBOR, which as of December 31, 2022 was 4.77%.

g. The interest rate on these loans is subject to 1 month SOFR, which as of December 31, 2022 was 4.36%.

h. The interest rate on these loans is subject to 3 month SOFR, which as of December 31, 2022 was 4.59%.

(in thousands, except share and per share amounts)

The following table includes selected balance sheet information for CION/EagleTree as of September 30, 2023 and December 31, 2022:

Selected Balance Sheet Information:	**September 30, 2023**	**December 31, 2022**
Investments, at fair value (amortized cost of $87,930 and $102,619, respectively)	$ 92,514	$ 105,978
Cash and other assets	661	2,476
Receivable for investments sold and repaid	247	—
Dividend receivable on investments	360	225
Interest receivable on investments	286	301
Total assets	$ 94,068	$ 108,980
Senior secured notes (net of unamortized debt issuance costs of $76 and $94, respectively)	$ 64,426	$ 70,904
Other liabilities	181	1,881
Total liabilities	64,607	72,785
Members' capital	29,461	36,195
Total liabilities and members' capital	$ 94,068	$ 108,980

The following table includes selected statement of operations information for CION/EagleTree for the three and nine months ended September 30, 2023 and 2022 and for the year ended December 31, 2022:

	Three Months Ended September 30,		**Nine Months Ended September 30,**		**Year Ended December 31,**
Selected Statement of Operations Information:	**2023**	**2022**	**2023**	**2022**	**2022**
Total investment income	$ 1,777	$ 4,237	$ 4,840	$ 7,960	$ 9,653
Total expenses	2,541	2,860	7,799	8,382	11,120
Net realized (loss) gain on investments	(177)	10,153	(1)	10,153	9,947
Net change in unrealized appreciation (depreciation) on investments	780	(3,050)	1,226	(3,203)	(5,839)
Net (decrease) increase in net assets	$ (161)	$ 8,480	$ (1,734)	$ 6,528	$ 2,641

(in thousands, except share and per share amounts)

Note 8. Financing Arrangements

The following table presents summary information with respect to the Company's outstanding financing arrangements as of September 30, 2023:

Financing Arrangement	Type of Financing Arrangement	Rate	Amount Outstanding	Amount Available	Maturity Date
JPM Credit Facility	Term Loan Credit Facility	SOFR+3.20%	$ 600,000	$ 75,000	May 15, 2025
2026 Notes(1)	Note Purchase Agreement	4.50%	125,000	—	February 11, 2026
UBS Facility	Repurchase Agreement	SOFR+3.525%	122,500	27,500	November 19, 2024
Series A Notes	Israel Public Bond Offering	SOFR+3.82%	80,712	—	August 31, 2026
2022 More Term Loan	Term Loan Facility Agreement	SOFR+3.50%	50,000	—	April 27, 2027
2021 More Term Loan(2)	Term Loan Facility Agreement	5.20%	30,000	—	September 30, 2024
			$ 1,008,212	$ 102,500	

(1) As of September 30, 2023, the fair value of the 2026 Notes was $125,000, which was based on a yield analysis and discount rate commensurate with the market yields for similar types of debt. The fair value of these debt obligations would be categorized as Level 3 under ASC 820 as of September 30, 2023.

(2) As of September 30, 2023, the fair value of the 2021 More Term Loan was $29,850, which was based on a yield analysis and discount rate commensurate with the market yields for similar types of debt. The fair value of these debt obligations would be categorized as Level 3 under ASC 820 as of September 30, 2023.

JPM Credit Facility

On August 26, 2016, 34th Street entered into a senior secured credit facility with JPM. The senior secured credit facility with JPM, or the JPM Credit Facility, provided for borrowings in an aggregate principal amount of $150,000, of which $25,000 could have been funded as a revolving credit facility, each subject to conditions described in the JPM Credit Facility. On August 26, 2016, 34th Street drew down $57,000 of borrowings under the JPM Credit Facility.

On September 30, 2016, July 11, 2017, November 28, 2017 and May 23, 2018, 34th Street amended and restated the JPM Credit Facility, or the Amended JPM Credit Facility, with JPM. Under the Amended JPM Credit Facility entered into on September 30, 2016, the aggregate principal amount available for borrowings was increased from $150,000 to $225,000, of which $25,000 could have been funded as a revolving credit facility, subject to conditions described in the Amended JPM Credit Facility. Under the Amended JPM Credit Facility entered into on July 11, 2017 and November 28, 2017, certain immaterial administrative amendments were made as a result of the termination of AIM as the Company's investment sub-adviser as discussed in Note 1. Under the Amended JPM Credit Facility entered into on May 23, 2018, (i) the aggregate principal amount available for borrowings was increased from $225,000 to $275,000, of which $25,000 could have been funded as a revolving credit facility, subject to conditions described in the Amended JPM Credit Facility, (ii) the reinvestment period was extended until August 24, 2020 and (iii) the maturity date was extended to August 24, 2021.

On May 15, 2020, 34th Street amended and restated the Amended JPM Credit Facility, or the Second Amended JPM Credit Facility, with JPM in order to fully repay all amounts outstanding under the Company's prior Citibank Credit Facility and MS Credit Facility and repay $100,000 of advances outstanding under the UBS Facility (as described below). Under the Second Amended JPM Credit Facility, the aggregate principal amount available for borrowings was increased from $275,000 to $700,000, of which $75,000 may be funded as a revolving credit facility, subject to conditions described in the Second Amended JPM Credit Facility, during the reinvestment period. Under the Second Amended JPM Credit Facility, the reinvestment period was extended until May 15, 2022 and the maturity date was extended to May 15, 2023. Advances under the Second Amended JPM Credit Facility bore interest at a floating rate equal to the three-month LIBOR, plus a spread of 3.25% per year.

On February 26, 2021, 34th Street amended and restated the Second Amended JPM Credit Facility, or the Third Amended JPM Credit Facility, with JPM. Under the Third Amended JPM Credit Facility, the aggregate principal amount available for borrowings was reduced from $700,000 to $575,000, subject to conditions described in the Third Amended JPM Credit Facility. In addition, under the Third Amended JPM Credit Facility, the reinvestment period was extended from May 15, 2022 to May 15, 2023 and the maturity date was extended from May 15, 2023 to May 15, 2024. Advances under the Third Amended JPM Credit Facility bore interest at a floating rate equal to the three-month LIBOR, plus a spread of 3.10% per year. 34th Street incurred certain customary costs and expenses in connection with the Third Amended JPM Credit Facility. No other material terms of the Second Amended JPM Credit Facility were revised in connection with the Third Amended JPM Credit Facility.

(in thousands, except share and per share amounts)

On March 28, 2022, 34th Street entered into a First Amendment to the Third Amended JPM Credit Facility with JPM, or the JPM First Amendment. Under the JPM First Amendment, the aggregate principal amount available for borrowings was increased from $575,000 to $675,000, subject to conditions described in the JPM First Amendment. Additional advances of up to $100,000 under the JPM First Amendment bore interest at a floating rate equal to the three-month SOFR, plus a credit spread of 3.10% per year, and a LIBOR to SOFR credit spread adjustment of 0.15%. 34^{th} Street incurred certain customary costs and expenses in connection with the JPM First Amendment. No other material terms of the Third Amended JPM Credit Facility were revised in connection with the JPM First Amendment.

On May 15, 2023, 34th Street entered into a Second Amendment to the Third Amended JPM Credit Facility with JPM, or the JPM Second Amendment. Under the JPM Second Amendment, the aggregate principal amount available for borrowings remained unchanged of up to $675,000 but all such advances bear interest at a floating rate equal to the three-month SOFR, plus a credit spread of 3.05% per year, and a LIBOR to SOFR credit spread adjustment of 0.15%. The reinvestment period was extended from May 15, 2023 to May 15, 2024 and the maturity date was extended from May 15, 2024 to May 15, 2025. Also under the JPM Second Amendment, the amount of minimum borrowings required was reduced by $50,000 to $550,000 with a six-month non-call provision. 34^{th} Street incurred certain customary costs and expenses in connection with the JPM Second Amendment. No other material terms of the Third Amended JPM Credit Facility were revised in connection with the JPM Second Amendment.

Interest is payable quarterly in arrears. 34th Street may prepay advances pursuant to the terms and conditions of the Third Amended JPM Credit Facility and the JPM Second Amendment, subject to a 1.0% premium in certain circumstances. In addition, 34th Street will be subject to a non-usage fee of 1.0% per year on the amount, if any, of the aggregate principal amount available under the Third Amended JPM Credit Facility and the JPM Second Amendment that has not been borrowed through May 14, 2024. The non-usage fees, if any, are payable quarterly in arrears.

As of September 30, 2023 and December 31, 2022, the aggregate principal amount outstanding on the Third Amended JPM Credit Facility and the JPM Second Amendment was $600,000 and $610,000, respectively. The carrying amount outstanding under the Third Amended JPM Credit Facility and the JPM Second Amendment approximates its fair value.

The Company contributed loans and other corporate debt securities to 34th Street in exchange for 100% of the membership interests of 34th Street, and may contribute additional loans and other corporate debt securities to 34th Street in the future. 34th Street's obligations to JPM under the Third Amended JPM Credit Facility and the JPM Second Amendment are secured by a first priority security interest in all of the assets of 34th Street. The obligations of 34th Street under the Third Amended JPM Credit Facility and the JPM Second Amendment are non-recourse to the Company, and the Company's exposure under the Third Amended JPM Credit Facility and the JPM Second Amendment is limited to the value of the Company's investment in 34th Street.

In connection with the Third Amended JPM Credit Facility and the JPM Second Amendment, 34th Street made certain representations and warranties and is required to comply with a borrowing base requirement, various covenants, reporting requirements and other customary requirements for similar facilities. As of and for the three months ended September 30, 2023, 34th Street was in compliance with all covenants and reporting requirements.

Through September 30, 2023, the Company incurred debt issuance costs of $13,790 in connection with obtaining and amending the JPM Credit Facility, which were recorded as a direct reduction to the outstanding balance of the Third Amended JPM Credit Facility and the JPM Second Amendment, which is included in the Company's consolidated balance sheet as of September 30, 2023 and will amortize to interest expense over the term of the Third Amended JPM Credit Facility and the JPM Second Amendment. At September 30, 2023, the unamortized portion of the debt issuance costs was $3,225.

On October 27, 2023, the Company repaid $25,000 under the Third Amended JPM Credit Facility and the JPM Second Amendment.

For the three and nine months ended September 30, 2023 and 2022 and the year ended December 31, 2022, the components of interest expense, average borrowings, and weighted average interest rate for the JPM Second Amendment and the Third Amended JPM Credit Facility were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,		Year Ended December 31,
	2023	**2022**	**2023**	**2022**	**2022**
Stated interest expense	$ 13,193	$ 7,906	$ 37,568	$ 18,669	$ 29,254
Amortization of deferred financing costs	501	576	1,597	1,637	2,214
Non-usage fee	192	188	552	451	617
Total interest expense	**$ 13,886**	**$ 8,670**	**$ 39,717**	**$ 20,757**	**$ 32,085**
Weighted average interest rate(1)	8.64 %	5.32 %	8.34 %	4.33 %	4.99 %
Average borrowings	$ 600,000	$ 601,739	$ 602,198	$ 584,066	$ 590,603

(1) Includes the stated interest expense and non-usage fee on the unused portion of the JPM Second Amendment and the Third Amended JPM Credit Facility and is annualized for periods covering less than one year.

2026 Notes

On February 11, 2021, the Company entered into a Note Purchase Agreement with certain purchasers, or the Note Purchase Agreement, in connection with the Company's issuance of $125,000 aggregate principal amount of its 4.50% senior unsecured notes due in 2026, or the 2026 Notes. The net proceeds to the Company were approximately $122,300, after the deduction of placement agent fees and other financing expenses, which the Company used to repay debt under its secured financing arrangements.

The 2026 Notes mature on February 11, 2026. The 2026 Notes bear interest at a rate of 4.50% per year payable semi-annually on February 11th and August 11th of each year, which commenced on August 11, 2021. The Company has the right to, at its option, redeem all or a part that is not less than 10% of the 2026 Notes (i) on or before February 11, 2024, at a redemption price equal to 100% of the principal amount of 2026 Notes to be redeemed plus an applicable "make-whole" amount equal to (x) the discounted value of the remaining scheduled payments with respect to the principal of such 2026 Note that is to be prepaid or becomes due and payable pursuant to the Note Purchase Agreement over (y) the amount of such called principal, plus accrued and unpaid interest, if any, (ii) after February 11, 2024 but on or before February 11, 2025, at a redemption price equal to 102% of the principal amount of the 2026 Notes to be redeemed, plus accrued and unpaid interest, if any, (iii) after February 11, 2025 but on or before August 11, 2025, at a redemption price equal to 101% of the principal amount of the 2026 Notes to be redeemed, plus accrued and unpaid interest, if any, and (iv) after August 11, 2025, at a redemption price equal to 100% of the principal amount of the 2026 Notes to be redeemed, plus accrued and unpaid interest, if any. For any redemptions occurring on or before February 11, 2024, the discounted value portion of the "make whole amount" is calculated by applying a discount rate on the same periodic basis as that on which interest on the 2026 Notes is payable equal to the sum of 0.50% plus the yield to maturity of the most recently issued U.S. Treasury securities having a maturity equal to the remaining average life of the 2026 Notes, or if there are no such U.S. Treasury securities, using such implied yield to maturity determined in accordance with the terms of the Note Purchase Agreement.

The 2026 Notes are general unsecured obligations of the Company that rank pari passu with all existing and future unsecured unsubordinated indebtedness issued by the Company, rank effectively junior to any of the Company's secured indebtedness (including unsecured indebtedness that the Company later secures) to the extent of the value of the assets securing such indebtedness, and rank structurally junior to all existing and future indebtedness (including trade payables) incurred by certain of the Company's subsidiaries, financing vehicles or similar facilities.

The Note Purchase Agreement contains other terms and conditions, including, without limitation, affirmative and negative covenants such as (i) information reporting, (ii) maintenance of the Company's status as a BDC, (iii) minimum shareholders' equity of 60% of the Company's net asset value as of the year ended December 31, 2020 plus 50% of the net cash proceeds of the sale of certain equity interests by the Company after February 11, 2021, if any, (iv) a minimum asset coverage ratio of not less than 150%, (v) a minimum interest coverage ratio of 1.25 to 1.00 and (vi) an unencumbered asset coverage ratio of 1.25 to 1.00, provided that (a) first lien senior secured loans and cash represent more than 65% of the total value of unencumbered assets used by the Company for purposes of the ratio and (b) equity interests or structured products in the aggregate represent less than 15% of the total value of unencumbered assets used by the Company for purposes of the ratio. As of and for the three months ended September 30, 2023, the Company was in compliance with all covenants and reporting requirements.

The Note Purchase Agreement also contains a "most favored lender" provision in favor of the purchasers in respect of any new unsecured credit facilities, loans or indebtedness in excess of $25,000 incurred by the Company, which indebtedness contains a financial covenant not contained in, or more restrictive against the Company than those contained, in the Note Purchase Agreement. In addition, the Note Purchase Agreement contains customary events of default with customary cure and notice periods, including, without limitation, nonpayment, incorrect representation in any material respect, breach of covenant, cross-default under other indebtedness or derivative securities of the Company in an outstanding aggregate principal amount of at least $25,000, certain judgments and orders, and certain events of bankruptcy.

As of September 30, 2023, the aggregate principal amount of 2026 Notes outstanding was $125,000.

Through September 30, 2023, the Company incurred debt issuance costs of $2,669 in connection with issuing the 2026 Notes, which were recorded as a direct reduction to the outstanding balance of the 2026 Notes, which is included in the Company's consolidated balance sheet as of September 30, 2023 and will amortize to interest expense over the term of the 2026 Notes. At September 30, 2023, the unamortized portion of the debt issuance costs was $1,263.

(in thousands, except share and per share amounts)

For the three and nine months ended September 30, 2023 and 2022 and for the year ended December 31, 2022, the components of interest expense, average borrowings, and weighted average interest rate for the 2026 Notes were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,		Year Ended December 31,
	2023	**2022**	**2023**	**2022**	**2022**
Stated interest expense	$ 1,407	$ 1,406	$ 4,219	$ 4,234	$ 5,600
Amortization of deferred financing costs	135	135	399	399	533
Total interest expense	**$ 1,542**	**$ 1,541**	**$ 4,618**	**$ 4,633**	**$ 6,133**
Weighted average interest rate(1)	4.50 %	4.50 %	4.50 %	4.50 %	4.50 %
Average borrowings	$ 125,000	$ 125,000	$ 125,000	$ 125,000	$ 125,000

(1) Includes the stated interest expense on the 2026 Notes and is annualized for periods covering less than one year.

UBS Facility

On May 19, 2017, the Company, through two newly-formed, wholly-owned, special-purpose financing subsidiaries, entered into a financing arrangement with UBS pursuant to which up to $125,000 was made available to the Company.

