

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q**

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended **June 30, 2024**
OR

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

Commission file number: **000-56133**
NUVEEN CHURCHILL DIRECT LENDING CORP.
(Exact name of registrant as specified in its charter)

Maryland	84-3613224
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
375 Park Avenue, 9th Floor, New York, NY	10152
(Address of principal executive offices)	(Zip Code)

(212) 478-9200
(Registrant's telephone number, including area code)

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 \$0.01	NCDL	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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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

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

As of August 5, 2024, the registrant had 54,821,734 shares of common stock, \$0.01 par value, outstanding.

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FORWARD-LOOKING STATEMENTS

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

- our future operating results;
- our business prospects and the prospects of our portfolio companies;
- the dependence of our future success on the general economy and its impact on the industries in which we invest;
- the impact of a protracted decline in the liquidity of credit markets on our business;
- the impact of increased competition;
- an economic downturn and its impact on the ability of our portfolio companies to operate and the investment opportunities available to us;
- the impact of interest rate volatility on our business and our portfolio companies;
- the impact of supply chain constraints and labor difficulties on our portfolio companies and the global economy;
- the elevated level of inflation, and its impact on our portfolio companies and on the industries in which we invest;
- the impact of geopolitical conditions, including the ongoing conflict between Ukraine and Russia and ongoing war in the Middle East, and its impact on financial market volatility, global economic markets, and various sectors, industries and markets for commodities globally, such as oil and natural gas;
- our contractual arrangements and relationships with third parties;
- the valuation of our investments in portfolio companies, particularly those having no liquid trading market;
- actual and potential conflicts of interest with the Advisers, and/or their respective affiliates;
- the ability of our portfolio companies to achieve their objectives;
- the use of borrowed money to finance a portion of our investments;
- the adequacy of our financing sources and working capital;
- the timing of cash flows, if any, from the operations of our portfolio companies;
- the ability of the Advisers; to locate suitable investments for us and to monitor and administer our investments;
- the ability of the Advisers or their respective affiliates to attract and retain highly talented professionals;
- our ability to qualify and maintain our qualification as a regulated investment company (a “RIC”) and operate as a business development company (“BDC”); and
- the impact of future legislation and regulation on our business and our portfolio companies.

Although we believe that the assumptions on which these forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate, and as a result, the forward-looking statements based on those assumptions also could be inaccurate. Important assumptions include our ability to originate new loans and investments, certain margins and levels of profitability and the availability of additional capital. In light of these and other uncertainties, the inclusion of forward-looking statements in this report should not be regarded as a representation by us that our plans and objectives will be achieved. These forward-looking statements apply only as of the date of this report. Moreover, we assume no duty and do not undertake to update the forward-looking statements except as otherwise provided by law.

PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NUVEEN CHURCHILL DIRECT LENDING CORP.
CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES
(dollars in thousands, except share and per share data)

	June 30, 2024	December 31, 2023
Assets	(Unaudited)	
Investments		
Non-controlled/non-affiliated company investments, at fair value (amortized cost of \$2,023,384 and \$1,666,169, respectively)	\$ 1,990,856	\$ 1,641,686
Cash and cash equivalents	70,986	67,395
Restricted cash	50	50
Interest receivable	18,299	17,674
Receivable for investments sold	2,650	3,919
Prepaid expenses	93	13
Other assets	—	127
Total assets	\$ 2,082,934	\$ 1,730,864
Liabilities		
Secured borrowings (net of \$8,029 and \$7,941 deferred financing costs, respectively) (See Note 6)	\$ 1,020,721	\$ 943,936
Payable for investments purchased	17,790	—
Interest payable	21,292	9,837
Due to adviser for expense support (See Note 5)	—	632
Management fees payable	3,590	3,006
Distributions payable	30,108	22,683
Directors' fees payable	127	96
Accounts payable and accrued expenses	2,934	2,789
Total liabilities	\$ 1,096,562	\$ 982,979
Commitments and contingencies (See Note 7)		
Net Assets: (See Note 8)		
Common shares, \$0.01 par value, 500,000,000 and 500,000,000 shares authorized, 54,705,779 and 41,242,105 shares issued and outstanding as of June 30, 2024 and December 31, 2023, respectively	\$ 547	\$ 412
Paid-in-capital in excess of par value	1,019,617	776,719
Total distributable earnings (loss)	(33,792)	(29,246)
Total net assets	\$ 986,372	\$ 747,885
Total liabilities and net assets	\$ 2,082,934	\$ 1,730,864
Net asset value per share (See Note 9)	\$ 18.03	\$ 18.13

See Notes to Consolidated Financial Statements

NUVEEN CHURCHILL DIRECT LENDING CORP.
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(dollars in thousands, except share and per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Investment income:				
Non-controlled/non-affiliated company investments:				
Interest income	\$ 53,018	\$ 36,292	\$ 102,096	\$ 69,679
Payment-in-kind interest income	1,529	551	3,521	872
Dividend income	33	24	341	40
Other income	509	234	726	470
Total investment income	55,089	37,101	106,684	71,061
Expenses:				
Interest and debt financing expenses	18,721	14,298	35,662	27,041
Management fees (See Note 5)	3,590	2,475	6,854	4,781
Incentive fees on net investment income	3,075	—	7,534	—
Professional fees	693	964	1,403	1,554
Directors' fees	127	95	255	191
Administration fees (See Note 5)	484	350	1,026	659
Other general and administrative expenses	466	357	743	528
Total expenses before expense support and Incentive fees waived	27,156	18,539	53,477	34,754
Expense support (See Note 5)	—	(144)	—	(158)
Incentive fees waived (See Note 5)	(3,075)	—	(7,534)	—
Net Expenses after expense support	24,081	18,395	45,943	34,596
Net investment income	31,008	18,706	60,741	36,465
Realized and unrealized gain (loss) on investments:				
Net realized gain (loss) on non-controlled/non-affiliated company investments	1,017	218	(2,608)	6,699
Net change in unrealized appreciation (depreciation):				
Non-controlled/non-affiliated company investments	(12,102)	(4,242)	(8,045)	(15,379)
Income tax (provision) benefit	282	(376)	141	(762)
Total net change in unrealized gain (loss)	(11,820)	(4,618)	(7,904)	(16,141)
Total net realized and unrealized gain (loss) on investments	(10,803)	(4,400)	(10,512)	(9,442)
Net increase (decrease) in net assets resulting from operations	\$ 20,205	\$ 14,306	\$ 50,229	\$ 27,023
Per share data:				
Net investment income per share - basic and diluted	\$ 0.57	\$ 0.61	\$ 1.13	\$ 1.23
Net increase (decrease) in net assets resulting from operations per share - basic and diluted	\$ 0.37	\$ 0.47	\$ 0.93	\$ 0.91
Weighted average common shares outstanding - basic and diluted	54,789,044	30,621,009	53,773,698	29,679,378

See Notes to Consolidated Financial Statements

NUVEEN CHURCHILL DIRECT LENDING CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS (UNAUDITED)
(dollars in thousands, except share and per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Increase (decrease) in net assets resulting from operations:				
Net investment income	\$ 31,008	\$ 18,706	\$ 60,741	\$ 36,465
Net realized gain (loss) on investments	1,017	218	(2,608)	6,699
Net change in unrealized appreciation (depreciation) on investments	(11,820)	(4,618)	(7,904)	(16,141)
Net increase (decrease) in net assets resulting from operations	20,205	14,306	50,229	27,023
Shareholder distributions:				
Distributions declared from net investment income	(30,108)	(17,106)	(54,775)	(38,951)
Net increase (decrease) in net assets resulting from shareholder distributions	(30,108)	(17,106)	(54,775)	(38,951)
Capital share transactions:				
Issuance of common shares, net	—	39,977	241,657	39,977
Reinvestment of shareholder distributions	3,191	2,776	6,525	4,491
Repurchase of common stock	(5,149)	—	(5,149)	—
Net increase (decrease) in net assets resulting from capital share transactions	(1,958)	42,753	243,033	44,468
Total increase (decrease) in net assets	(11,861)	39,953	238,487	32,540
Net assets, beginning of period	998,233	517,544	747,885	524,957
Net assets, end of period	\$ 986,372	\$ 557,497	\$ 986,372	\$ 557,497

See Notes to Consolidated Financial Statements

NUVEEN CHURCHILL DIRECT LENDING CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(dollars in thousands, except share and per share data)

	Six Months Ended June 30,	
	2024	2023
Cash flows from operating activities:		
Net increase (decrease) in net assets resulting from operations	\$ 50,229	\$ 27,023
Adjustments to reconcile net increase (decrease) in net assets resulting from operations to net cash provided by (used in) operating activities		
Purchase of investments	(509,305)	(202,017)
Proceeds from principal repayments and sales of investments	154,873	45,361
Payment-in-kind interest	(3,521)	(872)
Amortization of (premium)/accretion of discount, net	(1,870)	(1,533)
Net realized (gain) loss on investments	2,608	(6,699)
Net change in unrealized (appreciation) depreciation on investments	8,045	15,379
Amortization of deferred financing costs	1,960	884
Amortization of offering costs	—	(23)
Changes in operating assets and liabilities:		
Due from adviser for expense support	—	282
Interest receivable	(625)	(1,178)
Receivable for investments sold	1,269	(47)
Prepaid expenses	(80)	(59)
Other assets	127	—
Payable for investments purchased	17,790	(56)
Interest payable	11,455	2,509
Due to adviser for expense support	(632)	(46)
Management fees payable	584	263
Directors' fees payable	31	—
Accounts payable and accrued expenses	145	338
Net cash provided by (used in) operating activities	(266,917)	(120,491)
Cash flows from financing activities:		
Proceeds from issuance of common shares	241,657	40,455
Shareholder distributions	(40,825)	(31,680)
Repurchases of common shares	(5,149)	—
Proceeds from secured borrowings	546,250	179,000
Repayments of secured borrowings	(469,377)	(59,000)
Payments of deferred financing costs	(2,048)	(2,106)
Net cash provided by (used in) financing activities	270,508	126,669
Net increase (decrease) in Cash and Cash Equivalents and Restricted Cash	3,591	6,178
Cash and Cash Equivalents and Restricted Cash, beginning of period	67,445	39,320
Cash and Cash Equivalents and Restricted Cash, end of period	\$ 71,036	\$ 45,498
Supplemental disclosure of cash flow information:		
Cash paid during the period for interest	\$ 22,247	\$ 23,648
Cash paid during the period for excise taxes	\$ 6	\$ —
Supplemental disclosure of non-cash flow information:		
Reinvestment of shareholder distributions	\$ 6,525	\$ 4,491

See Notes to Consolidated Financial Statements

The following tables provide a reconciliation of cash and cash equivalents and restricted cash reported on the consolidated statements of assets and liabilities that sum to the total of comparable amounts on the consolidated statements of cash flows (dollars in thousands):

	June 30, 2024	June 30, 2023
Cash	\$ 3,301	\$ 10,098
Cash equivalents	67,685	35,350
Restricted cash	50	50
Total cash and cash equivalents and restricted cash shown on the Consolidated Statements of Cash Flows	<u>\$ 71,036</u>	<u>\$ 45,498</u>

See Notes to Consolidated Financial Statements

NUVEEN CHURCHILL DIRECT LENDING CORP.
CONSOLIDATED SCHEDULE OF INVESTMENTS (UNAUDITED)

June 30, 2024

(dollar amounts in thousands)

Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized		% of Net	
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost	Fair Value ⁽⁴⁾	Assets ⁽⁵⁾	
Investments										
Debt Investments										
Aerospace & Defense										
AEgis Technologies	(6) (12) (13)	First Lien Term Loan	S + 4.75%	10.08 %	10/31/2025	\$ 14,585	\$ 14,541	\$ 14,532	1.47 %	
AEgis Technologies	(6) (12) (13)	First Lien Term Loan	S + 4.75%	10.08 %	10/31/2025	3,030	3,004	3,019	0.31 %	
Arotech	(6) (12) (13)	First Lien Term Loan	S + 6.25%	11.68 %	10/22/2026	15,043	14,418	15,040	1.52 %	
Arotech (Delayed Draw)	(6) (12)	First Lien Term Loan	S + 6.25%	11.69 %	10/22/2026	732	703	732	0.07 %	
Loc Performance Products	(6)	First Lien Term Loan	S + 5.25%	10.69 %	12/22/2026	6,520	6,474	6,374	0.65 %	
Precision Aviation Group	(6) (12) (13)	First Lien Term Loan	S + 5.50%	10.83 %	12/21/2029	14,964	14,683	14,879	1.51 %	
Precision Aviation Group (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.75%	10.83 %	12/21/2029	4,961	753	771	0.08 %	
Turbine Engine Specialist, Inc	(12)	Subordinated Debt	S + 9.50%	14.94 %	3/1/2029	2,543	2,486	2,536	0.26 %	
Valkyrie	(12)	Subordinated Debt	N/A	10.50% (Cash) 1.00% (PIK)	11/17/2027	2,851	2,812	2,783	0.28 %	
Total Aerospace & Defense							59,874	60,666	6.15 %	
Automotive										
Covercraft	(12)	Subordinated Debt	N/A	10.00% (Cash) 0.75% (PIK)	2/20/2028	7,506	7,411	6,791	0.69 %	
High Bar Brands	(12)	Subordinated Debt	N/A	9.00% (Cash) 4.00% (PIK)	6/19/2030	2,088	2,040	2,059	0.21 %	
High Bar Brands (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	9.00% (Cash) 4.00% (PIK)	6/19/2030	596	(7)	(8)	— %	
JEGS Automotive	(6) (16)	First Lien Term Loan	S + 6.00%	11.47 %	12/22/2027	3,988	3,963	2,650	0.27 %	
OEP Glass Purchaser	(6) (13)	First Lien Term Loan	S + 5.00%	10.48 %	4/18/2028	12,563	12,478	12,563	1.27 %	
Randys Holdings, Inc	(6) (9) (12) (13)	First Lien Term Loan	S + 6.25%	11.56 %	11/1/2028	11,081	10,906	10,952	1.11 %	
Randys Holdings, Inc (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 6.25%	11.56 %	11/1/2028	3,749	689	645	0.07 %	
S&S Truck Parts	(6)	First Lien Term Loan	S + 4.75%	10.48 %	3/1/2029	6,823	6,773	6,752	0.68 %	
S&S Truck Parts	(6)	First Lien Term Loan	S + 4.75%	10.48 %	3/1/2029	1,153	1,145	1,141	0.12 %	
S&S Truck Parts (Delayed Draw)	(6)	First Lien Term Loan	S + 4.75%	10.50 %	3/1/2029	98	98	97	0.01 %	
S&S Truck Parts (Delayed Draw)	(6)	First Lien Term Loan	S + 4.75%	10.48 %	3/1/2029	1,716	1,716	1,698	0.17 %	
S&S Truck Parts (Incremental)	(6) (12) (13)	First Lien Term Loan	S + 5.00%	10.35 %	3/1/2029	20,134	19,935	19,925	2.02 %	
Total Automotive							67,147	65,265	6.62 %	

See Notes to Consolidated Financial Statements

NUVEEN CHURCHILL DIRECT LENDING CORP.
CONSOLIDATED SCHEDULE OF INVESTMENTS (UNAUDITED)

June 30, 2024

(dollar amounts in thousands)

Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized		% of Net
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost	Fair Value ⁽⁴⁾	Assets ⁽⁵⁾
Banking, Finance, Insurance, Real Estate									
Coding Solutions Acquisitions	(6) (9)	First Lien Term Loan	S + 5.50%	10.84 %	5/11/2028	6,399	6,354	6,353	0.64 %
Coding Solutions Acquisitions (Delayed Draw)	(6) (9)	First Lien Term Loan	S + 5.50%	10.84 %	5/11/2028	1,956	1,956	1,942	0.20 %
Long Term Care Group	(6) (9) (12)	First Lien Term Loan	S + 4.62%	10.21% (Cash) 2.38% (PIK)	9/8/2027	7,055	7,020	6,220	0.63 %
Patriot Growth Insurance Service (Delayed Draw) (Incremental)	(9) (12)	First Lien Term Loan	S + 5.00%	10.48 %	10/16/2028	7,136	7,084	7,040	0.71 %
Risk Strategies (Delayed Draw)	(6) (9) (12)	First Lien Term Loan	S + 5.50%	10.98 %	11/1/2029	14,794	14,794	14,617	1.48 %
Vensure Employer Services	(6) (13)	First Lien Term Loan	S + 4.75%	10.08 %	3/26/2027	14,581	14,561	14,543	1.47 %
World Insurance Associates	(6) (9) (12)	First Lien Term Loan	S + 6.00%	11.33 %	4/3/2028	14,806	14,796	14,767	1.50 %
Total Banking, Finance, Insurance, Real Estate							66,565	65,482	6.63 %
Beverage, Food & Tobacco									
Bakeovations Intermediate, LLC (d/b/a Commercial Bakeries)	(6) (7) (10) (12) (13)	First Lien Term Loan	S + 5.75%	11.08 %	9/25/2029	17,196	16,892	16,977	1.72 %
Bakeovations Intermediate, LLC (d/b/a Commercial Bakeries) (Incremental)	(6) (7) (10)	First Lien Term Loan	S + 5.75%	11.08 %	9/25/2029	2,034	2,016	2,009	0.20 %
Bardstown PPC Holdings LLC	(12)	Subordinated Debt	S + 7.75%	13.08 %	8/30/2027	9,300	9,171	9,199	0.93 %
Death Wish Coffee	(6) (9) (13)	First Lien Term Loan	S + 5.00%	10.43 %	9/28/2027	9,750	9,696	9,750	0.99 %
Dessert Holdings	(6) (9) (12)	Subordinated Debt	S + 7.25%	12.71 %	6/8/2029	9,000	8,885	8,123	0.82 %
Dessert Holdings	(13)	First Lien Term Loan	S + 4.00%	9.46 %	6/9/2028	5,559	5,415	5,410	0.55 %
Fresh Edge	(12)	Subordinated Debt	S + 4.50%	9.76% (Cash) 5.13% (PIK)	4/3/2029	3,954	3,880	3,871	0.39 %
Fresh Edge (Incremental)	(12)	Subordinated Debt	S + 4.50%	9.76% (Cash) 5.13% (PIK)	4/3/2029	790	773	773	0.08 %
Fresh Edge (Incremental)	(12)	Subordinated Debt	S + 4.50%	9.76% (Cash) 5.13% (PIK)	4/3/2029	934	913	915	0.09 %
Handgards, LLC	(6) (12) (13)	First Lien Term Loan	S + 5.50%	10.83 %	4/10/2031	30,000	29,707	29,722	3.02 %
KSLB Holdings LLC	(13)	First Lien Term Loan	S + 4.50%	9.93 %	7/30/2025	2,843	2,833	2,749	0.28 %
Palmetto Acquisitionco, Inc.	(6) (12) (13)	First Lien Term Loan	S + 5.75%	11.08 %	9/18/2029	13,248	13,038	13,037	1.32 %
Palmetto Acquisitionco, Inc. (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.75%	11.08 %	9/18/2029	4,834	1,772	1,711	0.17 %
Rise Baking	(6) (9) (13)	First Lien Term Loan	S + 6.25%	11.69 %	8/13/2027	14,625	14,500	14,747	1.50 %
Rise Baking (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 5.50%	10.94 %	8/13/2027	4,432	4,414	4,381	0.44 %
Rise Baking (Incremental)	(6) (9) (12) (13)	First Lien Term Loan	S + 5.50%	10.94 %	8/13/2027	10,846	10,793	10,722	1.09 %
Summit Hill Foods	(6)	First Lien Term Loan	S + 6.00%	11.35 %	11/29/2029	9,377	9,248	9,341	0.95 %
Sunny Sky Products	(6) (12) (13)	First Lien Term Loan	S + 5.50%	10.83 %	12/23/2028	7,058	6,994	6,994	0.71 %

See Notes to Consolidated Financial Statements

NUVEEN CHURCHILL DIRECT LENDING CORP.
CONSOLIDATED SCHEDULE OF INVESTMENTS (UNAUDITED)

June 30, 2024

(dollar amounts in thousands)

Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost		
Sunny Sky Products (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.50%	10.83 %	12/23/2028	1,773	—	(16)	— %
Watermill Express (Delayed Draw) (Incremental)	(9) (12)	First Lien Term Loan	S + 5.75%	11.22 %	7/5/2029	3,178	3,178	3,170	0.32 %
Watermill Express (Incremental)	(6) (9) (13)	First Lien Term Loan	S + 5.75%	11.23 %	7/5/2029	6,343	6,284	6,327	0.64 %
Watermill Express, LLC	(6) (9)	First Lien Term Loan	S + 5.75%	11.23 %	7/5/2029	3,238	3,221	3,230	0.33 %
Watermill Express, LLC (Delayed Draw)	(6) (9)	First Lien Term Loan	S + 5.75%	11.23 %	7/5/2029	313	313	312	0.03 %
Total Beverage, Food & Tobacco							163,936	163,454	16.57 %
Capital Equipment									
Crete Mechanical Group	(6)	First Lien Term Loan	S + 4.75%	10.08 %	5/19/2028	4,798	4,766	4,818	0.49 %
Crete Mechanical Group (Delayed Draw)	(6)	First Lien Term Loan	S + 4.75%	10.08 %	5/19/2028	2,831	2,797	2,842	0.29 %
Crete Mechanical Group (Delayed Draw)	(12)	First Lien Term Loan	S + 4.75%	10.32 %	5/19/2028	7,114	7,114	7,142	0.72 %
EFC Holdings, LLC	(12)	Subordinated Debt	N/A	11.00% (Cash) 2.50% (PIK)	5/1/2028	3,207	3,132	3,204	0.32 %
E-Technologies	(6) (12) (13)	First Lien Term Loan	S + 5.50%	10.84 %	4/9/2030	7,313	7,242	7,246	0.73 %
Firstcall Mechanical Group	(12) (13)	First Lien Term Loan	S + 4.75%	10.09 %	6/27/2030	10,000	9,900	9,900	1.00 %
Firstcall Mechanical Group (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 4.75%	10.09 %	6/27/2030	20,000	(25)	(199)	(0.02 %)
Heartland Home Services	(6) (9) (13)	First Lien Term Loan	S + 6.00%	11.34 %	12/15/2026	6,434	6,401	6,170	0.63 %
Heartland Home Services (Delayed Draw)	(6) (9) (13)	First Lien Term Loan	S + 6.00%	11.34 %	12/15/2026	5,579	5,564	5,350	0.54 %
Heartland Home Services (Delayed Draw)	(6) (9) (13)	First Lien Term Loan	S + 6.00%	11.43 %	12/15/2026	2,558	2,558	2,453	0.25 %
Hyperion	(12) (13) (14)	First Lien Term Loan	S + 4.50%	10.11 %	8/30/2028	2,641	2,638	2,579	0.26 %
MSHC Inc	(6) (9)	First Lien Term Loan	S + 4.00%	9.59 %	10/29/2027	7,959	7,978	7,969	0.81 %
Ovation Holdings, Inc.	(6) (13)	First Lien Term Loan	S + 6.25%	11.73 %	2/5/2029	7,995	7,852	7,987	0.81 %
Ovation Holdings, Inc. (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.25%	11.73 %	2/5/2029	1,891	1,529	1,546	0.16 %
Precision Surfacing	(12)	First Lien Term Loan	N/A	15.00 %	10/13/2024	713	713	713	0.07 %
PT Intermediate Holdings III, LLC	(6) (9) (12) (13)	First Lien Term Loan	S + 3.25%	8.58 %	4/9/2030	12,035	11,996	12,014	1.22 %
PT Intermediate Holdings III, LLC (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 3.25%	8.58 %	4/9/2030	1,238	(1)	(2)	— %
Rhino Tool House	(6) (12) (13)	First Lien Term Loan	S + 5.25%	10.73 %	4/4/2029	8,013	7,875	8,025	0.81 %
Rhino Tool House	(12)	First Lien Term Loan	S + 5.25%	10.73 %	4/4/2029	748	741	749	0.08 %
Rhino Tool House (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.25%	10.72 %	4/4/2029	1,876	1,834	1,843	0.19 %
Total Capital Equipment							92,604	92,349	9.36 %

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NUVEEN CHURCHILL DIRECT LENDING CORP.
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(dollar amounts in thousands)

Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized		% of Net
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost	Fair Value ⁽⁴⁾	Assets ⁽⁵⁾
Chemicals, Plastics, & Rubber									
Ascensus Specialties	(6) (9) (13)	First Lien Term Loan	S + 4.35%	9.69 %	6/30/2028	9,681	9,554	8,246	0.84 %
Boulder Scientific Company LLC	(6)	First Lien Term Loan	S + 5.00%	10.49 %	12/28/2025	2,052	2,061	1,968	0.20 %
Chroma Color Corporation (dba Chroma Color)	(6)	First Lien Term Loan	S + 6.00%	11.33 %	4/23/2029	6,282	6,176	6,234	0.63 %
Chroma Color Corporation (dba Chroma Color) (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.00%	11.33 %	4/23/2029	1,379	(11)	(10)	— %
Spartech	(6) (9) (12) (13) (14)	First Lien Term Loan	S + 4.75%	10.06 %	5/6/2028	14,693	14,633	11,433	1.16 %
Total Chemicals, Plastics, & Rubber							32,413	27,871	2.83 %
Construction & Building									
Allstar Holdings	(12)	Subordinated Debt	N/A	10.00% (Cash) 3.00% (PIK)	4/26/2030	2,146	2,091	2,089	0.21 %
Allstar Holdings (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	10.00% (Cash) 3.00% (PIK)	4/26/2030	4,087	2,850	2,794	0.28 %
Allstar Holdings (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	10.00% (Cash) 3.00% (PIK)	4/26/2030	6,188	(82)	(165)	(0.02 %)
Erie Construction	(6) (13)	First Lien Term Loan	S + 4.75%	10.31 %	7/30/2027	9,878	9,820	9,816	1.00 %
Gannett Fleming	(6) (13)	First Lien Term Loan	S + 6.25%	11.65 %	12/20/2028	9,850	9,692	9,905	1.00 %
ICE USA Infrastructure	(6) (13)	First Lien Term Loan	S + 5.75%	11.08 %	3/15/2030	6,605	6,541	6,541	0.66 %
MEI Rigging & Crating	(6) (12) (13)	First Lien Term Loan	S + 5.00%	10.34 %	6/29/2029	11,374	11,173	11,376	1.16 %
MEI Rigging & Crating (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.00%	10.34 %	6/29/2029	1,814	(8)	—	— %
RMA Companies (Delayed Draw)	(6) (12)	First Lien Term Loan	S + 5.75%	11.19 %	12/30/2027	4,605	4,597	4,578	0.46 %
RMA Companies (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.75%	11.19 %	12/30/2027	3,134	338	327	0.03 %
Royal Holdco Corporation (Incremental)	(6)	First Lien Term Loan	S + 5.75%	11.19 %	12/30/2027	3,102	3,063	3,084	0.31 %
Sciens Building Solutions, LLC	(6) (9)	First Lien Term Loan	S + 5.75%	11.19 %	12/15/2027	9,267	9,149	9,238	0.95 %
Sciens Building Solutions, LLC (Delayed Draw)	(6) (9) (12) (13)	First Lien Term Loan	S + 5.75%	11.15 %	12/15/2027	4,894	4,865	4,879	0.49 %
Tencate	(6) (9) (12) (13) (14)	First Lien Term Loan	S + 4.00%	9.33 %	2/21/2031	7,034	7,002	7,075	0.72 %
Tencate (Delayed Draw)	(9) (11) (12) (14)	First Lien Term Loan	S + 4.00%	9.33 %	2/21/2031	1,540	—	9	— %
WSB Engineering Holdings Inc.	(6) (12)	First Lien Term Loan	S + 6.00%	11.10 %	8/31/2029	6,487	6,400	6,399	0.65 %
WSB Engineering Holdings Inc. (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.00%	11.08 %	8/31/2029	4,342	3,007	2,976	0.30 %
Total Construction & Building							80,498	80,921	8.20 %

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NUVEEN CHURCHILL DIRECT LENDING CORP.
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June 30, 2024

(dollar amounts in thousands)

Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above Reference Rate ⁽³⁾	Interest Rate ⁽³⁾	Maturity Date	Par Amount	Amortized Cost	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
Consumer Goods: Durable									
Halo Buyer Inc	(6) (14)	First Lien Term Loan	S + 4.50%	9.94 %	6/30/2025	5,637	5,619	5,043	0.51 %
SmartSign	(6) (13)	First Lien Term Loan	S + 5.50%	10.94 %	9/7/2028	9,825	9,753	9,825	0.99 %
SmartSign	(6)	First Lien Term Loan	S + 5.75%	11.18 %	9/7/2028	5,000	4,915	5,000	0.51 %
Total Consumer Goods: Durable							20,287	19,868	2.01 %
Consumer Goods: Non-durable									
Arcadia Consumer Health	(6) (9) (13)	First Lien Term Loan	S + 4.50%	9.93 %	9/10/2027	12,540	12,468	12,490	1.27 %
Arcadia Consumer Health (Incremental)	(6) (9)	First Lien Term Loan	S + 5.75%	11.18 %	9/10/2027	1,926	1,896	1,945	0.20 %
Elevation Labs	(6) (13)	First Lien Term Loan	S + 5.75%	11.00 %	6/30/2028	6,755	6,707	6,725	0.68 %
Elevation Labs (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.75%	11.18 %	6/30/2028	3,123	914	922	0.09 %
FoodScience	(6) (12)	First Lien Term Loan	S + 5.50%	11.08 %	3/1/2027	14,549	14,439	14,018	1.42 %
Market Performance Group	(6) (13)	First Lien Term Loan	S + 5.25%	10.58 %	1/8/2030	12,588	12,471	12,714	1.29 %
Market Performance Group (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.25%	10.58 %	1/8/2030	3,086	—	31	— %
Protective Industrial Products ("PIP")	(6) (13)	First Lien Term Loan	S + 4.00%	9.46 %	12/29/2027	9,099	9,081	9,076	0.92 %
Ultima Health Holdings, LLC	(12)	Subordinated Debt	N/A	11.00 %	3/12/2029	1,747	1,721	1,751	0.18 %
Total Consumer Goods: Non-durable							59,697	59,672	6.05 %
Containers, Packaging & Glass									
B2B Packaging	(6) (13)	First Lien Term Loan	S + 6.75%	12.31 %	10/7/2026	14,621	14,597	14,058	1.43 %
B2B Packaging (Delayed Draw)	(6)	First Lien Term Loan	S + 6.75%	12.33 %	10/7/2026	116	114	111	0.01 %
Five Star Packing	(6) (13) (14)	First Lien Term Loan	S + 4.25%	9.58 %	5/5/2029	7,538	7,452	6,996	0.71 %
Good2Grow	(6) (13)	First Lien Term Loan	S + 4.50%	10.00 %	12/1/2027	9,265	9,207	9,134	0.93 %
Good2Grow	(6) (12) (13)	First Lien Term Loan	S + 5.50%	11.00 %	12/1/2027	6,330	6,249	6,393	0.65 %
Good2Grow (Incremental)	(12) (13)	First Lien Term Loan	S + 4.75%	10.25 %	12/1/2027	14,338	14,200	14,240	1.44 %
10.00% (Cash)									
Oliver Packaging	(12)	Subordinated Debt	N/A	1.00% (PIK)	1/6/2029	2,510	2,475	2,349	0.24 %
Online Labels Group	(13)	First Lien Term Loan	S + 5.25%	10.58 %	12/19/2029	3,312	3,281	3,312	0.34 %
Online Labels Group (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.25%	10.58 %	12/19/2029	403	—	—	— %
Online Labels Group (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.25%	10.58 %	12/19/2029	403	—	—	— %
(9) (12) (13)									
Proampac	(14)	First Lien Term Loan	S + 4.00%	9.32%	9/15/2028	4,503	4,503	4,519	0.46 %
Specialized Packaging Group	(6) (7) (10) (13)	First Lien Term Loan	S + 5.50%	11.04 %	12/17/2025	2,968	2,956	2,931	0.30 %
Specialized Packaging Group	(6) (7) (10) (13)	First Lien Term Loan	S + 5.50%	11.04 %	12/17/2025	7,238	7,206	7,148	0.72 %

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NUVEEN CHURCHILL DIRECT LENDING CORP.
CONSOLIDATED SCHEDULE OF INVESTMENTS (UNAUDITED)

June 30, 2024

(dollar amounts in thousands)

Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost		
Specialized Packaging Group (Incremental)	(7) (10) (13)	First Lien Term Loan	S + 6.25%	11.79 %	12/17/2025	4,387	4,345	4,377	0.44 %
Specialized Packaging Group (Incremental)	(6) (7) (10) (12) (13)	First Lien Term Loan	S + 6.25%	11.79 %	12/17/2025	6,860	6,786	6,844	0.69 %
Specialized Packaging Group (Incremental)	(7) (12)	First Lien Term Loan	S + 5.75%	11.17 %	12/17/2025	3,307	3,276	3,271	0.33 %
Total Containers, Packaging & Glass							86,647	85,683	8.69 %
Energy: Electricity									
Insulation Technology Group	(6) (7) (10) (12) (13)	First Lien Term Loan	S + 5.50%	10.84 %	6/25/2030	22,466	22,242	22,246	2.26 %
Insulation Technology Group (Delayed Draw)	(7) (10) (11) (12)	First Lien Term Loan	S + 5.50%	10.84 %	6/25/2030	5,912	—	(58)	(0.01 %)
MGM Transformer Company	(6) (12) (13)	First Lien Term Loan	S + 6.00%	10.80 %	10/31/2029	23,494	23,332	23,275	2.36 %
MGM Transformer Company (Delayed Draw)	(12)	First Lien Term Loan	S + 5.50%	10.85 %	10/31/2029	6,388	6,374	6,328	0.64 %
National Power	(6) (12)	First Lien Term Loan	S + 6.00%	11.10 %	10/22/2029	5,646	5,568	5,624	0.57 %
National Power (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.00%	11.10 %	10/22/2029	3,051	(7)	(12)	— %
Total Energy: Electricity							57,509	57,403	5.82 %
Environmental Industries									
Contract Land Staff	(6) (12) (13)	First Lien Term Loan	S + 5.00%	10.33 %	3/27/2030	7,545	7,471	7,472	0.76 %
Contract Land Staff (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.00%	10.33 %	3/27/2030	3,025	(7)	(29)	— %
Impact Environmental Group	(6) (12)	First Lien Term Loan	S + 5.00%	10.43 %	3/23/2029	6,742	6,625	6,741	0.68 %
Impact Environmental Group (Delayed Draw)	(12)	First Lien Term Loan	S + 5.00%	10.43 %	3/23/2029	3,150	3,135	3,149	0.32 %
Impact Environmental Group (Delayed Draw) (Incremental)	(11) (12)	First Lien Term Loan	S + 5.00%	10.43 %	3/23/2029	6,808	2,851	2,880	0.29 %
Impact Environmental Group (Incremental)	(12)	First Lien Term Loan	S + 5.00%	10.43 %	3/23/2029	1,727	1,697	1,727	0.18 %
Nutrition 101 Buyer LLC (a/k/a 101, Inc.)	(6)	First Lien Term Loan	S + 5.25%	10.68 %	8/31/2028	6,614	6,568	6,343	0.64 %
Orion Group FM Holdings, LLC (dba Leo Facilities Maintenance)	(6) (12)	First Lien Term Loan	S + 6.25%	11.51 %	7/3/2029	8,507	8,392	8,396	0.85 %

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Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost		
Orion Group FM Holdings, LLC (dba Leo Facilities Maintenance) (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.25%	11.58 %	7/3/2029	6,429	4,744	4,673	0.47 %
The Facilities Group	(6) (9)	First Lien Term Loan	S + 5.75%	11.18 %	11/30/2027	4,847	4,819	4,787	0.49 %
The Facilities Group	(6) (9) (13)	First Lien Term Loan	S + 5.75%	11.17 %	11/30/2027	9,001	8,924	8,889	0.90 %
The Facilities Group (Delayed Draw)	(6) (9) (12)	First Lien Term Loan	S + 5.75%	11.18 %	11/30/2027	4,927	4,927	4,866	0.49 %
The Facilities Group (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 5.75%	11.19 %	11/30/2027	5,028	167	105	0.01 %
Total Environmental Industries							60,313	59,999	6.08 %
Healthcare & Pharmaceuticals									
Affinity Hospice	(6) (12)	First Lien Term Loan	S + 4.75%	10.18 %	12/17/2027	7,832	7,782	6,907	0.70 %
Anne Arundel	(12) (16)	Subordinated Debt	N/A	12.75% (PIK)	10/16/2026	3,282	3,257	245	0.02 %
Anne Arundel	(12) (16)	Subordinated Debt	N/A	11.00% (PIK)	4/16/2026	1,972	1,961	660	0.07 %
Anne Arundel	(12)	First Lien Term Loan	S + 2.75%	8.08% (Cash) 4.25% (PIK)	1/15/2026	516	516	516	0.05 %
Anne Arundel (Delayed Draw)	(11) (12) (16)	Subordinated Debt	N/A	11.00% (PIK)	4/16/2026	2,396	2,024	435	0.04 %
Forefront Dermatology	(6) (9) (14)	First Lien Term Loan	S + 4.25%	9.58 %	3/30/2029	3,298	3,256	3,204	0.32 %
Genesee Scientific	(6) (9)	First Lien Term Loan	S + 5.75%	11.19 %	9/30/2027	5,928	5,896	5,526	0.56 %
Genesee Scientific (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 5.75%	11.09 %	9/30/2027	1,552	1,552	1,447	0.15 %
GHR Healthcare	(6) (9)	First Lien Term Loan	S + 5.00%	10.44 %	12/9/2027	6,369	6,330	6,096	0.62 %
GHR Healthcare (Delayed Draw)	(6) (9) (13)	First Lien Term Loan	S + 5.00%	10.44 %	12/9/2027	1,992	1,992	1,907	0.19 %
GHR Healthcare (Delayed Draw) (Incremental)	(9) (11) (12)	First Lien Term Loan	S + 5.00%	10.44 %	12/9/2027	1,946	—	(83)	(0.01 %)
GHR Healthcare (Delayed Draw) (Incremental)	(9) (11) (12)	First Lien Term Loan	S + 5.00%	10.44 %	12/9/2027	648	—	(28)	— %
GHR Healthcare (Incremental)	(6) (9) (13)	First Lien Term Loan	S + 5.00%	10.48 %	12/9/2027	4,958	4,887	4,745	0.48 %
GHR Healthcare (Incremental)	(9) (12) (13)	First Lien Term Loan	S + 5.00%	10.44 %	12/9/2027	8,088	8,010	7,741	0.78 %
GHR Healthcare (Incremental)	(9) (12) (13)	First Lien Term Loan	S + 5.00%	10.44 %	12/9/2027	3,761	3,724	3,599	0.36 %
Health Management Associates	(6) (12) (13)	First Lien Term Loan	S + 6.25%	11.70 %	3/30/2029	8,264	8,123	8,242	0.84 %
Health Management Associates (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.25%	11.70 %	3/30/2029	1,497	714	738	0.07 %
Heartland Veterinary Partners LLC (Delayed Draw) (Incremental)	(11) (12)	Subordinated Debt	N/A	7.50% (Cash) 7.00% (PIK)	12/10/2027	3,600	—	(58)	(0.01 %)
Heartland Veterinary Partners LLC (Delayed Draw) (Incremental)	(12)	Subordinated Debt	N/A	7.50% (Cash) 7.00% (PIK)	12/10/2027	9,667	9,667	9,511	0.96 %
Heartland Veterinary Partners LLC (Incremental)	(12)	Subordinated Debt	N/A	7.50% (Cash) 7.00% (PIK)	12/10/2027	1,933	1,910	1,902	0.19 %
HemaSource Inc.	(12)	Subordinated Debt	N/A	8.50% (Cash) 5.00% (PIK)	2/28/2030	5,292	5,162	5,217	0.53 %
InfuCare RX	(6) (12) (13)	First Lien Term Loan	S + 4.50%	9.93 %	1/4/2028	9,248	9,190	9,248	0.94 %

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June 30, 2024

(dollar amounts in thousands)

Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost		
MDC Intermediate Holdings II, LLC	(12)	Subordinated Debt	N/A	10.00% (Cash) 2.25% (PIK)	2/7/2030	1,769	1,734	1,713	0.17 %
MDC Intermediate Holdings II, LLC (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	10.00% (Cash) 2.25% (PIK)	2/7/2030	726	465	448	0.05 %
Midwest Eye Consultants	(6) (13)	First Lien Term Loan	S + 4.50%	9.94 %	8/20/2027	8,975	8,926	8,965	0.91 %
Prompt Care (Delayed Draw) (Incremental)	(9) (11) (12)	First Lien Term Loan	S + 6.00%	11.44 %	9/1/2027	2,875	1,437	1,425	0.14 %
PromptCare	(6) (9)	First Lien Term Loan	S + 6.00%	11.44 %	9/1/2027	8,162	8,099	8,127	0.82 %
PromptCare (Delayed Draw)	(6) (9)	First Lien Term Loan	S + 6.00%	11.40 %	9/1/2027	1,271	1,267	1,266	0.13 %
Quorum Health Resources, LLC	(6) (13)	First Lien Term Loan	S + 5.75%	10.79 %	5/28/2027	7,640	7,595	7,429	0.75 %
Quorum Health Resources, LLC (Delayed Draw) (Incremental)	(6) (10)	First Lien Term Loan	S + 6.25%	10.68 %	5/28/2027	3,231	3,225	3,142	0.32 %
Quorum Health Resources, LLC (Incremental)	(6) (10) (13)	First Lien Term Loan	S + 5.25%	10.69 %	5/28/2027	3,231	3,190	3,142	0.32 %
Sandlot Buyer, LLC (Prime Time Healthcare)	(6) (12) (13)	First Lien Term Loan	S + 6.00%	11.36 %	9/19/2028	7,833	7,650	7,794	0.79 %
Sandlot Buyer, LLC (Prime Time Healthcare) (Incremental)	(12) (13)	First Lien Term Loan	S + 6.00%	11.27 %	9/19/2028	9,866	9,689	9,816	1.00 %
SCP Eye Care Holdco, LLC (DBA EyeSouth Partners)	(6) (13)	First Lien Term Loan	S + 5.75%	10.94 %	10/5/2029	7,436	7,375	7,292	0.74 %
SCP Eye Care Holdco, LLC (DBA EyeSouth Partners) (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.75%	10.93 %	10/5/2029	2,435	1,550	1,503	0.15 %
SM Wellness Holdings, Inc	(6) (12) (13)	First Lien Term Loan	S + 4.50%	10.09 %	4/17/2028	14,590	14,511	14,328	1.45 %
Smile Brands	(12)	Subordinated Debt	S + 9.50%	14.91% (PIK)	4/12/2028	10,721	10,661	9,143	0.93 %
Southern Veterinary Partners	(9) (13) (14)	First Lien Term Loan	S + 3.75%	9.09 %	10/5/2027	4,772	4,766	4,788	0.49 %
Team Services Group	(6)	First Lien Term Loan	S + 5.00%	10.58%	12/20/2027	6,633	6,602	6,603	0.67 %
Thorne HealthTech	(6) (12) (13)	First Lien Term Loan	S + 5.50%	10.83 %	10/16/2030	10,599	10,501	10,619	1.08 %
TIDI Products	(6) (9) (12) (13)	First Lien Term Loan	S + 5.50%	10.84 %	12/19/2029	15,445	15,303	15,548	1.58 %
TIDI Products (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 5.50%	10.84 %	12/19/2029	4,085	—	27	— %
US Fertility	(12)	Subordinated Debt	N/A	13.75% (PIK)	6/21/2028	12,831	12,554	12,661	1.28 %
VMG Health	(6) (13)	First Lien Term Loan	S + 5.00%	10.33%	4/16/2030	15,932	15,776	15,783	1.61 %
Wellspring Pharmaceutical	(6)	First Lien Term Loan	S + 5.75%	11.11 %	8/22/2028	3,361	3,311	3,344	0.34 %
Wellspring Pharmaceutical (Delayed Draw)	(12)	First Lien Term Loan	S + 5.75%	11.11 %	8/22/2028	1,563	1,554	1,555	0.16 %
Wellspring Pharmaceutical (Delayed Draw) (Incremental)	(11) (12)	First Lien Term Loan	S + 6.00%	11.33 %	8/22/2028	3,756	(14)	12	— %
Wellspring Pharmaceutical (Incremental)	(6) (12) (13)	First Lien Term Loan	S + 6.00%	11.33 %	8/22/2028	1,240	1,219	1,244	0.13 %
Young Innovations	(6) (9) (13)	First Lien Term Loan	S + 5.75%	11.08 %	12/3/2029	16,469	16,320	16,316	1.66 %
Young Innovations (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 5.75%	11.08 %	12/3/2029	3,448	—	(32)	— %
Total Healthcare & Pharmaceuticals							261,219	251,718	25.52 %

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NUVEEN CHURCHILL DIRECT LENDING CORP.
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(dollar amounts in thousands)

Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above Reference Rate ⁽³⁾	Interest Rate ⁽³⁾	Maturity Date	Par Amount	Amortized Cost	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
High Tech Industries									
Acclaim MidCo, LLC (dba ClaimLogiQ)	(6) (12)	First Lien Term Loan	S + 6.00%	11.33 %	6/13/2029	7,981	7,840	7,954	0.81 %
Acclaim MidCo, LLC (dba ClaimLogiQ) (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.00%	11.33 %	6/13/2029	3,225	(13)	(11)	— %
Ahead Data Blue LLC	(6) (14)	First Lien Term Loan	S + 4.25%	9.58 %	2/1/2031	5,118	5,071	5,141	0.52 %
Ahead Data Blue LLC	(13) (14)	First Lien Term Loan	S + 3.75%	9.08 %	2/1/2031	4,870	4,858	4,892	0.50 %
Argano, LLC	(6)	First Lien Term Loan	S + 6.25%	12.23 %	6/10/2026	5,605	5,579	5,605	0.57 %
Argano, LLC (Delayed Draw)	(6) (13)	First Lien Term Loan	S + 6.25%	12.23 %	6/10/2026	2,482	2,482	2,482	0.25 %
Argano, LLC (Delayed Draw) (Incremental)	(6)	First Lien Term Loan	S + 6.25%	12.23 %	6/10/2026	1,696	1,673	1,696	0.17 %
Diligent Corporation	(9) (11) (12)	First Lien Term Loan	S + 5.00%	10.34 %	8/2/2030	3,830	(19)	(17)	— %
Diligent Corporation	(6) (9) (12) (13)	First Lien Term Loan	S + 5.00%	10.34 %	8/2/2030	3,830	3,811	3,813	0.39 %
Diligent Corporation	(6) (9) (12) (13)	First Lien Term Loan	S + 5.00%	10.34 %	8/2/2030	22,340	22,229	22,241	2.25 %
Eliassen Group LLC	(6) (9) (13)	First Lien Term Loan	S + 5.75%	11.08 %	4/14/2028	12,008	11,925	12,008	1.22 %
Eliassen Group LLC (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 5.75%	11.08 %	4/14/2028	864	863	864	0.09 %
Evergreen Services Group II	(6) (9) (12) (13)	First Lien Term Loan	S + 5.75%	11.08 %	10/4/2030	16,075	15,850	16,282	1.64 %
Evergreen Services Group II (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 6.00%	11.08 %	10/4/2030	12,993	12,965	13,160	1.33 %
Exterro	(6) (13)	First Lien Term Loan	S + 5.50%	11.00 %	6/1/2027	9,474	9,474	9,531	0.97 %
Fineline Merger	(12)	Subordinated Debt	S + 8.75%	14.35 %	8/19/2028	2,453	2,430	2,453	0.25 %
Go Engineer	(6) (9) (13)	First Lien Term Loan	S + 5.38%	10.86 %	12/21/2027	11,513	11,439	11,513	1.17 %
Go Engineer (Delayed Draw)	(6) (9)	First Lien Term Loan	S + 5.38%	10.86 %	12/21/2027	3,136	3,116	3,136	0.32 %
Infobase Acquisition, Inc.	(6)	First Lien Term Loan	S + 5.50%	11.01 %	6/14/2028	4,309	4,278	4,309	0.44 %
ITSavvy LLC	(6)	First Lien Term Loan	S + 5.25%	10.75 %	8/8/2028	7,754	7,699	7,754	0.79 %
ITSavvy LLC (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.25%	10.73 %	8/8/2028	417	256	259	0.03 %
North Haven CS Acquisition Inc	(6)	First Lien Term Loan	S + 5.50%	10.97 %	1/23/2025	5,752	5,752	5,774	0.59 %
North Haven CS Acquisition Inc (Incremental)	(6) (12) (13)	First Lien Term Loan	S + 5.50%	10.97 %	1/22/2027	22,299	22,100	22,384	2.27 %
Prosci, Inc.	(6)	First Lien Term Loan	S + 4.25%	9.69 %	10/21/2026	4,733	4,709	4,733	0.48 %
Quickbase	(12) (13)	First Lien Term Loan	S + 4.00%	9.33 %	10/2/2028	6,337	6,309	6,306	0.64 %
Revalize (Delayed Draw)	(6) (9) (13)	First Lien Term Loan	S + 5.75%	11.23 %	4/15/2027	4,221	4,213	3,956	0.40 %
Revalize (Delayed Draw)	(6) (9) (12)	First Lien Term Loan	S + 5.75%	11.23 %	4/15/2027	1,084	1,078	1,016	0.10 %
Revalize (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 5.75%	11.23 %	4/15/2027	244	243	229	0.02 %
SmartWave	(6) (12)	First Lien Term Loan	S + 6.00%	11.48 %	11/5/2026	8,917	8,861	6,720	0.68 %
				5.00% (Cash)					
Solve Industrial Motion Group	(12)	Subordinated Debt	N/A	8.00% (PIK)	6/30/2028	1,868	1,844	1,744	0.18 %
				5.00% (Cash)					
Solve Industrial Motion Group	(12)	Subordinated Debt	N/A	8.00% (PIK)	6/30/2028	801	789	760	0.08 %

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NUVEEN CHURCHILL DIRECT LENDING CORP.
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June 30, 2024

(dollar amounts in thousands)

Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above Reference Rate ⁽³⁾	Interest Rate ⁽³⁾	Maturity Date	Par Amount	Amortized Cost	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
Solve Industrial Motion Group (Delayed Draw)	(12)	Subordinated Debt	N/A	5.00% (Cash) 8.00% (PIK)	6/30/2028	2,140	2,140	1,998	0.20 %
Velosio	(6) (9) (13)	First Lien Term Loan	S + 5.25%	10.56 %	3/1/2030	6,232	6,173	6,172	0.63 %
Velosio (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 5.25%	10.56 %	3/1/2030	1,284	—	(12)	— %
Total High Tech Industries							198,017	196,845	19.98 %
Media: Advertising, Printing & Publishing									
Tinuiti	(6) (9)	First Lien Term Loan	S + 5.25%	10.68 %	12/10/2026	2,933	2,916	2,844	0.29 %
Tinuiti (Delayed Draw)	(6) (9)	First Lien Term Loan	S + 5.25%	10.68 %	12/10/2026	1,917	1,916	1,859	0.19 %
Tinuiti (Delayed Draw) (Incremental)	(6) (9) (12)	First Lien Term Loan	S + 5.25%	10.68 %	12/10/2026	9,813	9,813	9,517	0.96 %
Wpromote	(6) (13)	First Lien Term Loan	S + 5.75%	11.18 %	10/23/2028	4,357	4,289	4,362	0.44 %
Wpromote (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.75%	11.18 %	10/23/2028	588	(3)	1	— %
Total Media: Advertising, Printing & Publishing							18,931	18,583	1.88 %
Media: Diversified & Production									
BroadcastMed Holdco, LLC	(12)	Subordinated Debt	N/A	10.00% (Cash) 3.75% (PIK)	11/12/2027	3,615	3,563	3,456	0.35 %
Corporate Visions	(6)	First Lien Term Loan	S + 4.50%	9.93 %	8/12/2027	2,525	2,500	2,308	0.23 %
Corporate Visions	(6)	First Lien Term Loan	S + 4.50%	9.93 %	8/12/2027	2,872	2,856	2,625	0.27 %
Spectrio II	(6) (9) (12) (13)	First Lien Term Loan	S + 6.00%	11.35 %	12/9/2026	8,204	8,169	7,539	0.75 %
Spectrio II (Delayed Draw)	(6) (9) (12)	First Lien Term Loan	S + 6.00%	11.35 %	12/9/2026	2,915	2,897	2,678	0.27 %
Spectrio II (Delayed Draw)	(9) (13)	First Lien Term Loan	S + 6.00%	11.35 %	12/9/2026	444	443	406	0.04 %
Total Media: Diversified & Production							20,428	19,012	1.91 %
Retail									
Syndigo	(6)	First Lien Term Loan	S + 4.50%	9.96 %	12/15/2027	5,805	5,818	5,772	0.59 %
Total Retail							5,818	5,772	0.59 %
Services: Business									
ALKU Intermediate Holdings, LLC	(12) (13)	First Lien Term Loan	S + 6.25%	11.59 %	5/23/2029	4,496	4,418	4,538	0.46 %
Apex Companies Holdings, LLC	(12)	Subordinated Debt	N/A	10.00% (Cash) 2.50% (PIK)	1/31/2029	4,014	3,936	4,004	0.41 %
Apex Companies Holdings, LLC (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	10.00% (Cash) 2.50% (PIK)	1/31/2029	1,085	72	80	0.01 %
Aramco	(6) (9) (14)	First Lien Term Loan	S + 4.75%	10.08 %	10/10/2030	1,699	1,699	1,705	0.17 %

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Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above Reference Rate ⁽³⁾	Interest Rate ⁽³⁾	Maturity Date	Par Amount	Amortized Cost	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
Aramco (Delayed Draw)	(9) (11) (12) (14)	First Lien Term Loan	S + 4.75%	10.08 %	10/10/2030	297	—	1	— %
ARMstrong	(6) (12) (13)	First Lien Term Loan	S + 6.25%	11.68 %	10/8/2029	11,390	11,233	11,343	1.15 %
ARMstrong (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.25%	11.65 %	10/8/2029	3,847	234	244	0.02 %
Bounteous	(6) (12) (13)	First Lien Term Loan	S + 4.75%	10.20 %	8/2/2027	5,320	5,289	5,320	0.54 %
Bounteous	(6) (12)	First Lien Term Loan	S + 4.75%	10.20 %	8/2/2027	2,177	2,165	2,177	0.22 %
Bounteous (Delayed Draw)	(6) (12)	First Lien Term Loan	S + 4.75%	10.20 %	8/2/2027	2,753	2,739	2,753	0.28 %
Bounteous (Delayed Draw)	(12)	First Lien Term Loan	S + 5.00%	10.20 %	8/2/2027	3,558	3,558	3,558	0.36 %
Bullhorn Inc	(6) (9) (12) (13)	First Lien Term Loan	S + 5.50%	10.34 %	10/1/2029	13,671	13,593	13,721	1.39 %
BusinesSolver	(6) (9)	First Lien Term Loan	S + 5.50%	10.93 %	12/1/2027	7,702	7,653	7,702	0.78 %
BusinesSolver (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 5.50%	10.93 %	12/1/2027	1,148	272	275	0.03 %
Career Now	(12)	Subordinated Debt	N/A	13.00% (PIK)	3/30/2027	3,505	3,469	2,445	0.25 %
Cornerstone Advisors of Arizona LLC	(6)	First Lien Term Loan	S + 5.50%	10.83 %	9/24/2026	307	305	307	0.03 %
Cornerstone Advisors of Arizona LLC	(6)	First Lien Term Loan	S + 5.50%	10.83 %	9/24/2026	2,283	2,273	2,283	0.23 %
Cornerstone Advisors of Arizona LLC (Delayed Draw)	(6)	First Lien Term Loan	S + 5.50%	10.86 %	9/24/2026	209	209	209	0.02 %
Cornerstone Advisors of Arizona, LLC (Incremental)	(6)	First Lien Term Loan	S + 5.50%	10.93 %	9/24/2026	3,440	3,410	3,440	0.35 %
CrossCountry Consulting	(6) (9)	First Lien Term Loan	S + 4.75%	10.08 %	6/1/2029	8,133	8,007	8,093	0.82 %
CrossCountry Consulting (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 4.75%	10.08 %	6/1/2029	3,320	(23)	(16)	— %
D&H United Fueling Solutions	(6) (13)	First Lien Term Loan	S + 5.50%	10.74 %	9/15/2028	7,453	7,340	7,273	0.74 %
D&H United Fueling Solutions (Delayed Draw)	(6)	First Lien Term Loan	S + 5.25%	10.75 %	9/15/2028	2,372	2,355	2,315	0.23 %
D&H United Fueling Solutions (Delayed Draw) (Incremental)	(12)	First Lien Term Loan	S + 5.75%	11.25 %	9/15/2028	1,563	1,557	1,551	0.16 %
D&H United Fueling Solutions (Incremental)	(6) (13)	First Lien Term Loan	S + 5.75%	11.23 %	9/15/2028	3,448	3,389	3,423	0.35 %
E78	(6)	First Lien Term Loan	S + 5.50%	10.94 %	12/1/2027	5,571	5,537	5,530	0.56 %
E78	(13)	First Lien Term Loan	S + 5.50%	10.94 %	12/1/2027	1,430	1,421	1,420	0.14 %
E78	(11) (12)	First Lien Term Loan	S + 5.50%	10.92 %	12/1/2027	15,233	—	(113)	(0.01 %)
E78 (Delayed Draw)	(6) (13)	First Lien Term Loan	S + 5.50%	10.94 %	12/1/2027	4,189	4,163	4,158	0.42 %
E78 (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.50%	10.92 %	12/1/2027	3,539	3,133	3,107	0.31 %
Evergreen Services Group	(6) (9) (12) (13)	First Lien Term Loan	S + 6.25%	11.68 %	6/15/2029	11,905	11,718	11,890	1.21 %
Evergreen Services Group (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 6.25%	11.66 %	6/15/2029	2,849	2,826	2,845	0.29 %
Gabriel Partners LLC	(6) (9) (13)	First Lien Term Loan	S + 6.25%	11.75 %	9/21/2026	9,144	9,105	9,144	0.93 %
Gabriel Partners LLC (Delayed Draw)	(6) (9) (13)	First Lien Term Loan	S + 6.25%	11.75 %	9/21/2026	1,523	1,523	1,523	0.15 %

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Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above Reference Rate ⁽³⁾	Interest Rate ⁽²⁾	Maturity Date	Par Amount	Amortized Cost	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
Gabriel Partners LLC (Incremental)	(6) (9) (13)	First Lien Term Loan	S + 6.25%	11.69 %	9/21/2026	3,774	3,757	3,774	0.38 %
HireRight	(12) (13) (14)	First Lien Term Loan	S + 4.00%	9.34 %	9/27/2030	6,771	6,703	6,757	0.69 %
Image First	(6) (12) (13)	First Lien Term Loan	S + 4.25%	9.58 %	4/27/2028	7,648	7,633	7,668	0.78 %
Image First (Delayed Draw)	(12)	First Lien Term Loan	S + 4.25%	9.59 %	4/27/2028	142	142	143	0.01 %
Integrated Power Services (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 4.50%	9.96 %	11/22/2028	5,765	263	279	0.03 %
Integrated Power Services (Incremental)	(12)	First Lien Term Loan	S + 4.50%	9.96 %	11/22/2028	1,397	1,394	1,397	0.14 %
Keng Acquisition, Inc. (Engage Group Holdings, LLC)	(6) (9) (12) (13)	First Lien Term Loan	S + 6.00%	11.33 %	8/1/2029	9,618	9,488	9,582	0.97 %
Keng Acquisition, Inc. (Engage Group Holdings, LLC) (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 6.00%	11.33 %	8/1/2029	9,306	1,852	1,837	0.19 %
KRIV Acquisition, Inc	(6) (12) (13)	First Lien Term Loan	S + 6.50%	11.83 %	7/6/2029	10,710	10,443	10,424	1.06 %
KRIV Acquisition, Inc (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.50%	11.83 %	7/6/2029	1,607	(17)	(43)	— %
Lion Merger Sub Inc	(9) (13)	First Lien Term Loan	S + 6.00%	11.43 %	12/17/2025	7,304	7,277	7,165	0.73 %
Lion Merger Sub Inc (Incremental)	(9) (12) (13)	First Lien Term Loan	S + 6.00%	11.43 %	12/17/2025	7,279	7,229	7,141	0.72 %
LSCS Holdings Inc.	(6) (12) (13) (14)	First Lien Term Loan	S + 4.50%	9.96 %	12/16/2028	14,962	14,878	14,821	1.50 %
Lynx Franchising, LLC	(6) (9)	First Lien Term Loan	S + 6.75%	12.23 %	12/23/2026	9,750	9,678	9,697	0.98 %
Lynx Franchising, LLC (Incremental)	(9) (12) (13)	First Lien Term Loan	S + 6.75%	12.09 %	12/23/2026	6,757	6,622	6,856	0.70 %
Output Services Group, Inc.	(10) (12)	First Lien Term Loan	S + 8.00%	13.75 %	5/30/2028	155	155	155	0.02 %
Output Services Group, Inc.	(12)	First Lien Term Loan	S + 6.25%	12.00 %	11/30/2028	837	837	837	0.08 %
Phaidon International	(6) (7) (10) (12) (13)	First Lien Term Loan	S + 5.50%	10.94 %	8/22/2029	13,635	13,532	13,468	1.37 %
Plaze	(12)	Subordinated Debt	S + 7.50%	12.94 %	7/7/2028	13,500	13,231	12,642	1.28 %
Press Ganey	(9) (12) (13)	First Lien Term Loan	S + 3.50%	8.84 %	4/30/2031	5,855	5,797	5,801	0.59 %
Propark Mobility	(6)	First Lien Term Loan	S + 6.25%	11.56 %	1/31/2029	6,789	6,683	6,722	0.68 %
Propark Mobility (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.25%	11.58 %	1/31/2029	3,118	1,274	1,291	0.13 %
Propark Mobility (Delayed Draw) (Incremental)	(11) (12)	First Lien Term Loan	S + 6.25%	11.56 %	1/31/2029	10,198	(25)	(101)	(0.01 %)
Scaled Agile	(6) (9)	First Lien Term Loan	S + 5.50%	10.93 %	12/15/2028	7,895	7,839	7,191	0.73 %
Scaled Agile (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 5.50%	10.93 %	12/15/2028	388	388	354	0.04 %
Soliant Health	(6) (12)	First Lien Term Loan	S + 4.00%	9.46 %	3/31/2028	3,678	3,683	3,678	0.37 %
Soliant Holdings LLC	(6) (12) (13)	First Lien Term Loan	S + 3.75%	9.08 %	6/20/2031	11,198	11,086	11,086	1.12 %
System One	(6) (12)	First Lien Term Loan	S + 3.75%	9.23 %	3/2/2028	3,220	3,220	3,224	0.33 %
Technical Safety Services	(6)	First Lien Term Loan	S + 5.50%	10.98 %	6/22/2029	6,738	6,685	6,738	0.68 %
Technical Safety Services (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.50%	10.98 %	6/22/2029	6,383	4,686	4,752	0.48 %

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NUVEEN CHURCHILL DIRECT LENDING CORP.
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Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized		% of Net Assets ⁽⁵⁾
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost	Fair Value ⁽⁴⁾	
Technical Safety Services (Incremental)	(6) (12)	First Lien Term Loan	S + 5.50%	10.98 %	6/22/2029	1,880	1,855	1,880	0.19 %
TouchTunes Interactive	(6) (13)	First Lien Term Loan	S + 4.75%	10.09 %	4/2/2029	9,850	9,787	9,872	1.00 %
Trilon Group, LLC	(6) (12) (13)	First Lien Term Loan	S + 5.50%	10.98 %	5/29/2029	27,896	27,728	27,623	2.80 %
Trilon Group, LLC (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.50%	10.98 %	5/29/2029	1,875	(9)	(18)	— %
Vistage	(6) (9)	First Lien Term Loan	S + 4.75%	10.08 %	7/13/2029	6,965	6,932	7,017	0.71 %
Vital Records Control	(6) (9)	First Lien Term Loan	S + 5.50%	11.09 %	6/29/2027	4,559	4,526	4,558	0.46 %
Vital Records Control	(6) (9)	First Lien Term Loan	S + 5.75%	11.08 %	6/29/2027	332	329	332	0.03 %
Total Services: Business							346,139	344,848	34.96 %
Services: Consumer									
360 Training	(13)	First Lien Term Loan	S + 5.00%	10.34 %	8/2/2028	3,456	3,424	3,441	0.35 %
360 Training (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.00%	10.34 %	8/2/2028	3,093	—	(13)	— %
All My Sons	(6)	First Lien Term Loan	S + 4.75%	10.21 %	10/25/2028	5,233	5,198	5,207	0.53 %
				9.00% (Cash)					
COP Exterminators Acquisition, Inc.	(12)	Subordinated Debt	N/A	4.00% (PIK)	1/28/2030	855	834	838	0.08 %
				9.00% (Cash)					
COP Exterminators Acquisition, Inc. (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	4.00% (PIK)	1/28/2030	654	538	533	0.05 %
Excel Fitness	(6) (13)	First Lien Term Loan	S + 5.25%	10.73 %	4/27/2029	9,850	9,761	9,762	0.99 %
Excel Fitness (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.25%	10.73 %	4/27/2029	2,371	(17)	—	— %
				8.00% (Cash)					
Fairway Lawns	(12)	Subordinated Debt	N/A	5.00% (PIK)	5/17/2029	2,800	2,739	2,732	0.28 %
				8.00% (Cash)					
Fairway Lawns (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	5.00% (PIK)	5/17/2029	6,437	6,311	6,154	0.62 %
				8.00% (Cash)					
Fairway Lawns (Delayed Draw) (Incremental)	(11) (12)	Subordinated Debt	N/A	5.00% (PIK)	5/17/2029	6,201	—	(151)	(0.02 %)
Legacy Service Partners, LLC ("LSP")	(6) (12) (13)	First Lien Term Loan	S + 5.25%	10.73 %	1/9/2029	10,110	9,947	10,062	1.02 %
Legacy Service Partners, LLC ("LSP") (Delayed Draw)	(12)	First Lien Term Loan	S + 5.25%	10.74 %	1/9/2029	4,712	4,695	4,690	0.48 %
Liberty Buyer	(6) (9) (13)	First Lien Term Loan	S + 5.75%	11.12 %	6/15/2028	3,909	3,881	3,909	0.40 %
Liberty Buyer (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 5.75%	11.00 %	6/15/2028	743	294	294	0.03 %
NearU	(6) (9) (12) (13)	First Lien Term Loan	S + 6.00%	11.51 %	8/16/2028	8,473	8,431	7,958	0.81 %
NearU (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 6.00%	11.51 %	8/16/2028	1,313	—	(80)	(0.01 %)
NearU (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 6.00%	11.51 %	8/16/2028	1,427	—	(87)	(0.01 %)
NearU (Delayed Draw) (Incremental)	(9) (11) (12)	First Lien Term Loan	S + 6.00%	11.51 %	8/16/2028	294	—	(18)	— %
NJEye LLC	(6)	First Lien Term Loan	S + 4.75%	10.17 %	3/14/2025	5,312	5,310	5,308	0.54 %
NJEye LLC (Delayed Draw)	(6)	First Lien Term Loan	S + 4.75%	10.17 %	3/14/2025	696	696	696	0.07 %
NJEye LLC (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 4.75%	9.45 %	3/14/2025	1,373	884	883	0.09 %
NJEye LLC (Delayed Draw)	(6)	First Lien Term Loan	S + 4.75%	10.31 %	3/14/2025	886	886	885	0.09 %

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Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
			Reference Rate ⁽³⁾	Interest Rate ⁽²⁾			Cost		
North Haven Spartan US Holdco LLC	(6)	First Lien Term Loan	S + 6.25%	11.58 %	6/8/2026	2,490	2,489	2,490	0.25 %
North Haven Spartan US Holdco LLC (Delayed Draw)	(6)	First Lien Term Loan	S + 6.25%	11.58 %	6/8/2026	216	216	216	0.02 %
North Haven Spartan US Holdco LLC (Delayed Draw) (Incremental)	(11) (13)	First Lien Term Loan	S + 6.25%	11.58 %	6/8/2026	3,260	(8)	—	— %
10.66% (Cash)									
One World Fitness PFF LLC	(6)	First Lien Term Loan	S + 5.25%	1.00% (PIK)	11/26/2025	3,876	3,877	3,719	0.38 %
Perennial Services, Group, LLC	(6)	First Lien Term Loan	S + 5.50%	10.94 %	9/7/2029	6,699	6,611	6,672	0.68 %
Perennial Services, Group, LLC (Delayed Draw)	(6) (12)	First Lien Term Loan	S + 5.50%	10.94 %	9/7/2029	5,995	5,986	5,971	0.61 %
3.33% (Cash)									
Repipe Specialists	(12)	Subordinated Debt	N/A	9.17% (PIK)	3/18/2029	2,494	2,457	1,895	0.19 %
3.33% (Cash)									
Repipe Specialists (Delayed Draw)	(12)	Subordinated Debt	N/A	9.17% (PIK)	3/18/2029	216	216	164	0.02 %
Wrench Group	(9) (13)	First Lien Term Loan	S + 4.00%	9.60 %	10/30/2028	4,489	4,480	4,499	0.46 %
Total Services: Consumer							90,136	88,629	9.00 %
Sovereign & Public Finance									
LMI Renaissance	(6) (12) (13)	First Lien Term Loan	S + 5.50%	10.84 %	7/18/2028	12,193	12,083	12,208	1.24 %
Total Sovereign & Public Finance							12,083	12,208	1.24 %
Telecommunications									
BCM One	(6)	First Lien Term Loan	S + 4.50%	9.94 %	11/17/2027	5,861	5,861	5,861	0.59 %
BCM One (Delayed Draw)	(6)	First Lien Term Loan	S + 4.50%	9.94 %	11/17/2027	1,817	1,817	1,817	0.18 %
MBS Holdings, Inc.	(6) (9)	First Lien Term Loan	S + 6.25%	11.69 %	4/16/2027	1,819	1,792	1,838	0.19 %
Mobile Communications America Inc	(6) (12) (13)	First Lien Term Loan	S + 5.50%	10.84 %	10/16/2029	18,413	18,190	18,271	1.85 %
Mobile Communications America Inc (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.00%	10.83 %	10/16/2029	5,970	259	253	0.03 %
Momentum Telecom II	(6) (9) (13)	First Lien Term Loan	S + 5.75%	11.19 %	4/16/2027	10,002	9,951	9,985	1.01 %
Momentum Telecom II (Incremental)	(6) (9)	First Lien Term Loan	S + 6.50%	11.94 %	4/16/2027	1,308	1,287	1,321	0.13 %
Sapphire Telecom Inc	(6) (12) (13)	First Lien Term Loan	S + 5.00%	10.34 %	6/27/2029	19,139	18,948	18,948	1.92 %
Tyto Athene, LLC	(6) (12)	First Lien Term Loan	S + 5.50%	10.95 %	4/3/2028	7,157	7,112	6,568	0.67 %
Total Telecommunications							65,217	64,862	6.57 %
Transportation: Cargo									
Armstrong Transport Group	(12)	Subordinated Debt	N/A	17.00% (PIK)	6/30/2027	1,017	997	997	0.10 %
7.00% (Cash)									
Armstrong Transport Group	(12)	Subordinated Debt	N/A	7.00% (PIK)	6/30/2027	7,350	7,208	7,205	0.73 %

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(dollar amounts in thousands)

Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized		% of Net Assets ⁽⁵⁾
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost	Fair Value ⁽⁴⁾	
AIT Logistics	(6) (14)	First Lien Term Loan	S + 4.75%	10.18 %	4/6/2028	625	624	626	0.06 %
FSK Pallet Holding Corp. (DBA Kamps Pallets)	(6) (13)	First Lien Term Loan	S + 6.00%	11.48 %	12/23/2026	9,825	9,699	9,503	0.96 %
Kenco Group, Inc.	(6) (12) (13)	First Lien Term Loan	S + 5.00%	10.29 %	11/15/2029	21,994	21,824	22,199	2.25 %
Kenco Group, Inc. (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.00%	10.29 %	11/15/2029	3,839	(28)	36	— %
Kenco Group, Inc. (Delayed Draw) (Incremental)	(11) (12)	First Lien Term Loan	S + 5.00%	10.29 %	11/15/2029	4,111	(41)	38	— %
Quantix (Incremental)	(6) (9)	First Lien Term Loan	S + 6.75%	12.20 %	8/3/2026	256	256	247	0.03 %
Quantix (Incremental)	(6) (9)	First Lien Term Loan	S + 6.75%	12.20 %	8/3/2026	890	888	858	0.09 %
Quantix (Incremental)	(6) (9)	First Lien Term Loan	S + 6.75%	12.20 %	8/3/2026	180	179	173	0.02 %
Quantix (Incremental)	(6) (9)	First Lien Term Loan	S + 6.75%	12.20 %	8/3/2026	4,345	4,333	4,187	0.42 %
Quantix (Incremental)	(9) (13)	First Lien Term Loan	S + 6.75%	11.90 %	8/3/2026	1,352	1,342	1,303	0.13 %
RoadOne	(12)	Subordinated Debt	N/A	8.75% (Cash) 5.00% (PIK)	6/30/2029	4,819	4,706	4,682	0.47 %
RoadOne (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	8.75% (Cash) 5.00% (PIK)	6/30/2029	1,397	(16)	(40)	— %
SEKO Global Logistics	(12) (16)	Subordinated Debt	S + 5.00%	15.98% (PIK)	6/30/2027	5,905	5,839	381	0.04 %
SEKO Global Logistics	(12) (16)	Subordinated Debt	S + 5.00%	15.98% (PIK)	6/30/2027	4,098	4,049	264	0.03 %
SEKO Global Logistics	(6) (16)	First Lien Term Loan	S + 5.00%	10.48 %	12/30/2026	1,122	1,116	806	0.08 %
SEKO Global Logistics (Delayed Draw)	(12) (16)	Subordinated Debt	S + 5.00%	15.98% (PIK)	6/30/2027	923	923	60	0.01 %
SEKO Global Logistics (Delayed Draw) (Incremental)	(6) (12) (16)	First Lien Term Loan	S + 5.00%	10.47 %	12/30/2026	4,473	4,473	3,212	0.33 %
SEKO Global Logistics (Incremental)	(6) (16)	First Lien Term Loan	S + 5.00%	10.48 %	12/30/2026	1,513	1,504	1,087	0.11 %
TI ACQUISITION NC LLC	(6)	First Lien Term Loan	S + 4.75%	10.04 %	3/19/2027	2,766	2,711	2,702	0.27 %
Total Transportation: Cargo							72,586	60,526	6.13 %
Transportation: Consumer									
Alternative Logistics Technologies Buyer, LLC	(6) (9) (12) (13)	First Lien Term Loan	S + 5.50%	10.84 %	2/14/2031	10,613	10,515	10,511	1.07 %
Alternative Logistics Technologies Buyer, LLC (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 5.50%	10.84 %	2/14/2031	3,040	—	(29)	— %
American Student Transportaton Partners, Inc	(12)	Subordinated Debt	N/A	6.00% (Cash) 8.50% (PIK)	9/11/2029	2,170	2,120	2,098	0.21 %
Total Transportation: Consumer							12,635	12,580	1.28 %
Utilities: Electric									
DMC HoldCo LLC (DMC Power)	(6)	First Lien Term Loan	S + 5.75%	11.08 %	7/13/2029	4,975	4,909	5,005	0.51 %
DMC HoldCo LLC (DMC Power) (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.75%	11.08 %	7/13/2029	1,671	(4)	10	— %

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Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost		
Pinnacle Supply Partners, LLC	(6)	First Lien Term Loan	S + 6.25%	11.69 %	4/3/2030	6,300	6,191	6,258	0.63 %
Pinnacle Supply Partners, LLC (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.25%	11.65 %	4/3/2030	3,633	1,365	1,366	0.14 %
Total Utilities: Electric							12,461	12,639	1.28 %
Utilities: Water									
USA Water	(6) (12)	First Lien Term Loan	S + 4.75%	10.08 %	2/21/2031	7,877	7,805	7,819	0.79 %
USA Water (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 4.75%	10.08 %	2/21/2031	3,037	—	(22)	— %
Total Utilities: Water							7,805	7,797	0.79 %
Wholesale									
Industrial Service Group	(6)	First Lien Term Loan	S + 5.75%	11.09 %	12/7/2028	6,492	6,387	6,427	0.65 %
Industrial Service Group (Delayed Draw)	(6) (12)	First Lien Term Loan	S + 5.75%	11.09 %	12/7/2028	3,380	3,367	3,346	0.34 %
INS Intermediate II, LLC (Ergotech Controls, Inc. – d/b/a INS)	(6) (13)	First Lien Term Loan	S + 6.50%	11.98 %	1/19/2029	7,885	7,761	7,895	0.81 %
INS Intermediate II, LLC (Ergotech Controls, Inc. – d/b/a INS) (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.50%	11.98 %	1/19/2029	1,979	(30)	3	— %
Micronics	(12)	Subordinated Debt	S + 5.25%	10.81 %	2/17/2027	2,450	2,409	2,406	0.24 %
TPC Wire & Cable	(12)	Subordinated Debt	N/A	11.00 %	2/16/2028	2,252	2,234	2,214	0.22 %
TPC Wire & Cable (Delayed Draw)	(12)	Subordinated Debt	N/A	11.00 %	2/16/2028	922	921	906	0.09 %
TPC Wire & Cable Corp (Delayed Draw) (Incremental)	(11) (12)	Subordinated Debt	N/A	11.00 %	2/16/2028	1,717	860	831	0.08 %
Total Wholesale							23,909	24,028	2.43 %
Total Debt Investments							1,994,874	1,958,680	198.57 %

Portfolio Company ^{(1) (2)}	Footnotes	Investment	Acquisition Date	Shares/Units	Amortized Cost	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
Equity Investments							
Aerospace & Defense							
BPC Kodiak LLC (Turbine Engine Specialist, Inc)	(8) (12) (15)	Class A-1 Units	9/1/2023	1,530,000	1,530	1,975	0.20 %
Total Aerospace & Defense					1,530	1,975	0.20 %
Automotive							
Covercraft	(8) (12)	LP Interests	8/20/2021	768	768	181	0.02 %
High Bar Brands	(8) (10) (12)	Class A Units	12/19/2023	303,000	303	331	0.03 %

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Portfolio Company ^{(1) (2)}	Footnotes	Investment	Acquisition Date	Shares/Units	Amortized Cost	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
S&S Truck Parts	(8) (12)	Partnership Units	3/1/2022	4	378	369	0.04 %
S&S Truck Parts	(8) (12)	Common Units	8/1/2022	78,543	290	75	0.01 %
S&S Truck Parts	(8) (10) (12)	Partnership Interests	6/3/2024	1,000	1,000	1,000	0.10 %
S&S Truck Parts	(8) (10) (12)	Warrants	6/3/2024	1,000	1	1	— %
Total Automotive					2,740	1,957	0.20 %
Beverage, Food & Tobacco							
Bardstown PPC Holdings LLC	(8) (10) (12)	Common Units	7/13/2022	14,777	1,860	1,933	0.21 %
Fresh Edge - Common	(8) (12)	Class B Common Units	10/3/2022	682	3	39	— %
Fresh Edge - Preferred	(8) (12)	Class A Preferred Units	10/3/2022	682	682	694	0.07 %
Tech24	(8) (12)	Company Unit	10/5/2023	954	954	1,030	0.10 %
Total Beverage, Food & Tobacco					3,499	3,696	0.38 %
Capital Equipment							
Crete Mechanical Group	(8) (12)	Equity Co-Investment	5/7/2022	24	249	715	0.07 %
EFC Holdings, LLC	(8) (10) (12)	Class A Common Units	2/28/2023	148	60	153	0.02 %
EFC Holdings, LLC	(8) (10) (12)	Series A Preferred Units	2/28/2023	148	148	164	0.02 %
E-Technologies	(8) (12)	Partnership Interests	5/22/2024	1,000,000	1,000	1,000	0.10 %
Precision Surfacing - Common	(8) (10) (12)	Common Units	10/3/2022	3,750,000	3,750	6,450	0.64 %
Total Capital Equipment					5,207	8,482	0.85 %
Construction & Building							
Erie Construction	(8) (12)	Common Units	7/27/2021	166	166	447	0.05 %
Gannett Fleming	(8) (12)	Series F Units	5/26/2023	711,481	711	1,229	0.13 %
Gannett Fleming	(8) (12) (15)	Limited Partnership Interests	12/20/2022	530,629	531	916	0.09 %
Total Construction & Building					1,408	2,592	0.27 %
Consumer Goods: Non-durable							
FoodScience	(8) (12)	Class B Units	3/1/2021	5,168	5	—	— %
FoodScience	(8) (12)	Class A Units	3/1/2021	98	98	109	0.01 %
Ultima Health Holdings, LLC	(8) (12)	Preferred Units	9/12/2022	15	170	240	0.02 %
Total Consumer Goods: Non-durable					273	349	0.03 %

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Portfolio Company ^{(1) (2)}	Footnotes	Investment	Acquisition Date	Shares/Units	Amortized Cost	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
Containers, Packaging & Glass							
Oliver Packaging	(8) (12)	Class A Common Units	7/6/2022	10,230	1,023	438	0.04 %
Specialized Packaging Group	(7) (8) (10) (12)	Class A Units	12/17/2020	147,708	148	172	0.02 %
Total Containers, Packaging & Glass					1,171	610	0.06 %
Healthcare & Pharmaceuticals							
AG MDC Holdings, Inc	(8) (10) (12)	Class A2 Units	2/7/2023	245	245	196	0.02 %
Anne Arundel	(8) (12)	AA Equity Co-Invest	9/14/2023	12,175	880	—	— %
Health Management Associates	(8) (12)	Class A Common Units	3/31/2023	399,904	400	495	0.05 %
REP HS Topco Holdings (HemaSource Inc.)	(8) (12)	LP Interests	8/31/2023	577,000	577	691	0.07 %
Total Healthcare & Pharmaceuticals					2,102	1,382	0.14 %
High Tech Industries							
ITSavvy LLC	(8) (12)	Class A Common Units	8/8/2022	522	522	1,477	0.15 %
Solve Industrial Motion Group	(8) (12)	LP Interests	6/30/2021	313	313	116	0.01 %
Total High Tech Industries					835	1,593	0.16 %
Media: Diversified & Production							
BroadcastMed Holdco, LLC	(8) (12)	Series A-3 Preferred Units	10/4/2022	56,899	853	687	0.07 %
Total Media: Diversified & Production					853	687	0.07 %
Services: Business							
Apex Companies Holdings, LLC	(8) (10) (12)	Class A Membership Interests	1/31/2023	1,173	117	134	0.01 %
Career Now	(8) (12)	Common Equity	9/30/2021	624	624	—	— %
Career Now	(8) (12)	Series B Limited Partnership Units	10/14/2023	222	22	—	— %
E78	(8) (12)	Class A Common Units	12/1/2021	816	860	845	0.10 %
KRIV Acquisition, Inc	(8) (12)	Class A Units	7/17/2023	790	790	698	0.07 %
Output Services Group, Inc.	(8) (10) (12)	Class A Units	11/30/2023	47,021	833	900	0.09 %
Total Services: Business					3,246	2,577	0.27 %

See Notes to Consolidated Financial Statements

NUVEEN CHURCHILL DIRECT LENDING CORP.
CONSOLIDATED SCHEDULE OF INVESTMENTS (UNAUDITED)

June 30, 2024

(dollar amounts in thousands)