Pursuant to the financing arrangement, assets in the Company's portfolio may be contributed from time to time to Murray Hill Funding II through Murray Hill Funding, LLC, or Murray Hill Funding, each a newly-formed, wholly-owned, special-purpose financing subsidiary of the Company. On May 19, 2017, the Company contributed assets to Murray Hill Funding II. The assets held by Murray Hill Funding II secure the obligations of Murray Hill Funding II under Class A-1 Notes, or the Notes, issued by Murray Hill Funding II. Pursuant to an Indenture, dated May 19, 2017, between Murray Hill Funding II and U.S. Bank National Association, or U.S. Bank, as trustee, or the Indenture, the aggregate principal amount of Notes that may be issued by Murray Hill Funding II from time to time was $192,308. Murray Hill Funding purchased the Notes issued by Murray Hill Funding II at a purchase price equal to their par value. Murray Hill Funding makes capital contributions to Murray Hill Funding II to, among other things, maintain the value of the portfolio of assets held by Murray Hill Funding II.

Principal on the Notes will be due and payable on the stated maturity date of May 19, 2027. Pursuant to the Indenture, Murray Hill Funding II made certain representations and warranties and is required to comply with various covenants, reporting requirements and other customary requirements for similar transactions. The Indenture contains events of default customary for similar transactions, including, without limitation: (a) the failure to make principal payments on the Notes at their stated maturity or any earlier redemption date or to make interest payments on the Notes and such failure is not cured within three business days; (b) the failure to disburse amounts in accordance with the priority of payments and such failure is not cured within three business days; and (c) the occurrence of certain bankruptcy and insolvency events with respect to Murray Hill Funding II or Murray Hill Funding. As of and for the three months ended September 30, 2023, Murray Hill Funding II was in compliance with all covenants and reporting requirements.

Murray Hill Funding, in turn, entered into a repurchase transaction with UBS, pursuant to the terms of a Global Master Repurchase Agreement and the related Annex and Master Confirmation thereto, each dated May 19, 2017, or collectively, the UBS Facility. Pursuant to the UBS Facility, on May 19, 2017 and June 19, 2017, UBS purchased Notes held by Murray Hill Funding for an aggregate purchase price equal to 65% of the principal amount of Notes purchased. Subject to certain conditions, the maximum principal amount of Notes that may be purchased under the UBS Facility was $192,308. Accordingly, the aggregate maximum amount payable to Murray Hill Funding under the UBS Facility would not exceed $125,000. Murray Hill Funding was required to repurchase the Notes sold to UBS under the UBS Facility by no later than May 19, 2020. The repurchase price paid by Murray Hill Funding to UBS will be equal to the purchase price paid by UBS for the repurchased Notes (giving effect to any reductions resulting from voluntary partial prepayment(s)). The financing fee under the UBS Facility was equal to the three-month LIBOR plus a spread of up to 3.50% per year for the relevant period.

On December 1, 2017, Murray Hill Funding II amended and restated the Indenture, or the Amended Indenture, pursuant to which the aggregate principal amount of Notes that may be issued by Murray Hill Funding II was increased from $192,308 to $266,667. On December 1, 2017, Murray Hill Funding entered into a First Amended and Restated Master Confirmation to the Global Master Repurchase Agreement, or the Amended Master Confirmation, which sets forth the terms of the repurchase transaction between Murray Hill Funding and UBS under the UBS Facility. As part of the Amended Master Confirmation, on December 15, 2017 and April 2, 2018, UBS purchased the increased aggregate principal amount of Notes held by Murray Hill Funding for an aggregate purchase price equal to 75% of the principal amount of Notes issued. As a result of the Amended Master Confirmation, the aggregate maximum amount payable to Murray Hill Funding and made available to the Company under the UBS Facility was increased from $125,000 to $200,000. No other material terms of the UBS Facility were revised in connection with the amended UBS Facility, or the Amended UBS Facility.

On May 19, 2020, Murray Hill Funding entered into a Second Amended and Restated Master Confirmation to the Global Master Repurchase Agreement, or the Second Amended Master Confirmation, which extended the date that Murray Hill Funding will be required to repurchase the Notes sold to UBS under the Amended UBS Facility from May 19, 2020 to November 19, 2020, and increased the spread on the financing fee from 3.50% to 3.90% per year.

On May 19, 2020, Murray Hill Funding also repurchased Notes in the aggregate principal amount of $133,333 from UBS for an aggregate repurchase price of $100,000, which was then repaid by Murray Hill Funding II. The repurchase of the Notes on May 19, 2020 resulted in a repayment of one-half of the outstanding amount of borrowings under the Amended UBS Facility as of May 19, 2020. As of December 31, 2020, Notes remained outstanding in the aggregate principal amount of $133,333, which was purchased by Murray Hill Funding from Murray Hill Funding II and subsequently sold to UBS under the Amended UBS Facility for aggregate proceeds of $100,000.

On November 12, 2020, Murray Hill Funding entered into a Third Amended and Restated Master Confirmation to the Global Master Repurchase Agreement, or the Third Amended Master Confirmation, to further extend the date that Murray Hill Funding will be required to repurchase the Notes to December 18, 2020.

On December 17, 2020, Murray Hill Funding entered into a Fourth Amended and Restated Master Confirmation to the Global Master Repurchase Agreement, or the Fourth Amended Master Confirmation, which further extended the date that Murray Hill Funding will be required to repurchase the Notes sold to UBS under the Amended UBS Facility from December 18, 2020 to November 19, 2023, and decreased the spread on the financing fee from 3.90% to 3.375% per year. No other material terms of the Amended UBS Facility were revised in connection with the Fourth Amended Master Confirmation.

On December 17, 2020, Murray Hill Funding also entered into a Revolving Credit Note Agreement, or the Revolving Note Agreement, with Murray Hill Funding II, UBS and U.S. Bank, as note agent and trustee, which provides for a revolving credit facility in an aggregate principal amount of $50,000, subject to compliance with a borrowing base. Murray Hill Funding II will issue Class A-R Notes, or the Class A-R Notes, in exchange for advances under the Revolving Note Agreement. Principal on the Class A-R Notes will be due and payable on the stated maturity date of May 19, 2027, which is the same stated maturity date as the Notes.

The Class A-R Notes will be issued pursuant to a Second Amended and Restated Indenture, dated December 17, 2020, between Murray Hill Funding II and U.S. Bank, as trustee, or the Second Amended Indenture. Under the Second Amended Indenture, the aggregate principal amount of Notes and Class A-R Notes that may be issued by Murray Hill Funding II from time to time is $150,000. Murray Hill Funding, in turn, entered into a repurchase transaction with UBS pursuant to the terms of the related Annex and Master Confirmation, dated December 17, 2020, to the Global Master Repurchase Agreement, dated May 19, 2017, related to the Class A-R Notes. Murray Hill Funding was required to repurchase the Class A-R Notes that will be sold to UBS by no later than November 19, 2023. The financing fee for the funded Class A-R Notes was equal to the three-month LIBOR plus a spread of 3.375% per year while the financing fee for the unfunded Class A-R Notes is equal to 0.75% per year.

On June 14, 2023, Murray Hill Funding entered into with UBS (i) a Fifth Amended and Restated Master Confirmation (Class A-1 Notes) to the Global Master Repurchase Agreement, or the Fifth Amended Master Confirmation, and (ii) an Amended and Restated Master Confirmation (Class A-R Notes) to the Global Master Repurchase Agreement, or the Amended Master Confirmation. Under both Confirmations, the date that Murray Hill Funding will be required to repurchase the Notes and the Class A-R Notes previously sold to UBS under the Amended UBS Facility was extended from November 19, 2023 to November 19, 2024. Also under both Confirmations, the financing fee payable to UBS was revised from a floating rate equal to the three-month LIBOR, plus a spread of 3.375% per year, to a floating rate equal to the three-month SOFR, plus a spread of (a) to (but excluding) November 19, 2023, 3.525% per year, and (b) thereafter, 3.20% per year. The effective date of both Confirmations was June 15, 2023. No other material terms of the Amended UBS Facility were revised in connection with the Fifth Amended Master Confirmation or the Amended Master Confirmation.

On July 1, 2021, December 14, 2021, April 19, 2022 and August 16, 2023, UBS purchased Class A-R Notes held by Murray Hill Funding for an aggregate purchase price equal to 100% of the principal amount of Class A-R Notes purchased, which was $21,000, $25,000, $17,500 and $22,500, respectively. On August 20, 2021, March 7, 2023 and April 14, 2023, Murray Hill Funding repurchased Class A-R Notes from UBS in the aggregate principal amount of $21,000, $17,500 and $25,000, respectively, for an aggregate repurchase price of $21,000, $17,500 and $25,000, respectively, which was then repaid by Murray Hill Funding II. The repurchase of the Class A-R Notes on August 20, 2021, March 7, 2023 and April 14, 2023 resulted in repayments of $21,000, $17,500 and $25,000, respectively, of the outstanding amount of borrowings under the Amended UBS Facility.

UBS may require Murray Hill Funding to post cash collateral if, without limitation, the sum of the market value of the portfolio of assets and the cash and eligible investments held by Murray Hill Funding II, together with any posted cash collateral, is less than the required margin amount under the Amended UBS Facility; provided, however, that Murray Hill Funding will not be required to post cash collateral with UBS until such market value has declined at least 10% from the initial market value of the portfolio assets.

(in thousands, except share and per share amounts)

The Company has no contractual obligation to post any such cash collateral or to make any payments to UBS on behalf of Murray Hill Funding. The Company may, but is not obligated to, increase its investment in Murray Hill Funding for the purpose of funding any cash collateral or payment obligations for which Murray Hill Funding becomes obligated in connection with the Amended UBS Facility. The Company's exposure under the Amended UBS Facility is limited to the value of the Company's investment in Murray Hill Funding.

Pursuant to the Amended UBS Facility, Murray Hill Funding made certain representations and warranties and is required to comply with a borrowing base requirement, various covenants, reporting requirements and other customary requirements for similar transactions. The Amended UBS Facility contains events of default customary for similar financing transactions, including, without limitation: (a) failure to transfer the Notes to UBS on the applicable purchase date or repurchase the Notes from UBS on the applicable repurchase date; (b) failure to pay certain fees and make-whole amounts when due; (c) failure to post cash collateral as required; (d) the occurrence of insolvency events with respect to Murray Hill Funding; and (e) the admission by Murray Hill Funding of its inability to, or its intention not to, perform any of its obligations under the Amended UBS Facility. As of and for the three months ended September 30, 2023, Murray Hill Funding was in compliance with all covenants and reporting requirements.

Murray Hill Funding paid an upfront fee and incurred certain other customary costs and expenses totaling $2,637 in connection with obtaining the Amended UBS Facility, which were recorded as a direct reduction to the outstanding balance of the Amended UBS Facility, which is included in the Company's consolidated balance sheets and amortized to interest expense over the term of the Amended UBS Facility. At September 30, 2023, all upfront fees and other expenses were fully amortized.

As of September 30, 2023, Notes in the aggregate principal amount of $122,500 had been purchased by Murray Hill Funding from Murray Hill Funding II and subsequently sold to UBS under the Amended UBS Facility for aggregate proceeds of $122,500. The carrying amount outstanding under the Amended UBS Facility approximates its fair value. The Company funded each purchase of Notes by Murray Hill Funding through a capital contribution to Murray Hill Funding. As of September 30, 2023, the amount due at maturity under the Amended UBS Facility was $122,500. The Notes issued by Murray Hill Funding II and purchased by Murray Hill Funding eliminate in consolidation on the Company's consolidated financial statements.

As of September 30, 2023, the fair value of assets held by Murray Hill Funding II was $258,426.

For the three and nine months ended September 30, 2023 and 2022 and the year ended December 31, 2022, the components of interest expense, average borrowings, and weighted average interest rate for the Amended UBS Facility were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,		Year Ended December 31,
	2023	2022	2023	2022	2022
Stated interest expense	$ 2,554	$ 2,006	$ 7,520	$ 4,686	$ 7,273
Non-usage fee	74	14	186	82	96
Total interest expense	**$ 2,628**	**$ 2,020**	**$ 7,706**	**$ 4,768**	**$ 7,369**
Weighted average interest rate(1)	9.03 %	5.58 %	8.65 %	4.64 %	5.29 %
Average borrowings	$ 111,250	$ 142,500	$ 117,299	$ 135,577	$ 137,322

(1) Includes the stated interest expense and non-usage fee on the unused portion of the Amended UBS Facility and is annualized for periods covering less than one year.

Series A Notes

On February 28, 2023, the Company entered into a Deed of Trust, or the Deed of Trust, with Mishmeret Trust Company Ltd., as trustee, under which the Company issued $80,712 in aggregate principal amount of its Series A Unsecured Notes due 2026, or the Series A Notes. The Series A Notes offering in Israel closed on February 28, 2023 and the Series A Notes listed and commenced trading on the TASE on February 28, 2023. After the deduction of fees and other offering expenses, the Company received net proceeds of approximately $77,900, which it used to make investments in portfolio companies in accordance with its investment objectives and for working capital and general corporate purposes. The Series A Notes are rated A1.il by Midroog Ltd., an affiliate of Moody's. The carrying amount outstanding under the Series A Notes approximates its fair value.

The Series A Notes will mature on August 31, 2026 and may be redeemed in whole or in part at the Company's option at par plus a "make-whole" premium, if applicable, as set forth in the Deed of Trust. The Series A Notes bear interest at a rate equal to SOFR plus a credit spread of 3.82% per year, which will be paid quarterly on February 28, May 31, August 31, and November 30 of each year, which commenced on May 31, 2023. The Series A Notes are general unsecured obligations of the Company that rank senior in right of payment to all of the Company's existing and future indebtedness that is expressly subordinated in right of payment to the Series A Notes, rank pari passu with all existing and future unsecured unsubordinated indebtedness issued by the Company, rank effectively junior to any of the Company's secured indebtedness (including unsecured indebtedness that the Company later secures) to the extent of the value of the assets securing such indebtedness, and rank structurally junior to all existing and future indebtedness (including trade payables) incurred by the Company's subsidiaries, financing vehicles or similar facilities.

(in thousands, except share and per share amounts)

The Deed of Trust contains other terms and conditions, including, without limitation, affirmative and negative covenants such as (i) information reporting, (ii) maintenance of the Company's status as a BDC within the meaning of the 1940 Act, (iii) minimum shareholders' equity of $525 million, (iv) a minimum asset coverage ratio of not less than 150%, and (v) an unencumbered asset coverage ratio of 1.25 to 1.00. In addition, the Deed of Trust contains customary events of default with customary cure and notice periods, including, without limitation, nonpayment, incorrect representation in any material respect, breach of covenant, cross-default under the Company's other indebtedness in an outstanding aggregate principal amount of at least $50,000, certain judgments and orders, and certain events of bankruptcy. As of and for the three months ended September 30, 2023, the Company was in compliance with all covenants and reporting requirements.

On February 26, 2023, the Company's shares of common stock listed and commenced trading on the TASE under the ticker symbol "CION".

Through September 30, 2023, the Company incurred debt issuance costs of $3,006 in connection with issuing the Series A Notes, which were recorded as a direct reduction to the outstanding balance of the Series A Notes, which is included in the Company's consolidated balance sheet as of September 30, 2023 and will amortize to interest expense over the term of the Series A Notes. At September 30, 2023, the unamortized portion of the debt issuance costs was $2,499.

For the three months ended September 30, 2023 and the period from February 28, 2023 through September 30, 2023, the components of interest expense, average borrowings, and weighted average interest rate for the Series A Notes were as follows:

	Three Months Ended September 30, 2023	For the Period From February 28, 2023 Through September 30, 2023
Stated interest expense	$ 1,844	$ 4,243
Amortization of deferred financing costs	217	507
Total interest expense	**$ 2,061**	**$ 4,750**
Weighted average interest rate(1)	8.97 %	8.87 %
Average borrowings	$ 80,712	$ 80,712

(1) Includes the stated interest expense on the Series A Notes and is annualized for periods covering less than one year.

2022 More Term Loan

On April 27, 2022, the Company entered into an Unsecured Term Loan Facility Agreement, or the More Term Loan Agreement, with More Provident Funds and Pension Ltd., or More Provident, as lender, which provided for an unsecured term loan to the Company in an aggregate principal amount of $50,000, or the 2022 More Term Loan. On April 27, 2022, the Company drew down $50,000 of borrowings under the 2022 More Term Loan. After the deduction of fees and other financing expenses, the Company received net borrowings of approximately $49,000, which it used for working capital and other general corporate purposes. The carrying amount outstanding under the 2022 More Term Loan approximates its fair value.

Advances under the 2022 More Term Loan bear interest at a floating rate equal to the three-month SOFR, plus a credit spread of 3.50% per year and subject to a 1.0% SOFR floor, payable quarterly in arrears. Advances under the 2022 More Term Loan mature on April 27, 2027. The Company has the right to, at its option, prepay all or any portion of advances then outstanding together with a prepayment fee equal to the higher of (i) zero, or (ii) the discounted present value of all remaining interest payments that would have been paid by the Company through the maturity date with respect to the principal amount of such advance that is to be prepaid or becomes due and payable pursuant to the More Term Loan Agreement. The discounted present value portion of the prepayment fee is calculated by applying a discount rate on the same periodic basis as that on which interest on advances is payable equal to the three-month SOFR plus 2.00%.

Advances under the 2022 More Term Loan are general unsecured obligations of the Company that rank pari passu with all existing and future unsecured unsubordinated indebtedness issued by the Company, rank effectively junior to any of the Company's secured indebtedness (including unsecured indebtedness that the Company later secures) to the extent of the value of the assets securing such indebtedness, and rank structurally junior to all existing and future indebtedness (including trade payables) incurred by certain of the Company's subsidiaries, financing vehicles or similar facilities.