Portfolio Company ^{(1) (2)}	Footnotes	Investment	Acquisition Date	Shares/Units	Amortized Cost	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
Services: Consumer							
COP Exterminators Investment, LLC	(8) (12)	Class A Units	7/31/2023	997,000	1,117	1,215	0.11 %
Legacy Service Partners, LLC ("LSP")	(8) (12)	Class B Units	1/9/2023	4,907	491	569	0.06 %
NearU	(8) (9) (12)	Limited Partnership Interests	8/8/2022	2,432	243	152	0.02 %
Perennial Services Investors LLC	(8) (10) (12)	Class A Units	9/8/2023	7,784	778	1,078	0.11 %
Repipe Specialists	(8) (12)	Purchased Units	3/18/2022	253	253	—	— %
Total Services: Consumer					2,882	3,014	0.30 %
Sovereign & Public Finance							
LMI Renaissance	(8) (12)	Limited Partnership Interests	7/18/2022	633,980	634	1,220	0.12 %
Total Sovereign & Public Finance					634	1,220	0.12 %
Transportation: Cargo							
RoadOne - Common	(8) (12)	Partnership Units	12/29/2022	1,173,220	939	1,139	0.12 %
SEKO Global Logistics	(8) (12)	Equity Co-Invest	12/30/2020	671,203	332	—	— %
Total Transportation: Cargo					1,271	1,139	0.12 %
Transportation: Consumer							
ASTP Holdings Co-Investment LP	(8) (12)	Limited Partnership Interest	9/11/2023	101,041	101	88	0.01 %
Total Transportation: Consumer					101	88	0.01 %
Utilities: Electric							
Pinnacle Supply Partners, LLC	(8) (12)	Subject Partnership Units	4/3/2023	279,687	280	302	0.03 %
Total Utilities: Electric					280	302	0.03 %
Utilities: Water							
USA Water	(8) (10) (12)	Common Units	2/21/2024	4,781	478	513	0.05 %
Total Utilities: Water					478	513	0.05 %
Total Equity Investments					28,510	32,176	3.26 %

See Notes to Consolidated Financial Statements

NUVEEN CHURCHILL DIRECT LENDING CORP.
CONSOLIDATED SCHEDULE OF INVESTMENTS (UNAUDITED)
June 30, 2024
(dollar amounts in thousands)

Portfolio Company ^{(1) (2)}	Interest Rate	Shares/Units	Amortized Cost	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
Cash Equivalents					
BlackRock Liquidity Funds T-Fund - Institutional Class	5.19%	67,654	67,654	67,654	6.87 %
First American Government Obligations Fund - Class Z	5.19%	31	31	31	— %
Total Cash Equivalents			\$ 67,685	\$ 67,685	6.87 %
Total Investments and Cash Equivalents			\$ 2,091,069	\$ 2,058,541	208.70 %

- (1) All investments are non-controlled/non-affiliated investments as defined by the Investment Company Act of 1940, as amended (the "1940 Act"). The 1940 Act classifies investments based on the level of control that the Company maintains in a particular portfolio company. As defined in the 1940 Act, a portfolio company is generally presumed to be "non-controlled" when the Company owns 25% or less of the portfolio company's voting securities and "controlled" when the Company owns more than 25% of the portfolio company's voting securities. The 1940 Act also classifies investments further based on the level of ownership that the Company maintains in a particular portfolio company. As defined in the 1940 Act, a company is generally deemed as "non-affiliated" when the Company owns less than 5% of a portfolio company's voting securities and "affiliated" when the Company owns 5% or more of a portfolio company's voting securities.
- (2) Unless otherwise indicated, issuers of debt and equity held by the Company are domiciled in the United States.
- (3) The majority of the investments bear interest at rates that may be determined by reference to Secured Overnight Financing Rate ("SOFR" or "S"), which reset monthly or quarterly. For each such investment, the Company has provided the spread over SOFR and the current contractual interest rate in effect at June 30, 2024. As of June 30, 2024, rates for 1M S, 3M S, 6M S, 12M S ("SOFR") are 5.34%, 5.32%, 5.25%, and 5.04% respectively. Certain investments are subject to a SOFR floor. For fixed rate loans, a spread above a reference rate is not applicable.
- (4) Investment valued using unobservable inputs (Level 3). See [Note 2](#) "Significant Accounting Policies – Valuation of Portfolio Investments" and [Note 4](#) "Fair Value Measurements" for more information.
- (5) Percentage is based on net assets of \$986,372 as of June 30, 2024.
- (6) Denotes that all or a portion of the assets are owned by CLO-I, CLO-II and/or CLO-III (each as defined in [Note 1](#) "Organization"), which serve as collateral for the 2022 Debt Securitization, the 2023 Debt Securitization, and 2024 Debt Securitization (each as defined in the Notes). See [Note 6](#) "Secured Borrowings".
- (7) This portfolio company is not domiciled in the United States. The principal place of business for Specialized Packing Group and Bakeovations Intermediate is Canada and the principal place of business for Phaidon International is the United Kingdom.
- (8) Security acquired in transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and may be deemed to be a "restricted security" under the Securities Act. As of June 30, 2024, the Company held forty-eight restricted securities with an aggregate fair value of \$32,176, or 3.26% of the Company's net assets.
- (9) Investment is a unitranche position.
- (10) The investment is considered a non-qualifying asset under Section 55(a) of the 1940 Act. Under the 1940 Act, the Company cannot acquire any non-qualifying asset unless, at the time the acquisition is made, qualifying assets represent at least 70% of the Company's total assets. As of June 30, 2024, total non-qualifying assets at fair value represented 4.58% of the Company's total assets calculated in accordance with the 1940 Act.
- (11) Position or portion thereof is an unfunded loan commitment, and no interest is being earned on the unfunded portion. See [Note 7](#) "Commitments and Contingencies". The investment may be subject to unused commitment fees.
- (12) Denotes that all or a portion of the assets are owned by the Company or NCDL Equity Holdings (each as defined in [Note 1](#) "Organization"). The Company entered into a senior secured revolving credit agreement (the "Revolving Credit Facility"). The Revolving Credit Facility is guaranteed by NCDL Equity Holdings and will be guaranteed by certain subsidiaries of the Company that are formed or acquired by the Company in the future.
- (13) Denotes that all or a portion of the assets are owned by SPV IV and/or SPV V (each as defined in [Note 1](#) "Organization"). SPV IV has entered into a senior secured revolving credit facility (the "SMBC Financing Facility"). The lenders of the SMBC Financing Facility have a first lien security interest in substantially all of the assets of SPV IV. Accordingly, such assets are not available to other creditors of the Company. SPV V has entered into a senior secured revolving credit facility (the "Wells Fargo Financing Facility"). The lenders of the Wells Fargo Financing Facility have a first lien security interest in substantially all of the assets of SPV V. Accordingly, such assets are not available to other creditors of the Company.
- (14) Investments valued using observable inputs (Level 2). See [Note 2](#) "Significant Accounting Policies – Valuation of Portfolio Investments" and [Note 4](#) "Fair Value Measurements" for more information.
- (15) Represents an investment held through an aggregator vehicle organized as a pooled investment vehicle.
- (16) Loan was on non-accrual status as of June 30, 2024.

See Notes to Consolidated Financial Statements

NUVEEN CHURCHILL DIRECT LENDING CORP.
CONSOLIDATED SCHEDULE OF INVESTMENTS
December 31, 2023
(dollar amounts in thousands, including share data)

Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized		% of Net Assets	
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost	Fair Value ⁽⁴⁾	⁽⁵⁾	
Investments										
Debt Investments										
Aerospace & Defense										
AEgis Technologies	(6) (12) (13)	First Lien Term Loan	S + 6.50%	12.04 %	10/31/2025	\$ 14,657	\$ 14,592	\$ 14,311	1.91 %	
Arotech	(6) (12)	First Lien Term Loan	S + 6.25%	11.70 %	10/22/2026	9,202	9,127	8,945	1.20 %	
Arotech (Delayed Draw)	(6) (12) (13)	First Lien Term Loan	S + 6.25%	11.70 %	10/22/2026	448	446	435	0.06 %	
Loc Performance Products	(6) (12)	First Lien Term Loan	S + 5.25%	10.71 %	12/22/2026	6,557	6,502	6,270	0.84 %	
Precision Aviation Group	(6) (12) (13)	First Lien Term Loan	S + 5.75%	11.12 %	12/21/2029	15,039	14,740	14,740	1.97 %	
Precision Aviation Group (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.75%	11.12 %	12/21/2029	4,961	(49)	(99)	(0.01 %)	
Turbine Engine Specialist, Inc	(12)	Subordinated Debt	S + 9.50%	14.96 %	3/1/2029	2,556	2,494	2,509	0.33 %	
				10.50% (Cash)						
Valkyrie	(12)	Subordinated Debt	N/A	1.00% (PIK)	11/17/2027	2,836	2,792	2,740	0.37 %	
Total Aerospace & Defense							50,644	49,851	6.67 %	
Automotive										
American Auto Auction Group	(6) (12)	First Lien Term Loan	S + 5.00%	10.50 %	12/30/2027	10,520	10,443	10,266	1.37 %	
Classic Collision (Delayed Draw) (Incremental Tranche A-4)	(11) (12)	First Lien Term Loan	S + 5.75%	11.29 %	1/14/2026	25,225	3,304	3,016	0.40 %	
Classic Collision (Delayed Draw) (Incremental)	(6) (12) (13)	First Lien Term Loan	S + 5.75%	11.29 %	1/14/2026	6,941	6,941	6,847	0.92 %	
Classic Collision (Incremental)	(6) (12)	First Lien Term Loan	S + 5.75%	11.29 %	1/14/2026	7,751	7,707	7,646	1.02 %	
Collision Right	(6) (12) (13)	First Lien Term Loan	S + 5.25%	10.50 %	4/14/2028	5,294	5,269	5,282	0.71 %	
				9.00% (Cash)						
Collision Right	(12)	Subordinated Debt	N/A	3.75% (PIK)	10/14/2028	1,411	1,380	1,371	0.18 %	
				9.00% (Cash)						
Collision Right (Delayed Draw)	(12)	Subordinated Debt	N/A	3.75% (PIK)	10/14/2028	996	985	968	0.13 %	
				10.00% (Cash)						
Covercraft	(12)	Subordinated Debt	N/A	0.75% (PIK)	2/20/2028	7,478	7,373	6,892	0.92 %	
				10.00% (Cash)						
Covercraft (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	0.75% (PIK)	2/20/2028	4,386	—	(344)	(0.04 %)	
				9.00% (Cash)						
High Bar Brands	(12)	Subordinated Debt	N/A	4.00% (PIK)	6/19/2030	2,088	2,035	2,036	0.27 %	
				9.00% (Cash)						
High Bar Brands (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	4.00% (PIK)	6/19/2030	596	(7)	(15)	— %	
JEGS Automotive	(6)	First Lien Term Loan	S + 6.00%	11.46 %	12/22/2027	3,999	3,970	3,381	0.45 %	

See Notes to Consolidated Financial Statements

NUVEEN CHURCHILL DIRECT LENDING CORP.
CONSOLIDATED SCHEDULE OF INVESTMENTS
December 31, 2023
(dollar amounts in thousands, including share data)

Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized		% of Net Assets
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost	Fair Value ⁽⁴⁾	⁽⁵⁾
OEP Glass Purchaser	(6) (12) (13)	First Lien Term Loan	S + 5.25%	10.55 %	4/18/2028	12,563	12,467	12,508	1.67 %
	(6) (9) (12)								
Randys Holdings, Inc	(13)	First Lien Term Loan	S + 6.50%	11.88 %	11/1/2028	11,138	10,943	10,997	1.47 %
Randys Holdings, Inc (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 6.50%	11.88 %	11/1/2028	3,750	—	(47)	(0.01) %
S&S Truck Parts	(6)	First Lien Term Loan	S + 5.00%	10.19 %	3/1/2029	6,858	6,803	6,779	0.91 %
S&S Truck Parts	(13)	First Lien Term Loan	S + 5.00%	10.19 %	3/1/2029	1,159	1,150	1,146	0.15 %
S&S Truck Parts (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.00%	10.19 %	3/1/2029	98	—	(1)	— %
S&S Truck Parts (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.00%	10.19 %	3/1/2029	1,724	1,576	1,556	0.21 %
Total Automotive							82,339	80,284	10.73 %
Banking, Finance, Insurance, Real Estate									
Coding Solutions Acquisitions	(6) (9)	First Lien Term Loan	S + 5.75%	11.11 %	5/11/2028	6,432	6,380	6,304	0.84 %
Coding Solutions Acquisitions (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 5.75%	11.11 %	5/11/2028	1,966	1,966	1,927	0.26 %
				6.66% (Cash)					
Long Term Care Group	(6) (9) (12)	First Lien Term Loan	S + 1.00%	6.00% (PIK)	9/8/2027	6,858	6,812	5,916	0.79 %
Patriot Growth Insurance Service (Delayed Draw) (Incremental)	(9) (12)	First Lien Term Loan	S + 5.75%	11.25 %	10/14/2028	7,166	7,109	7,003	0.94 %
Risk Strategies (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 5.50%	11.00 %	11/2/2026	14,869	14,869	14,606	1.95 %
Vensure Employer Services	(6) (13)	First Lien Term Loan	S + 4.75%	10.12 %	3/26/2027	14,656	14,628	14,326	1.92 %
World Insurance Associates (Delayed Draw)	(6) (9) (12)	First Lien Term Loan	S + 6.00%	11.35 %	4/3/2028	14,881	14,869	14,841	1.98 %
Total Banking, Finance, Insurance, Real Estate							66,633	64,923	8.68 %
Beverage, Food & Tobacco									
Bakeovations Intermediate, LLC (d/b/a Commercial Bakeries)	(6) (7) (10) (12) (13)	First Lien Term Loan	S + 6.25%	11.60 %	9/25/2029	17,282	16,958	16,940	2.27 %
Bardstown PPC Holdings LLC	(12)	Subordinated Debt	S + 7.75%	13.18 %	8/28/2027	9,300	9,154	9,154	1.22 %
Death Wish Coffee	(6) (9) (13)	First Lien Term Loan	S + 4.75%	10.20 %	9/28/2027	9,800	9,739	9,800	1.31 %
Dessert Holdings		Subordinated Debt	S + 7.25%	12.72 %	6/10/2029	9,000	8,874	7,628	1.02 %
				10.07% (Cash)					
Fresh Edge	(12)	Subordinated Debt	S + 4.50%	5.13% (PIK)	4/3/2029	3,853	3,772	3,765	0.50 %

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NUVEEN CHURCHILL DIRECT LENDING CORP.
CONSOLIDATED SCHEDULE OF INVESTMENTS
December 31, 2023
(dollar amounts in thousands, including share data)

Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized	Fair Value ⁽⁴⁾	% of Net Assets
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost		⁽⁵⁾
Fresh Edge (Incremental)	(12)	Subordinated Debt	S + 4.50%	9.98% (Cash) 5.13% (PIK)	4/3/2029	914	891	893	0.12 %
Fresh Edge (Incremental)	(12)	Subordinated Debt	S + 4.50%	9.76% (Cash) 5.13% (PIK)	4/3/2029	769	752	752	0.10 %
Handgards	(6) (13)	First Lien Term Loan	S + 7.00%	12.54 %	10/14/2026	14,513	14,364	14,513	1.94 %
Harvest Hill Beverage Company	(12)	Subordinated Debt	S + 9.00%	14.46 %	2/28/2029	3,640	3,540	3,573	0.48 %
KSLB Holdings LLC	(13)	First Lien Term Loan	S + 4.50%	10.03 %	7/30/2025	2,858	2,844	2,712	0.36 %
Palmetto Acquisitionco, Inc.	(6) (12) (13)	First Lien Term Loan	S + 5.75%	11.10 %	9/18/2029	13,314	13,091	13,085	1.74 %
Palmetto Acquisitionco, Inc. (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.75%	11.10 %	9/18/2029	4,842	1,169	1,103	0.15 %
Rise Baking	(6) (9) (13)	First Lien Term Loan	S + 6.25%	11.71 %	8/13/2027	14,700	14,554	14,852	1.99 %
Rise Baking (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 5.50%	10.96 %	8/13/2027	4,454	4,432	4,400	0.59 %
Summit Hill Foods	(6)	First Lien Term Loan	S + 6.00%	11.39 %	11/29/2029	9,835	9,689	9,690	1.30 %
Sunny Sky Products (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.25%	10.60 %	12/23/2028	1,773	—	(17)	— %
Sunny Sky Products	(12) (13)	First Lien Term Loan	S + 5.25%	10.60 %	12/23/2028	7,093	7,025	7,026	0.94 %
Watermill Express, LLC	(6) (9)	First Lien Term Loan	S + 5.00%	10.50 %	4/20/2027	3,256	3,236	3,241	0.43 %
Watermill Express, LLC (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 5.00%	10.50 %	4/20/2027	314	315	313	0.04 %
Total Beverage, Food & Tobacco							124,399	123,423	16.50 %
Capital Equipment									
Crete Mechanical Group	(6)	First Lien Term Loan	S + 5.00%	10.37 %	5/19/2028	4,823	4,785	4,708	0.63 %
Crete Mechanical Group (Delayed Draw)	(6)	First Lien Term Loan	S + 5.00%	10.37 %	5/19/2028	2,846	2,807	2,778	0.37 %
Crete Mechanical Group (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.00%	10.37 %	5/19/2028	7,153	5,710	5,539	0.74 %
EFC Holdings, LLC	(12)	Subordinated Debt	N/A	11.00% (Cash) 2.50% (PIK)	5/1/2028	3,167	3,083	3,137	0.42 %
Heartland Home Services	(6) (9) (13)	First Lien Term Loan	S + 6.00%	11.36 %	12/15/2026	6,467	6,428	6,382	0.85 %
Heartland Home Services (Delayed Draw)	(6) (9) (13)	First Lien Term Loan	S + 6.00%	11.36 %	12/15/2026	5,608	5,589	5,533	0.74 %
Heartland Home Services (Delayed Draw)	(6) (9) (13)	First Lien Term Loan	S + 6.00%	11.36 %	12/15/2026	2,571	2,571	2,537	0.34 %
Ovation Holdings, Inc.	(6) (13)	First Lien Term Loan	S + 6.25%	11.78 %	2/3/2029	8,035	7,876	7,949	1.06 %
Ovation Holdings, Inc. (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.25%	11.78 %	2/3/2029	1,899	1,535	1,536	0.21 %
Precision Surfacing	(12)	First Lien Term Loan	N/A	15.00 %	6/30/2024	713	713	713	0.09 %
PT Intermediate Holdings III, LLC	(6) (9) (13)	First Lien Term Loan	S + 5.98%	11.52 %	11/1/2028	8,735	8,711	8,664	1.16 %

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December 31, 2023
(dollar amounts in thousands, including share data)

Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized		% of Net Assets
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost	Fair Value ⁽⁴⁾	⁽⁵⁾
PT Intermediate Holdings III, LLC (Incremental)	(6) (9) (13)	First Lien Term Loan	S + 5.98%	11.47 %	11/1/2028	1,068	1,059	1,059	0.14 %
				10.00% (Cash)					
Repipe Specialists	(12)	Subordinated Debt	N/A	1.00% (PIK)	3/18/2029	2,433	2,393	2,207	0.30 %
Repipe Specialists (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	1.00% (PIK)	3/18/2029	901	210	126	0.01 %
				10.00% (Cash)					
RTH Buyer LLC (dba Rhino Tool House)	(12) (13)	First Lien Term Loan	S + 6.25%	11.97 %	4/4/2029	8,052	7,902	7,986	1.07 %
RTH Buyer LLC (dba Rhino Tool House) (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.25%	11.97 %	4/4/2029	1,885	956	949	0.13 %
Total Capital Equipment							62,328	61,803	8.26 %
Chemicals, Plastics, & Rubber									
Ascensus	(12) (15)	Subordinated Debt	S + 6.50%	12.18 %	8/2/2029	9,000	8,935	8,691	1.16 %
Ascensus Specialties	(6) (9) (13)	First Lien Term Loan	S + 4.25%	9.71 %	6/30/2028	9,731	9,589	8,776	1.17 %
Boulder Scientific Company LLC	(6)	First Lien Term Loan	S + 4.50%	10.04 %	12/28/2025	2,064	2,073	1,996	0.27 %
Chroma Color Corporation (dba Chroma Color)	(6) (13)	First Lien Term Loan	S + 6.00%	11.41 %	4/21/2029	6,314	6,197	6,199	0.83 %
Chroma Color Corporation (dba Chroma Color) (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.00%	11.41 %	4/21/2029	1,379	(12)	(25)	— %
	(6) (9) (12)								
Spartech	(13)	First Lien Term Loan	S + 4.75%	10.16 %	5/6/2028	14,768	14,699	11,898	1.59 %
Total Chemicals, Plastics, & Rubber							41,481	37,535	5.02 %
Construction & Building									
				10.00% (Cash)					
Allstar Holdings	(12)	Subordinated Debt	N/A	3.00% (PIK)	4/26/2030	2,114	2,053	2,054	0.27 %
Allstar Holdings (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	3.00% (PIK)	4/26/2030	4,043	2,803	2,745	0.37 %
				10.00% (Cash)					
Allstar Holdings (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	3.00% (PIK)	4/26/2030	6,188	(88)	(175)	(0.02 %)
Erie Construction	(6) (13)	First Lien Term Loan	S + 4.75%	10.21 %	7/30/2027	10,153	10,083	10,153	1.36 %
Gannett Fleming	(6) (13)	First Lien Term Loan	S + 6.60%	11.95 %	12/20/2028	9,900	9,730	9,913	1.32 %
MEI Rigging & Crating	(6) (12) (13)	First Lien Term Loan	S + 6.50%	11.86 %	6/30/2029	11,431	11,212	11,329	1.51 %
MEI Rigging & Crating (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.50%	11.86 %	6/30/2029	1,814	(8)	(16)	— %
Royal Holdco Corporation (Delayed Draw A)	(11) (12)	First Lien Term Loan	S + 5.75%	11.21 %	12/30/2027	4,690	4,303	4,246	0.57 %
Royal Holdco Corporation (Delayed Draw B)	(11) (12)	First Lien Term Loan	S + 5.75%	11.21 %	12/30/2027	3,134	(7)	(45)	(0.01 %)

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Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized	% of Net Assets	
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost	Fair Value ⁽⁴⁾	⁽⁵⁾
Royal Holdco Corporation (Incremental)	(10) (12) (13)	First Lien Term Loan	S + 5.75%	11.21 %	12/30/2027	3,118	3,074	3,073	0.41 %
Sciens Building Solutions, LLC	(6) (9) (13)	First Lien Term Loan	S + 5.75%	11.23 %	12/15/2027	9,315	9,183	9,128	1.22 %
Sciens Building Solutions, LLC (Delayed Draw)	(6) (9) (11) (12) (13)	First Lien Term Loan	S + 5.75%	11.23 %	12/15/2027	4,915	3,259	3,193	0.43 %
WSB Engineering Holdings Inc.	(12) (13)	First Lien Term Loan	S + 6.00%	11.39 %	8/31/2029	6,519	6,426	6,424	0.86 %
WSB Engineering Holdings Inc. (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.00%	11.39 %	8/31/2029	4,357	(31)	(64)	(0.01 %)
Total Construction & Building							61,992	61,958	8.28 %
Consumer Goods: Durable									
Halo Buyer Inc	(6) (15)	First Lien Term Loan	S + 4.50%	9.96 %	6/28/2025	5,668	5,641	4,284	0.57 %
Petmate	(6) (9) (12)	First Lien Term Loan	S + 5.50%	11.23 %	9/15/2028	9,825	9,753	5,846	0.78 %
Xpressmyself.com LLC (a/k/a SmartSign)	(6) (13)	First Lien Term Loan	S + 5.50%	10.98 %	9/7/2028	9,875	9,796	9,701	1.30 %
Xpressmyself.com LLC (a/k/a SmartSign)	(6)	First Lien Term Loan	S + 5.75%	11.22 %	9/7/2028	5,025	4,932	4,983	0.67 %
Total Consumer Goods: Durable							30,122	24,814	3.32 %
Consumer Goods: Non-durable									
Arcadia Consumer Health	(6) (9) (13)	First Lien Term Loan	S + 4.50%	9.98 %	9/10/2027	12,604	12,522	12,192	1.63 %
Arcadia Consumer Health (Incremental)	(9) (12) (13)	First Lien Term Loan	S + 5.75%	11.23 %	9/10/2027	2,256	2,216	2,251	0.30 %
Badger Sportswear Acquisition Inc	(6)	First Lien Term Loan	S + 4.50%	10.03 %	1/7/2024	3,800	3,800	3,800	0.51 %
FoodScience	(6) (12)	First Lien Term Loan	S + 6.00%	11.73 %	3/1/2027	7,744	7,696	7,081	0.95 %
FoodScience	(6) (12)	First Lien Term Loan	S + 6.00%	12.23 %	3/1/2027	6,880	6,831	6,291	0.84 %
Protective Industrial Products ("PIP")	(6) (9) (12) (13)	First Lien Term Loan	S + 5.00%	10.47 %	12/29/2027	4,860	4,684	4,909	0.66 %
Elevation Labs	(6) (13)	First Lien Term Loan	S + 5.75%	11.23 %	6/30/2028	6,789	6,733	6,335	0.85 %
Elevation Labs (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.75%	11.23 %	6/30/2028	3,125	(24)	(209)	(0.03 %)
Market Performance Group	(6) (13)	First Lien Term Loan	S + 5.50%	11.03 %	12/29/2026	2,505	2,489	2,505	0.33 %
Market Performance Group	(6) (13)	First Lien Term Loan	S + 5.50%	11.03 %	12/29/2026	7,275	7,256	7,275	0.97 %
Ultima Health Holdings, LLC							11.00% (Cash)		
	(12)	Subordinated Debt	N/A	1.50% (PIK)	3/12/2029	1,734	1,706	1,704	0.23 %
Total Consumer Goods: Non-durable							55,909	54,134	7.24 %

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			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost	Fair Value ⁽⁴⁾	⁽⁵⁾	
Containers, Packaging & Glass										
B2B Packaging	(6) (13)	First Lien Term Loan	S + 6.75%	12.28 %	10/7/2026	14,696	14,663	14,398	1.93 %	
B2B Packaging (Delayed Draw)	(6)	First Lien Term Loan	S + 6.75%	12.29 %	10/7/2026	116	114	114	0.02 %	
Five Star Packing	(6) (13) (15)	First Lien Term Loan	S + 4.25%	9.63 %	5/6/2029	7,576	7,482	7,482	1.00 %	
Good2Grow	(12) (13)	First Lien Term Loan	S + 5.50%	11.04 %	12/1/2027	6,362	6,270	6,362	0.85 %	
Good2Grow	(6) (13)	First Lien Term Loan	S + 4.50%	10.04 %	12/1/2027	9,265	9,201	9,137	1.22 %	
Oliver Packaging	(12)	Subordinated Debt	N/A	10.00% (Cash) 1.00% (PIK)	1/6/2029	2,510	2,471	2,377	0.32 %	
Online Labels Group	(13)	First Lien Term Loan	S + 5.25%	10.61 %	12/19/2029	3,328	3,295	3,296	0.44 %	
Online Labels Group (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.25%	10.61 %	12/19/2029	403	—	(4)	— %	
Online Labels Group (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.25%	10.61 %	12/19/2029	403	—	(4)	— %	
	(6) (7) (10)									
Specialized Packaging Group	(13)	First Lien Term Loan	S + 5.50%	11.23 %	12/17/2025	2,983	2,968	2,921	0.39 %	
Specialized Packaging Group	(6) (7) (10)	First Lien Term Loan	S + 5.50%	11.23 %	12/17/2025	7,275	7,236	7,123	0.95 %	
Specialized Packaging Group (Incremental)	(7) (10) (13)	First Lien Term Loan	S + 6.25%	11.98 %	12/17/2025	4,409	4,354	4,375	0.58 %	
Specialized Packaging Group (Incremental)	(7) (10) (12)	First Lien Term Loan	S + 6.25%	11.78 %	12/17/2025	6,894	6,798	6,751	0.90 %	
Total Containers, Packaging & Glass							64,852	64,328	8.60 %	
Energy: Electricity										
MGM Transformer Company (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.00%	11.38 %	10/31/2029	6,388	(16)	(92)	(0.01 %)	
MGM Transformer Company	(6) (12) (13)	First Lien Term Loan	S + 6.00%	11.38 %	10/31/2029	23,612	23,259	23,271	3.11 %	
National Power	(12) (13)	First Lien Term Loan	S + 6.00%	11.36 %	10/20/2029	5,674	5,589	5,593	0.75 %	
National Power (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.00%	11.36 %	10/20/2029	3,051	(7)	(44)	(0.01 %)	
Total Energy: Electricity							28,825	28,728	3.84 %	
Environmental Industries										
Impact Environmental Group	(12) (13)	First Lien Term Loan	S + 6.00%	11.28 %	3/23/2029	6,776	6,650	6,721	0.90 %	
Impact Environmental Group (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.00%	11.28 %	3/23/2029	3,166	2,770	2,759	0.37 %	
Impact Environmental Group (Incremental)	(12)	First Lien Term Loan	S + 6.00%	11.28 %	3/23/2029	1,736	1,703	1,722	0.23 %	

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Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized	% of Net Assets	
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost	Fair Value ⁽⁴⁾	⁽⁵⁾
Impact Environmental Group (Delayed Draw) (Incremental)	(11) (12)	First Lien Term Loan	S + 6.00%	11.28 %	3/23/2029	6,822	(32)	(55)	(0.01) %
Nutrition 101 Buyer LLC (a/k/a 101, Inc.)	(6) (13)	First Lien Term Loan	S + 5.25%	10.73 %	8/31/2028	6,648	6,596	6,518	0.87 %
Orion Group FM Holdings, LLC (dba Leo Facilities Maintenance)	(6) (12) (13)	First Lien Term Loan	S + 6.25%	11.65 %	7/1/2029	8,550	8,426	8,429	1.13 %
Orion Group FM Holdings, LLC (dba Leo Facilities Maintenance) (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.25%	11.65 %	7/1/2029	6,429	(15)	(91)	(0.01) %
The Facilities Group	(6) (9)	First Lien Term Loan	S + 5.75%	11.23 %	11/30/2027	4,872	4,840	4,847	0.64 %
The Facilities Group (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 5.75%	11.22 %	11/30/2027	5,028	—	(25)	— %
The Facilities Group	(9) (13)	First Lien Term Loan	S + 5.75%	11.22 %	11/30/2027	9,051	8,963	9,006	1.20 %
The Facilities Group (Delayed Draw)	(6) (9) (12)	First Lien Term Loan	S + 5.75%	11.22 %	11/30/2027	4,952	4,952	4,927	0.66 %
Total Environmental Industries							44,853	44,758	5.98 %
Healthcare & Pharmaceuticals									
Affinity Hospice	(6) (12)	First Lien Term Loan	S + 4.75%	10.20 %	12/17/2027	7,872	7,817	7,048	0.94 %
Anne Arundel	(12)	Subordinated Debt	N/A	12.75% (PIK)	10/16/2026	3,282	3,247	2,656	0.36 %
Anne Arundel	(12)	Subordinated Debt	N/A	11.00% (PIK)	4/16/2026	1,972	1,957	1,776	0.24 %
Anne Arundel (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	11.00% (PIK)	4/16/2026	2,396	2,022	1,790	0.24 %
	(6) (9) (12)								
Forefront Dermatology	(15)	First Lien Term Loan	S + 4.25%	9.63 %	4/1/2029	3,315	3,268	3,215	0.43 %
Genesee Scientific	(6) (9)	First Lien Term Loan	S + 5.50%	10.95 %	9/30/2027	5,959	5,922	5,839	0.78 %
Genesee Scientific (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 5.50%	10.95 %	9/30/2027	1,560	1,560	1,528	0.20 %
GHR Healthcare	(6) (9)	First Lien Term Loan	S + 5.00%	10.50 %	12/8/2027	6,401	6,359	6,255	0.84 %
GHR Healthcare (Delayed Draw)	(6) (9) (13)	First Lien Term Loan	S + 5.00%	10.50 %	12/9/2027	2,002	2,002	1,957	0.26 %
GHR Healthcare (Incremental)	(13)	First Lien Term Loan	S + 5.00%	10.50 %	12/9/2027	4,983	4,904	4,869	0.65 %
Health Management Associates	(12) (13)	First Lien Term Loan	S + 6.50%	11.73 %	3/31/2029	8,307	8,154	8,233	1.10 %
Health Management Associates (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.50%	11.73 %	3/31/2029	1,499	444	460	0.06 %
Heartland Veterinary Partners LLC (Incremental)	(12)	Subordinated Debt	S + 7.50%	12.96 %	12/10/2027	1,900	1,872	1,875	0.25 %
Heartland Veterinary Partners LLC (Incremental) (Delayed Draw)	(12)	Subordinated Debt	S + 7.50%	12.96 %	12/10/2027	9,500	9,500	9,377	1.25 %

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			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost	Fair Value ⁽⁴⁾	⁽⁵⁾	
				8.50% (Cash)						
HemaSource Inc.	(12)	Subordinated Debt	N/A	5.00% (PIK)	2/28/2030	5,292	5,153	5,147	0.69 %	
InfuCare RX	(6) (12) (13)	First Lien Term Loan	S + 4.50%	9.95 %	1/4/2028	9,248	9,182	9,045	1.21 %	
MDC Intermediate Holdings II, LLC	(12)	Subordinated Debt	N/A	2.25% (PIK)	2/7/2030	1,749	1,711	1,690	0.23 %	
MDC Intermediate Holdings II, LLC (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	2.25% (PIK)	2/7/2030	721	160	143	0.02 %	
Midwest Eye Consultants	(6) (13)	First Lien Term Loan	S + 4.50%	10.04 %	8/20/2027	9,021	8,962	8,790	1.18 %	
PromptCare	(6) (9) (13)	First Lien Term Loan	S + 6.00%	11.46 %	9/1/2027	8,204	8,121	8,079	1.08 %	
PromptCare (Delayed Draw)	(6) (9) (12) (13)	First Lien Term Loan	S + 6.00%	11.46 %	9/1/2027	1,278	1,271	1,258	0.17 %	
Quorum Health Resources, LLC	(6) (13)	First Lien Term Loan	S + 5.75%	11.50 %	5/28/2027	7,680	7,627	7,552	1.01 %	
Quorum Health Resources, LLC (Delayed Draw) (Incremental)	(6) (10) (12)	First Lien Term Loan	S + 6.25%	11.68 %	5/28/2027	3,248	3,240	3,240	0.43 %	
Quorum Health Resources, LLC (Incremental)	(10) (12) (13)	First Lien Term Loan	S + 6.25%	11.68 %	5/28/2027	3,248	3,201	3,240	0.43 %	
Sandlot Buyer, LLC (Prime Time Healthcare)	(6) (12) (13)	First Lien Term Loan	S + 6.00%	11.28 %	9/19/2028	8,958	8,729	8,854	1.18 %	
Sandlot Buyer, LLC (Prime Time Healthcare) (Incremental)	(12) (13)	First Lien Term Loan	S + 6.00%	11.52 %	9/19/2028	10,122	9,924	10,004	1.34 %	
SCP Eye Care Holdco, LLC (DBA EyeSouth Partners)	(6) (13)	First Lien Term Loan	S + 5.75%	11.21 %	10/7/2029	7,474	7,408	7,382	0.99 %	
SCP Eye Care Holdco, LLC (DBA EyeSouth Partners) (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.75%	11.21 %	10/7/2029	2,443	1,558	1,528	0.21 %	
SM Wellness Holdings, Inc	(6) (12) (13)	First Lien Term Loan	S + 4.75%	10.14 %	4/15/2028	14,665	14,573	14,187	1.90 %	
Thorne HealthTech	(6) (12) (13)	First Lien Term Loan	S + 5.75%	11.10 %	10/16/2030	10,652	10,549	10,553	1.41 %	
TIDI Products	(6) (9) (12) (13)	First Lien Term Loan	S + 5.50%	10.86 %	12/19/2029	15,523	15,368	15,369	2.05 %	
TIDI Products (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 5.50%	10.86 %	12/19/2029	4,085	—	(40)	(0.01 %)	
US Fertility	(12)	Subordinated Debt	N/A	13.75% (PIK)	6/21/2028	12,391	12,084	12,066	1.61 %	
Wellspring Pharmaceutical	(13)	First Lien Term Loan	S + 5.75%	11.03 %	8/22/2028	3,378	3,323	3,298	0.44 %	
Wellspring Pharmaceutical (Delayed Draw)	(12)	First Lien Term Loan	S + 5.75%	11.03 %	8/22/2028	1,571	1,561	1,534	0.21 %	
Wellspring Pharmaceutical (Delayed Draw) (Incremental)	(11) (12)	First Lien Term Loan	S + 6.00%	11.18 %	8/22/2028	3,756	(16)	(55)	(0.01 %)	
Wellspring Pharmaceutical (Incremental)	(12) (13)	First Lien Term Loan	S + 6.00%	11.18 %	8/22/2028	1,246	1,223	1,228	0.16 %	
Young Innovations (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 5.75%	11.09 %	12/1/2029	3,448	—	(34)	— %	

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Young Innovations	(6) (9) (13)	First Lien Term Loan	S + 5.75%	11.09 %	12/1/2029	16,552	16,386	16,391	2.19 %
Total Healthcare & Pharmaceuticals							210,326	207,327	27.72 %
High Tech Industries									
Acclaim MidCo, LLC (dba ClaimLogiQ)	(6) (12) (13)	First Lien Term Loan	S + 6.00%	11.35 %	6/13/2029	8,021	7,870	7,951	1.06 %
Acclaim MidCo, LLC (dba ClaimLogiQ) (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.00%	11.35 %	6/13/2029	3,225	(15)	(28)	— %
Argano, LLC	(6)	First Lien Term Loan	S + 5.50%	11.69 %	6/10/2026	5,634	5,602	5,510	0.74 %
Argano, LLC (Delayed Draw)	(6) (13)	First Lien Term Loan	S + 5.50%	11.69 %	6/10/2026	2,494	2,494	2,440	0.33 %
Argano, LLC (Delayed Draw) (Incremental)	(6)	First Lien Term Loan	S + 5.50%	11.69 %	6/10/2026	1,705	1,676	1,667	0.22 %
Diligent Corporation	(6) (9) (12)	First Lien Term Loan	S + 6.25%	11.78 %	7/31/2025	12,469	12,451	12,366	1.65 %
Diligent Corporation	(9) (12) (13)	First Lien Term Loan	S + 5.75%	11.28 %	7/31/2025	3,387	3,372	3,334	0.45 %
Diligent Corporation	(9) (12)	First Lien Term Loan	S + 5.75%	11.28 %	8/4/2025	1,476	1,469	1,453	0.19 %
Diligent Corporation (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 6.25%	11.78 %	7/31/2025	168	168	166	0.02 %
Diligent Corporation (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 6.25%	11.78 %	7/31/2025	106	106	105	0.01 %
Eliassen Group LLC	(6) (9) (12) (13)	First Lien Term Loan	S + 5.50%	10.85 %	4/14/2028	12,069	11,976	12,083	1.62 %
Eliassen Group LLC (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 5.50%	10.85 %	4/14/2028	2,771	864	872	0.11 %
Evergreen Services Group II (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 6.00%	11.35 %	10/4/2030	13,014	8,495	8,342	1.11 %
Evergreen Services Group II	(6) (9) (12) (13)	First Lien Term Loan	S + 6.00%	11.35 %	10/4/2030	16,156	15,917	15,926	2.13 %
Exterro	(6) (9) (12) (13)	First Lien Term Loan	S + 5.50%	11.03 %	6/1/2027	9,474	9,462	9,503	1.27 %
Fineline Merger	(12)	Subordinated Debt	S + 9.26%	14.61 %	8/22/2028	2,453	2,427	2,453	0.33 %
Go Engineer	(6) (9) (13)	First Lien Term Loan	S + 5.38%	10.87 %	12/21/2027	11,572	11,490	11,409	1.53 %
Go Engineer (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 5.38%	10.87 %	12/21/2027	3,152	3,130	3,107	0.42 %
Infinite Electronics (Incremental)	(6) (9) (13)	First Lien Term Loan	S + 6.25%	11.88 %	3/2/2028	6,313	6,152	6,100	0.82 %
Infobase Acquisition, Inc.	(6) (13)	First Lien Term Loan	S + 5.50%	10.93 %	6/14/2028	4,331	4,297	4,297	0.57 %
Infobase Acquisition, Inc. (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.50%	10.93 %	6/14/2028	721	—	(6)	— %
ITSavvy LLC	(6) (13)	First Lien Term Loan	S + 5.25%	10.89 %	8/8/2028	7,794	7,730	7,794	1.04 %
ITSavvy LLC (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.25%	10.89 %	8/8/2028	1,049	883	891	0.12 %

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			Spread Above			Amortized		% of Net Assets	
Portfolio Company ^{(1) (2)}	Footnotes	Investment	Reference Rate ⁽³⁾	Interest Rate ⁽³⁾	Maturity Date	Par Amount	Cost	Fair Value ⁽⁴⁾	⁽⁵⁾
North Haven CS Acquisition Inc	(6)	First Lien Term Loan	S + 5.25%	10.78 %	1/23/2025	5,787	5,787	5,787	0.77 %
Prosci, Inc.	(6)	First Lien Term Loan	S + 4.50%	9.99 %	10/21/2026	4,733	4,704	4,708	0.63 %
Revalize (Delayed Draw)	(6) (9) (13)	First Lien Term Loan	S + 5.75%	11.21 %	4/15/2027	4,243	4,232	4,064	0.54 %
Revalize (Delayed Draw)	(6) (9) (12)	First Lien Term Loan	S + 5.75%	11.21 %	4/15/2027	1,090	1,083	1,044	0.14 %
Revalize (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 5.75%	11.25 %	4/15/2027	244	243	234	0.03 %
SmartWave	(6) (12)	First Lien Term Loan	S + 6.00%	11.53 %	11/5/2026	9,214	9,145	7,744	1.04 %
				5.00% (Cash)					
Solve Industrial Motion Group	(12)	Subordinated Debt	N/A	8.00% (PIK)	6/30/2028	1,786	1,760	1,700	0.23 %
				5.00% (Cash)					
Solve Industrial Motion Group	(12)	Subordinated Debt	N/A	8.00% (PIK)	6/28/2028	763	749	739	0.10 %
				5.00% (Cash)					
Solve Industrial Motion Group (Delayed Draw)	(12)	Subordinated Debt	N/A	8.00% (PIK)	6/30/2028	2,046	2,046	1,947	0.26 %
Total High Tech Industries							147,765	145,702	19.48 %
Media: Advertising, Printing & Publishing									
Tinuiti	(6) (9)	First Lien Term Loan	S + 5.25%	10.70 %	12/10/2026	2,948	2,928	2,823	0.38 %
Tinuiti (Delayed Draw)	(6) (9)	First Lien Term Loan	S + 5.25%	10.70 %	12/10/2026	1,926	1,926	1,845	0.25 %
				5.00% (Cash)					
Tinuiti (Delayed Draw) (Incremental)	(6) (12)	First Lien Term Loan	S + 5.25%	10.70 %	12/10/2026	9,863	9,863	9,445	1.26 %
Wpromote	(13)	First Lien Term Loan	S + 5.75%	11.19 %	10/21/2028	4,379	4,304	4,344	0.58 %
Wpromote (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.75%	11.19 %	10/21/2028	588	(4)	(5)	— %
Total Media: Advertising, Printing & Publishing							19,017	18,452	2.47 %
Media: Diversified & Production									
Corporate Visions	(6)	First Lien Term Loan	S + 4.50%	9.96 %	8/12/2027	2,887	2,867	2,752	0.37 %
Corporate Visions	(6)	First Lien Term Loan	S + 4.50%	9.96 %	8/12/2027	2,538	2,509	2,419	0.32 %
				6.50% (Cash)					
Spectrio II	(6) (9) (12) (13)	First Lien Term Loan	S + 6.00%	5.00% (PIK)	12/9/2026	8,143	8,100	7,556	1.01 %
				6.50% (Cash)					
Spectrio II (Delayed Draw)	(6) (9) (12)	First Lien Term Loan	S + 6.00%	5.00% (PIK)	12/9/2026	2,893	2,875	2,684	0.36 %
				6.50% (Cash)					
Spectrio II (Delayed Draw)	(9) (13)	First Lien Term Loan	S + 6.00%	5.00% (PIK)	12/9/2026	441	440	407	0.06 %
Total Media: Diversified & Production							16,791	15,818	2.12 %
Retail									
Syndigo	(6)	First Lien Term Loan	S + 4.50%	9.97 %	12/14/2027	5,835	5,850	5,747	0.77 %
Total Retail							5,850	5,747	0.77 %

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Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized		% of Net Assets	
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost	Fair Value ⁽⁴⁾	⁽⁵⁾	
Services: Business										
ALKU Intermediate Holdings, LLC	(12) (13)	First Lien Term Loan	S + 6.25%	11.61 %	5/23/2029	4,519	4,434	4,480	0.60 %	
Apex Companies Holdings, LLC	(12)	Subordinated Debt	N/A	10.00% (Cash) 2.50% (PIK)	1/31/2029	3,964	3,879	3,953	0.53 %	
Apex Companies Holdings, LLC (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	10.00% (Cash) 2.50% (PIK)	1/31/2029	1,197	69	79	0.01 %	
ARMstrong (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.25%	11.70 %	10/6/2029	3,847	(28)	(55)	(0.01 %)	
ARMstrong	(6) (12) (13)	First Lien Term Loan	S + 6.25%	11.70 %	10/6/2029	11,447	11,279	11,284	1.51 %	
Big Truck Rental	(12)	Subordinated Debt	S + 8.00%	13.47 %	9/30/2027	10,000	9,858	10,000	1.34 %	
Big Truck Rental	(12)	Subordinated Debt	S + 8.00%	13.47 %	9/30/2027	2,500	2,500	2,500	0.33 %	
Bounteous	(6) (12) (13)	First Lien Term Loan	S + 5.25%	10.74 %	8/2/2027	5,347	5,310	5,083	0.68 %	
Bounteous	(6) (12)	First Lien Term Loan	S + 5.25%	10.74 %	8/2/2027	2,189	2,173	2,080	0.28 %	
Bounteous (Delayed Draw)	(6) (12)	First Lien Term Loan	S + 5.25%	10.74 %	8/2/2027	2,768	2,750	2,631	0.35 %	
Bounteous (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.25%	10.74 %	8/2/2027	4,467	—	(221)	(0.03 %)	
BroadcastMed Holdco, LLC	(12)	Subordinated Debt	N/A	10.00% (Cash) 3.75% (PIK)	11/12/2027	3,483	3,424	3,369	0.45 %	
Bullhorn Inc	(6) (9) (12) (13)	First Lien Term Loan	S + 5.75%	10.96 %	9/30/2026	13,706	13,609	13,706	1.83 %	
BusinesSolver	(6) (9) (12)	First Lien Term Loan	S + 5.50%	10.96 %	12/1/2027	7,741	7,686	7,738	1.03 %	
BusinesSolver (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 5.50%	10.96 %	12/1/2027	1,149	176	179	0.02 %	
Career Now	(12)	Subordinated Debt	N/A	13.00% (PIK)	3/27/2027	3,277	3,237	2,425	0.32 %	
Cornerstone Advisors of Arizona LLC	(6)	First Lien Term Loan	S + 5.50%	11.07 %	9/24/2026	308	306	308	0.04 %	
Cornerstone Advisors of Arizona LLC	(6)	First Lien Term Loan	S + 5.50%	11.07 %	9/24/2026	2,295	2,283	2,295	0.31 %	
Cornerstone Advisors of Arizona LLC (Delayed Draw)	(6)	First Lien Term Loan	S + 5.50%	11.07 %	9/24/2026	210	210	210	0.03 %	
CrossCountry Consulting	(6) (9) (13)	First Lien Term Loan	S + 5.75%	11.21 %	6/1/2029	8,174	8,037	8,217	1.10 %	
CrossCountry Consulting (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 5.75%	11.21 %	6/1/2029	3,320	(26)	17	— %	
D&H United Fueling Solutions	(6) (13)	First Lien Term Loan	S + 5.50%	11.03 %	9/16/2028	7,491	7,368	7,290	0.97 %	
D&H United Fueling Solutions (Delayed Draw)	(6)	First Lien Term Loan	S + 5.50%	11.03 %	9/16/2028	2,384	2,365	2,320	0.31 %	
D&H United Fueling Solutions (Delayed Draw) (Incremental)	(11) (12)	First Lien Term Loan	S + 6.00%	11.50 %	9/16/2028	1,567	(7)	(13)	— %	
D&H United Fueling Solutions (Incremental)	(6) (13)	First Lien Term Loan	S + 6.00%	11.50 %	9/16/2028	3,465	3,401	3,436	0.46 %	
E78	(6)	First Lien Term Loan	S + 5.75%	11.21 %	12/1/2027	5,600	5,560	5,489	0.74 %	

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			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost			
E78	(13)	First Lien Term Loan	S + 5.75%	11.21 %	12/1/2027	1,438	1,426	1,409		0.19 %
E78 (Delayed Draw)	(6) (13)	First Lien Term Loan	S + 5.75%	11.21 %	12/1/2027	4,210	4,180	4,127		0.55 %
E78 (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.75%	11.21 %	12/1/2027	3,550	979	909		0.12 %
Evergreen Services Group	(6) (9) (12) (13)	First Lien Term Loan	S + 6.25%	11.70 %	6/15/2029	11,966	11,766	11,733		1.57 %
Evergreen Services Group (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 6.25%	11.70 %	6/15/2029	2,863	2,839	2,807		0.38 %
Gabriel Partners LLC	(6) (9) (13)	First Lien Term Loan	S + 5.75%	11.53 %	9/21/2026	9,192	9,144	9,192		1.23 %
Gabriel Partners LLC (Delayed Draw)	(6) (9) (13)	First Lien Term Loan	S + 5.75%	11.53 %	9/21/2026	1,531	1,531	1,531		0.20 %
Gabriel Partners LLC (Incremental)	(9) (13)	First Lien Term Loan	S + 5.75%	11.53 %	9/21/2026	3,794	3,771	3,794		0.51 %
Keng Acquisition, Inc. (Engage Group Holdings, LLC)	(9) (12) (13)	First Lien Term Loan	S + 6.25%	11.60 %	8/1/2029	9,667	9,526	9,528		1.27 %
Keng Acquisition, Inc. (Engage Group Holdings, LLC) (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 6.25%	11.60 %	8/1/2029	9,314	1,179	1,067		0.14 %
KRIV Acquisition, Inc	(6) (12) (13)	First Lien Term Loan	S + 6.50%	11.85 %	7/6/2029	10,764	10,476	10,453		1.40 %
KRIV Acquisition, Inc (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.50%	11.85 %	7/6/2029	1,607	(19)	(46)		(0.01) %
Lion Merger Sub Inc	(9) (13)	First Lien Term Loan	S + 6.00%	11.45 %	12/17/2025	7,342	7,308	7,259		0.97 %
Lion Merger Sub Inc (Incremental)	(9) (12) (13)	First Lien Term Loan	S + 6.00%	11.45 %	12/17/2025	7,317	7,252	7,234		0.97 %
LSCS Holdings Inc.	(6) (13) (15)	First Lien Term Loan	S + 4.50%	9.86 %	12/16/2028	9,800	9,762	9,675		1.30 %
LYNX FRANCHISING, LLC	(6) (9)	First Lien Term Loan	S + 6.75%	12.47 %	12/23/2026	9,800	9,725	9,699		1.30 %
Micronics	(12)	Subordinated Debt	S + 5.25%	10.00 %	2/17/2027	2,450	2,401	2,401		0.32 %
Output Services Group, Inc.	(10) (12)	First Lien Term Loan	S + 8.00%	13.39 %	5/30/2028	155	155	155		0.02 %
Output Services Group, Inc.	(12)	First Lien Term Loan	S + 6.25%	7.32% (Cash) 4.75% (PIK)	5/30/2028	837	837	837		0.11 %
Phaidon International	(6) (7) (10) (12) (13)	First Lien Term Loan	S + 5.50%	10.96 %	8/22/2029	14,010	13,892	14,010		1.88 %
Plaze	(12)	Subordinated Debt	S + 7.50%	12.97 %	7/7/2028	13,500	13,201	12,465		1.67 %
Scaled Agile	(6) (9)	First Lien Term Loan	S + 5.50%	10.95 %	12/16/2028	7,936	7,875	7,623		1.02 %
Scaled Agile (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 5.50%	10.95 %	12/16/2028	390	390	375		0.05 %
Smile Brands	(12)	Subordinated Debt	S + 8.50%	14.99% (PIK)	4/12/2028	9,947	9,866	8,665		1.16 %
Soliant Health	(6)	First Lien Term Loan	S + 4.00%	9.47 %	4/1/2028	2,628	2,615	2,628		0.35 %
Technical Safety Services	(6) (13)	First Lien Term Loan	S + 5.50%	11.00 %	6/22/2029	6,772	6,716	6,712		0.90 %
Technical Safety Services (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.50%	11.00 %	6/22/2029	6,404	3,903	3,918		0.52 %

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Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized		% of Net Assets	
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost	Fair Value ⁽⁴⁾	⁽⁵⁾	
Technical Safety Services (Incremental)	(12)	First Lien Term Loan	S + 5.50%	11.00 %	6/22/2029	1,890	1,863	1,873	0.25 %	
TouchTunes Interactive	(6) (13) (15)	First Lien Term Loan	S + 5.00%	10.35 %	4/2/2029	9,875	9,793	9,825	1.31 %	
Transit Buyer LLC (dba"Propark")	(6) (13)	First Lien Term Loan	S + 6.25%	11.69 %	1/31/2029	6,823	6,705	6,801	0.91 %	
Transit Buyer LLC (dba"Propark") (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.25%	11.69 %	1/31/2029	3,125	1,275	1,318	0.18 %	
Trilon Group, LLC	(13)	First Lien Term Loan	S + 6.25%	11.78 %	5/27/2029	2,978	2,958	2,939	0.39 %	
Trilon Group, LLC	(6) (13)	First Lien Term Loan	S + 6.25%	11.75 %	5/27/2029	7,406	7,345	7,311	0.98 %	
Trilon Group, LLC	(12) (13)	First Lien Term Loan	S + 6.25%	11.78 %	5/27/2029	3,733	3,661	3,685	0.49 %	
Trilon Group, LLC (Delayed Draw)	(12)	First Lien Term Loan	S + 6.25%	11.78 %	5/27/2029	7,425	7,425	7,330	0.98 %	
Trilon Group, LLC (Delayed Draw)	(12)	First Lien Term Loan	S + 6.25%	11.78 %	5/27/2029	1,985	1,985	1,959	0.26 %	
Trilon Group, LLC (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.25%	11.78 %	5/27/2029	6,373	1,935	1,884	0.25 %	
Vital Records Control	(6) (9)	First Lien Term Loan	S + 5.50%	11.14 %	6/29/2027	4,582	4,544	4,515	0.60 %	
Vital Records Control	(9) (13)	First Lien Term Loan	S + 5.75%	11.12 %	6/29/2027	151	149	150	0.02 %	
Vital Records Control (Delayed Draw)	(9) (12)	First Lien Term Loan	S + 5.75%	11.12 %	6/29/2027	183	181	182	0.03 %	
Total Services: Business							302,368	298,732	39.94 %	
Services: Consumer										
ADPD Holdings, LLC (a/k/a NearU)	(6) (9) (12) (13)	First Lien Term Loan	S + 6.00%	11.68 %	8/16/2028	8,474	8,474	7,920	1.06 %	
ADPD Holdings, LLC (a/k/a NearU) (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 6.00%	11.68 %	8/16/2028	1,577	—	(103)	(0.01 %)	
ADPD Holdings, LLC (a/k/a NearU) (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 6.00%	11.68 %	8/16/2028	1,714	—	(112)	(0.01 %)	
All My Sons	(6)	First Lien Term Loan	S + 4.75%	10.36 %	10/25/2028	5,261	5,222	5,206	0.69 %	
COP Exterminators Acquisition, Inc.	(12)	Subordinated Debt	N/A	9.00% (Cash) 4.00% (PIK)	1/28/2030	838	816	816	0.11 %	
COP Exterminators Acquisition, Inc. (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	9.00% (Cash) 4.00% (PIK)	1/28/2030	652	(8)	(17)	0.00 %	
Excel Fitness	(6) (13)	First Lien Term Loan	S + 5.25%	10.75 %	4/29/2029	9,875	9,778	9,616	1.29 %	
Fairway Lawns	(12)	Subordinated Debt	N/A	8.00% (Cash) 5.00% (PIK)	5/17/2029	2,730	2,662	2,659	0.35 %	
Fairway Lawns (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	8.00% (Cash) 5.00% (PIK)	5/17/2029	6,287	5,867	5,704	0.76 %	
Legacy Service Partners, LLC ("LSP")	(6) (12) (13)	First Lien Term Loan	S + 6.50%	12.00 %	1/9/2029	10,161	9,983	10,306	1.38 %	