(in thousands, except share and per share amounts)

The More Term Loan Agreement contains other terms and conditions, including, without limitation, affirmative and negative covenants such as (i) information reporting, (ii) maintenance of the Company's status as a BDC within the meaning of the 1940 Act, (iii) minimum shareholders' equity of 60% of the Company's net asset value as of the year ended December 31, 2021 plus 50% of the net cash proceeds of the sale of certain equity interests by the Company after April 27, 2022, if any, (iv) a minimum asset coverage ratio of not less than 150%, and (v) an unencumbered asset coverage ratio of 1.25 to 1.00, provided that (a) first lien senior secured loans and cash represent more than 65% of the total value of unencumbered assets used by the Company for purposes of the ratio and (b) equity interests or structured products in the aggregate represent less than 15% of the total value of unencumbered assets used by the Company for purposes of the ratio. In addition, the More Term Loan Agreement contains customary events of default with customary cure and notice periods, including, without limitation, nonpayment, incorrect representation in any material respect, breach of covenant, cross-default under other indebtedness or derivative securities of the Company in an outstanding aggregate principal amount of at least $25,000, certain judgments and orders, and certain events of bankruptcy. As of and for the three months ended September 30, 2023, the Company was in compliance with all covenants and reporting requirements.

Through September 30, 2023, the Company incurred debt issuance costs of $1,025 in connection with obtaining the 2022 More Term Loan, which were recorded as a direct reduction to the outstanding balance of the 2022 More Term Loan, which is included in the Company's consolidated balance sheet as of September 30, 2023 and will amortize to interest expense over the term of the 2022 More Term Loan. At September 30, 2023, the unamortized portion of the debt issuance costs was $732.

For the three and nine months ended September 30, 2023, for the period from April 27, 2022 through September 30, 2022 and for the period from April 27, 2022 through December 31, 2022, the components of interest expense, average borrowings, and weighted average interest rate for the 2022 More Term Loan were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30, 2023	For the Period From April 27, 2022 Through September 30, 2022	For the Period From April 27, 2022 Through December 31, 2022
	2023	2022			
Stated interest expense	$ 1,118	$ 715	$ 3,191	$ 1,125	$ 2,027
Amortization of deferred financing costs	51	52	153	88	140
Total interest expense	**$ 1,169**	**$ 767**	**$ 3,344**	**$ 1,213**	**$ 2,167**
Weighted average interest rate(1)	8.74 %	5.59 %	8.42 %	5.16 %	5.86 %
Average borrowings	$ 50,000	$ 50,000	$ 50,000	$ 50,000	$ 50,000

(1) Includes the stated interest expense on the 2022 More Term Loan and is annualized for periods covering less than one year.

2021 More Term Loan

On April 14, 2021, the Company entered into an Unsecured Term Loan Facility Agreement, or the Term Loan Agreement, with More Provident Funds Ltd., or More, as lender. The Term Loan Agreement with More, or the 2021 More Term Loan, provided for an unsecured term loan to the Company in an aggregate principal amount of $30,000. On April 20, 2021, the Company drew down $30,000 of borrowings under the 2021 More Term Loan. After the deduction of fees and other financing expenses, the Company received net borrowings of approximately $29,000, which the Company used for working capital and other general corporate purposes.

Advances under the 2021 More Term Loan mature on September 30, 2024, and bear interest at a rate of 5.20% per year payable quarterly in arrears. The Company has the right to, at its option, prepay all or any portion of advances then outstanding together with a prepayment fee equal to the higher of (i) zero, or (ii) the discounted present value of all remaining interest payments that would have been paid by the Company through the maturity date with respect to the principal amount of such advance that is to be prepaid or becomes due and payable pursuant to the Term Loan Agreement. The discounted present value portion of the prepayment fee is calculated by applying a discount rate on the same periodic basis as that on which interest on advances is payable equal to the sum of 2.00% plus the yield to maturity of the most recently issued U.S. Treasury securities having a maturity equal to the remaining average life of the 2021 More Term Loan, or if there are no such U.S. Treasury securities, using such implied yield to maturity determined in accordance with the terms of the Term Loan Agreement.

Advances under the 2021 More Term Loan are general unsecured obligations of the Company that rank pari passu with all existing and future unsecured unsubordinated indebtedness issued by the Company, rank effectively junior to the Company's secured indebtedness (including unsecured indebtedness that the Company later secures) to the extent of the value of the assets securing such indebtedness, and rank structurally junior to all existing and future indebtedness (including trade payables) incurred by certain of the Company's subsidiaries, financing vehicles or similar facilities.

(in thousands, except share and per share amounts)

The Term Loan Agreement contains other terms and conditions, including, without limitation, affirmative and negative covenants such as (i) information reporting, (ii) maintenance of the Company's status as a BDC within the meaning of the 1940 Act, (iii) minimum shareholders' equity of 60% of the Company's net asset value as of the year ended December 31, 2020 plus 50% of the net cash proceeds of the sale of certain equity interests by the Company after April 14, 2021, if any, (iv) a minimum asset coverage ratio of not less than 150%, and (v) an unencumbered asset coverage ratio of 1.25 to 1.00, provided that (a) first lien senior secured loans and cash represent more than 65% of the total value of unencumbered assets used by the Company for purposes of the ratio and (b) equity interests or structured products in the aggregate represent less than 15% of the total value of unencumbered assets used by the Company for purposes of the ratio. In addition, the Term Loan Agreement contains customary events of default with customary cure and notice periods, including, without limitation, nonpayment, incorrect representation in any material respect, breach of covenant, cross default under other indebtedness or derivative securities of the Company in an outstanding aggregate principal amount of at least $25,000, certain judgments and orders, and certain events of bankruptcy. As of and for the three months ended September 30, 2023, the Company was in compliance with all covenants and reporting requirements.

Through September 30, 2023, the Company incurred debt issuance costs of $992 in connection with obtaining the 2021 More Term Loan, which were recorded as a direct reduction to the outstanding balance of the 2021 More Term Loan, which is included in the Company's consolidated balance sheet as of September 30, 2023 and will amortize to interest expense over the term of the 2021 More Term Loan. At September 30, 2023, the unamortized portion of the debt issuance costs was $281.

For the three and nine months ended September 30, 2023 and 2022 and the year ended December 31, 2022, the components of interest expense, average borrowings, and weighted average interest rate for the 2021 More Term Loan were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,		Year Ended December 31,
	2023	**2022**	**2023**	**2022**	**2022**
Stated interest expense	$ 399	$ 399	$ 1,183	$ 1,183	$ 1,582
Amortization of deferred financing costs	72	72	215	215	288
Total interest expense	**$ 471**	**$ 471**	**$ 1,398**	**$ 1,398**	**$ 1,870**
Weighted average interest rate(1)	5.20 %	5.20 %	5.20 %	5.20 %	5.20 %
Average borrowings	$ 30,000	$ 30,000	$ 30,000	$ 30,000	$ 30,000

(1) Includes the stated interest expense on the 2021 More Term Loan and is annualized for periods covering less than one year.

Note 9. Fair Value of Financial Instruments

The following table presents fair value measurements of the Company's portfolio investments as of September 30, 2023 and December 31, 2022, according to the fair value hierarchy:

	September 30, 2023(1)				December 31, 2022(2)			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Senior secured first lien debt	$ —	$ —	$ 1,481,498	$ 1,481,498	$ —	$ —	$ 1,579,512	$ 1,579,512
Senior secured second lien debt	—	—	36,114	36,114	—	—	38,769	38,769
Collateralized securities and structured products - equity	—	—	1,224	1,224	—	—	1,179	1,179
Unsecured debt	—	—	14,631	14,631	—	—	22,643	22,643
Equity	1,865	—	167,569	169,434	2,341	—	73,951	76,292
Short term investments	116,934	—	—	116,934	10,869	—	—	10,869
Total Investments	$ 118,799	$ —	$ 1,701,036	$ 1,819,835	$ 13,210	$ —	$ 1,716,054	$ 1,729,264

(1) Excludes the Company's $25,042 investment in CION/EagleTree, which is measured at NAV.

(2) Excludes the Company's $30,766 investment in CION/EagleTree, which is measured at NAV.

(in thousands, except share and per share amounts)

The following tables provide a reconciliation of the beginning and ending balances for investments that use Level 3 inputs for the three and nine months ended September 30, 2023 and 2022:

	Three Months Ended September 30, 2023					
	Senior Secured First Lien Debt	**Senior Secured Second Lien Debt**	**Collateralized Securities and Structured Products - Equity**	**Unsecured Debt**	**Equity**	**Total**
Beginning balance, June 30, 2023	$ 1,468,630	$ 39,544	$ 1,046	$ 17,301	$ 133,725	$ 1,660,246
Investments purchased(2)(3)	112,470	—	—	—	34,328	146,798
Net realized loss	(5,844)	—	—	—	(2,279)	(8,123)
Net change in unrealized appreciation (depreciation)	30,233	(3,473)	264	(2,675)	1,795	26,144
Accretion of discount	3,847	47	—	5	—	3,899
Sales and principal repayments(3)	(127,838)	(4)	(86)	—	—	(127,928)
Ending balance, September 30, 2023	**$ 1,481,498**	**$ 36,114**	**$ 1,224**	**$ 14,631**	**$ 167,569**	**$ 1,701,036**
Change in net unrealized appreciation (depreciation) on investments still held as of September 30, 2023(1)	**$ 10,453**	**$ (3,473)**	**$ 264**	**$ (2,675)**	**$ 444**	**$ 5,013**

(1) Included in net change in unrealized appreciation (depreciation) on investments in the consolidated statements of operations.

(2) Investments purchased includes PIK interest.

(3) Includes non-cash restructured securities.

	Nine Months Ended September 30, 2023					
	Senior Secured First Lien Debt	**Senior Secured Second Lien Debt**	**Collateralized Securities and Structured Products - Equity**	**Unsecured Debt**	**Equity**	**Total**
Beginning balance, December 31, 2022	$ 1,579,512	$ 38,769	$ 1,179	$ 22,643	$ 73,951	$ 1,716,054
Investments purchased(2)(3)	231,183	—	—	4,200	99,657	335,040
Net realized loss	(23,518)	—	—	—	(8,058)	(31,576)
Net change in unrealized appreciation (depreciation)	11,547	(2,814)	308	(12,225)	2,019	(1,165)
Accretion of discount	10,657	172	—	13	—	10,842
Sales and principal repayments(3)	(327,883)	(13)	(263)	—	—	(328,159)
Ending balance, September 30, 2023	**$ 1,481,498**	**$ 36,114**	**$ 1,224**	**$ 14,631**	**$ 167,569**	**$ 1,701,036**
Change in net unrealized appreciation (depreciation) on investments still held as of September 30, 2023(1)	**$ 1,685**	**$ (2,814)**	**$ 308**	**$ (12,225)**	**$ (461)**	**$ (13,507)**

(1) Included in net change in unrealized appreciation (depreciation) on investments in the consolidated statements of operations.

(2) Investments purchased includes PIK interest.

(3) Includes non-cash restructured securities.

(in thousands, except share and per share amounts)

	Three Months Ended September 30, 2022					
	Senior Secured First Lien Debt	Senior Secured Second Lien Debt	Collateralized Securities and Structured Products - Equity	Unsecured Debt	Equity	Total
Beginning balance, June 30, 2022	$ 1,660,828	$ 27,086	$ 1,602	$ 27,994	$ 42,885	$ 1,760,395
Investments purchased(2)	142,620	18,109	—	677	32,148	193,554
Net realized gain (loss)	10,452	(19,339)	24	—	(8,303)	(17,166)
Net change in unrealized (depreciation) appreciation	(2,615)	13,379	(128)	(356)	8,522	18,802
Accretion of discount	4,170	17	—	4	—	4,191
Sales and principal repayments	(199,103)	(536)	(132)	—	(263)	(200,034)
Ending balance, September 30, 2022	**$ 1,616,352**	**$ 38,716**	**$ 1,366**	**$ 28,319**	**$ 74,989**	**$ 1,759,742**
Change in net unrealized (depreciation) appreciation on investments still held as of September 30, 2022(1)	**$ (7,793)**	**$ (3)**	**$ (128)**	**$ (356)**	**$ 205**	**$ (8,075)**

(1) Included in net change in unrealized appreciation (depreciation) on investments in the consolidated statements of operations.

(2) Investments purchased includes PIK interest.

	Nine Months Ended September 30, 2022					
	Senior Secured First Lien Debt	Senior Secured Second Lien Debt	Collateralized Securities and Structured Products - Equity	Unsecured Debt	Equity	Total
Beginning balance, December 31, 2021	$ 1,526,989	$ 38,583	$ 2,998	$ 26,616	$ 37,736	$ 1,632,922
Investments purchased(2)	460,119	19,945	—	1,950	34,281	516,295
Net realized gain (loss)	10,345	(19,325)	24	—	(8,099)	(17,055)
Net change in unrealized (depreciation) appreciation	(36,665)	14,600	(480)	(258)	11,837	(10,966)
Accretion of discount	8,705	449	—	11	—	9,165
Sales and principal repayments	(353,141)	(15,536)	(1,176)	—	(766)	(370,619)
Ending balance, September 30, 2022	**$ 1,616,352**	**$ 38,716**	**$ 1,366**	**$ 28,319**	**$ 74,989**	**$ 1,759,742**
Change in net unrealized (depreciation) appreciation on investments still held as of September 30, 2022(1)	**$ (43,281)**	**$ 798**	**$ (480)**	**$ (257)**	**$ 3,442**	**$ (39,778)**

(1) Included in net change in unrealized appreciation (depreciation) on investments in the consolidated statements of operations.

(2) Investments purchased includes PIK interest.

(in thousands, except share and per share amounts)

Significant Unobservable Inputs

The valuation techniques and significant unobservable inputs used in recurring Level 3 fair value measurements of investments as of September 30, 2023 and December 31, 2022 were as follows:

	September 30, 2023						
	Fair Value	Valuation Techniques/ Methodologies	Unobservable Inputs	Range			Weighted Average(1)
Senior secured first lien debt	$ 1,322,427	Discounted Cash Flow	Discount Rates	7.5%	—	32.5%	14.1%
	94,808	Broker Quotes	Broker Quotes		N/A		N/A
	55,002	Market Comparable Approach	Revenue Multiple	1.45x	—	4.50x	2.39x
	7,492		$ per kW		$161.16		N/A
	1,770	Other(2)	Other(2)		N/A		N/A
Senior secured second lien debt	27,878	Discounted Cash Flow	Discount Rates	13.5%	—	15.8%	15.4%
	8,237	Market Comparable Approach	EBITDA Multiple		10.00x		N/A
Collateralized securities and structured products - equity	1,224	Discounted Cash Flow	Discount Rates		21.0%		N/A
Unsecured debt	7,423	Discounted Cash Flow	Discount Rates		16.5%		N/A
	4,198	Market Comparable Approach	EBITDA Multiple		6.50x		N/A
	3,010	Broker Quotes	Broker Quotes		N/A		N/A
Equity	80,754	Market Comparable Approach	EBITDA Multiple	4.75x	—	14.75x	9.57x
	63,919		Revenue Multiple	0.13x	—	6.00x	0.68x
	21,863		$ per kW		$400.00		N/A
	776	Broker Quotes	Broker Quotes		N/A		N/A
	257	Options Pricing Model	Expected Volatility		105.0%		N/A
Total	$ 1,701,037						

(1) Weighted average amounts are based on the estimated fair values.

(2) Fair value is based on the expected outcome of proposed corporate transactions and/or other factors.

(in thousands, except share and per share amounts)

	December 31, 2022						
	Fair Value	**Valuation Techniques/ Methodologies**	**Unobservable Inputs**	**Range**			**Weighted Average(1)**
Senior secured first lien debt	$ 1,471,816	Discounted Cash Flow	Discount Rates	6.5%	—	34.0%	14.7%
	79,035	Broker Quotes	Broker Quotes		N/A		N/A
	20,050	Market Comparable Approach	Revenue Multiple	0.25x	—	1.70x	1.19x
	4,527		$ per kW		$131.85		N/A
	3,552		EBITDA Multiple	2.75x	—	4.25x	4.09x
	532	Other(2)	Other(2)		N/A		N/A
Senior secured second lien debt	38,769	Discounted Cash Flow	Discount Rates	14.3%	—	21.5%	17.2%
Collateralized securities and structured products - equity	1,179	Discounted Cash Flow	Discount Rates		21.0%		N/A
Unsecured debt	15,316	Market Comparable Approach	EBITDA Multiple		9.25x		N/A
	7,327	Discounted Cash Flow	Discount Rates		17.7%		N/A
Equity	33,441	Market Comparable Approach	EBITDA Multiple	2.75x	—	14.55x	7.02x
	23,995		$ per kW		$412.5		N/A
	13,038		Revenue Multiple	0.13x	—	5.75x	2.93x
	2,238	Discounted Cash Flow	Discount Rates		16.8%		N/A
	1,234	Broker Quotes	Broker Quotes		N/A		N/A
	5	Options Pricing Model	Expected Volatility	80.0%	—	90.0%	87.3%
Total	$ 1,716,054						

(1) Weighted average amounts are based on the estimated fair values.

(2) Fair value is based on the expected outcome of proposed corporate transactions and/or other factors.

The significant unobservable inputs used in the fair value measurement of the Company’s senior secured first lien debt, senior secured second lien debt, collateralized securities and structured products, unsecured debt and equity are discount rates, EBITDA multiples, revenue multiples, broker quotes and expected volatility. A significant increase or decrease in discount rates would result in a significantly lower or higher fair value measurement, respectively. A significant increase or decrease in the EBITDA multiples, revenue multiples, expected proceeds from proposed corporate transactions, broker quotes and expected volatility would result in a significantly higher or lower fair value measurement, respectively.

Note 10. General and Administrative Expense

General and administrative expense consisted of the following items for the three and nine months ended September 30, 2023 and 2022 and the year ended December 31, 2022:

	Three Months Ended September 30,		Nine Months Ended September 30,		Year Ended December 31,
	2023	**2022**	**2023**	**2022**	**2022**
Professional fees	$ 405	$ 223	$ 1,576	$ 1,375	$ 1,778
Transfer agent expense	189	296	736	890	1,124
Valuation expense	212	199	637	590	821
Dues and subscriptions	162	112	635	727	791
Accounting and administrative costs	282	180	606	482	524
Printing and marketing expense	284	672	558	705	708
Director fees and expenses	177	162	525	477	632
Insurance expense	168	157	504	662	833
Other expenses	52	26	183	53	67
Total general and administrative expense	$ 1,931	$ 2,027	$ 5,960	$ 5,961	$ 7,278

(in thousands, except share and per share amounts)

Note 11. Commitments and Contingencies

The Company entered into certain contracts with related and other parties that contain a variety of indemnifications. The Company's maximum exposure under these arrangements is unknown. However, the Company has not experienced claims or losses pursuant to these contracts and believes the risk of loss related to such indemnifications to be remote.

As of September 30, 2023 and December 31, 2022, the Company's unfunded commitments were as follows:

Unfunded Commitments	September 30, 2023(1)	December 31, 2022(1)
Cennox, Inc.	$ 7,193	$ 7,567
Critical Nurse Staffing, LLC	5,899	5,599
Flatworld Intermediate Corp.	5,865	5,865
Thrill Holdings LLC	5,000	3,261
American Health Staffing Group, Inc.	3,333	3,333
BDS Solutions Intermediateco, LLC	3,333	1,998
Instant Web, LLC	2,921	5,628
Rogers Mechanical Contractors, LLC	2,407	3,365
Moss Holding Company	2,232	2,232
MacNeill Pride Group Corp.	2,017	2,017
Archer Systems, LLC	1,905	1,905
Bradshaw International Parent Corp.	1,844	1,844
NWN Parent Holdings LLC	1,800	90
Fluid Control Intermediate Inc.	1,765	—
Sleep Opco, LLC	1,750	1,750
Mimeo.com, Inc.	1,500	3,000
ESP Associates, Inc.	1,316	—
Dermcare Management, LLC	1,145	1,862
OpCo Borrower, LLC	1,042	833
HW Acquisition, LLC	1,014	2,200
Homer City Holdings LLC	800	3,000
Coyote Buyer, LLC	750	2,500
RA Outdoors, LLC	635	1,049
Invincible Boat Company LLC	559	559
Service Compression, LLC	419	4,186
Ironhorse Purchaser, LLC	299	2,469
American Teleconferencing Services, Ltd.	235	235
Anthem Sports & Entertainment Inc.	167	167
H.W. Lochner, Inc.	25	225
RumbleOn, Inc.	—	1,775
WorkGenius, Inc.	—	750
STATinMED, LLC	—	156
Total	$ 59,170	$ 71,420

(1) Unless otherwise noted, the funding criteria for these unfunded commitments had not been met at the date indicated.

(in thousands, except share and per share amounts)

Unfunded commitments to provide funds to companies are not recorded on the Company's consolidated balance sheets. Since these commitments may expire without being drawn upon, unfunded commitments do not necessarily represent future cash requirements or future earning assets for the Company. The Company intends to use cash on hand, short-term investments, proceeds from borrowings, and other liquid assets to fund these commitments should the need arise. For information on the companies to which the Company is committed to fund additional amounts as of September 30, 2023 and December 31, 2022, refer to the table above and the consolidated schedules of investments. As of November 3, 2023, the Company was committed, upon the satisfaction of certain conditions, to fund an additional $57,644.

The Company will fund its unfunded commitments from the same sources it uses to fund its investment commitments that are funded at the time they are made (i.e., advances from its financing arrangements and/or cash flows from operations). The Company will not fund its unfunded commitments from future net proceeds generated by securities offerings, if any. The Company follows a process to manage its liquidity and ensure that it has available capital to fund its unfunded commitments. Specifically, the Company prepares detailed analyses of the level of its unfunded commitments relative to its then available liquidity on a daily basis. These analyses are reviewed and discussed on a weekly basis by the Company's executive officers and senior members of CIM (including members of the investment committee) and are updated on a "real time" basis in order to ensure that the Company has adequate liquidity to satisfy its unfunded commitments.

Note 12. Fee Income

Fee income consists of amendment fees, capital structuring and other fees, conversion fees, commitment fees and administrative agent fees. The following table summarizes the Company's fee income for the three and nine months ended September 30, 2023 and 2022 and the year ended December 31, 2022:

	Three Months Ended September 30,		Nine Months Ended September 30,		Year Ended December 31,
	2023	2022	2023	2022	2022
Amendment fees	$ 1,769	$ 1,302	$ 5,115	$ 2,272	$ 2,633
Capital structuring and other fees	1,763	894	2,295	3,908	4,446
Conversion fees	—	2,365	477	2,365	2,365
Commitment fees	—	—	309	—	—
Administrative agent fees	—	—	30	25	100
Total	$ 3,532	$ 4,561	$ 8,226	$ 8,570	$ 9,544

Administrative agent fees are recurring income as long as the Company remains the administrative agent for the related investment. Income from all other fees was non-recurring.

(in thousands, except share and per share amounts)

Note 13. Financial Highlights

The following is a schedule of financial highlights as of and for the nine months ended September 30, 2023 and 2022 and the year ended December 31, 2022:

	Nine Months Ended September 30,		Year Ended December 31,
	2023	2022	2022
Per share data:(1)			
Net asset value at beginning of period	$ 15.98	$ 16.34	$ 16.34
Results of operations:			
Net investment income	1.52	1.13	1.56
Net realized loss and net change in unrealized depreciation on investments and loss on foreign currency(2)	(0.71)	(0.42)	(0.68)
Net increase in net assets resulting from operations(2)	0.81	0.71	0.88
Shareholder distributions:			
Distributions from net investment income	(1.07)	(0.87)	(1.44)
Net decrease in net assets resulting from shareholders' distributions	(1.07)	(0.87)	(1.44)
Capital share transactions:			
Repurchases of common stock below net asset value(3)	0.08	0.08	0.20
Net increase in net assets resulting from capital share transactions	0.08	0.08	0.20
Net asset value at end of period	$ 15.80	$ 16.26	$ 15.98
Shares of common stock outstanding at end of period	54,464,804	56,262,964	55,299,484
Total investment return-net asset value(4)	9.14 %	7.43 %	10.44 %
Total investment return-market value(5)	19.85 %	(29.81)%	(14.87)%
Net assets at beginning of period	$ 883,634	$ 930,512	$ 930,512
Net assets at end of period	$ 860,760	$ 914,906	$ 883,634
Average net assets	$ 859,301	$ 922,203	$ 917,781
Ratio/Supplemental data(6):			
Ratio of net investment income to average net assets	9.69 %	6.98 %	9.61 %
Ratio of net operating expenses to average net assets	12.54 %	8.14 %	11.63 %
Portfolio turnover rate(7)	11.51 %	18.66 %	26.81 %
Total amount of senior securities outstanding	$ 1,008,212	$ 957,500	$ 957,500
Asset coverage ratio(8)	1.85	1.96	1.92

(1) The per share data for the nine months ended September 30, 2023 and 2022 and the year ended December 31, 2022 was derived by using the weighted average shares of common stock outstanding during each period.

(2) The amount shown for net realized loss, net change in unrealized depreciation on investments and loss on foreign currency is the balancing figure derived from the other figures in the schedule. The amount shown at this caption for a share outstanding throughout the period may not agree with the change in the aggregate gains and losses in portfolio securities for the period because of the timing of sales and repurchases of the Company’s shares in relation to fluctuating market values for the portfolio. As a result, net increase in net assets resulting from operations in this schedule may vary from the consolidated statements of operations.

(3) Repurchases of common stock may have caused an incremental decrease or increase in net asset value per share due to the repurchase of shares at a price in excess of or below net asset value per share, respectively, on each repurchase date. The per share impact of repurchases of common stock was a decrease to net asset value of less than $0.01 per share during the nine months ended September 30, 2023 and 2022 and the year ended December 31, 2022.

(4) Total investment return-net asset value is a measure of the change in total value for shareholders who held the Company's common stock at the beginning and end of the period, including distributions paid or payable during the period. Total investment return-net asset value is based on (i) the beginning period net asset value per share on the first day of the period, (ii) the net asset value per share on the last day of the period of (A) one share plus (B) any fractional shares issued in connection with the reinvestment of distributions, and (iii) the value of distributions payable, if any, on the last day of the period. The total investment return-net asset value calculation assumes that distributions are reinvested in accordance with the Company's distribution reinvestment plan then in effect as described in Note 5. The total investment return-net asset value does not consider the effect of the sales load from the sale of the Company's common stock. The total investment return-net asset value includes the effect of the issuance of shares at a net offering price that is greater than net asset value per share, which causes an increase in net asset value per share. Total returns covering less than a full year are not annualized.

(5) Total investment return-market value for the nine months ended September 30, 2023 and 2022 and the year ended December 31, 2022 was calculated by taking the change in the market price of the Company's common stock since the first day of the period, and including the impact of distributions reinvested in accordance with the Company's New DRP. Total investment return-market value does not consider the effect of any sales commissions or charges that may be incurred in connection with the sale of shares of the Company's common stock. The historical calculation of total investment return-market value in the table should not be considered a representation of the Company's future total return based on market value, which may be greater or less than the return shown in the table due to a number of factors, including the Company's ability or inability to make investments in companies that meet its investment criteria, the interest rates payable on the debt securities the Company acquires, the level of the Company's expenses, variations in and the timing of the recognition of realized and unrealized gains or losses, the degree to which the Company encounters competition in its markets, general economic conditions and fluctuations in per share market value. As a result of these factors, results for any previous period should not be relied upon as being indicative of performance in future periods.

(6) Ratios are not annualized.

(7) Portfolio turnover rate is calculated using the lesser of year-to-date sales or purchases over the average of the invested assets at fair value, excluding short term investments.

(8) Asset coverage ratio is equal to (i) the sum of (a) net assets at the end of the period and (b) total senior securities outstanding at the end of the period (excluding unfunded commitments), divided by (ii) total senior securities outstanding at the end of the period.

Note 14. Subsequent Events

Additional Series A Notes

On October 10, 2023, the Company issued $33,146 in aggregate principal amount of its additional Series A Unsecured Notes due 2026, or the Additional Series A Notes, to institutional investors in Israel. The Additional Series A Notes were issued pursuant to the Deed of Trust and were issued by way of expanding, and have the same terms and conditions as, the existing Series A Notes that were issued by the Company on February 28, 2023 (see Note 8). After the deduction of fees and other offering expenses, the Company received net proceeds of $32,317, which the Company intends to use to make investments in portfolio companies in accordance with its investment objectives and for working capital and general corporate purposes. The Additional Series A Notes are rated A1.il by Midroog Ltd., an affiliate of Moody's, and commenced trading on the TASE on October 10, 2023.

The Additional Series A Notes will mature on August 31, 2026 and may be redeemed in whole or in part at the Company's option at par plus a "make-whole" premium, if applicable, as set forth in the Deed of Trust. The Additional Series A Notes bear interest at a floating rate equal to SOFR plus a credit spread of 3.82% per year, which will be paid quarterly on February 28, May 31, August 31, and November 30 of each year, commencing on November 30, 2023. The Additional Series A Notes are the Company's general unsecured obligations that rank senior in right of payment to all of the Company's existing and future indebtedness that is expressly subordinated in right of payment to the Additional Series A Notes, rank pari passu with all existing and future unsecured unsubordinated indebtedness issued by the Company, rank effectively junior to any of the Company's secured indebtedness (including unsecured indebtedness that the Company later secures) to the extent of the value of the assets securing such indebtedness, and rank structurally junior to all existing and future indebtedness (including trade payables) incurred by the Company's subsidiaries, financing vehicles or similar facilities.

2027 Notes

On November 8, 2023, the Company entered into a Note Purchase Agreement with certain institutional investors, or the 2027 Note Purchase Agreement, in connection with the Company's issuance of $100,000 aggregate principal amount of its senior unsecured notes due 2027, or the 2027 Notes, at a purchase price equal to 99.25% of the principal amount of the 2027 Notes. The net proceeds to the Company were approximately $99,000, after the deduction of placement agent fees and other financing expenses, which the Company intends to use to primarily repay debt under its senior secured financing arrangements, make investments in portfolio companies in accordance with its investment objectives, and for working capital and general corporate purposes. The 2027 Notes are rated BBB (low) by DBRS, Inc.

The 2027 Notes mature on November 8, 2027. The 2027 Notes bear interest at a floating rate equal to the three-month SOFR plus a credit spread of 4.75% per year and subject to a 2.00% SOFR floor, which will be paid quarterly on February 15, May 15, August 15, and November 15 of each year, commencing on February 15, 2024. The Company has the right to, at its option, redeem all or a part that is not less than 10% of the 2027 Notes (i) on or before August 8, 2027, at a redemption price equal to 100% of the principal amount of 2027 Notes to be redeemed plus an applicable "make-whole" amount equal to (x) the discounted value of the remaining scheduled payments with respect to the principal of such 2027 Note that is to be prepaid or becomes due and payable pursuant to the 2027 Note Purchase Agreement over (y) the amount of such called principal, plus accrued and unpaid interest, if any, and (ii) after August 8, 2027, at a redemption price equal to 100% of the principal amount of the 2027 Notes to be redeemed, plus accrued and unpaid interest, if any. For any redemptions occurring on or before August 8, 2027, the discounted value portion of the "make whole amount" is calculated by applying a discount rate on the same periodic basis as that on which interest on the 2027 Notes is payable equal to the sum of 0.50% plus the yield to maturity of the most recently issued U.S. Treasury securities having a maturity equal to the remaining average life of the 2027 Notes, or if there are no such U.S. Treasury securities, using such implied yield to maturity determined in accordance with the terms of the 2027 Note Purchase Agreement.

The 2027 Notes are general unsecured obligations of the Company that rank pari passu with all existing and future unsecured unsubordinated indebtedness issued by the Company, rank effectively junior to any of the Company's secured indebtedness (including unsecured indebtedness that the Company later secures) to the extent of the value of the assets securing such indebtedness, and rank structurally junior to all existing and future indebtedness (including trade payables) incurred by certain of the Company's subsidiaries, financing vehicles or similar facilities.

The 2027 Note Purchase Agreement contains other terms and conditions, including, without limitation, affirmative and negative covenants such as (i) information reporting, (ii) maintenance of the Company's status as a business development company within the meaning of the 1940 Act, (iii) minimum shareholders' equity of $543.6 million, (iv) a minimum asset coverage ratio of not less than 150%, (v) a minimum interest coverage ratio of 1.25 to 1.00 and (vi) an unencumbered asset coverage ratio of 1.25 to 1.00, provided that (a) first lien senior secured loans and cash represent more than 65% of the total value of unencumbered assets used by the Company for purposes of the ratio and (b) equity interests or structured products in the aggregate represent less than 15% of the total value of unencumbered assets used by the Company for purposes of the ratio. The 2027 Note Purchase Agreement also contains a "most favored lender" provision in favor of the purchasers in respect of any new credit facilities, loans, notes or unsecured indebtedness in excess of $25 million incurred by the Company, which indebtedness contains a financial covenant not contained in, or more restrictive against the Company than those contained, in the 2027 Note Purchase Agreement. In addition, the 2027 Note Purchase Agreement contains customary events of default with customary cure and notice periods, including, without limitation, nonpayment, incorrect representation in any material respect, breach of covenant, cross-default under other indebtedness or derivative securities of the Company in an outstanding aggregate principal amount of at least $25 million, certain judgments and orders, and certain events of bankruptcy.

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

As used in this Quarterly Report on Form 10-Q, "we," "us," "our" or similar terms include CĪON Investment Corporation and its consolidated subsidiaries. In addition, the term "portfolio companies" refers to companies in which we have invested, either directly or indirectly through our consolidated subsidiaries.

The following discussion should be read in conjunction with our unaudited consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and the audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2022. In addition to historical information, the following discussion and other parts of this Quarterly Report on Form 10-Q contain forward-looking information that involves risks and uncertainties. Amounts and percentages presented herein may have been rounded for presentation and all dollar amounts, excluding share and per share amounts, are presented in thousands unless otherwise noted.