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			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost		⁽⁵⁾
Legacy Service Partners, LLC ("LSP") (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.50%	12.00 %	1/9/2029	4,734	3,949	4,037	0.54 %
Liberty Buyer	(9) (13)	First Lien Term Loan	S + 5.50%	11.18 %	6/15/2028	3,929	3,898	3,945	0.53 %
Liberty Buyer (Delayed Draw)	(9) (11) (12)	First Lien Term Loan	S + 5.50%	11.18 %	6/15/2028	744	295	298	0.04 %
NJEye LLC	(6)	First Lien Term Loan	S + 4.75%	10.39 %	3/14/2025	5,340	5,331	5,283	0.71 %
NJEye LLC (Delayed Draw)	(6)	First Lien Term Loan	S + 4.75%	10.39 %	3/14/2025	700	700	692	0.09 %
NJEye LLC (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 4.75%	10.39 %	3/14/2025	1,373	883	870	0.12 %
NJEye LLC (Delayed Draw)	(12)	First Lien Term Loan	S + 4.75%	10.44 %	3/14/2025	890	890	881	0.12 %
North Haven Spartan US Holdco LLC	(6)	First Lien Term Loan	S + 6.25%	11.63 %	6/6/2025	2,503	2,501	2,497	0.33 %
North Haven Spartan US Holdco LLC (Delayed Draw)	(6)	First Lien Term Loan	S + 6.25%	11.63 %	6/6/2025	217	217	217	0.03 %
10.70% (Cash)									
One World Fitness PFF LLC	(6)	First Lien Term Loan	S + 5.25%	1.00% (PIK)	11/26/2025	3,872	3,873	3,637	0.48 %
Perennial Services, Group, LLC	(6) (13)	First Lien Term Loan	S + 6.00%	11.49 %	9/8/2029	6,733	6,637	6,634	0.89 %
Perennial Services, Group, LLC (Delayed Draw)	(12)	First Lien Term Loan	S + 6.00%	11.49 %	9/8/2029	6,025	6,011	5,937	0.79 %
Total Services: Consumer							77,979	76,923	10.29 %
Sovereign & Public Finance									
LMI Consulting, LLC (LMI)	(13)	First Lien Term Loan	S + 6.50%	11.90 %	7/18/2028	4,351	4,280	4,370	0.59 %
LMI Consulting, LLC (LMI) (Incremental)	(6)	First Lien Term Loan	S + 6.50%	11.89 %	7/18/2028	4,938	4,938	4,959	0.66 %
Total Sovereign & Public Finance							9,218	9,329	1.25 %
Telecommunications									
BCM One	(6)	First Lien Term Loan	S + 4.50%	9.96 %	11/17/2027	6,074	6,074	5,966	0.80 %
BCM One (Delayed Draw)	(6)	First Lien Term Loan	S + 4.50%	9.96 %	11/17/2027	1,827	1,827	1,794	0.24 %
MBS Holdings, Inc.	(9) (13)	First Lien Term Loan	S + 6.25%	11.71 %	4/16/2027	1,828	1,797	1,824	0.24 %
Mobile Communications America Inc	(6) (12) (13)	First Lien Term Loan	S + 6.00%	11.35 %	10/16/2029	18,505	18,232	18,241	2.44 %
Mobile Communications America Inc (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.00%	11.35 %	10/16/2029	5,970	(43)	(85)	(0.01 %)
Momentum Telecom II	(6) (9) (13)	First Lien Term Loan	S + 5.75%	11.21 %	4/16/2027	10,054	9,992	9,891	1.32 %
Momentum Telecom II (Incremental)	(9) (12)	First Lien Term Loan	S + 6.50%	11.96 %	4/16/2027	1,314	1,290	1,320	0.18 %
Sapphire Telecom Inc	(6) (9)	First Lien Term Loan	S + 6.00%	11.53 %	11/20/2025	6,650	6,627	6,650	0.89 %

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			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost	Fair Value ⁽⁴⁾	⁽⁵⁾	
Tyto Athene, LLC	(6) (12)	First Lien Term Loan	S + 5.50%	11.04 %	4/1/2028	7,157	7,105	6,515	0.87 %	
Total Telecommunications							52,901	52,116	6.97 %	
Transportation: Cargo										
FSK Pallet Holding Corp. (DBA Kamps Pallets)	(6) (13)	First Lien Term Loan	S + 6.00%	11.53 %	12/23/2026	9,875	9,725	9,616	1.29 %	
Kenco Group, Inc.	(6) (13)	First Lien Term Loan	S + 5.00%	10.39 %	11/15/2029	8,498	8,349	8,498	1.14 %	
Kenco Group, Inc. (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 5.00%	10.39 %	11/15/2029	1,416	(24)	—	— %	
Quantix (f/k/a A&R Logistics Holdings, Inc.) (Incremental)	(6) (9)	First Lien Term Loan	S + 6.50%	12.04 %	5/3/2025	258	257	254	0.03 %	
Quantix (f/k/a A&R Logistics Holdings, Inc.) (Incremental)	(6) (9)	First Lien Term Loan	S + 6.00%	11.54 %	5/3/2025	895	891	877	0.12 %	
Quantix (f/k/a A&R Logistics Holdings, Inc.) (Incremental)	(6) (9)	First Lien Term Loan	S + 6.50%	12.04 %	5/3/2025	181	180	178	0.02 %	
Quantix (f/k/a A&R Logistics Holdings, Inc.) (Incremental)	(6) (9)	First Lien Term Loan	S + 6.50%	12.04 %	5/3/2025	4,367	4,350	4,306	0.57 %	
Quantix (f/k/a A&R Logistics Holdings, Inc.) (Incremental)	(9) (13)	First Lien Term Loan	S + 6.50%	11.90 %	5/3/2025	1,359	1,343	1,340	0.18 %	
RoadOne (Delayed Draw)	(11) (12)	Subordinated Debt	N/A	8.75% (Cash) 5.00% (PIK)	6/30/2029	1,397	(18)	(28)	— %	
RoadOne	(12)	Subordinated Debt	N/A	8.75% (Cash) 5.00% (PIK)	6/30/2029	4,699	4,579	4,604	0.62 %	
SEKO Global Logistics	(12)	Subordinated Debt	S + 9.00%	6.04% (Cash) 4.50% (PIK)	6/30/2027	5,840	5,765	5,676	0.76 %	
SEKO Global Logistics	(12)	Subordinated Debt	S + 9.00%	9.86% (Cash) 4.50% (PIK)	6/30/2027	4,053	3,997	3,939	0.53 %	
SEKO Global Logistics	(6)	First Lien Term Loan	S + 5.00%	10.72 %	12/30/2026	1,125	1,118	1,115	0.15 %	
SEKO Global Logistics (Delayed Draw)	(12)	Subordinated Debt	S + 9.00%	6.04% (Cash) 4.50% (PIK)	6/30/2027	912	912	887	0.12 %	
SEKO Global Logistics (Delayed Draw) (Incremental)	(12)	First Lien Term Loan	S + 5.00%	10.72 %	12/30/2026	4,485	4,485	4,444	0.59 %	
SEKO Global Logistics (Incremental)	(6) (13)	First Lien Term Loan	S + 5.00%	10.72 %	12/30/2026	1,517	1,506	1,503	0.20 %	
TI ACQUISITION NC LLC	(6)	First Lien Term Loan	S + 4.75%	10.08 %	3/19/2027	2,780	2,719	2,642	0.35 %	
Total Transportation: Cargo							50,134	49,851	6.67 %	
Transportation: Consumer										
American Student Transportaton Partners, Inc	(12)	Subordinated Debt	N/A	10.00% (Cash) 3.50% (PIK)	9/11/2029	2,081	2,027	2,026	0.27 %	

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Portfolio Company ^{(1) (2)}	Footnotes	Investment	Spread Above		Maturity Date	Par Amount	Amortized		% of Net Assets
			Reference Rate ⁽³⁾	Interest Rate ⁽³⁾			Cost	Fair Value ⁽⁴⁾	⁽⁵⁾
Total Transportation:									
Consumer							2,027	2,026	0.27 %
Utilities: Electric									
DMC HoldCo LLC (DMC Power)	(6) (12) (13)	First Lien Term Loan	S + 6.00%	11.39 %	7/13/2029	5,000	4,927	4,981	0.67 %
DMC HoldCo LLC (DMC Power) (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.00%	11.39 %	7/13/2029	1,671	(4)	(7)	— %
Pinnacle Supply Partners, LLC	(6) (13)	First Lien Term Loan	S + 6.00%	11.47 %	4/3/2030	6,332	6,214	6,287	0.84 %
Pinnacle Supply Partners, LLC (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.00%	11.47 %	4/3/2030	3,636	(30)	(26)	— %
				10.00% (Cash)					
TPC Wire & Cable	(12)	Subordinated Debt	N/A	1.00% (PIK)	2/16/2028	2,240	2,220	2,215	0.29 %
				11.00% (Cash)					
TPC Wire & Cable (Delayed Draw)	(12)	Subordinated Debt	N/A	1.50% (PIK)	2/16/2028	913	911	902	0.12 %
Total Utilities: Electric							14,238	14,352	1.92 %
Wholesale									
INS Intermediate II, LLC (Ergotech Controls, Inc. – d/b/a INS)	(6) (13)	First Lien Term Loan	S + 6.50%	12.03 %	1/20/2029	7,961	7,822	7,973	1.06 %
INS Intermediate II, LLC (Ergotech Controls, Inc. – d/b/a INS) (Delayed Draw)	(11) (12)	First Lien Term Loan	S + 6.50%	12.03 %	1/20/2029	1,979	(34)	3	— %
ISG Merger Sub, LLC (dba Industrial Service Group)	(6) (13)	First Lien Term Loan	S + 6.25%	11.60 %	12/7/2028	6,525	6,412	6,569	0.88 %
ISG Merger Sub, LLC (dba Industrial Service Group) (Delayed Draw)	(12)	First Lien Term Loan	S + 6.25%	11.60 %	12/7/2028	3,397	3,383	3,420	0.46 %
Total Wholesale							17,583	17,965	2.40 %
Total Debt Investments							1,640,574	1,610,879	215.39 %

Portfolio Company ^{(1) (2)}	Footnotes	Investment	Acquisition Date	Shares/Units	Amortized Cost	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
Equity Investments							
Aerospace & Defense							
BPC Kodiak LLC (Turbine Engine Specialist, Inc)	(8) (12) (14) (16)	Class A-1 Units	9/1/2023	1,530,000	1,530	1,614	0.22 %
Total Aerospace & Defense					1,530	1,614	0.22 %

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Portfolio Company ^{(1) (2)}	Footnotes	Investment	Acquisition Date	Shares/Units	Amortized Cost	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
Automotive							
Covercraft	(8) (12) (14)	Covercraft Equity	8/20/2021	768	768	357	0.05 %
High Bar Brands	(8) (10) (12) (14)	Class A Units	12/19/2023	303,000	303	303	0.04 %
S&S Truck Parts	(8) (12) (14)	Partnership Units	3/31/2022	4	378	299	0.04 %
S&S Truck Parts	(8) (12) (14)	Pegasus Units	8/1/2022	78,541	79	62	0.01 %
Total Automotive					1,528	1,021	0.14 %
Beverage, Food & Tobacco							
Bardstown PPC Holdings LLC	(8) (10) (12)	Common	7/13/2022	14,777	1,860	2,114	0.28 %
Fresh Edge - Common	(8) (12) (14)	Class B Common Units	10/3/2022	667	—	99	0.01 %
Fresh Edge - Preferred	(8) (12) (14)	Class A Preferred Units	10/3/2022	667	667	745	0.10 %
Tech24	(8) (12) (14)	Company Unit	10/5/2023	954	954	954	0.13 %
Total Beverage, Food & Tobacco					3,481	3,912	0.52 %
Capital Equipment							
Crete Mechanical Group	(8) (12) (14)	Equity Co-Investment	5/7/2022	23	230	534	0.07 %
EFC Holdings, LLC	(8) (10) (12) (14)	Class A Common Units	2/28/2023	148	60	113	0.02 %
EFC Holdings, LLC	(8) (10) (12) (14)	Series A Preferred Units	2/28/2023	148	148	158	0.02 %
Precision Surfacing - Common	(8) (10) (12) (14)	Common Units	10/3/2022	3,750,000	3,750	6,513	0.87 %
Repipe Specialists	(8) (12) (14)	Purchased Units	3/18/2022	239	239	6	— %
Total Capital Equipment					4,427	7,324	0.98 %
Construction & Building							
Erie Construction	(8) (12)	Common	7/27/2021	166	166	606	0.08 %
Gannett Fleming	(8) (12) (14)	Series F Units	5/26/2023	569,505	570	830	0.11 %
Gannett Fleming	(8) (12) (14) (16)	Limited Partnership Interests	12/20/2022	424,742	425	619	0.08 %
Total Construction & Building					1,161	2,055	0.27 %
Consumer Goods: Non-durable							
FoodScience	(8) (12) (14)	Class B Units	3/1/2021	5,168	5	—	— %
FoodScience	(8) (12) (14)	Class A Units	3/1/2021	98	98	51	0.01 %
Ultima Health Holdings, LLC	(8) (12) (14)	Preferred Units	9/12/2022	15	170	158	0.02 %
Total Consumer Goods: Non-durable					273	209	0.03 %
Containers, Packaging & Glass							
Oliver Packaging	(8) (12) (14)	Class A Common Units	7/6/2022	10,230	1,023	640	0.09 %

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Portfolio Company ^{(1) (2)}	Footnotes	Investment	Acquisition Date	Shares/Units	Amortized Cost	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
Specialized Packaging Group	(7) (8) (10) (12) (14)	Class A Units	12/17/2020	147,708	148	182	0.02 %
Total Containers, Packaging & Glass					1,171	822	0.11 %
Healthcare & Pharmaceuticals							
AG MDC Holdings, Inc	(8) (10) (12) (14)	Class A2 Units (Common)	2/7/2023	245	245	177	0.02 %
Anne Arundel	(8) (12) (14)	AA Equity Co-Invest	9/14/2023	12,175	880	2	— %
Health Management Associates	(8) (12) (14)	Class A Common Units	3/31/2023	399,904	400	427	0.06 %
REP HS Topco Holdings (HemaSource Inc.)	(8) (12) (14)	LP Interests	8/31/2023	577,000	577	645	0.09 %
Total Healthcare & Pharmaceuticals					2,102	1,251	0.17 %
High Tech Industries							
ITSavvy LLC	(8) (12) (14)	Class A Common Units	8/8/2022	522	522	1,250	0.17 %
Solve Industrial Motion Group	(8) (12) (14)	Solve Industrial Equity	6/30/2021	313	313	210	0.03 %
Total High Tech Industries					835	1,460	0.20 %
Services: Business							
Apex Companies Holdings, LLC	(8) (10) (12) (14)	Class A Membership Interests	1/31/2023	1,173	117	127	0.02 %
BroadcastMed Holdco, LLC	(8) (12)	Series A-3 Preferred Units	10/4/2022	56,899	853	888	0.12 %
Career Now	(8) (12) (14)	Series B Limited Partnership Units	10/14/2023	222	22	—	— %
Career Now	(8) (12) (14)	Common Equity	9/30/2021	624	624	—	— %
E78	(8) (12) (14)	Class A Common Units	12/1/2021	816	860	835	0.11 %
KRIV Acquisition, Inc	(8) (12) (14)	Class A Units	7/17/2023	790	790	930	0.12 %
Output Services Group, Inc.	(8) (10) (12) (14)	Class A Units	11/30/2023	47,021	833	833	0.11 %
Total Services: Business					4,099	3,613	0.48 %
Services: Consumer							
ADPD Holdings, LLC (a/k/a NearU)	(8) (9) (12) (14)	Limited Partnership Interests	8/8/2022	2,432	243	156	0.02 %
COP Exterminators Investment, LLC	(8) (12) (14)	Class A Units	7/31/2023	997,000	1,117	1,163	0.16 %
Legacy Service Partners, LLC ("LSP")	(8) (12) (14)	Class B Units	1/9/2023	4,907	491	544	0.07 %
Perennial Services Investors LLC	(8) (10) (12) (14)	Class A Units	9/8/2023	7,784	778	1,077	0.14 %
Total Services: Consumer					2,629	2,940	0.39 %
Sovereign & Public Finance							

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Portfolio Company ^{(1) (2)}	Footnotes	Investment	Acquisition Date	Shares/Units	Amortized Cost	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
LMI Renaissance	(8) (12) (14)	Limited Partnership Interests	7/18/2022	633,980	634	1,370	0.18 %
Total Sovereign & Public Finance					634	1,370	0.18 %
Transportation: Cargo							
RoadOne - Common	(8) (12) (14)	Partnership Units	12/29/2022	1,173,220	939	1,525	0.20 %
SEKO Global Logistics	(8) (12)	Seko Equity Co-Invest	12/30/2020	671,203	332	1,221	0.16 %
Total Transportation: Cargo					1,271	2,746	0.36 %
Transportation: Consumer							
ASTP Holdings Co-Investment LP	(8) (12) (14)	Limited Partnership Interest	9/11/2023	173,844	174	189	0.03 %
Total Transportation: Consumer					174	189	0.03 %
Utilities: Electric							
Pinnacle Supply Partners, LLC	(8) (12) (14)	Subject Partnership Units	4/3/2023	279,687	280	281	0.04 %
Total Utilities: Electric					280	281	0.04 %
Total Equity Investments					25,595	30,807	4.12 %

Portfolio Company ^{(1) (2)}	Interest Rate ⁽³⁾	Shares/Units	Amortized Cost	Fair Value ⁽⁴⁾	% of Net Assets ⁽⁵⁾
Cash Equivalents					
BlackRock Liquidity Funds Treasury	5.18%	46,784	46,784	46,784	6.26 %
First American Government Obligations Fund	5.19%	32	32	32	— %
U.S. Bank National Association Money Market Deposit Account	2.05%	17,661	17,661	17,661	2.36 %
Total Cash Equivalents			\$ 64,477	\$ 64,477	8.62 %
Total Investments and Cash Equivalents			\$ 1,730,646	\$ 1,706,163	228.13 %

(1) All investments are non-controlled/non-affiliated investments as defined by the Investment Company Act of 1940, as amended (the "1940 Act"). The 1940 Act classifies investments based on the level of control that the Company maintains in a particular portfolio company. As defined in the 1940 Act, a company is generally presumed to be "non-controlled" when the Company owns 25% or less of the portfolio company's voting securities and "controlled" when the Company owns more than 25% of the portfolio company's voting securities. The 1940 Act also classifies investments further based on the level of ownership that the Company maintains in a particular portfolio company. As defined in the 1940 Act, a company is generally deemed as "non-affiliated" when the Company owns less than 5% of a portfolio company's voting securities and "affiliated" when the Company owns 5% or more of a portfolio company's voting securities.

(2) Unless otherwise indicated, issuers of debt and equity held by the Company are domiciled in the United States.

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- (3) The majority of the investments bear interest at rates that may be determined by reference to London Interbank Offered Rate ("SOFR" or "S"), which reset monthly or quarterly. For each such investment, the Company has provided the spread over SOFR and the current contractual interest rate in effect at December 31, 2023. As of December 31, 2023, rate for 1M S, 3M S, 6M S, 12M S ("SOFR") are 5.35%, 5.33%, 5.16%, and 4.77% respectively. Certain investments are subject to a SOFR floor. For fixed rate loans, a spread above a reference rate is not applicable.
- (4) Investment valued using unobservable inputs (Level 3). See [Note 2](#) "Significant Accounting Policies – Valuation of Portfolio Investments" and [Note 4](#) "Fair Value Measurements" for more information.
- (5) Percentage is based on net assets of \$747,885 as of December 31, 2023.
- (6) Denotes that all or a portion of the assets are owned by CLO-I and/or CLO-II (each as defined in the [Note 1](#) "Organization"), which serve as collateral for the 2022 and 2023 Debt Securitization (as defined in the Notes). See [Note 6](#) "Secured Borrowings".
- (7) This portfolio company is not domiciled in the United States. The principal place of business for Specialized Packing Group is Canada. The principal place of business for Phaidon International is the United Kingdom.
- (8) Security acquired in transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and may be deemed to be a "restricted security" under the Securities Act. As of December 31, 2023, the Company held forty-four restricted securities with an aggregate fair value of \$30,807, or 4.12% of the Company's net assets.
- (9) Investment is a unitranche position.
- (10) The investment is considered as a non-qualifying asset under Section 55(a) of the 1940 Act. Under the 1940 Act, the Company cannot acquire any non-qualifying asset unless, at the time the acquisition is made, qualifying assets represent at least 70% of the Company's total assets. As of December 31, 2023, total non-qualifying assets at fair value represented 4.24% of the Company's total assets calculated in accordance with the 1940 Act.
- (11) Position or portion thereof is an unfunded loan commitment, and no interest is being earned on the unfunded portion. See [Note 7](#) "Commitments and Contingencies". The investment may be subject to unused commitment fees.
- (12) Denotes that all or a portion of the assets are owned by the Company or NCDL Equity Holdings (each as defined in [Note 1](#) "Organization"). The Company entered into a senior secured revolving credit agreement (the "Revolving Credit Facility"). The Revolving Credit Facility is guaranteed by NCDL Equity Holdings and will be guaranteed by certain subsidiaries of the Company that are formed or acquired by the Company in the future.
- (13) Denotes that all or a portion of the assets are owned by SPV II and/or SPV III (each as defined in [Note 1](#) "Organization"). SPV II has entered into a senior secured revolving credit facility (the "SMBC Financing Facility"). The lenders of the SMBC Financing Facility have a first lien security interest in substantially all of the assets of SPV II. Accordingly, such assets are not available to other creditors of the Company. SPV III has entered into a senior secured revolving credit facility (the "Wells Fargo Financing Facility"). The lenders of the Wells Fargo Financing Facility have a first lien security interest in substantially all of the assets of SPV III. Accordingly, such assets are not available to other creditors of the Company.
- (14) Equity investments are non-income producing securities unless otherwise noted.
- (15) Investments valued using observable inputs (Level 2). See [Note 2](#) "Significant Accounting Policies – Valuation of Portfolio Investments" and [Note 4](#) "Fair Value Measurements" for more information.
- (16) Represents an investment held through an aggregator vehicle organized as a pooled investment vehicle.

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NUVEEN CHURCHILL DIRECT LENDING CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
(dollar amounts in thousands, except per share data)

1. ORGANIZATION

Nuveen Churchill Direct Lending Corp., a Maryland corporation (the “Company”), is a closed-end, externally managed, non-diversified management investment company that has elected to be regulated as a business development company (“BDC”) under the Investment Company Act of 1940, as amended (the “1940 Act”). In addition, the Company has elected, and intends to qualify annually, to be treated for U.S. federal income tax purposes as a regulated investment company (“RIC”) under Subchapter M of the Internal Revenue Code of 1986, as amended (the “Code”). Effective June 1, 2020, the Company changed its name from “Nuveen Churchill BDC, Inc.” to “Nuveen Churchill Direct Lending Corp.”

The Company’s investment objective is to generate attractive risk-adjusted returns primarily through current income by investing primarily in senior secured loans to private equity-owned U.S. middle market companies, which the Company defines as companies with approximately \$10 million to \$250 million of annual earnings before interest, taxes, depreciation and amortization (“EBITDA”). The Company primarily focuses on investing in U.S. middle market companies with \$10 million to \$100 million in EBITDA, which it considers the core middle market. The Company’s portfolio is comprised primarily of first-lien senior secured debt and unitranche loans. Although it is not the Company’s primary strategy, the Company also opportunistically invests in junior capital opportunities, including second-lien loans, subordinated debt, and equity co-investments and similar equity-related securities.

The Company entered into the Advisory Agreement with Churchill DLC Advisor LLC (f/k/a Nuveen Churchill Advisors LLC) (the “Adviser”), under which the Adviser has delegated substantially all of its day-to-day portfolio management obligations through the CAM Sub-Advisory Agreement with Churchill Asset Management LLC (“Churchill”). In addition, the Adviser and Churchill have entered into the NAM Sub-Advisory Agreement with Nuveen Asset Management, LLC (“Nuveen Asset Management”), pursuant to which Nuveen Asset Management may manage a portion of the Company’s portfolio consisting of cash and cash equivalents, liquid fixed-income securities (including broadly syndicated loans) and other liquid credit instruments, subject to the pace and amount of investment activity in the middle market investment program. Under the Administration Agreement, the Company is provided with certain services by an administrator, Churchill BDC Administration LLC (f/k/a Nuveen Churchill Administration LLC) (the “Administrator”). The Advisers and Administrator are all affiliates and subsidiaries of Nuveen, LLC, a wholly owned subsidiary of Teachers Insurance and Annuity Association of America (“TIAA”). See [Note 5](#), Related Party Transactions.

Churchill NCDLC CLO-I, LLC (“CLO-I”), Churchill NCDLC CLO-II, LLC (“CLO-II”), Churchill NCDLC CLO-III, LLC (“CLO-III”), Nuveen Churchill BDC SPV IV, LLC (“SPV IV”), Nuveen Churchill BDC SPV V, LLC (“SPV V”) and NCDL Equity Holdings LLC (“NCDL Equity Holdings”) are wholly owned subsidiaries of the Company and are consolidated in these financial statements commencing from the date of their respective formation, in accordance with the Company’s consolidation policy discussed in [Note 2](#). CLO-I, CLO-II and CLO-III completed term debt securitizations in May 2022, December 2023 and March 2024, respectively. SPV IV and SPV V primarily invest in first-lien senior secured debt and unitranche loans. NCDL Equity Holdings was formed to hold certain equity-related securities.

Beginning with its initial closing in March 2020, the Company conducted private offerings (“Private Offerings”) of its shares of common stock to accredited investors in reliance on exemptions from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). The Company held its final closing on April 28, 2023.

On January 29, 2024, the Company closed its initial public offering (“IPO”). The Company’s common stock began trading on the New York Stock Exchange (“NYSE”) under the symbol “NCDL” on January 25, 2024.

NUVEEN CHURCHILL DIRECT LENDING CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
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2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). The Company is an investment company for the purposes of accounting and financial reporting in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 946, *Financial Services—Investment Companies* ("ASC 946"), and pursuant to Regulation S-X. In the opinion of management, all adjustments, which are of a normal recurring nature and, considered necessary for the fair statement of the consolidated financial statements for the periods presented, have been included. The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated. Certain prior period amounts have been reclassified to conform to the current period presentation. U.S. GAAP for an investment company requires investments to be recorded at fair value. The carrying value for all other assets and liabilities approximates their fair value, unless otherwise disclosed herein.

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires the Company to make estimates based on assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, as well as the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash, Cash Equivalents and Restricted Cash

Cash and restricted cash represent cash deposits held at financial institutions, which at times may exceed U.S. federally insured limits. The Company's cash held by SPV V is restricted, based on the terms of the Wells Fargo Financing Facility (as defined in [Note 6](#) below). Cash equivalents include short-term highly liquid investments, such as money market funds, that are readily convertible to cash and have original maturities of three months or less. Cash, restricted cash and cash equivalents are carried at cost, which approximates fair value.

Valuation of Portfolio Investments

Investments are valued in accordance with the fair value principles established by FASB ASC Topic 820, *Fair Value Measurement* ("ASC Topic 820"), and in accordance with the 1940 Act. ASC Topic 820's definition of fair value focuses on the amount that would be received to sell the asset or paid to transfer the liability in the principal or most advantageous market, and prioritizes the use of market-based inputs (observable) over entity-specific inputs (unobservable) within a measurement of fair value.