Forward-Looking Statements

Some of the statements within this Quarterly Report on Form 10-Q constitute forward-looking statements because they relate to future events or our future performance or financial condition. The forward-looking statements contained in this Quarterly Report on Form 10-Q involve numerous risks and uncertainties, including statements as to:

- our future operating results;
- our business prospects and the prospects of our portfolio companies, including our and their ability to achieve our respective objectives as a result of inflation, rising interest rates, supply-chain disruptions and the risk of recession;
- the impact of the investments that we expect to make;
- the ability of our portfolio companies to achieve their objectives;
- our current and expected financings and investments;
- the adequacy of our cash resources, financing sources and working capital;
- the use of borrowed money to finance a portion of our investments;
- the timing of cash flows, if any, from the operations of our portfolio companies;
- our contractual arrangements and relationships with third parties;
- the actual and potential conflicts of interest with CIM and its affiliates;
- the ability of CIM's investment professionals to locate suitable investments for us and the ability of CIM to monitor and administer our investments;
- the ability of CIM and its affiliates to attract and retain highly talented professionals;
- the dependence of our future success on the general economy and its impact on the industries in which we invest, including inflation, rising interest rates and supply-chain disruptions and the related economic disruptions caused thereby;
- the effects of a changing interest rate environment;
- our ability to source favorable private investments;
- our tax status;
- the effect of changes to tax legislation and our tax position;
- the tax status of the companies in which we invest; and
- the timing and amount of distributions and dividends from the companies in which we invest.

In addition, words such as “anticipate,” “believe,” “expect” and “intend” indicate a forward-looking statement, although not all forward-looking statements include these words. The forward-looking statements contained in this Quarterly Report on Form 10-Q involve risks and uncertainties. Our actual results could differ materially from those implied or expressed in the forward-looking statements for any reason, including the factors set forth in “Risk Factors” in Item 1A of Part II of this Quarterly Report on Form 10-Q. Other factors that could cause actual results to differ materially include:

- changes in the economy;
- risks associated with possible disruption in our operations or the economy generally due to terrorism, pandemics, or natural disasters;
- future changes in laws or regulations and conditions in our operating areas;
- the price at which shares of our common stock may trade on and volume fluctuations in the NYSE; and
- the costs associated with being a publicly traded company.

We have based the forward-looking statements on information available to us on the date of this Quarterly Report on Form 10-Q. Except as required by the federal securities laws, we undertake no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise. You are advised to review any additional disclosures that we may make directly to you or through reports that we in the future may file with the SEC, including annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K. The forward-looking statements contained in this Quarterly Report on Form 10-Q are excluded from the safe harbor protection provided by Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended.

Overview

We were incorporated under the general corporation laws of the State of Maryland on August 9, 2011 and commenced operations on December 17, 2012 upon raising proceeds of $2,500 from persons not affiliated with us, CIM or its affiliates. We are an externally managed, non-diversified, closed-end management investment company that has elected to be regulated as a BDC under the 1940 Act. We elected to be treated for federal income tax purposes as a RIC, as defined under Subchapter M of the Code.

Our investment objective is to generate current income and, to a lesser extent, capital appreciation for investors. Our portfolio is comprised primarily of investments in senior secured debt, including first lien loans, second lien loans and unitranche loans, and, to a lesser extent, collateralized securities, structured products and other similar securities, unsecured debt, and equity, of private and thinly-traded U.S. middle-market companies. In connection with our debt investments, we may receive equity interests such as warrants or options as additional consideration. We may also purchase equity interests in the form of common or preferred stock in our target companies, either in conjunction with one of our debt investments or through a co-investment with a financial sponsor.

On October 5, 2021, shares of our common stock began trading on the NYSE under the ticker symbol “CION”. The Listing accomplished our goal of providing our shareholders with greatly enhanced liquidity. On February 26, 2023, our shares of common stock also listed and commenced trading on the TASE under the ticker symbol “CION”.

We are managed by CIM, our affiliate and a registered investment adviser. Pursuant to an investment advisory agreement with us, CIM oversees the management of our activities and is responsible for making investment decisions for our portfolio. On August 7, 2023, our board of directors, including a majority of directors who are not interested persons, approved the renewal of the second amended and restated investment advisory agreement with CIM for a period of twelve months, commencing August 9, 2023. We and CIM previously engaged AIM to act as our investment sub-adviser.

On July 11, 2017, the members of CIM entered into the Third Amended CIM LLC Agreement for the purpose of creating a joint venture between AIM and CIG. Under the Third Amended CIM LLC Agreement, AIM became a member of CIM and was issued a newly-created class of membership interests in CIM pursuant to which AIM, among other things, shares in the profits, losses, distributions and expenses of CIM with the other members in accordance with the terms of the Third Amended CIM LLC Agreement, which results in CIG and AIM each owning a 50% economic interest in CIM.

On July 10, 2017, our independent directors unanimously approved the termination of the investment sub-advisory agreement with AIM, effective as of July 11, 2017, as part of the new and ongoing relationship among us, CIM and AIM. Although the investment sub-advisory agreement and AIM's engagement as our investment sub-adviser were terminated, AIM continues to perform certain services for CIM and us. AIM is not paid a separate fee in exchange for such services, but is entitled to receive distributions as a member of CIM as described above.

On December 4, 2017, the members of CIM entered into the Fourth Amended CIM LLC Agreement under which AIM performs certain services for CIM, which include, among other services, providing (a) trade and settlement support; (b) portfolio and cash reconciliation; (c) market pipeline information regarding syndicated deals, in each case, as reasonably requested by CIM; and (d) monthly valuation reports and support for all broker-quoted investments. AIM may also, from time to time, provide us with access to potential investment opportunities made available on Apollo's credit platform on a similar basis as other third-party market participants. All of our investment decisions are the sole responsibility of, and are made at the sole discretion of, CIM's investment committee, which consists entirely of CIG senior personnel.

Upon the occurrence of the Listing on October 5, 2021, we and CIM entered into the second amended and restated investment advisory agreement in order to implement the changes to the advisory fees payable from us to CIM that (i) reduced the annual base management fee, (ii) amended the structure of the subordinated incentive fee on income payable from us to CIM and reduced the hurdle and incentive fee rates, and (iii) reduced the incentive fee on capital gains payable from us to CIM (as described in further detail in Notes 2 and 4 to our consolidated financial statements included in this report).

We seek to meet our investment objective by utilizing the experienced management team of CIM, which includes its access to the relationships and human capital of its affiliates in sourcing, evaluating and structuring transactions, as well as monitoring and servicing our investments. We focus primarily on the senior secured debt of private and thinly-traded U.S. middle-market companies, which we define as companies that generally possess annual EBITDA of $75 million or less, with experienced management teams, significant free cash flow, strong competitive positions and potential for growth.

Revenue

We primarily generate revenue in the form of interest income on the debt securities that we hold and capital gains on debt or other equity interests that we acquire in portfolio companies. The majority of our senior debt investments bear interest at a floating rate. Interest on debt securities is generally payable quarterly or monthly. In some cases, some of our investments may provide for deferred interest payments or PIK interest. The principal amount of the debt securities and any accrued, but unpaid, interest generally will become due at the maturity date. In addition, we may generate revenue in the form of commitment and capital structuring fees, monitoring fees, fees for providing managerial assistance and possibly consulting fees and performance-based fees. Any such fees generated in connection with our investments will be recognized when earned.

Operating Expenses

Our primary operating expenses are the payment of management fees and subordinated incentive fees on income under the investment advisory agreement and interest expense on our financing arrangements. Our investment advisory fees compensate CIM for its work in identifying, evaluating, negotiating, executing, monitoring and servicing our investments. We bear all other expenses of our operations and transactions.

Recent Developments

Regular and Supplemental Distributions

On August 7, 2023, our co-chief executive officers declared a supplemental distribution of $0.05 per share for both the third and fourth quarters of 2023, paid on October 16, 2023 and payable on January 15, 2024, respectively, to shareholders of record as of September 29, 2023 and December 29, 2023, respectively.

On November 6, 2023, our co-chief executive officers declared a regular quarterly distribution of $0.34 per share for the fourth quarter of 2023, payable on December 15, 2023 to shareholders of record as of December 1, 2023.

Additional Series A Notes

On October 10, 2023, we issued $33,146 in aggregate principal amount of Additional Series A Notes to institutional investors in Israel. The Additional Series A Notes were issued pursuant to the Deed of Trust and were issued by way of expanding, and have the same terms and conditions as, the existing Series A Notes that we issued on February 28, 2023 (as described in further detail in Note 8 to our consolidated financial statements included in this report). After the deduction of fees and other offering expenses, we received net proceeds of $32,317, which we intend to use to make investments in portfolio companies in accordance with our investment objectives and for working capital and general corporate purposes. The Additional Series A Notes are rated A1.il by Midroog Ltd., an affiliate of Moody’s, and commenced trading on the TASE on October 10, 2023.

The Additional Series A Notes will mature on August 31, 2026 and may be redeemed in whole or in part at our option at par plus a "make-whole" premium, if applicable, as set forth in the Deed of Trust. The Additional Series A Notes bear interest at a floating rate equal to SOFR plus a credit spread of 3.82% per year, which will be paid quarterly on February 28, May 31, August 31, and November 30 of each year, commencing on November 30, 2023. The Additional Series A Notes are our general unsecured obligations that rank senior in right of payment to all of our existing and future indebtedness that is expressly subordinated in right of payment to the Additional Series A Notes, rank pari passu with all existing and future unsecured unsubordinated indebtedness issued by us, rank effectively junior to any of our secured indebtedness (including unsecured indebtedness that we later secure) to the extent of the value of the assets securing such indebtedness, and rank structurally junior to all existing and future indebtedness (including trade payables) incurred by our subsidiaries, financing vehicles or similar facilities.

2027 Notes

On November 8, 2023, we entered into the 2027 Note Purchase Agreement with certain institutional investors, in connection with our issuance of $100,000 aggregate principal amount of 2027 Notes, at a purchase price equal to 99.25% of the principal amount of the 2027 Notes. The net proceeds to us were approximately $99,000, after the deduction of placement agent fees and other financing expenses, which we intend to use to primarily repay debt under our senior secured financing arrangements, make investments in portfolio companies in accordance with our investment objectives, and for working capital and general corporate purposes. The 2027 Notes are rated BBB (low) by DBRS, Inc.

The 2027 Notes mature on November 8, 2027. The 2027 Notes bear interest at a floating rate equal to the three-month SOFR plus a credit spread of 4.75% per year and subject to a 2.00% SOFR floor, which will be paid quarterly on February 15, May 15, August 15, and November 15 of each year, commencing on February 15, 2024. We have the right to, at our option, redeem all or a part that is not less than 10% of the 2027 Notes (i) on or before August 8, 2027, at a redemption price equal to 100% of the principal amount of 2027 Notes to be redeemed plus an applicable "make-whole" amount equal to (x) the discounted value of the remaining scheduled payments with respect to the principal of such 2027 Note that is to be prepaid or becomes due and payable pursuant to the 2027 Note Purchase Agreement over (y) the amount of such called principal, plus accrued and unpaid interest, if any, and (ii) after August 8, 2027, at a redemption price equal to 100% of the principal amount of the 2027 Notes to be redeemed, plus accrued and unpaid interest, if any. For any redemptions occurring on or before August 8, 2027, the discounted value portion of the "make whole amount" is calculated by applying a discount rate on the same periodic basis as that on which interest on the 2027 Notes is payable equal to the sum of 0.50% plus the yield to maturity of the most recently issued U.S. Treasury securities having a maturity equal to the remaining average life of the 2027 Notes, or if there are no such U.S. Treasury securities, using such implied yield to maturity determined in accordance with the terms of the 2027 Note Purchase Agreement.

The 2027 Notes are general unsecured obligations of ours that rank pari passu with all existing and future unsecured unsubordinated indebtedness issued by us, rank effectively junior to any of our secured indebtedness (including unsecured indebtedness that we later secure) to the extent of the value of the assets securing such indebtedness, and rank structurally junior to all existing and future indebtedness (including trade payables) incurred by certain of our subsidiaries, financing vehicles or similar facilities.

The 2027 Note Purchase Agreement contains other terms and conditions, including, without limitation, affirmative and negative covenants such as (i) information reporting, (ii) maintenance of our status as a business development company within the meaning of the 1940 Act, (iii) minimum shareholders' equity of $543.6 million, (iv) a minimum asset coverage ratio of not less than 150%, (v) a minimum interest coverage ratio of 1.25 to 1.00 and (vi) an unencumbered asset coverage ratio of 1.25 to 1.00, provided that (a) first lien senior secured loans and cash represent more than 65% of the total value of unencumbered assets used by us for purposes of the ratio and (b) equity interests or structured products in the aggregate represent less than 15% of the total value of unencumbered assets used by us for purposes of the ratio. The 2027 Note Purchase Agreement also contains a "most favored lender" provision in favor of the purchasers in respect of any new credit facilities, loans, notes or unsecured indebtedness in excess of $25 million incurred by us, which indebtedness contains a financial covenant not contained in, or more restrictive against us than those contained, in the 2027 Note Purchase Agreement. In addition, the 2027 Note Purchase Agreement contains customary events of default with customary cure and notice periods, including, without limitation, nonpayment, incorrect representation in any material respect, breach of covenant, cross-default under other indebtedness or derivative securities of ours in an outstanding aggregate principal amount of at least $25 million, certain judgments and orders, and certain events of bankruptcy.

Portfolio Investment Activity for the Three and Nine Months Ended September 30, 2023 and 2022 and the Year Ended December 31, 2022

The following table summarizes our investment activity, excluding short term investments and PIK securities, for the three and nine months ended September 30, 2023 and 2022 and the year ended December 31, 2022:

Net Investment Activity	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022	Year Ended December 31, 2022
Purchases and drawdowns					
Senior secured first lien debt	$ 102,666	$ 119,789	$ 186,493	$ 426,866	$ 524,293
Senior secured second lien debt	—	18,108	—	19,944	19,932
Unsecured debt	—	—	4,200	—	—
Equity	377	3,379	5,283	5,513	6,313
Sales and principal repayments	(96,373)	(154,872)	(217,246)	(325,456)	(469,760)
Net portfolio activity	$ 6,670	$ (13,596)	$ (21,270)	$ 126,867	$ 80,778

The following tables summarize the composition of our investment portfolio at amortized cost and fair value as of September 30, 2023 and December 31, 2022:

	September 30, 2023		
	Investments Cost(1)	Investments Fair Value	Percentage of Investment Portfolio
Senior secured first lien debt	$ 1,529,434	$ 1,481,498	85.7 %
Senior secured second lien debt	41,196	36,114	2.1 %
Collateralized securities and structured products - equity	2,424	1,224	0.1 %
Unsecured debt	34,640	14,631	0.8 %
Equity	171,194	194,476	11.3 %
Subtotal/total percentage	**1,778,888**	**1,727,943**	**100.0 %**
Short term investments(2)	116,934	116,934	
Total investments	**$ 1,895,822**	**$ 1,844,877**	
Number of portfolio companies			109
Average annual EBITDA of portfolio companies			$61.3 million
Median annual EBITDA of portfolio companies			$33.7 million
Purchased at a weighted average price of par			96.39 %
Gross annual portfolio yield based upon the purchase price(3)			11.81 %

(1) Represents amortized cost for debt investments and cost for equity investments. Amortized cost represents the original cost adjusted for the amortization of premiums and/or accretion of discounts, as applicable, on our investments.

(2) Short term investments represent an investment in a fund that invests in highly liquid investments with average original maturity dates of three months or less.

(3) The gross annual portfolio yield does not represent and may be higher than an actual investment return to shareholders because it excludes our expenses and all sales commissions and dealer manager fees and does not consider the cost of leverage.

	December 31, 2022		
	Investments Cost(1)	Investments Fair Value	Percentage of Investment Portfolio
Senior secured first lien debt	$ 1,638,995	$ 1,579,512	90.3 %
Senior secured second lien debt	41,036	38,769	2.2 %
Collateralized securities and structured products - equity	2,687	1,179	0.1 %
Unsecured debt	30,427	22,643	1.3 %
Equity	79,595	107,058	6.1 %
Subtotal/total percentage	**1,792,740**	**1,749,161**	**100.0 %**
Short term investments(2)	10,869	10,869	
Total investments	**$ 1,803,609**	**$ 1,760,030**	
Number of portfolio companies			113
Average annual EBITDA of portfolio companies			$55.2 million
Median annual EBITDA of portfolio companies			$35.0 million
Purchased at a weighted average price of par			97.81 %
Gross annual portfolio yield based upon the purchase price(3)			11.80 %

(1) Represents amortized cost for debt investments and cost for equity investments. Amortized cost represents the original cost adjusted for the amortization of premiums and/or accretion of discounts, as applicable, on our investments.

(2) Short term investments represent an investment in a fund that invests in highly liquid investments with average original maturity dates of three months or less.

(3) The gross annual portfolio yield does not represent and may be higher than an actual investment return to shareholders because it excludes our expenses and all sales commissions and dealer manager fees and does not consider the cost of leverage.

The following table summarizes the composition of our investment portfolio by the type of interest rate as of September 30, 2023 and December 31, 2022, excluding short term investments of $116,934 and $10,869, respectively:

	September 30, 2023			December 31, 2022		
Interest Rate Allocation	Investments Cost	Investments Fair Value	Percentage of Investment Portfolio	Investments Cost	Investments Fair Value	Percentage of Investment Portfolio
Floating interest rate investments	$ 1,452,475	$ 1,403,479	81.2 %	$ 1,539,214	$ 1,477,630	84.5 %
Fixed interest rate investments	148,595	124,978	7.3 %	166,297	157,006	9.0 %
Non-income producing investments	142,883	145,706	8.4 %	76,061	104,619	6.0 %
Other income producing investments	34,935	53,780	3.1 %	11,168	9,906	0.5 %
Total investments	**$ 1,778,888**	**$ 1,727,943**	**100.0 %**	**$ 1,792,740**	**$ 1,749,161**	**100.0 %**

The following table shows the composition of our investment portfolio by industry classification and the percentage, by fair value, of the total assets in such industries as of September 30, 2023 and December 31, 2022:

	September 30, 2023		December 31, 2022	
Industry Classification	**Investments Fair Value**	**Percentage of Investment Portfolio**	**Investments Fair Value**	**Percentage of Investment Portfolio**
Services: Business	$ 292,366	16.8 %	$ 336,055	19.2 %
Healthcare & Pharmaceuticals	233,292	13.5 %	237,082	13.6 %
Media: Diversified & Production	124,271	7.2 %	134,927	7.7 %
Media: Advertising, Printing & Publishing	113,476	6.6 %	105,375	6.0 %
Construction & Building	109,283	6.3 %	46,007	2.6 %
Services: Consumer	105,805	6.1 %	115,849	6.6 %
Retail	101,301	5.9 %	74,718	4.3 %
Chemicals, Plastics & Rubber	82,501	4.8 %	66,753	3.8 %
Diversified Financials	81,093	4.7 %	99,819	5.7 %
Energy: Oil & Gas	73,837	4.3 %	68,756	3.9 %
Consumer Goods: Durable	59,890	3.5 %	60,735	3.5 %
Beverage, Food & Tobacco	52,414	3.0 %	45,396	2.6 %
Capital Equipment	48,142	2.8 %	41,580	2.4 %
Consumer Goods: Non-Durable	43,089	2.5 %	47,886	2.8 %
Banking, Finance, Insurance & Real Estate	38,125	2.2 %	43,836	2.5 %
High Tech Industries	33,762	2.0 %	56,501	3.2 %
Hotel, Gaming & Leisure	27,158	1.6 %	46,739	2.7 %
Containers, Packaging & Glass	19,404	1.1 %	19,551	1.1 %
Telecommunications	18,311	1.1 %	18,302	1.1 %
Metals & Mining	15,733	0.9 %	15,780	0.9 %
Environmental Industries	15,375	0.9 %	—	—
Automotive	14,471	0.8 %	16,255	0.9 %
Aerospace & Defense	12,681	0.7 %	38,842	2.2 %
Transportation: Cargo	12,163	0.7 %	12,417	0.7 %
Subtotal/total percentage	**1,727,943**	**100.0 %**	**1,749,161**	**100.0 %**
Short term investments	116,934		10,869	
Total investments	**$ 1,844,877**		**$ 1,760,030**	

Our investment portfolio may contain senior secured investments that are in the form of lines of credit, delayed draw term loans, revolving credit facilities, or unfunded commitments, which may require us to provide funding when requested in accordance with the terms of the underlying agreements. As of September 30, 2023 and December 31, 2022, our unfunded commitments amounted to $59,170 and $71,420, respectively. As of November 3, 2023, our unfunded commitments amounted to $57,644. Since these commitments may expire without being drawn upon, unfunded commitments do not necessarily represent future cash requirements or future earning assets for us. Refer to the section “Commitments and Contingencies” for further details on our unfunded commitments.

Investment Portfolio Asset Quality

CIM uses an investment rating system to characterize and monitor our expected level of returns on each investment in our portfolio. These ratings are just one of several factors that CIM uses to monitor our portfolio, are not in and of themselves determinative of fair value or revenue recognition and are presented for indicative purposes. CIM rates the credit risk of all investments on a scale of 1 to 5 no less frequently than quarterly. 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 acquisition), although it may also take into account under certain circumstances the performance of the portfolio company’s business, the collateral coverage of the investment and other relevant factors.

The following is a description of the conditions associated with each investment rating used in this ratings system:

Investment Rating	Description
1	Indicates the least amount of risk to our initial cost basis. The trends and risk factors for this investment since origination or acquisition are generally favorable, which may include the performance of the portfolio company or a potential exit.
2	Indicates a level of risk to our initial cost basis that is similar to the risk to our initial cost basis at the time of origination or acquisition. This portfolio company is generally performing in accordance with our analysis of its business and the full return of principal and interest or dividend is expected.
3	Indicates that the risk to our ability to recoup the cost of such investment has increased since origination or acquisition, but full return of principal and interest or dividend is expected. A portfolio company with an investment rating of 3 requires closer monitoring.
4	Indicates that the risk to our ability to recoup the cost of such investment has increased significantly since origination or acquisition, including as a result of factors such as declining performance and noncompliance with debt covenants, and we expect some loss of interest, dividend or capital appreciation, but still expect an overall positive internal rate of return on the investment.
5	Indicates that the risk to our ability to recoup the cost of such investment has increased materially since origination or acquisition and the portfolio company likely has materially declining performance. Loss of interest or dividend and some loss of principal investment is expected, which would result in an overall negative internal rate of return on the investment.

For investments rated 3, 4, or 5, CIM enhances its level of scrutiny over the monitoring of such portfolio company.

The following table summarizes the composition of our investment portfolio based on the 1 to 5 investment rating scale at fair value as of September 30, 2023 and December 31, 2022, excluding short term investments of $116,934 and $10,869, respectively:

	September 30, 2023		December 31, 2022	
Investment Rating	Investments Fair Value	Percentage of Investment Portfolio	Investments Fair Value	Percentage of Investment Portfolio
1	$ 776	—	$ 24,450	1.4 %
2	1,566,904	90.7 %	1,424,681	81.5 %
3	142,402	8.2 %	260,662	14.9 %
4	10,026	0.6 %	39,032	2.2 %
5	7,835	0.5 %	336	—
	$ 1,727,943	100.0 %	$ 1,749,161	100.0 %

The amount of the investment portfolio in each rating category may vary substantially from period to period resulting primarily from changes in the composition of such portfolio as a result of new investment, repayment and exit activities. In addition, changes in the rating of investments may be made to reflect our expectation of performance and changes in investment values.

Current Investment Portfolio

The following table summarizes the composition of our investment portfolio at fair value as of November 3, 2023:

	Investments Fair Value	Percentage of Investment Portfolio
Senior secured first lien debt	$ 1,520,247	86.1 %
Senior secured second lien debt	36,114	2.0 %
Collateralized securities and structured products - equity	1,224	0.1 %
Unsecured debt	14,666	0.8 %
Equity	193,933	11.0 %
Subtotal/total percentage	**1,766,184**	**100.0 %**
Short term investments(2)	125,812	
Total investments	**$ 1,891,996**	
Number of portfolio companies		110
Average annual EBITDA of portfolio companies		$60.3 million
Median annual EBITDA of portfolio companies		$33.6 million
Purchased at a weighted average price of par		95.55 %
Gross annual portfolio yield based upon the purchase price(2)		11.90 %

(1) Short term investments represent an investment in a fund that invests in highly liquid investments with average original maturity dates of three months or less.

(2) The gross annual portfolio yield does not represent and may be higher than an actual investment return to shareholders because it excludes our expenses and all sales commissions and dealer manager fees and does not consider the cost of leverage.

Results of Operations for the Three Months Ended September 30, 2023 and 2022

Our results of operations for the three months ended September 30, 2023 and 2022 were as follows:

	Three Months Ended September 30,	
	2023	2022
Investment income	$ 67,540	$ 54,163
Operating expenses and income taxes	37,550	28,606
Net investment income after taxes	29,990	25,557
Net realized loss on investments and foreign currency	(8,123)	(17,169)
Net change in unrealized appreciation on investments	25,606	25,595
Net increase in net assets resulting from operations	$ 47,473	$ 33,983

Investment Income

For the three months ended September 30, 2023 and 2022, we generated investment income of $67,540 and $54,163, respectively, consisting primarily of interest income on investments in senior secured debt, collateralized securities and structured products, and unsecured debt of 101 and 116 portfolio companies held during each respective period. The increase in investment income was primarily due to higher SOFR and LIBOR rates during the three months ended September 30, 2023 compared to the three months ended September 30, 2022.

Operating Expenses and Income Taxes

The composition of our operating expenses and income taxes for the three months ended September 30, 2023 and 2022 was as follows:

	Three Months Ended September 30,	
	2023	**2022**
Management fees	$ 6,741	$ 6,942
Administrative services expense	996	733
Subordinated incentive fee on income	6,362	5,421
General and administrative	1,931	2,027
Interest expense	21,757	13,469
Income tax (benefit) expense, including excise tax	(237)	14
Total operating expenses and income taxes	$ 37,550	$ 28,606

The increase in interest expense was primarily the result of (a) higher SOFR and LIBOR rates during the three months ended September 30, 2023 compared to the three months ended September 30, 2022 and (b) higher average borrowings under our financing arrangements during the three months ended September 30, 2023 compared to the three months ended September 30, 2022. The increase in subordinated incentive fee on income was primarily the result of the increase in investment income during the three months ended September 30, 2023 compared to the three months ended September 30, 2022, which was partially offset by the increase in interest expense during the three months ended September 30, 2023 compared to the three months ended September 30, 2022.

The composition of our general and administrative expenses for the three months ended September 30, 2023 and 2022 was as follows:

	Three Months Ended September 30,	
	2023	**2022**
Professional fees	$ 405	$ 223
Printing and marketing expense	284	672
Accounting and administrative costs	282	180
Valuation expense	212	199
Transfer agent expense	189	296
Director fees and expenses	177	162
Insurance expense	168	157
Dues and subscriptions	162	112
Other expenses	52	26
Total general and administrative expense	$ 1,931	$ 2,027

Net Investment Income After Taxes

Our net investment income after taxes totaled $29,990 and $25,557 for the three months ended September 30, 2023 and 2022, respectively. The increase in net investment income was a result of an increase in our investment income during the three months ended September 30, 2023 as compared to the three months ended September 30, 2022, which was partially offset by an increase in our operating expenses during the same period, which was driven primarily by increases in interest expense and the subordinated incentive fee on income.

Net Realized Loss on Investments and Foreign Currency

Our net realized loss on investments and foreign currency totaled $(8,123) and $(17,169) for the three months ended September 30, 2023 and 2022, respectively. The decrease in net realized loss on investments and foreign currency was driven primarily by realized gains on a certain investment during the three months ended September 30, 2023 that offset realized losses due to the write-off of certain investments during the same period. During the three months ended September 30, 2022, there were no significant realized gains to offset realized losses due to the write-off of certain investments.

Net Change in Unrealized Appreciation on Investments

The net change in unrealized appreciation on our investments totaled $25,606 and $25,595 for the three months ended September 30, 2023 and 2022, respectively. In both periods, the net change in unrealized appreciation was primarily driven by the restructure or write-off of certain investments that were previously recorded as unrealized losses.

Net Increase in Net Assets Resulting from Operations

For the three months ended September 30, 2023 and 2022, we recorded a net increase in net assets resulting from operations of $47,473 and $33,983, respectively, as a result of our operating activity for the respective periods.

Results of Operations for the Nine Months Ended September 30, 2023 and 2022

Our results of operations for the nine months ended September 30, 2023 and 2022 were as follows:

	Nine Months Ended September 30,	
	2023	**2022**
Investment income	$ 191,011	$ 139,398
Operating expenses and income taxes	107,747	75,070
Net investment income after taxes	83,264	64,328
Net realized loss on investments and foreign currency	(31,576)	(17,058)
Net change in unrealized depreciation on investments	(7,366)	(6,664)
Net increase in net assets resulting from operations	$ 44,322	$ 40,606

Investment Income

For the nine months ended September 30, 2023 and 2022, we generated investment income of $191,011 and $139,398, respectively, consisting primarily of interest income on investments in senior secured debt, collateralized securities and structured products, and unsecured debt of 107 and 128 portfolio companies held during each respective period. The increase in SOFR and LIBOR rates during the nine months ended September 30, 2023 as compared to the nine months ended September 30, 2022 contributed to the increase in interest income generated on our investments.

Operating Expenses and Income Taxes

The composition of our operating expenses and income taxes for the nine months ended September 30, 2023 and 2022 was as follows:

	Nine Months Ended September 30,	
	2023	**2022**
Management fees	$ 19,963	$ 20,436
Administrative services expense	2,743	2,234
Subordinated incentive fee on income	17,662	13,645
General and administrative	5,960	5,961
Interest expense	61,533	32,769
Income tax (benefit) expense, including excise tax	(114)	25
Total operating expenses and income taxes	$ 107,747	$ 75,070

The increase in interest expense was primarily the result of (a) higher SOFR and LIBOR rates during the nine months ended September 30, 2023 compared to the nine months ended September 30, 2022 and (b) higher average borrowings under our financing arrangements during the nine months ended September 30, 2023 compared to the nine months ended September 30, 2022. The increase in subordinated incentive fee on income was primarily the result of the increase in investment income during the nine months ended September 30, 2023 compared to the nine months ended September 30, 2022, which was partially offset by the increase in interest expense during the nine months ended September 30, 2023 compared to the nine months ended September 30, 2022.

The composition of our general and administrative expenses for the nine months ended September 30, 2023 and 2022 was as follows:

	Nine Months Ended September 30,	
	2023	2022
Professional fees	$ 1,576	$ 1,375
Transfer agent expense	736	890
Valuation expense	637	590
Dues and subscriptions	635	727
Accounting and administrative costs	606	482
Printing and marketing expense	558	705
Director fees and expenses	525	477
Insurance expense	504	662
Other expenses	183	53
Total general and administrative expense	$ 5,960	$ 5,961

Net Investment Income After Taxes

Our net investment income after taxes totaled $83,264 and $64,328 for the nine months ended September 30, 2023 and 2022, respectively. The increase in our net investment income was a result of an increase in our investment income during the nine months ended September 30, 2023 as compared to the nine months ended September 30, 2022, which was partially offset by an increase in our operating expenses during the same period, which was driven primarily by increases in interest expense and the subordinated incentive fee on income.

Net Realized Loss on Investments and Foreign Currency

Our net realized loss on investments and foreign currency totaled $(31,576) and $(17,058) for the nine months ended September 30, 2023 and 2022, respectively. This increase was driven primarily by realized losses on the restructure and write-off of certain investments during the nine months ended September 30, 2023.

Net Change in Unrealized Depreciation on Investments

The net change in unrealized depreciation on our investments totaled $(7,366) and $(6,664) for the nine months ended September 30, 2023 and 2022, respectively. The net change in unrealized depreciation during the nine months ended September 30, 2023 was primarily due to the decline in fair value of certain investments from mark-to-market adjustments, which was partially offset by realized losses recorded on the restructure of certain investments that were previously recorded as unrealized losses. During the nine months ended September 30, 2022, the net change in unrealized depreciation was primarily the result of widening credit spreads and decreased multiples in equity markets that negatively impacted the fair value of certain of our investments.

Net Increase in Net Assets Resulting from Operations

For the nine months ended September 30, 2023 and 2022, we recorded a net increase in net assets resulting from operations of $44,322 and $40,606, respectively, as a result of our operating activity for the respective periods.

Financial Condition, Liquidity and Capital Resources

We generate cash primarily from cash flows from interest, fees and dividends earned from our investments as well as principal repayments and proceeds from sales of our investments. We also employ leverage to seek to enhance our returns as market conditions permit and at the discretion of CIM and pursuant to the 1940 Act. As a result, we also generate cash from our existing financing arrangements and may generate cash from future borrowings, as well as future offerings of securities including public and/or private issuances of debt and/or equity securities. We use cash primarily to (i) purchase investments in new and existing portfolio companies, (ii) pay for the cost of operations (including paying advisory fees to and/or reimbursing CIM), (iii) make debt service payments related to any of our financing arrangements and (iv) pay cash distributions to the holders of our shares.

On March 23, 2018, an amendment to Section 61(a) of the 1940 Act was signed into law to permit BDCs to reduce the minimum "asset coverage" ratio from 200% to 150% and, as a result, to potentially increase the ratio of a BDC's debt to equity from a maximum of 1-to-1 to a maximum of 2-to-1, so long as certain approval and disclosure requirements are satisfied. As a result of receiving shareholder approval on December 30, 2021, effective December 31, 2021, we are required to maintain asset coverage for our senior securities of 150% rather than 200%, which allows us to increase the maximum amount of leverage that we are permitted to incur. We may from time to time enter into additional financing arrangements or amend the size of our existing financing arrangements. Any increase to our leverage would be subject to prevailing market conditions, our liquidity requirements, contractual and regulatory restrictions and other factors.

As of September 30, 2023 and December 31, 2022, our asset coverage ratio was 1.85 and 1.92, respectively. We seek to carefully consider our unfunded commitments for the purpose of planning our ongoing financial leverage.

On September 15, 2023, our shareholders authorized us to issue shares of our common stock at prices below the then current NAV per share in one or more offerings for a 12-month period following such shareholder approval. As of the date of this report, we are not engaged in discussions to issue any such shares.