ASC Topic 820 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. ASC Topic 820 also provides guidance regarding a fair value hierarchy, which prioritizes information used to measure fair value and the effect of fair value measurements on earnings, and provides for enhanced disclosures determined by the level within the hierarchy of information used in the valuation. In accordance with ASC Topic 820, these inputs are summarized in the three levels listed below:

- Level 1 — Valuations are based on unadjusted, quoted prices in active markets for identical assets or liabilities that are accessible at the measurement date.
- Level 2 — Valuations are based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.
- Level 3 — Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of observable input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

Active, publicly traded instruments are classified as Level 1 and their values are generally based on quoted market prices, even if both the market's normal daily trading volume is not sufficient to absorb the quantity held and placing orders to sell the position in a single transaction might affect the quoted price.

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Fair value is generally determined as the price that would be received for an investment in a current sale, which assumes an orderly market is available for the market participants at the measurement date. If available, fair value of investments is based on directly observable market prices or on market data derived from comparable assets. The Company's valuation policy considers the fact that no ready market may exist for many of the securities in which it invests and that fair value for its investments must be determined using unobservable inputs.

Pursuant to Rule 2a-5 under the 1940 Act, the Company's board of directors (the "Board") has designated the Adviser as the Company's valuation designee (the "Valuation Designee") to determine the fair value of the Company's investments that do not have readily available market quotations, which became effective beginning with the fiscal quarter ended March 31, 2023. Pursuant to the Company's valuation policy approved by the Board, a valuation committee comprised of employees of the Adviser (the "Valuation Committee") is responsible for determining the fair value of the Company's assets for which market quotations are not readily available, subject to the oversight of the Board.

With respect to investments for which market quotations are not readily available (Level 3), the Valuation Designee, subject to the oversight of the Board as described below, defined further below in [Note 5](#), undertakes a multi-step valuation process each quarter, as follows:

- i. the quarterly valuation process begins with each portfolio company or investment being initially valued by either the professionals of the applicable investment team that are responsible for the portfolio investment or an independent third-party valuation firm;
- ii. to the extent that an independent third-party valuation firm has not been engaged by, or on behalf of, the Company to value 100% of the portfolio, then at a minimum, an independent third-party valuation firm will be engaged by, or on behalf of, the Company will provide positive assurance of the portfolio each quarter (such that each investment is reviewed by a third-party valuation firm at least once on a rolling 12-month basis and each watch-list investment will be reviewed each quarter), including a review of management's preliminary valuation and recommendation of fair value;
- iii. the Valuation Committee then reviews and discusses the valuations with any input, where appropriate, from the independent third-party valuation firm(s), and determine the fair value of each investment in good faith based on the Company's valuation policy, subject to the oversight of the Board; and
- iv. the Valuation Designee provides the Board with the information relating to the fair value determination pursuant to the Company's valuation policy in connection with each quarterly Board meeting, comply with the periodic board reporting requirements set forth in the Company's valuation policy, and discuss with the Board its determination of the fair value of each investment in good faith.

The Valuation Designee makes this fair value determination on a quarterly basis and in such other instances when a decision regarding the fair value of the portfolio investments is required. Factors considered by the Valuation Designee as part of the valuation of investments include each portfolio company's credit ratings/risk, current and projected earnings, current and expected leverage, ability to make interest and principal payments, liquidity, compliance with applicable loan covenants, and price to earnings (or other financial) ratios and those of comparable companies, as well as the estimated remaining life of the investment and current market yields and interest rate spreads of similar securities as of the measurement date. Other factors taken into account include changes in the interest rate environment and credit markets that may affect the price at which similar investments would trade. The Valuation Designee may also base its valuation of an investment on recent transactions of investments and securities with similar structure and risk characteristics. The Valuation Designee obtains market data from its ongoing investment purchase efforts, in addition to monitoring transactions that have closed or are discussed in industry publications. External information may include (but is not limited to) observable market data derived from the U.S. loan and equity markets. As part of compiling market data as an indication of current market conditions, management may utilize third-party sources.

The values assigned to investments are based on available information and may fluctuate from period to period. In addition, such values do not necessarily represent the amount that ultimately might be realized upon a portfolio investment's sale. Due to the inherent uncertainty of valuation, the estimated fair value of an investment may differ from the value that would have been used had a ready market for the security existed, and the difference could be material.

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The Board is responsible for overseeing the Valuation Designee's process for determining the fair value of the Company's assets for which market quotations are not readily available, taking into account the Company's valuation risks. To facilitate the Board's oversight of the valuation process, the Valuation Designee provides the Board with quarterly reports, annual reports, and prompt reporting of material matters affecting the Valuation Designee's determination of fair value. As part of the Board's oversight role, the Board may request and review additional information to be informed of the Valuation Designee's process for determining the fair value of the Company's investments.

Investment Transactions and Revenue Recognition

Investment transactions are recorded on the applicable trade date. Any amounts related to purchases, sales and principal paydowns that have traded, but not settled, are reflected as either a receivable for investments sold or payable for investments purchased on the consolidated statements of assets and liabilities. Realized gains or losses are measured by the difference between the net proceeds received from repayments and sales and the cost basis of the investment using the specific identification method without regard to unrealized appreciation or depreciation previously recognized and are included as net realized gain (loss) on investments in the consolidated statements of operations. Net change in unrealized appreciation (depreciation) on investments is recognized in the consolidated statements of operations and reflects the period-to-period change in fair value and cost of investments, including the reversal of previously recorded unrealized appreciation or depreciation when gains or losses are realized.

Interest income, including amortization of premium and accretion of discount on loans, and expenses are recorded on the accrual basis. The Company accrues interest income if it expects that ultimately it will be able to collect such income.

The Company may have loans in its portfolio that contain payment-in-kind ("PIK") income provisions. PIK represents interest that is accrued and recorded as interest income at the contractual rates, increases the loan principal on the respective capitalization dates, and is generally due at maturity. This non-cash source of income is included when determining what must be paid out to shareholders in the form of distributions in order for the Company to maintain its tax treatment as a RIC, even though the Company has not yet collected cash. For the three and six months ended June 30, 2024, the Company earned \$1,529 and \$3,521, respectively, in PIK income provisions, representing 2.78% and 3.30% of total investment income, respectively. For the three and six months ended June 30, 2023, the Company earned \$551 and \$872, respectively, in PIK income provisions, representing 1.49% and 1.23% of total investment income, respectively.

Dividend income on preferred equity securities is recorded on the accrual basis to the extent that such amounts are payable by the portfolio company and are expected to be collected. Dividend income on common equity securities is recorded on the record date for private portfolio companies or on the ex-dividend date for publicly traded portfolio companies. For the three and six months ended June 30, 2024, the Company earned \$33 and \$341, respectively, of dividend income on its equity investments. For the three and six months ended June 30, 2023, the Company earned \$ 24 and \$40, respectively, of dividend income on its equity investments.

Other income may include income such as consent, waiver, amendment, unused, and prepayment fees associated with the Company's investment activities, as well as any fees for managerial assistance services rendered by the Company to its portfolio companies. Such fees are recognized as income when earned or the services are rendered. For the three and six months ended June 30, 2024, the Company earned other income of \$509 and \$726, respectively, primarily related to prepayment and amendment fees. For the three and six months ended June 30, 2023, the Company earned other income of \$234 and \$470, respectively, primarily related to prepayment and amendment fees.

Loans are generally placed on non-accrual status when a payment default occurs or if management otherwise believes that the issuer of the loan will not be able to make contractual interest payments or principal payments. The Company will cease recognizing interest income on that loan until all principal and interest is current through payment or until a restructuring occurs, such that the interest income is deemed to be collectible. However, the Company remains contractually entitled to this interest. The Company may make exceptions to this policy if the loan has sufficient collateral value and is in the process of collection. Accrued interest is written-off when it becomes probable that the interest will not be collected and the amount of uncollectible interest can be reasonably estimated. When a PIK investment is placed on non-accrual status, the accrued, uncapitalized interest is generally reversed through PIK income. As of June 30, 2024, the Company had three portfolio companies on non-accrual status with an aggregate fair value of \$ 9,800 which represents approximately 0.49% of total investments at fair value. As of December 31, 2023, there were no portfolio companies on non-accrual.

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Deferred Financing Costs

Deferred financing costs include capitalized expenses related to the closing or amendments of borrowings. Amortization of deferred financing costs is computed on the straight-line basis over the term of the borrowings. The unamortized balance of such costs is included as a direct deduction from the related liability in the accompanying consolidated statements of assets and liabilities. The amortization of such costs is included in interest and debt financing expenses in the accompanying consolidated statements of operations.

Offering Costs

Offering costs associated with the Private Offerings were recognized as a deferred charge on the consolidated statement of assets and liabilities and amortized on a straight-line basis over 12 months. These expenses consist primarily of legal fees and other costs incurred in connection with the Company's continuous Private Offering of its shares. For the six months ended June 30, 2024 and 2023, the Company incurred offering costs of \$0 and \$23, respectively.

Deferred offering costs include registration expenses related to any shelf registration statement filed by the Company. These expenses consist primarily of SEC registration fees, legal fees and accounting fees incurred related thereto. Upon the completion of an equity offering or a debt offering, the deferred expenses are charged to additional paid-in capital or debt issuance costs, respectively. If there are any deferred offering costs remaining at the expiration of the shelf registration statement, these deferred costs are charged to expense. The Adviser paid the offering costs associated with the IPO on behalf of the Company. The Company is not obligated to repay any such offering costs paid by the Adviser.

Income Taxes

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

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

In addition, based on the excise distribution requirements, the Company is subject to a 4% U.S. nondeductible federal excise tax on undistributed income unless the Company distributes in a timely manner an amount at least equal to the sum of (1) 98% of its ordinary income for each calendar year, (2) 98.2% of capital gain net income (both long-term and short-term) for the one-year period ended October 31 in that calendar year and (3) any income realized, but not distributed, in the preceding year. For this purpose, however, any ordinary income or capital gain net income retained by the Company that is subject to U.S. federal income tax at corporate rates is considered to have been distributed. The Company intends to timely distribute to our shareholders substantially all of our annual taxable income for each year, except that the Company may retain certain net capital gains for reinvestment and, depending upon the level of taxable income earned in a year, we may choose to carry forward ICTI for distribution in the following year and pay any applicable U.S. federal excise tax.

The Company evaluates tax positions taken or expected to be taken in the course of preparing its consolidated financial statements to determine whether the tax positions are "more-likely than not" to be sustained by the applicable tax authority. CLO-I, CLO-II, CLO-III, SPV IV and SPV V are disregarded entities for tax purposes and are consolidated with the tax return of the Company. NCDL Equity Holdings has elected to be classified as a corporation for U.S. federal income tax purposes. All penalties and interest associated with income taxes, if any, are included in income tax expense. For the three and six months ended June 30, 2024, the Company did not incur any excise tax expense. For the three and six months ended June 30, 2023, the Company did not incur any excise tax expense.

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Dividends and Distributions to Common Shareholders

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

In connection with the IPO, the Board approved an amended and restated dividend reinvestment plan (the "Amended DRIP"), which became effective on January 29, 2024, concurrent with the consummation of the IPO.

The Amended DRIP changed the dividend reinvestment plan from an "opt in" dividend reinvestment plan to an "opt out" dividend reinvestment plan. As a result of the foregoing, if the Board authorizes, and the Company declares, a cash dividend or distribution, shareholders that acquired their shares in the IPO and do not "opt out" of the Amended DRIP will have their cash distributions automatically reinvested in additional shares rather than receiving cash. Notwithstanding the foregoing, a shareholder's election (or deemed election) under the dividend reinvestment plan, dated December 19, 2019, will remain in effect for such shareholder and no further action is required by such shareholder with respect to their election under the Amended DRIP.

With respect to each distribution under the Amended DRIP, the Company reserves the right to either issue new shares of common stock or purchase shares of common stock in the open market for the accounts of participants in the Amended DRIP. If newly issued shares are used to implement the Amended DRIP, the number of shares to be issued to a shareholder will be determined by dividing the total dollar amount of the distribution payable to such participant by the market price per share of the Company's common stock at the close of regular trading of the NYSE on the distribution payment date, or if no sale is reported for such day, the average of the reported bid and asked prices. However, if the market price per share on the distribution payment date exceeds the most recently computed net asset value ("NAV") per share, the Company will issue shares at the greater of (i) the most recently computed NAV per share and (ii) 95% of the current market price per share (or such lesser discount to the current market price per share that still exceeds the most recently computed NAV per share). If shares are purchased in the open market to implement the Amended DRIP, the number of shares to be issued to a participant will be determined by dividing the dollar amount of the distribution payable to such participant by the weighted average price per share for all shares of common stock purchased by the plan administrator in the open market in connection with the dividend or distribution. Although each participant may from time to time have an undivided fractional interest in a share, no certificates for a fractional share will be issued. However, dividends and distributions on fractional shares will be credited to each participant's account.

Functional Currency

The functional currency of the Company is the U.S. Dollar and all transactions were in U.S. Dollars.

3. INVESTMENTS

As of June 30, 2024 and December 31, 2023, our investments consisted of the following (dollar amounts in thousands):

	June 30, 2024			December 31, 2023		
	Amortized Cost	Fair Value	% of Fair Value	Amortized Cost	Fair Value	% of Fair Value
First-Lien Term Loans	\$ 1,818,109	\$ 1,803,988	90.61 %	\$ 1,450,120	\$ 1,427,492	86.95 %
Subordinated Debt ¹	176,765	154,692	7.77 %	190,454	183,387	11.17 %
Equity Investments	28,510	32,176	1.62 %	25,595	30,807	1.88 %
Total	\$ 2,023,384	\$ 1,990,856	100.00 %	\$ 1,666,169	\$ 1,641,686	100.00 %

¹As of June 30, 2024, Subordinated Debt is comprised of second lien term loans and/or second lien notes of \$4,121, mezzanine debt of \$89,329 and \$1,242 of structured debt at fair value and second lien term loans and/or second lien notes of \$77,227, mezzanine debt of \$95,284 and \$4,254 of structured debt at amortized cost.

As of December 31, 2023, Subordinated Debt is comprised of second lien term loans and/or second lien notes of \$97,203, mezzanine debt of \$83,528 and \$2,656 of structured debt at fair value and second lien term loans and/or second lien notes of \$100,711, mezzanine debt of \$86,495 and \$3,247 of structured debt at amortized cost.

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The industry composition of our portfolio as a percentage of fair value as of June 30, 2024 and December 31, 2023 was as follows:

Industry	June 30, 2024	December 31, 2023
Aerospace & Defense	3.15 %	3.13 %
Automotive	3.38 %	4.95 %
Banking, Finance, Insurance, Real Estate	3.29 %	3.95 %
Beverage, Food & Tobacco	8.40 %	7.76 %
Capital Equipment	5.06 %	4.21 %
Chemicals, Plastics, & Rubber	1.40 %	2.29 %
Construction & Building	4.19 %	3.90 %
Consumer Goods: Durable	1.00 %	1.51 %
Consumer Goods: Non-durable	3.01 %	3.31 %
Containers, Packaging & Glass	4.33 %	3.97 %
Energy: Electricity	2.88 %	1.75 %
Environmental Industries	3.01 %	2.73 %
Healthcare & Pharmaceuticals	12.71 %	12.72 %
High Tech Industries	9.97 %	8.97 %
Media: Advertising, Printing & Publishing	0.93 %	1.12 %
Media: Diversified & Production	0.99 %	0.96 %
Retail	0.29 %	0.35 %
Services: Business	17.46 %	18.43 %
Services: Consumer	4.60 %	4.86 %
Sovereign & Public Finance	0.67 %	0.65 %
Telecommunications	3.26 %	3.17 %
Transportation: Cargo	3.10 %	3.20 %
Transportation: Consumer	0.64 %	0.13 %
Utilities: Electric	0.65 %	0.89 %
Utilities: Water	0.42 %	— %
Wholesale	1.21 %	1.09 %
Total	100.00 %	100.00 %

The geographic composition of investments at cost and fair value was as follows:

	June 30, 2024			
	Amortized Cost	Fair Value	% of Total Investments at Fair Value	Fair Value as % of Net Assets
United States	\$ 1,943,985	\$ 1,911,471	96.01 %	193.79 %
Canada	43,625	43,729	2.20 %	4.43 %
United Kingdom	35,774	35,656	1.79 %	3.61 %
	<u>\$ 2,023,384</u>	<u>\$ 1,990,856</u>	<u>100.00 %</u>	<u>201.83 %</u>

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December 31, 2023

	Amortized Cost	Fair Value	% of Total Investments at Fair Value	Fair Value as % of Net Assets
United States	\$ 1,613,815	\$ 1,589,384	96.82 %	212.52 %
Canada	38,462	38,292	2.33 %	5.12 %
United Kingdom	13,892	14,010	0.85 %	1.87 %
	<u>\$ 1,666,169</u>	<u>\$ 1,641,686</u>	<u>100.00 %</u>	<u>219.51 %</u>

As of June 30, 2024 and December 31, 2023, on a fair value basis, 94.76% and 94.61%, respectively, of the Fund's debt investments bore interest at a floating rate and 5.24% and 5.39%, respectively, of the Fund's debt investments bore interest at a fixed rate.

4. FAIR VALUE MEASUREMENTS

Fair Value Disclosures

The following tables present fair value measurements of investments, by major class, and cash equivalents as of June 30, 2024 and December 31, 2023, according to the fair value hierarchy:

As of June 30, 2024	Level 1	Level 2	Level 3	Total
Assets:				
First Lien Term Loans	\$ —	\$ 79,589	\$ 1,724,399	\$ 1,803,988
Subordinated Debt ¹	—	—	154,692	154,692
Equity Investments	—	—	32,176	32,176
Cash Equivalents	67,685	—	—	67,685
Total	\$ 67,685	\$ 79,589	\$ 1,911,267	\$ 2,058,541

¹ Subordinated Debt is further comprised of second lien term loans and/or second lien notes of \$64,121, mezzanine debt of \$89,329 and \$1,242 of structured debt.

As of December 31, 2023	Level 1	Level 2	Level 3	Total
Assets:				
First Lien Term Loans	\$ —	\$ 34,481	\$ 1,393,011	\$ 1,427,492
Subordinated Debt ¹	—	8,691	174,696	183,387
Equity Investments	—	—	30,807	30,807
Cash Equivalents	64,477	—	—	64,477
Total	\$ 64,477	\$ 43,172	\$ 1,598,514	\$ 1,706,163

¹ Subordinated Debt is further comprised of second lien term loans and/or second lien notes of \$97,203, mezzanine debt of \$83,528 and \$2,656 of structured debt.

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The following tables provide a reconciliation of the beginning and ending balances for investments that use Level 3 inputs for the following periods:

As of and for the Three Months Ended June 30, 2024

	First Lien Term			
	Loans	Subordinated Debt	Equity Investments	Total
Balance as of March 31, 2024	\$ 1,565,397	\$ 166,502	\$ 31,705	\$ 1,763,604
Purchase of investments	280,494	9,296	2,490	292,280
Proceeds from principal repayments and sales of investments	(84,180)	(12,506)	—	(96,686)
Payment-in-kind interest	148	1,381	—	1,529
Amortization of premium/accretion of discount, net	(1,418)	138	—	(1,280)
Net realized gain (loss) on investments	846	131	—	977
Net change in unrealized appreciation (depreciation) on investments	(23)	(10,250)	(2,019)	(12,292)
Transfers out of Level 3 ⁽¹⁾	(36,865)	—	—	(36,865)
Balance as of June 30, 2024	\$ 1,724,399	\$ 154,692	\$ 32,176	\$ 1,911,267

Net change in unrealized appreciation (depreciation) on non-controlled/non-affiliated company investments still held as of June 30, 2024	\$ (23)	\$ (10,250)	\$ (2,019)	\$ (12,292)
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As of and for the Six Months Ended June 30, 2024

	First Lien Term			
	Loans	Subordinated Debt	Equity Investments	Total
Balance as of December 31, 2023	\$ 1,393,011	\$ 174,696	\$ 30,807	\$ 1,598,514
Purchase of investments	452,091	10,150	2,987	465,228
Proceeds from principal repayments and sales of investments	(123,781)	(18,589)	(73)	(142,443)
Payment-in-kind interest	408	3,113	—	3,521
Amortization of premium/accretion of discount, net	(593)	302	—	(291)
Net realized gain (loss) on investments	(2,985)	272	—	(2,713)
Net change in unrealized appreciation (depreciation) on investments	8,322	(15,252)	(1,545)	(8,475)
Transfers out of Level 3 ⁽¹⁾	(11,899)	—	—	(11,899)
Transfers to Level 3 ⁽¹⁾	9,825	—	—	9,825
Balance as of June 30, 2024	\$ 1,724,399	\$ 154,692	\$ 32,176	\$ 1,911,267

Net change in unrealized appreciation (depreciation) on non-controlled/non-affiliated company investments still held as of June 30, 2024	\$ 3,368	\$ (15,501)	\$ (1,545)	\$ (13,678)
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(1) Transfers between levels, if any, are recognized at the beginning of the period in which the transfers occur. For the three and six months ended June 30, 2024, transfers into Level 3 from Level 2 were a result of changes in the observability of significant inputs for certain portfolio companies.

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As of and for the Three Months Ended June 30, 2023

	First Lien Term			
	Loans	Subordinated Debt	Equity Investments	Total
Balance as of March 31, 2023	\$ 1,074,567	\$ 139,589	\$ 22,276	\$ 1,236,432
Purchase of investments	85,366	15,798	924	102,088
Proceeds from principal repayments and sales of investments	(5,683)	(14)	—	(5,697)
Payment-in-kind interest	(15)	566	—	551
Amortization of premium/accretion of discount, net	525	95	—	620
Net realized gain (loss) on investments	218	—	—	218
Net change in unrealized appreciation (depreciation) on investments	(5,166)	(886)	1,694	(4,358)
Transfers out of Level 3 ⁽¹⁾	(6,127)	—	—	(6,127)
Transfers to Level 3 ⁽¹⁾	9,232	—	—	9,232
Balance as of June 30, 2023	\$ 1,152,917	\$ 155,148	\$ 24,894	\$ 1,332,959

Net change in unrealized appreciation (depreciation) on non-controlled/non-affiliated company investments still held as of June 30, 2023	\$ (5,838)	\$ (886)	\$ 1,694	\$ (5,030)
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As of and for the Six Months Ended June 30, 2023

	First Lien Term			
	Loans	Subordinated Debt	Equity Investments	Total
Balance as of December 31, 2022	\$ 1,016,856	\$ 133,243	\$ 27,313	\$ 1,177,412
Purchase of investments	163,859	35,251	2,816	201,926
Proceeds from principal repayments and sales of investments	(24,530)	(12,048)	(8,667)	(45,245)
Payment-in-kind interest	—	872	—	872
Amortization of premium/accretion of discount, net	1,274	237	—	1,511
Net realized gain (loss) on investments	391	197	6,111	6,699
Net change in unrealized appreciation (depreciation) on investments	(8,791)	(2,604)	(2,679)	(14,074)
Transfers out of Level 3 ⁽¹⁾	(14,042)	—	—	(14,042)
Transfers to Level 3 ⁽¹⁾	17,900	—	—	17,900
Balance as of June 30, 2023	\$ 1,152,917	\$ 155,148	\$ 24,894	\$ 1,332,959

Net change in unrealized appreciation (depreciation) on non-controlled/non-affiliated company investments still held as of June 30, 2023	\$ (9,544)	\$ (2,580)	\$ 3,369	\$ (8,755)
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(1) Transfers between levels, if any, are recognized at the beginning of the period in which the transfers occur. For the three and six months ended June 30, 2023, transfers into Level 3 from Level 2 were a result of changes in the observability of significant inputs for certain portfolio companies.

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Significant Unobservable Inputs

ASC Topic 820 requires disclosure of quantitative information about the significant unobservable inputs used in the valuation of assets and liabilities classified as Level 3 within the fair value hierarchy. The valuation techniques and significant unobservable inputs used in Level 3 fair value measurements of assets as of June 30, 2024 and December 31, 2023 were as follows:

Investment Type	Fair Value at June 30, 2024	Valuation Techniques	Unobservable Inputs	Ranges		Weighted Average
First Lien Term Loans	\$ 1,490,410	Yield Method	Market Yield Discount Rates	6.09 %	22.50 %	10.56 %
First Lien Term Loans	21,236	Market Approach	EBITDA Multiple	6.50x	13.50x	9.31x
First Lien Term Loans	212,753	Recent Transactions	Transaction Price	\$ 97.31	\$ 100.25	\$ 99.34
Subordinated Debt	136,322	Yield Method	Market Yield Discount Rates	12.25 %	24.91 %	15.16 %
Subordinated Debt	705	Market Approach	EBITDA Multiple	9.93x	9.93x	9.93x
Subordinated Debt	1,340	Black-Scholes	EBITDA Multiple	11.75x	11.75x	11.75x
Subordinated Debt	16,325	Recent Transactions	Transaction Price	\$ 90.25	\$ 98.03	\$ 94.16
Equity	2,333	Yield Method	Market Yield Discount Rates	8.36 %	15.50 %	12.91 %
Equity	27,842	Market Approach	EBITDA Multiple	5.75x	20.50x	12.01x
Total	\$ 1,909,266					

Equity investments in the amount of \$2,001 at June 30, 2024 have been excluded from the table above as the investments are valued using a recent transaction.

Investment Type	Fair Value at December 31, 2023	Valuation Techniques	Unobservable Inputs	Ranges		Weighted Average
First Lien Term Loans	\$ 1,192,190	Yield Method	Market Yield Discount Rates	6.13 %	18.73 %	10.63 %
First Lien Term Loans	19,519	Market Approach	EBITDA Multiple	6.50x	9.25x	7.21x
First Lien Term Loans	181,302	Recent Transactions	Transaction Price	\$ 59.50	\$ 100.00	\$ 97.52
Subordinated Debt	162,646	Yield Method	Market Yield Discount Rates	9.70 %	24.91 %	14.44 %
Subordinated Debt	12,050	Recent Transactions	Transaction Price	\$ 84.75	\$ 98.01	\$ 89.53
Equity	158	Yield Method	Market Yield Discount Rates	8.36 %	8.36 %	8.36 %
Equity	29,390	Market Approach	EBITDA Multiple	6.50x	19.50x	10.96x
Equity	2	Market Approach	Blended EBITDA Multiple	13.25x	13.25x	13.25x
			Blended Revenue Multiple	1.40x	1.40x	1.40x
Total	\$ 1,597,257					

Equity investments in the amount of \$1,257 at December 31, 2023 have been excluded from the table above as the investments are valued using a recent transaction.

Debt investments are generally valued using a yield analysis. In a yield analysis, a price is ascribed for each investment based upon an assessment of current and expected market yields for similar investments and risk profiles. Additional consideration is given to the expected life, portfolio company performance since close, and other terms and risks associated with an investment. Among other factors, a determinant of risk is the amount of leverage used by the portfolio company relative to its total enterprise value, and the rights and remedies of the Company's investment within the portfolio company's capital structure. A recent market trade, if applicable, will also be factored into the valuation.

Equity investments are generally valued using a market approach, which utilizes market value multiples (EBITDA or revenue) of publicly traded comparable companies and available precedent sales transactions of comparable companies. The selected multiple is used to estimate the enterprise value of the underlying investment.

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The significant unobservable input used in the yield method is a discount rate based on comparable market yields. Significant increases in discount rates in isolation would result in a significantly lower fair value measurement. The significant unobservable input used in the market approach is the performance multiple, which may include a revenue multiple, EBITDA multiple, or forward-looking metrics. The multiple is used to estimate the enterprise value of the underlying investment. An increase or decrease in the multiple would result in an increase or decrease, respectively, in the fair value. A recent transaction, if applicable, may also be factored into the valuation if the transaction price is believed to be an indicator of value.

Alternative valuation methodologies may be used as deemed appropriate for debt or equity investments, and may include, but are not limited to, a market analysis, income analysis, or liquidation (recovery) analysis.

Weighted average inputs are calculated based on the relative fair value of the investments.