As of September 30, 2023, we had cash of $6,805 and short term investments of $116,934 invested in a fund that primarily invests in U.S. government securities. Cash and short term investments as of September 30, 2023, taken together with our available debt, is expected to be sufficient for our investing and financing activities and to conduct our operations in the near term. As of September 30, 2023, we had $102 million available under our financing arrangements.

Our short-term cash needs include the funding of additional portfolio investments, the payment of operating expenses including interest expense, management fees, incentive fees, administrative services expense and general and administrative expenses, as well as paying distributions to our shareholders. Our long-term cash needs will include principal payments on outstanding financing arrangements and funding of additional portfolio investments. Funding for short and long-term cash needs will come from cash provided from operating activities and/or unused net proceeds from financing activities. We believe that our liquidity and sources of capital are adequate to satisfy our short and long-term cash requirements. We cannot, however, be certain that these sources of funds will be available at a time and upon terms acceptable to us in sufficient amounts in the future.

Post-Listing Share Repurchase Policy

On September 15, 2021, our board of directors, including the independent directors, approved a share repurchase policy authorizing us to repurchase up to $50 million of our outstanding common stock after the Listing. On June 24, 2022, our board of directors, including the independent directors, increased the amount of shares of our common stock that may be repurchased under the share repurchase policy by $10 million to up to an aggregate of $60 million. Under the share repurchase policy, we may purchase shares of our common stock through various means such as open market transactions, including block purchases, and privately negotiated transactions. The number of shares repurchased and the timing, manner, price and amount of any repurchases will be determined at our discretion. Factors include, but are not limited to, share price, trading volume and general market conditions, along with our general business conditions. The policy may be suspended or discontinued at any time and does not obligate us to acquire any specific number of shares of our common stock.

On August 29, 2023, as part of the share repurchase policy, we entered into a trading plan with an independent broker, Wells Fargo, in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, based in part on historical trading data with respect to our shares. The 10b5-1 trading plan permits common stock to be repurchased at a time that we might otherwise be precluded from doing so under insider trading laws or self-imposed trading restrictions. The 10b5-1 trading plan expires on August 29, 2024, and is subject to price, market volume and timing restrictions.

During the nine months ended September 30, 2023, we repurchased an aggregate of 834,680 shares under the 10b5-1 trading plan for an aggregate purchase price of $8,619, or an average purchase price of $10.33 per share.

From October 1, 2023 to November 3, 2023, we repurchased an aggregate of 165,317 shares of common stock under the 10b5-1 trading plan for an aggregate purchase price of $1,669, or an average purchase price of $10.10 per share. From the inception of the 10b5-1 trading plan in August 2022 through November 3, 2023, we repurchased an aggregate of 2,658,968 shares of common stock under the 10b5-1 trading plan for an aggregate purchase price of $25,586, or an average purchase price of $9.62 per share.

Distributions

To qualify for and maintain RIC tax treatment, we must, among other things, distribute in respect of each taxable year at least 90% of our net ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any. We will incur an excise tax of 4% imposed on RICs to the extent we do not distribute in respect of each calendar year an amount at least equal to the sum of (1) 98.0% of our net ordinary income (taking into account certain deferrals and elections) for the calendar year, (2) 98.2% of our capital gains in excess of capital losses, or capital gain net income (adjusted for certain ordinary losses), for the one-year period ending on October 31 of the calendar year and (3) any net ordinary income and capital gain net income from preceding years that were not distributed during such years and on which we paid no federal income tax.

We intend to make distributions in an amount sufficient to maintain RIC status each year and to avoid any federal income taxes on income. Therefore, subject to applicable legal restrictions and the sole discretion of our board of directors, we intend to authorize, declare, and pay regular distributions on a quarterly basis. Regular and special distributions in respect of future periods will be evaluated by management and our board of directors based on circumstances and expectations existing at the time of consideration.

The following table presents distributions per share that were declared during the year ended December 31, 2022 and the nine months ended September 30, 2023:

	Distributions	
Three Months Ended	**Per Share**	**Amount**
2022		
March 31, 2022 (one record date)	$ 0.28	$ 15,948
June 30, 2022 (one record date)	0.28	15,949
September 30, 2022 (one record date)	0.31	17,604
December 31, 2022 (two record dates)	0.58	32,074
Total distributions for the year ended December 31, 2022	**$ 1.45**	**$ 81,575**
2023		
March 31, 2023 (one record date)	$ 0.34	$ 18,687
June 30, 2023 (one record date)	0.34	18,614
September 30, 2023 (two record dates)	0.39	21,276
Total distributions for the nine months ended September 30, 2023	**$ 1.07**	**$ 58,577**

On August 7, 2023, our co-chief executive officers declared a supplemental distribution of $0.05 per share for both the third and fourth quarters of 2023, paid on October 16, 2023 and payable on January 15, 2024, respectively, to shareholders of record as of September 29, 2023 and December 29, 2023, respectively.

On November 6, 2023, our co-chief executive officers declared a regular quarterly distribution of $0.34 per share for the fourth quarter of 2023, payable on December 15, 2023 to shareholders of record as of December 1, 2023.

For an additional discussion of our RIC status and distributions, refer to Note 2 and Note 5, respectively, of our consolidated financial statements included in this report.

JPM Credit Facility

As of September 30, 2023 and November 3, 2023, our aggregate outstanding borrowings under the JPM Credit Facility were $600,000 and $575,000, respectively, and the aggregate unfunded principal amount in connection with the JPM Credit Facility was $75,000 and $100,000, respectively. For a detailed discussion of our JPM Credit Facility, refer to Note 8 to our consolidated financial statements included in this report.

UBS Facility

As of September 30, 2023 and November 3, 2023, our outstanding borrowings under the Amended UBS Facility were $122,500 and the aggregate unfunded principal amount in connection with the Amended UBS Facility was $27,500. For a detailed discussion of our Amended UBS Facility, refer to Note 8 to our consolidated financial statements included in this report.

2026 Notes

As of September 30, 2023 and November 3, 2023, we had $125,000 in aggregate principal amount of 2026 Notes outstanding and there was no unfunded principal amount in connection with the 2026 Notes. For a detailed discussion of our 2026 Notes, refer to Note 8 to our consolidated financial statements included in this report.

2021 More Term Loan

As of September 30, 2023 and November 3, 2023, our outstanding borrowings under the 2021 More Term Loan were $30,000 and there was no unfunded principal amount in connection with the 2021 More Term Loan. For a detailed discussion of our 2021 More Term Loan, refer to Note 8 to our consolidated financial statements included in this report.

2022 More Term Loan

As of September 30, 2023 and November 3, 2023, our outstanding borrowings under the 2022 More Term Loan were $50,000 and there was no unfunded principal amount in connection with the 2022 More Term Loan. For a detailed discussion of our 2022 More Term Loan, refer to Note 8 to our consolidated financial statements included in this report.

Series A Notes

As of September 30, 2023 and November 3, 2023, we had $80,712 and $113,858, respectively, in aggregate principal amount of Series A Notes and Additional Series A Notes outstanding and there was no unfunded principal amount in connection with either the Series A Notes or the Additional Series A Notes. For a detailed discussion of our Series A Notes and Additional Series A Notes, refer to Note 8 and Note 14, respectively, to our consolidated financial statements included in this report.

Unfunded Commitments

As of September 30, 2023 and November 3, 2023, our unfunded commitments amounted to $59,170 and $57,644, respectively. For a detailed discussion of our unfunded commitments, refer to Note 11 to our consolidated financial statements included in this report.

Recent Accounting Pronouncements

See Note 2 to our consolidated financial statements included in this report for a discussion of certain recent accounting pronouncements that are applicable to us.

Critical Accounting Policies

Our consolidated financial statements are prepared in conformity with GAAP, which requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Critical accounting policies are those that require the application of management's most difficult, subjective or complex judgments, often because of the need to make estimates about the effect of matters that are inherently uncertain and that may change in subsequent periods. In preparing the consolidated financial statements, we also utilize available information, including our past history, industry standards and the current economic environment, among other factors, in forming our estimates and judgments, giving due consideration to materiality. Actual results may differ from these estimates. In addition, other companies may utilize different estimates, which may impact the comparability of our results of operations to those of companies in similar businesses.

Valuation of Portfolio Investments

The value of our assets is determined quarterly and at such other times that an event occurs that materially affects the valuation. The valuation is made pursuant to Section 2(a)(41) of the 1940 Act, which requires that we value our assets as follows: (i) the market price for those securities for which a market quotation is readily available, and (ii) for all other securities and assets, at fair value, as determined in good faith by our board of directors. As a BDC, Section 2(a)(41) of the 1940 Act requires the board of directors to determine in good faith the fair value of portfolio securities for which a market price is not readily available, and it does so in conjunction with the application of our valuation procedures by CIM. In accordance with Rule 2a-5 of the 1940 Act, our board of directors has designated CIM as our "valuation designee." Our board of directors and the audit committee of our board of directors, which is comprised solely of our independent directors, oversees the activities, methodology and processes of the valuation designee.

There is no single standard for determining fair value in good faith. As a result, determining fair value requires that judgment be applied to the specific facts and circumstances of each asset while employing a valuation process that is consistently followed. Determinations of fair value involve subjective judgments and estimates. Accordingly, the notes to our consolidated financial statements refer to the uncertainty with respect to the possible effect of such valuations, and any change in such valuations in our consolidated financial statements.

Valuation Methods

With respect to investments for which market quotations are not readily available, CIM, as the valuation designee of our board of directors, undertakes a multi-step valuation process each quarter, as described below:

- the quarterly valuation process generally begins with each portfolio company or investment either being sent directly to an independent valuation firm or initially valued by certain of CIM's investment professionals and certain members of its management team, with such valuation taking into account information received from various sources, including independent valuation firms, if applicable;
- preliminary valuation conclusions are then documented and discussed by members of CIM's management team;
- designated members of CIM's management team review the preliminary valuation, and, if applicable, deliver such preliminary valuation to an independent valuation firm for its review;
- designated members of CIM's management team and, if appropriate, the relevant investment professionals meet with the independent valuation firm to discuss the preliminary valuation;
- designated members of CIM's management team respond and supplement the preliminary valuation to reflect any comments provided by the independent valuation firm;
- our audit committee meets with members of CIM's management team and the independent valuation firms to discuss the assistance provided and the results of the independent valuation firms' review; and
- our board of directors and our audit committee provide oversight with respect to this valuation process, including requesting such materials as they may determine appropriate.

We shall promptly (but no later than five business days after we become aware) report to our board of directors in writing on the occurrence of matters that materially affect the fair value of the designated portfolio of investments. Material matters in this instance include a significant deficiency or material weakness in the design or effectiveness of CIM's fair value determination process resulting in a material error in the calculation of net asset value of $0.01 per share or greater.

In addition to the foregoing, certain investments for which a market price is not readily available are evaluated on a quarterly basis by an independent valuation firm and certain other investments are on a rotational basis reviewed by an independent valuation firm. Finally, certain investments are not evaluated by an independent valuation firm unless certain aspects of such investments in the aggregate meet certain criteria.

Given the expected types of investments, excluding short term investments and stock of publicly traded companies that are classified as Level 1, management expects our portfolio holdings to be classified as Level 3. Due to the uncertainty inherent in the valuation process, particularly for Level 3 investments, such fair value estimates may differ significantly from the values that would have been used had an active market for the investments existed. 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 that we ultimately realize on these investments to materially differ from the valuations currently assigned. Inputs used in the valuation process are subject to variability in the future and can result in materially different fair values.

For an additional discussion of our investment valuation process, refer to Note 2 to our consolidated financial statements included in this report.

Related Party Transactions

For a discussion of our relationship with related parties including CIM and CIG, and amounts incurred under agreements with such related parties, refer to Note 4 to our consolidated financial statements included in this report. For a discussion of our relationship with CION/EagleTree, refer to Note 7 to our consolidated financial statements included in this report.

Contractual Obligations

On August 26, 2016, 34th Street entered into the JPM Credit Facility with JPM, as amended and restated on September 30, 2016, July 11, 2017, November 28, 2017, May 23, 2018, May 15, 2020, February 26, 2021, March 28, 2022 and May 15, 2023. See Note 8 to our consolidated financial statements for a more detailed description of the JPM Credit Facility.

On May 19, 2017, Murray Hill Funding II entered into the UBS Facility with UBS, as amended on December 1, 2017, May 19, 2020, November 12, 2020, December 17, 2020 and June 14, 2023. See Note 8 to our consolidated financial statements for a more detailed description of the UBS Facility.

On February 11, 2021, we entered into the Note Purchase Agreement with purchasers of the 2026 Notes. See Note 8 to our consolidated financial statements for a more detailed description of the 2026 Notes.

On April 14, 2021, we entered into the 2021 More Term Loan with More. See Note 8 to our consolidated financial statements for a more detailed description of the 2021 More Term Loan.

On April 27, 2022, we entered into the 2022 More Term Loan with More Provident. See Note 8 to our consolidated financial statements for a more detailed description of the 2022 More Term Loan.

On February 28, 2023, we entered into a Deed of Trust with Mishmeret Trust Company Ltd., as trustee, pursuant to which we issued our Series A Notes and Additional Series A Notes. See Notes 8 and 14 to our consolidated financial statements for a more detailed description of the Deed of Trust, the Series A Notes and the Additional Series A Notes.

Commitments and Contingencies

We have entered into certain contracts with other parties that contain a variety of indemnifications. Our maximum exposure under these arrangements is unknown. However, we have not experienced claims or losses pursuant to these contracts and believe the risk of loss related to such indemnifications to be remote.

Our investment portfolio may contain debt investments that are in the form of lines of credit, delayed draw term loans, revolving credit facilities, or other unfunded commitments, which may require us to provide funding when requested in accordance with the terms of the underlying agreements. For further details on such debt investments, refer to Note 11 to our consolidated financial statements included in this report.

We currently have no off-balance sheet arrangements, except for those discussed in Note 7 and Note 11 to our consolidated financial statements included in this report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are subject to financial market risks, including changes in interest rates. As of September 30, 2023, 81.2% of our investments paid variable interest rates. A rise in the general level of interest rates can be expected to lead to higher interest rates applicable to our debt investments, especially to the extent that we hold variable rate investments, and to declines in the value of any fixed rate investments we may hold. To the extent that a majority of our investments may be in variable rate investments, an increase in interest rates could make it easier for us to meet or exceed our incentive fee hurdle rate, as defined in our investment advisory agreement, and may result in a substantial increase in our net investment income, and also to the amount of incentive fees payable to CIM with respect to our pre-incentive fee net investment income.

As of September 30, 2023, under the terms of the JPM Second Amendment, advances bear interest at a floating rate equal to the three-month SOFR, plus a credit spread of 3.05% per year, and a LIBOR to SOFR credit spread adjustment of 0.15%. Pursuant to the terms of the Amended UBS Facility, we currently pay a financing fee equal to the three-month SOFR, plus a spread of (a) to (but excluding) November 19, 2023, 3.525% per year, and (b) thereafter, 3.20% per year. Pursuant to the terms of the Deed of Trust, the Series A Notes and Additional Series A Notes bear interest at a floating rate equal to average overnight SOFR, plus a credit spread of 3.82% per year. Pursuant to the terms of the 2022 More Term Loan, advances bear interest at a floating rate equal to the three-month SOFR, plus a credit spread of 3.50% per year and subject to a 1.0% SOFR floor. In addition, we may seek to further borrow funds in order to make additional investments. Our net investment income will be impacted, in part, by the difference between the rate at which we borrow funds and the rate at which we invest those funds. As a result, we would be subject to risks relating to changes in market interest rates. In periods of rising interest rates when we have debt outstanding, our cost of funds would increase, which could reduce our net investment income, especially to the extent we hold fixed rate investments. We expect that our long-term investments will be financed primarily with equity and long-term debt. Our interest rate risk management techniques may include various interest rate hedging activities to the extent permitted by the 1940 Act. Adverse developments resulting from changes in interest rates could have a material adverse effect on our business, financial condition and results of operations.

The following table shows the effect over a twelve month period of changes in interest rates on our net interest income, excluding short term investments, assuming no changes in our investment portfolio, the Third Amended JPM Credit Facility (including the JPM Second Amendment), the Amended UBS Facility, the Series A Notes (including the Additional Series A Notes) or the 2022 More Term Loan in effect as of September 30, 2023:

Basis Point Change in Interest Rates	(Decrease) Increase in Net Interest Income(1)	Percentage Change in Net Interest Income
Down 300 basis points	$ (15,409)	(14.0)%
Down 200 basis points	(10,383)	(9.5)%
Down 100 basis points	(5,248)	(4.8)%
Down 50 basis points	(2,624)	(2.4)%
No change to current base rate (5.45% as of September 30, 2023)	—	—
Up 50 basis points	2,624	2.4 %
Up 100 basis points	5,248	4.8 %
Up 200 basis points	10,496	(9.6)%
Up 300 basis points	15,744	14.3 %

(1) This table assumes no change in defaults or prepayments by portfolio companies over the next twelve months.

The interest rate sensitivity analysis presented above does not consider the potential impact of the changes in fair value of our fixed rate debt investments, our fixed rate borrowings (the 2026 Notes and the 2021 More Term Loan), or the net asset value of our common stock in the event of sudden changes in interest rates. Approximately 7.3% of our investments paid fixed interest rates as of September 30, 2023. Rising market interest rates will most likely lead to fair value declines for fixed interest rate investments and fixed interest rate borrowings and a decline in the net asset value of our common stock, while declining market interest rates will most likely lead to an increase in the fair value of fixed interest rate investments and fixed interest rate borrowings and an increase in the net asset value of our common stock.

In addition, we may have risk regarding portfolio valuation as discussed in Note 2 to our consolidated financial statements included in this report.

Item 4. Controls and Procedures

Evaluation of disclosure controls and procedures

In connection with the preparation of this Quarterly Report on Form 10-Q for the three months ended September 30, 2023, we carried out an evaluation, under the supervision and with the participation of our management, including our Co-Chief Executive Officers and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report pursuant to Rule 13a-15(b) and Rule 15d-15(b) of the Securities Exchange Act of 1934, as amended. Based on the foregoing evaluation, the Co-Chief Executive Officers and the Chief Financial Officer concluded that our disclosure controls and procedures were effective.

In designing and evaluating our disclosure controls and procedures, we recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Our disclosure controls and procedures have been designed to meet reasonable assurance standards. Disclosure controls and procedures cannot detect or prevent all error and fraud. Some inherent limitations in disclosure controls and procedures include costs of implementation, faulty decision-making, simple error and mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based, in part, upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all anticipated and unanticipated future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with established policies or procedures.

Evaluation of internal control over financial reporting

There have been no changes in our internal control over financial reporting during the three months ended September 30, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are not currently subject to any material legal proceedings, nor, to our knowledge, is any material legal proceeding threatened against us. From time to time, we may be 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 and other third parties. While the outcome of these legal proceedings cannot be predicted with certainty, we do not expect that any such proceedings will have a material effect upon our financial condition or results of operations.

Item 1A. Risk Factors

In addition to other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the factors set forth in “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2022, which could materially affect our business, financial condition and/or operating results. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially affect our business, financial condition and/or operating results. There have been no material changes during the three months ended September 30, 2023 to the risk factors set forth in “Item 1A. Risk Factors” of our Annual Report on Form 10-K for the year ended December 31, 2022, except as set forth below.

We and our portfolio companies may maintain cash balances at financial institutions that exceed federally insured limits and may otherwise be materially affected by adverse developments affecting the financial services industry, such as actual events or concerns involving liquidity, defaults or non-performance by financial institutions or transactional counterparties.

Our cash is held principally at one financial institution that we believe is of high quality and at times may exceed insured limits. Cash held by us and by our portfolio companies in non-interest-bearing and interest-bearing operating accounts may exceed the FDIC insurance limits. If such banking institutions were to fail, we or our portfolio companies could lose all or a portion of those amounts held in excess of such insurance limitations. In addition, actual events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions, transactional counterparties or other companies in the financial services industry or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems, which could adversely affect our and our portfolio companies’ business, financial condition, results of operations, or prospects.

Although we assess our banking relationships as we believe necessary or appropriate, our access to funding sources and other credit arrangements in amounts adequate to finance or capitalize our current and projected future business operations could be significantly impaired by factors that affect us, the financial institutions with which we have arrangements directly, or the financial services industry or economy in general. These factors could include, among others, events such as liquidity constraints or failures, the ability to perform obligations under various types of financial, credit or liquidity agreements or arrangements, disruptions or instability in the financial services industry or financial markets or concerns or negative expectations about the prospects for companies in the financial services industry. These factors could involve financial institutions or financial services industry companies with which we have financial or business relationships but could also include factors involving financial markets or the financial services industry generally.

In addition, investor concerns regarding the U.S. or international financial systems could result in less favorable commercial financing terms, including higher interest rates or costs and tighter financial and operating covenants, or systemic limitations on access to credit and liquidity sources, thereby making it more difficult for us to acquire financing on acceptable terms or at all.

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

We did not engage in any unregistered sales of equity securities during the three months ended September 30, 2023.

The table below provides information concerning our repurchases of shares of our common stock in the open market during the three months ended September 30, 2023 pursuant to our share repurchase policy.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
July 1 to July 31, 2023	54,048	$ 10.74	54,048	(1)
August 1 to August 31, 2023	18,518	10.96	18,518	(1)
September 1 to September 30, 2023	95,457	10.65	95,457	(1)
Total	168,023	$ 10.72	168,023	(1)

(1) A description of the shares of our common stock that may be repurchased is set forth in a discussion of our share repurchase program in Note 3 to our unaudited consolidated financial statements contained in this Quarterly Report on Form 10-Q.

The table below provides information concerning our repurchases of shares of our common stock in the open market during the three months ended September 30, 2023 pursuant to our distribution reinvestment plan in order to satisfy the reinvestment portion of our distributions.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
July 1 to July 31, 2023	—	$ —	—	—
August 1 to August 31, 2023	—	—	—	—
September 1 to September 30, 2023	160,383	11.10	160,383	(1)
Total	160,383	$ 11.10	160,383	(1)

(1) A description of the shares of our common stock that may be repurchased is set forth in a discussion of the New DRP in Note 5 to our unaudited consolidated financial statements contained in this Quarterly Report on Form 10-Q.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

During the fiscal quarter ended September 30, 2023, none of our directors or executive officers adopted or terminated any contract, instruction or written plan for the purchase or sale of our securities to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any “non-Rule 10b5-1 trading arrangement.”

Item 6. Exhibits

Exhibit Number	Description of Document
2.1	Purchase and Sale Agreement, dated as of September 30, 2016, by and between Park South Funding, LLC and Credit Suisse Alternative Capital, LLC (Incorporated by reference to Exhibit 2.1 to Registrant's Current Report on Form 8-K filed with the SEC on October 4, 2016 (File No. 814-00941)).
3.1	Third Articles of Amendment and Restatement of the Articles of Incorporation of CĪON Investment Corporation (Incorporated by reference to Exhibit A to Registrant's Definitive Proxy Statement on Schedule 14A filed with the SEC on May 13, 2021 (File No. 814-00941)).
3.2	Articles of Amendment to the Third Articles of Amendment and Restatement of the Articles of Incorporation of CĪON Investment Corporation (Incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K filed with the SEC on September 16, 2021(File No. 814-00941)).
3.3	Bylaws of CĪON Investment Corporation (Incorporated by reference to Exhibit (B) to Pre-Effective Amendment No. 4 to Registrant's Registration Statement on Form N-2 filed with the SEC on June 29, 2012 (File No. 333-178646)).
4.1	Fifth Amended and Restated Distribution Reinvestment Plan of CĪON Investment Corporation (Incorporated by reference to Exhibit 4.1 to Registrant's Current Report on Form 8-K filed with the SEC on December 8, 2016 (File No. 814-00941)).
4.2	Distribution Reinvestment Plan of CĪON Investment Corporation (Incorporated by reference to Exhibit 4.1 to Registrant's Current Report on Form 8-K filed with the SEC on September 16, 2021 (File No. 814-00941)).
4.3	Description of Registrant's Securities (Incorporated by reference to Exhibit 4.4 to Registrant's Annual Report on Form 10-K filed with the SEC on March 10, 2022 (File No. 814-00941)).
10.1	Second Amended and Restated Investment Advisory Agreement, dated as of October 5, 2021, by and between CĪON Investment Corporation and CION Investment Management, LLC (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on October 5, 2021 (File No. 814-00941)).
10.2	Custody Agreement by and between CĪON Investment Corporation and U.S. Bank National Association (Incorporated by reference to Exhibit (J) to Pre-Effective Amendment No. 4 to Registrant's Registration Statement on Form N-2 filed with the SEC on June 29, 2012 (File No. 333-178646)).
10.3	Third Amended and Restated Expense Support and Conditional Reimbursement Agreement, dated as of December 9, 2020, by and between CĪON Investment Corporation and CION Investment Management, LLC (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on December 15, 2020 (File No. 814-00941)).
10.4	Sale and Contribution Agreement, dated as of August 26, 2016, by and between 34th Street Funding, LLC and CĪON Investment Corporation (Incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K filed with the SEC on September 1, 2016 (File No. 814-00941)).
10.5	Master Participation Agreement, dated as of August 26, 2016, by and between 34th Street Funding, LLC and CĪON Investment Corporation (Incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K filed with the SEC on September 1, 2016 (File No. 814-00941)).
10.6	Amended and Restated Portfolio Management Agreement, dated as of September 30, 2016, by and among 34th Street Funding, LLC, CION Investment Management, LLC and JPMorgan Chase Bank, National Association (Incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K filed with the SEC on October 4, 2016 (File No. 814-00941)).
10.7	Contribution Agreement, dated as of May 19, 2017, by and among CION Investment Corporation, Murray Hill Funding, LLC and Murray Hill Funding II, LLC (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed with the SEC on May 25, 2017 (File No. 814-00941)).
10.8	Murray Hill Funding II, LLC Class A Notes Due 2027 (Incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K filed with the SEC on May 25, 2017 (File No. 814-00941)).
10.9	Contribution Agreement, dated as of May 19, 2017, by and among UBS AG, London Branch, Murray Hill Funding II, LLC, U.S. Bank National Association, Murray Hill Funding, LLC and CION Investment Management, LLC (Incorporated by reference to Exhibit 10.4 to Registrant's Current Report on Form 8-K filed with the SEC on May 25, 2017 (File No. 814-00941)).
10.10	October 2000 Version Global Master Repurchase Agreement, by and between UBS AG and Murray Hill Funding, LLC, together with the related Annex and Master Confirmation thereto, each dated as of May 19, 2017 (Incorporated by reference to Exhibit 10.5 to Registrant's Current Report on Form 8-K filed with the SEC on May 25, 2017 (File No. 814-00941)).
10.11	Collateral Management Agreement, dated as of May 19, 2017, by and between CION Investment Management, LLC and Murray Hill Funding II, LLC (Incorporated by reference to Exhibit 10.6 to Registrant's Current Report on Form 8-K filed with the SEC on May 25, 2017 (File No. 814-00941)).
10.12	Collateral Administration Agreement, dated as of May 19, 2017, by and among Murray Hill Funding II, LLC, CION Investment Management, LLC and U.S. Bank National Association (Incorporated by reference to Exhibit 10.7 to Registrant's Current Report on Form 8-K filed with the SEC on May 25, 2017 (File No. 814-00941)).
10.13	Murray Hill Funding II, LLC Class A Notes Due 2027 (Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on December 7, 2017 (File No. 814-00941)).
10.14	Administration Agreement, dated as of April 1, 2018, by and between CĪON Investment Corporation and CION Investment Management, LLC (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on April 3, 2018 (File No. 814-00941)).

Exhibit Number	Description of Document
10.15	Revolving Credit Note Agreement, dated as of December 17, 2020, by and among Murray Hill Funding II, LLC, Murray Hill Funding, LLC, U.S. Bank National Association, and the Class A-R Noteholders (Incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K filed with the SEC on December 23, 2020 (File No. 814-00941)).
10.16	Murray Hill Funding II, LLC Class A-R Notes Due 2027 (Incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K filed with the SEC on December 23, 2020 (File No. 814-00941)).
10.17	Second Amended and Restated Indenture, dated as of December 17, 2020, by and between Murray Hill Funding II, LLC and U.S. Bank National Association (Incorporated by reference to Exhibit 10.4 to Registrant's Current Report on Form 8-K filed with the SEC on December 23, 2020 (File No. 814-00941)).
10.18	Note Purchase Agreement of CĪON Investment Corporation related to the 2026 Notes, dated as of February 11, 2021 (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed with the SEC on February 16, 2021 (File No. 814-00941)).
10.19	Third Amended and Restated Loan and Security Agreement, dated as of February 26, 2021, by and among 34th Street Funding, LLC, JPMorgan Chase Bank, National Association, U.S. Bank National Association and CION Investment Management, LLC (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed with the SEC on March 1, 2021 (File No. 814-00941)).
10.20	Unsecured Term Loan Facility Agreement, dated as of April 14, 2021, by and between CĪON Investment Corporation and More Provident Funds Ltd. (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed with the SEC on April 20, 2021 (File No. 814-00941)).
10.21	First Amendment to Third Amended and Restated Loan and Security Agreement, dated as of March 28, 2022, by and among 34th Street Funding, LLC, JPMorgan Chase Bank, National Association, U.S. Bank Trust Company, National Association, U.S. Bank National Association and CION Investment Management, LLC (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed with the SEC on March 29, 2022 (File No. 814-00941)).
10.22	Unsecured Term Loan Facility Agreement, dated as of April 27, 2022, by and between CĪON Investment Corporation and More Provident Funds and Pension Ltd. (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed with the SEC on April 27, 2022 (File No. 814-00941)).
10.23	Deed of Trust, dated as of February 20, 2023, by and between CĪON Investment Corporation and Mishmeret Trust Company Ltd. (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed with the SEC on February 28, 2023 (File No. 814-00941)).
10.24	Second Amendment to Third Amended and Restated Loan and Security Agreement, dated as of May 15, 2023, by and among 34th Street Funding, LLC, JPMorgan Chase Bank, National Association, U.S. Bank Trust Company, National Association, U.S. Bank National Association and CION Investment Management, LLC (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed with the SEC on May 18, 2023 (File No. 814-00941)).
10.25	Fifth Amended and Restated Master Confirmation to the Global Master Repurchase Agreement (Class A-1 Notes), dated as of June 14, 2023, by and between Murray Hill Funding, LLC and UBS AG (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed with the SEC on June 15, 2023 (File No. 814-00941)).
10.26	Amended and Restated Master Confirmation to the Global Master Repurchase Agreement (Class A-R Notes), dated as of June 14, 2023, by and between Murray Hill Funding, LLC and UBS AG (Incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K filed with the SEC on June 15, 2023 (File No. 814-00941)).
14.1	Code of Ethics of CĪON Investment Corporation, CION Investment Management, LLC, CION Investment Management II, LLC and Affiliated Advisers (Incorporated by reference to Exhibit 14.1 to Registrant's Current Report on Form 8-K filed with the SEC on May 10, 2023 (File No. 814-00941)).
21.1	Subsidiaries of CĪON Investment Corporation. (Incorporated by reference to Exhibit 21.1 to Registrant's Annual Report on Form 10-K filed with the SEC on March 16, 2023 (File No. 814-00941)).
31.1	Rule 13a-14(a)/15d-14(a) Certification of Co-Chief Executive Officer.*
31.2	Rule 13a-14(a)/15d-14(a) Certification of Co-Chief Executive Officer.*
31.3	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.*
32.1	Certification of Co-Chief Executive Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
32.2	Certification of Co-Chief Executive Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
32.3	Certification of Chief Financial Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

* Filed herewith.

SIGNATURES

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

Date: November 8, 2023

CĪON Investment Corporation
(Registrant)

By: /s/ Michael A. Reisner
Michael A. Reisner
Co-Chief Executive Officer
(Principal Executive Officer)

By: /s/ Mark Gatto
Mark Gatto
Co-Chief Executive Officer
(Principal Executive Officer)

By: /s/ Keith S. Franz
Keith S. Franz
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION OF CO-CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael A. Reisner, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of CĪON Investment Corporation;

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

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

4. I am 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 my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my 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 my 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 (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

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

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

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

Date: November 8, 2023

/s/ Michael A. Reisner
Michael A. Reisner
Co-Chief Executive Officer
(Principal Executive Officer)
CĪON Investment Corporation

Exhibit 31.2

CERTIFICATION OF CO-CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Mark Gatto, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of CĪON Investment Corporation;

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

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

4. I am 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 my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my 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 my 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 (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

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

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

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

Date: November 8, 2023

/s/ Mark Gatto
Mark Gatto
Co-Chief Executive Officer
(Principal Executive Officer)
CĪON Investment Corporation

Exhibit 31.3

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Keith S. Franz, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of CĪON Investment Corporation;

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

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

4. I am 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 my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;

    (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my 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 my 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 (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

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

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

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

Date: November 8, 2023

/s/ Keith S. Franz
Keith S. Franz
Chief Financial Officer
(Principal Financial and Accounting Officer)
CĪON Investment Corporation

Exhibit 32.1

CERTIFICATION OF CO-CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael A. Reisner, Co-Chief Executive Officer, in connection with the Quarterly Report of CĪON Investment Corporation (the "Company") on Form 10-Q for the quarter ended September 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the “Quarterly Report”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Quarterly Report 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 Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 8, 2023

/s/ Michael A. Reisner
Michael A. Reisner
Co-Chief Executive Officer
(Principal Executive Officer)
CĪON Investment Corporation

Exhibit 32.2

CERTIFICATION OF CO-CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Mark Gatto, Co-Chief Executive Officer, in connection with the Quarterly Report of CĪON Investment Corporation (the “Company”) on Form 10-Q for the quarter ended September 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the “Quarterly Report”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Quarterly Report 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 Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 8, 2023

/s/ Mark Gatto
Mark Gatto
Co-Chief Executive Officer
(Principal Executive Officer)
CĪON Investment Corporation

Exhibit 32.3

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Keith S. Franz, Chief Financial Officer, in connection with the Quarterly Report of CĪON Investment Corporation (the “Company”) on Form 10-Q for the quarter ended September 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the “Quarterly Report”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Quarterly Report 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 Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 8, 2023

/s/ Keith S. Franz
Keith S. Franz
Chief Financial Officer
(Principal Financial and Accounting Officer)
CĪON Investment Corporation