Financial Instruments disclosed but not carried at fair value

The fair value of the Company's credit facilities, which would be categorized as Level 3 within the fair value hierarchy approximates their carrying values. These fair value measurements were based on significant inputs not observable and thus represent Level 3 measurements. The fair value of the 2022 Debt, the 2023 Debt and the 2024 Debt (as defined in [Note 6](#)) was based on market quotations(s) received from broker/dealer(s). These fair value measurements were based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly and thus represent Level 2 measurements. The carrying value and fair value of the Company's debt obligations were as follows:

	June 30, 2024		December 31, 2023	
	Carrying Value ⁽¹⁾	Fair Value	Carrying Value ⁽¹⁾	Fair Value
Wells Fargo Financing Facility	\$ 69,000	\$ 69,000	\$ 231,000	\$ 231,000
SMBC Financing Facility	110,500	110,500	37,377	37,377
Revolving Credit Facility	77,250	77,250	126,500	126,500
2022 Debt	342,000	341,174	342,000	338,345
2023 Debt	215,000	217,329	215,000	213,976
2024 Debt	215,000	216,417	—	—
Total	\$ 1,028,750	\$ 1,031,670	\$ 951,877	\$ 947,198

(1) Carrying value on the consolidated statements of assets and liabilities are net of deferred financing costs.

5. RELATED PARTY TRANSACTIONS

Advisory Agreements

On December 31, 2019, immediately prior to its election to be regulated as a BDC, the Company entered into the investment advisory agreement with the Adviser. The Board, including all of the directors who are not "interested persons" (as defined in the 1940 Act) of the Company (the "Independent Directors"), approved the investment advisory agreement in accordance with, and on the basis of an evaluation satisfactory to such directors as required by, the 1940 Act. On January 29, 2024, the Company entered into an amended and restated investment advisory agreement (the "Advisory Agreement"), which became effective upon the consummation of the IPO on January 29, 2024.

On December 31, 2019, immediately prior to the Company's election to be regulated as a BDC, the Adviser entered into an investment sub-advisory agreement with Churchill, which was subsequently amended and restated on December 11, 2020, October 7, 2021 and March 8, 2022 (the "CAM Sub-Advisory Agreement"). The Adviser has delegated substantially all of its day-to-day portfolio-management obligations under the Advisory Agreement to Churchill pursuant to the CAM Sub-Advisory Agreement. The Adviser has general oversight over the investment process on behalf of the Company and manages the capital structure of the Company, including, but not limited to, asset and liability management. The Adviser also has ultimate responsibility for the Company's performance under the terms of the Advisory Agreement. The Adviser retains 32.5% of the management fee and incentive fee payable by the Company. The remaining amount is paid by the Adviser to Churchill as compensation for services provided by Churchill pursuant to the CAM Sub-Advisory Agreement.

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On January 29, 2024, the Adviser and Churchill entered into an investment sub-advisory agreement with Nuveen Asset Management (the "NAM Sub-Advisory Agreement", and together with the Advisory Agreement and the CAM Sub-Advisory Agreement, the "Advisory Agreements"), pursuant to which Nuveen Asset Management may manage a portion of the Company's portfolio consisting of cash and cash equivalents, liquid fixed-income securities (including broadly syndicated loans) and other liquid credit instruments ("Liquid Investments"), subject to the pace and amount of investment activity in the middle market investment program. The Company typically refers to an investment as liquid if the investment is, or we expect it to be, actively traded (with a typical settlement period of one month with respect to broadly syndicated loans). The percentage of the Company's portfolio allocated to the Liquid Investments strategy managed by Nuveen Asset Management is at the discretion of Churchill. The fees payable to Nuveen Asset Management pursuant to the NAM Sub-Advisory Agreement to manage the Company's Liquid Investment allocation is payable by Churchill and does not impact the advisory fees payable by the Company's shareholders. Churchill will pay Nuveen Asset Management monthly in arrears, 0.375% of the daily weighted average principal amount of the Liquid Investments managed by Nuveen Asset Management pursuant to the NAM Sub-Advisory Agreement. The fees payable to Nuveen Asset Management pursuant to the NAM Sub-Advisory Agreement will not impact the advisory fees payable by the Company's shareholders.

Advisory agreements remain in effect for an initial period of two years and will remain in effect on a year-to-year basis thereafter if approved annually either by the Board or by the affirmative vote of the holders of a majority of our outstanding voting securities and, in each case, a majority of our Independent Directors. On October 27, 2023, the Board, including all of the Independent Directors, approved the Advisory Agreement and the NAM Sub-Advisory Agreement in accordance with, and on the basis of an evaluation satisfactory to such directors as required by the 1940 Act for an initial two-year term expiring on January 29, 2026. In addition, on October 27, 2023, the Board, including all of the Independent Directors, approved the renewal of the CAM Sub-Advisory Agreement in accordance with, and on the basis of, an evaluation satisfactory to such directors as required by the 1940 Act for an additional one-year term expiring on December 31, 2024. Each Advisory Agreement will automatically terminate in the event of its assignment, as defined in the 1940 Act, by the applicable investment adviser and may be terminated by either the Company or the applicable investment adviser without penalty upon not less than 60 days' written notice to the other. The holders of a majority of our outstanding voting securities may also terminate any of the Advisory Agreements without penalty.

Compensation of the Adviser - Management Fee

Under the Advisory Agreement, for the first five quarters beginning with the calendar quarter in which the IPO was consummated (i.e., beginning with the calendar quarter ended March 31, 2024 through the calendar quarter ending March 31, 2025), the management fee is calculated at an annual rate of 0.75% of average total assets, excluding cash and cash equivalents and including assets financed using leverage ("Average Total Assets"), at the end of the two most recently completed calendar quarters, and thereafter, the management fee will step up to 1.00% of Average Total Assets. For purposes of this calculation, cash and cash equivalents include any temporary investments in cash-equivalents, U.S. government securities and other high quality investment grade debt investments that mature in 12 months or less from the date of investment. Any management fees will be payable quarterly in arrears.

Compensation of the Adviser - Incentive Fee

Under the Advisory Agreement, the Adviser is waiving the incentive fee on income and incentive fee on capital gains for the first five quarters beginning with the calendar quarter in which the IPO was consummated (i.e., beginning with the calendar quarter ended March 31, 2024 through the calendar quarter ending March 31, 2025). Following the expiration of the fee waiver, the Company will pay an incentive fee to the Adviser that will consist of two parts. The incentive fees will be based on income and capital gains, each as described below. The portion of the incentive fee based on income will be calculated, subject to a cap (the "Incentive Fee Cap"), and payable quarterly in arrears based on pre-incentive fee net investment income in respect of the current calendar quarter and the eleven preceding calendar quarters (or, if fewer, the number of calendar quarters beginning with the calendar quarter in which the IPO was consummated) (such period, the "Trailing Twelve Quarters") commencing from the beginning of the calendar quarter in which the IPO was consummated, as follows:

- no incentive fee in any calendar quarter in which the aggregate pre-incentive fee net investment income (as defined below) in respect of the Trailing Twelve Quarters does not exceed the hurdle rate of 1.50% (6% annually) for such Trailing Twelve Quarters;

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- 100% of our aggregate pre-incentive fee net investment income in respect of the Trailing Twelve Quarters with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 1.7647% in any calendar quarter following the consummation of the IPO. The Company refers to this portion of the pre-incentive fee net investment income as the “catch-up” provision. The catch-up is meant to provide the Adviser with 15% of the pre-incentive fee net investment income as if a hurdle rate did not apply if this net investment income exceeds 1.7647% multiplied by our NAV at the beginning of each applicable calendar quarter comprising of the relevant Trailing Twelve Quarters; and

- 15% of the aggregate pre-incentive fee net investment income, if any, in respect of the Trailing Twelve Quarters that exceeds 1.7647%.

Under the Advisory Agreement, the incentive fee on income for a particular quarter will be subject to the Incentive Fee Cap. The Incentive Fee Cap will be equal to the difference between (x) 15% of the Cumulative Pre-Incentive Fee Net Return (as defined below) over the Trailing Twelve Quarters and (y) the aggregate incentive fee on income that was paid to the Adviser by the Company in respect of the first eleven calendar quarters (or, if fewer, the number of calendar quarters beginning with the calendar quarter in which the IPO was consummated) included in the relevant Trailing Twelve Quarters. These calculations will be adjusted for any share issuances or repurchases during the applicable calendar quarter.

“Cumulative Pre-Incentive Fee Net Return” during the relevant Trailing Twelve Quarters, beginning with the calendar quarter in which the IPO was consummated, means (x) the pre-incentive fee net investment income in respect of the relevant Trailing Twelve Quarters less (y) any Net Capital Loss (as defined below), if any, in respect of the relevant Trailing Twelve Quarters. If, in any quarter, the Incentive Fee Cap is zero or a negative value, the Company will pay no incentive fee on income to the Adviser in respect of that quarter. If, in any quarter, the Incentive Fee Cap for such quarter is a positive value but is less than the incentive fee on income that is payable to the Adviser for such quarter calculated as described above, the Company will pay an incentive fee on income to the Adviser equal to the Incentive Fee Cap in respect of such quarter. If, in any quarter, the Incentive Fee Cap for such quarter is equal to or greater than the incentive fee on income that is payable to the Adviser for such quarter calculated as described above, the Company will pay an incentive fee on income to the Adviser equal to the incentive fee calculated as described above for such quarter without regard to the Incentive Fee Cap.

“Net Capital Loss” in respect of a particular period, beginning with the calendar quarter in which the IPO was consummated, means the difference, if positive, between (i) aggregate capital losses, whether realized or unrealized, in respect of such period and (ii) aggregate capital gains, whether realized or unrealized, in respect of such period.

Pre-incentive fee net investment income means interest income, dividend income and any other income (including any other fees such as commitment, origination, structuring, diligence and consulting fees or other fees that the Company receives from portfolio companies but excluding fees for providing managerial assistance) accrued during the relevant calendar quarters, minus operating expenses for the relevant calendar quarters (including the management fee, any expenses payable under the Administration Agreement (as defined below), interest expense and dividends paid on any outstanding preferred shares, but excluding the incentive fee). Pre-incentive fee net investment income will include, in the case of investments with a deferred interest feature such as market discount, debt instruments with PIK interest, preferred shares with PIK dividends and zero-coupon securities, accrued income that the Company has not yet received in cash. The Adviser is not under any obligation to reimburse the Company for any part of the incentive fee it received that was based on accrued interest that the Company never received. Pre-incentive fee net investment income will not include any realized capital gains, realized capital losses or unrealized capital gains or losses. If any distributions from portfolio companies are characterized as a return of capital, such returns of capital would affect the capital gains incentive fee to the extent a gain or loss is realized.

Under the Advisory Agreement, the second part of the incentive fee will be a capital gains incentive fee that will be determined and payable in arrears as of the end of each fiscal year (or upon termination of the Advisory Agreement, as of the termination date), and equals 15.0% of our realized capital gains as of the end of the fiscal year following the IPO. In no event will the capital gains incentive fee payable pursuant to the Advisory Agreement be in excess of the amount permitted by the Advisers Act, including Section 205 thereof.

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In determining the capital gains incentive fee payable to the Adviser, the Company will calculate the cumulative aggregate realized capital gains and cumulative aggregate realized capital losses beginning with the calendar quarter in which the IPO was consummated, and the aggregate unrealized capital depreciation as of the date of the calculation, as applicable, with respect to each of the investments in our portfolio. For this purpose, cumulative aggregate realized capital gains, if any, equals the sum of the differences between the net sales price of each investment, when sold, and the amortized cost of such investment. Cumulative aggregate realized capital losses equals the sum of the amounts by which the net sales price of each investment, when sold, is less than the amortized cost of such investment beginning with the calendar quarter in which this offering is consummated. Aggregate unrealized capital depreciation equals the sum of the difference, if negative, between the valuation of each investment as of the applicable calculation date and the amortized cost of such investment. At the end of the applicable year, the amount of capital gains that will serve as the basis for the calculation of the capital gains incentive fee equals the cumulative aggregate realized capital gains less cumulative aggregate realized capital losses, less aggregate unrealized capital depreciation, with respect to our portfolio of investments.

For the three and six months ended June 30, 2024, base management fees were \$ 3,590 and \$6,854, respectively. For the three and six months ended June 30, 2023, base management fees were \$2,475 and \$4,781, respectively. As of June 30, 2024 and December 31, 2023, \$ 3,590 and \$3,006, respectively, of such base management fees, were unpaid and are included in management fees payable in the accompanying consolidated statements of assets and liabilities. For the three and six months ended June 30, 2024, income based incentive fees of \$3,075 and \$7,534, respectively, were waived in accordance with the terms of the Advisory Agreement. As of June 30, 2024, no amounts were payable to the Adviser related to income based incentive fees. As of December 31, 2023, the Adviser was not entitled to any incentive fees under the Advisory Agreement.

Administration Agreement

On December 31, 2019, the Company entered into an administration agreement (the "Administration Agreement"), which was approved by the Board. Pursuant to the Administration Agreement, the Administrator furnishes the Company with office facilities and equipment and provides clerical, bookkeeping and record keeping and other administrative services at such facilities. The Administrator performs, or oversees the performance of, the required administrative services, which include, among other things, assisting the Company with the preparation of the financial records that the Company is required to maintain and with the preparation of reports to shareholders and reports filed with the SEC. At the request of the Adviser or Churchill, the Administrator also may provide significant managerial assistance on the Company's behalf to those portfolio companies that have accepted the Company's offer to provide such assistance. U.S. Bank Trust Company, National Association (as successor in interest to U.S. Bank National Association), provides the Company with certain fund administration and bookkeeping services pursuant to a sub-administration agreement with the Administrator.

For the three and six months ended June 30, 2024 the Company incurred \$ 484 and \$1,026, respectively, in fees under the Administration Agreement, which are included in administration fees in the accompanying consolidated statements of operations. For the three and six months ended June 30, 2023, the Company incurred \$350 and \$659, respectively, in fees under the Administration Agreement, which are included in administration fees in the accompanying consolidated statements of operations. As of June 30, 2024 and December 31, 2023, fees of \$809 and \$505, respectively, were unpaid and included in accounts payable and accrued expenses in the accompanying consolidated statements of assets and liabilities.

Expense Support Agreement

On December 31, 2019, the Company entered into an expense support and conditional reimbursement agreement (the "Expense Support Agreement") with the Adviser. The Expense Support Agreement automatically terminated pursuant to its terms upon the consummation of the IPO on January 29, 2024. Under the Expense Support Agreement, the Adviser was able to pay certain expenses of the Company, provided that no portion of the payment was used to pay any interest expense of the Company (each, an "Expense Payment"). Such Expense Payment was made in any combination of cash or other immediately available funds no later than forty-five days after a written commitment from the Adviser to pay such expense, and/or by an offset against amounts due from the Company to the Adviser or its affiliates. The cumulative amount of expense payments by the Adviser under the Expense Support Agreement was \$2,979, of which \$1,101 was reimbursed by the Company prior to the termination of the Expense Support Agreement.

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Directors' Fees

The Board consists of seven members, five of whom are Independent Directors. The Board established an Audit Committee, a Nominating and Corporate Governance Committee, a Compensation Committee, and a Special Transactions Committee, each consisting solely of the Independent Directors, and may establish additional committees in the future. For the three and six months ended June 30, 2024, the Company incurred \$127 and \$255, respectively, in fees which are included in Directors' fees in the accompanying consolidated statements of operations. For the three and six months ended June 30, 2023, the Company incurred \$95 and \$191, respectively, in fees which are included in Directors' fees in the accompanying consolidated statements of operations. As of June 30, 2024 and December 31, 2023, \$127 and \$96, respectively, were unpaid and are included in Directors' fees payable in the accompanying consolidated statements of assets and liabilities.

Other Related Party Transactions

From time to time, Churchill, in its capacity as sub-adviser, and the Administrator may pay amounts owed by the Company to third-party providers of goods or services and the Company will subsequently reimburse Churchill and Administrator for such amounts paid on its behalf. Amounts payable to Churchill and Administrator are settled in the normal course of business without formal payment terms. As of June 30, 2024 and December 31, 2023, the Company owed Churchill and the Administrator \$533 and \$353, respectively, for reimbursements including the Company's allocable portion of overhead, which are included in accounts payable and accrued expenses in the accompanying consolidated statements of assets and liabilities.

6. SECURED BORROWINGS

The Company, CLO-I, CLO-II, CLO-III, SPV IV and SPV V are party to credit facilities or debt obligations as described below. In accordance with the 1940 Act, the Company is currently only allowed to borrow amounts such that its asset coverage, as defined in the 1940 Act, is maintained at a level of at least 150% after such borrowings. As of June 30, 2024 and December 31, 2023, asset coverage was 195.88% and 178.57%, respectively. Proceeds of the credit facilities or debt obligations are used for general corporate purposes, including the funding of portfolio investments. The Company, CLO-I, CLO-II, CLO-III, SPV IV and SPV V were in compliance with all covenants and other requirements of their respective agreements.

Subscription Facility

On September 10, 2020, the Company entered into a revolving credit agreement (the "Subscription Facility Agreement" and the facility thereunder, the "Subscription Facility") with Sumitomo Mitsui Banking Corporation ("SMBC"), as the administrative agent for certain secured parties, the syndication agent, the lead arranger, the book manager, the letter of credit issuer and the lender. The Subscription Facility had a maximum commitment of \$50,000, subject to availability under the "Borrowing Base." The Borrowing Base was calculated based on the unfunded capital commitments of certain investors that had subscribed to purchase shares of the Company, to the extent the capital commitments of such investors also had been approved by SMBC for inclusion in the Borrowing base and met certain additional criteria.

The Subscription Facility Agreement expired on September 8, 2023, and the Company fully paid down the outstanding balance including the accrued interest expense.

For the three months ended June 30, 2024 and 2023, the components of interest expense related to the Subscription Facility were as follows:

	Three Months Ended June 30,	
	2024	2023
Borrowing interest expense	\$ —	\$ 260
Unused fees	—	23
Amortization of deferred financing costs	—	42
Total interest and debt financing expenses	<u>\$ —</u>	<u>\$ 325</u>

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For the six months ended June 30, 2024 and 2023, the components of interest expense related to the Subscription Facility were as follows:

	Six Months Ended June 30,	
	2024	2023
Borrowing interest expense	\$ —	\$ 359
Unused fees	—	50
Amortization of deferred financing costs	—	84
Total interest and debt financing expenses	<u>\$ —</u>	<u>\$ 493</u>

Wells Fargo Financing Facility

On December 31, 2019, a wholly owned subsidiary of the Company entered into a credit agreement ("the "Wells Fargo Financing Facility" and the agreement relating thereto, as amended from time to time, the "Wells Fargo Financing Facility Agreement"), with Wells Fargo Bank, N.A. as lender ("Wells Fargo") and administrative agent. The Wells Fargo Financing Facility Agreement was amended on October 28, 2020, March 31, 2022 and March 14, 2024. The most recent amendment on March 14, 2024, among other things: (i) added SPV V as a party to the facility and (ii) decreased the maximum facility amount available from \$275,000 to \$150,000, which facility amount may be increased, with the consent of the administrative agent and each applicable lender, up to \$250,000 during the reinvestment period.

The Wells Fargo Financing Facility reinvestment period expires on March 31, 2025 and has a maturity date of March 31, 2027. The Wells Fargo Financing Facility Agreement also requires the Company to maintain an asset coverage ratio equal to at least 1.50:1.00. The amount of the borrowings under the Wells Fargo Financing Facility equals the amount of the outstanding advances. Advances under the Wells Fargo Financing Facility may be prepaid and reborrowed at any time during the reinvestment period, but any termination or reduction of the facility amount prior to the first anniversary of the date of the amendment (subject to certain exceptions) is subject to a commitment reduction fee of 1%. Under the Wells Fargo Financing Facility Agreement, the Company pays a fee on daily undrawn amounts under the Wells Fargo Financing Facility of 0.25% per annum during the period ending June 14, 2024, 0.50% per annum for the next six months and thereafter, 0.50% per annum on undrawn amounts of up to 40% of the maximum facility amount and 1.50% per annum on undrawn amounts in excess of 40% of the maximum facility amount.

As of June 30, 2024 and December 31, 2023, the Wells Fargo Financing Facility bore interest at a rate of SOFR, reset daily plus 2.20%, per annum.

SPV V, beginning March 14, 2024, has pledged all of its assets to the collateral agent to secure their obligations under the Wells Fargo Financing Facility. The Company and SPV V have made customary representations and warranties and are required to comply with various financial covenants related to liquidity and other maintenance covenants, reporting requirements and other customary requirements for similar facilities.

For the three months ended June 30, 2024 and 2023, the components of interest expense related to the Wells Fargo Financing Facility were as follows:

	Three Months Ended June 30,	
	2024	2023
Borrowing interest expense	\$ 758	\$ 2,636
Unused fees	80	163
Amortization of deferred financing costs	67	120
Total interest and debt financing expenses	<u>\$ 905</u>	<u>\$ 2,919</u>

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For the six months ended June 30, 2024 and 2023, the components of interest expense related to the Wells Fargo Financing Facility were as follows:

	Six Months Ended June 30,	
	2024	2023
Borrowing interest expense	\$ 3,813	\$ 4,719
Unused fees	176	359
Amortization of deferred financing costs	868	239
Total interest and debt financing expenses	<u>\$ 4,857</u>	<u>\$ 5,317</u>

SMBC Financing Facility

On November 24, 2020, a wholly owned subsidiary of the Company entered into a senior secured revolving credit facility (the "SMBC Financing Facility" and the agreement relating thereto the "SMBC Financing Facility Agreement") with SMBC, as the administrative agent, the collateral agent and the lender. On October 19, 2023, SPV IV entered into the borrower joinder agreement (the "SMBC Joinder") to become party to the SMBC Financing Facility Agreement.

The SMBC Financing Facility Agreement was amended on December 23, 2021, June 29, 2022 and November 21, 2023. The most recent amendment on November 21, 2023 (the "SMBC Financing Facility Amendment"), among other things: (i) extended the reinvestment period from November 24, 2023 to November 24, 2024 and the stated maturity date from November 24, 2025 to November 24, 2026; (ii) changed the interest rate for loans under the SMBC Financing Facility Agreement from (A) either the Base Rate (as defined in the SMBC Financing Facility Agreement) plus 1.15% or the Term SOFR (as defined in the SMBC Financing Facility Agreement) plus 2.15% to (B) either the Base Rate plus 1.65% or Term SOFR plus 2.65%; (iii) reduced the maximum facility amount from \$300,000 to \$150,000 upon the occurrence of a permitted securitization, subject to a subsequent increase to \$250,000, in the sole discretion of the administrative agent, if so requested by the borrowers; and (iv) provide for an unused commitment fee of, from the three month anniversary of the SMBC Financing Facility Amendment date to the six month anniversary of the SMBC Financing Facility Amendment date, 0.50% per annum on the unused commitments and on or after the six month anniversary of the Amendment date, 0.50% per annum on the unused commitments if such unused commitments are less than 50% of the total commitments and 1.00% per annum on the unused commitments if such unused commitments are greater than or equal to 50% of the total commitments. In connection with the SMBC Financing Facility Amendment, the borrowers paid an extension fee of \$450 plus an annualized fee of 0.30% multiplied by \$150,000 based on the length of time (in years) until the occurrence of a permitted securitization. Advances under the SMBC Financing Facility Agreement may be prepaid and reborrowed at any time during the reinvestment period. As of June 30, 2024 and December 31, 2023, the SMBC Financing Facility bore interest at one-month SOFR plus 2.65% per annum.

Effective December 7, 2023, following the closing of the 2023 Debt Securitization (discussed further below), the maximum facility amount available was reduced to \$150,000 from \$300,000 and SPV IV began borrowing under the SMBC Financing Facility.

SPV IV, beginning October 19, 2023, has pledged all of its assets to the collateral agent to secure their obligations under the SMBC Financing Facility. The Company, and SPV IV have made customary representations and warranties and are required to comply with various financial covenants related to liquidity and other maintenance covenants, reporting requirements and other customary requirements for similar facilities.

For the three months ended June 30, 2024 and 2023, the components of interest expense related to the SMBC Financing Facility were as follows:

	Three Months Ended June 30,	
	2024	2023
Borrowing interest expense	\$ 1,541	\$ 4,899
Unused fees	103	36
Amortization of deferred financing costs	110	128
Total interest and debt financing expenses	<u>\$ 1,754</u>	<u>\$ 5,063</u>

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For the six months ended June 30, 2024 and 2023, the components of interest expense related to the SMBC Financing Facility were as follows:

	Six Months Ended June 30,	
	2024	2023
Borrowing interest expense	\$ 2,098	\$ 9,315
Unused fees	169	80
Amortization of deferred financing costs	221	254
Total interest and debt financing expenses	<u>\$ 2,488</u>	<u>\$ 9,649</u>

Revolving Credit Facility

On June 23, 2023, the Company entered into a senior secured revolving credit agreement (the "Senior Secured Revolving Credit Agreement" and facility thereunder, the "Revolving Credit Facility") with SMBC as the lender, administrative agent, and one of the lead arrangers along with Wells Fargo. The Revolving Credit Facility is guaranteed by NCDL Equity Holdings and will be guaranteed by certain subsidiaries of the Company that are formed or acquired by the Company in the future (collectively, the "Guarantors").

The Revolving Credit Facility was amended on April 9, 2024. The amendment, among other things, increased the maximum principal amount available under the Revolving Credit Facility from \$185,000 to \$250,000 pursuant to the accordion feature, subject to availability under the borrowing base, which is based on the Company's portfolio investments and other outstanding indebtedness. Maximum capacity under the Revolving Credit Facility may be increased to \$300,000 through the exercise by the Company of an uncommitted accordion feature through which existing and new lenders may, at their option, agree to provide additional financing. The Revolving Credit Facility is secured by a perfected first-priority interest in substantially all of the portfolio investments held by the Company and each Guarantor, subject to certain exceptions, and includes a \$25,000 limit for swingline loans.

The availability period under the Revolving Credit Facility will terminate on June 23, 2027 (the "Commitment Termination Date") and will mature on June 23, 2028 (the "Final Maturity Date"). During the period from the Commitment Termination Date to the Final Maturity Date, the Company will be obligated to make mandatory prepayments out of the proceeds of certain asset sales and other recovery events and equity and debt issuances.

The Company may borrow amounts in U.S. dollars or certain other permitted currencies. Amounts drawn in U.S. dollars will bear interest at either term SOFR plus a margin, or the prime rate plus a margin. The Company may elect either the term SOFR or prime rate at the time of drawdown, and loans denominated in U.S. dollars may be converted from one rate to another at any time at the Company's option, subject to certain conditions. Amounts drawn in other permitted currencies will bear interest at the relevant rate specified therein plus an applicable margin. The Company also will pay a fee of 0.375% on average daily undrawn amounts. As of June 30, 2024 and December 31, 2023, the Revolving Credit Facility bore interest at one-month SOFR plus 2.25% per annum.

The Senior Secured Revolving Credit Agreement includes customary covenants, including certain limitations on the incurrence by the Company of additional indebtedness and on the Company's ability to make distributions to its shareholders, or redeem, repurchase or retire shares of stock, upon the occurrence of certain events and certain financial covenants related to asset coverage and minimum shareholders' equity, as well as customary events of default.

For the three months ended June 30, 2024 and 2023, the components of interest expense related to the Revolving Credit Facility were as follows:

	Three Months Ended June 30,	
	2024	2023
Borrowing interest expense	\$ 1,090	\$ —
Unused fees	186	17
Amortization of deferred financing costs	126	9
Total interest and debt financing expenses	<u>\$ 1,402</u>	<u>\$ 26</u>

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For the six months ended June 30, 2024 and 2023, the components of interest expense related to the Revolving Credit Facility were as follows:

	Six Months Ended June 30,	
	2024	2023
Borrowing interest expense	\$ 1,714	\$ —
Unused fees	332	17
Amortization of deferred financing costs	230	9
Total interest and debt financing expenses	<u>\$ 2,276</u>	<u>\$ 26</u>

CLO-I

On May 20, 2022 (the "Closing Date"), the Company completed a \$ 448,325 term debt securitization (the "2022 Debt Securitization"). Term debt securitization is also known as a collateralized loan obligation and is a form of secured financing incurred by the Company.

The notes offered in the 2022 Debt Securitization (the "2022 Notes") were issued by CLO-I, an indirect, wholly owned, consolidated subsidiary of the Company. The 2022 Notes consist of \$199,000 of AAA Class A-1 2022 Notes, which bear interest at the three-month Term SOFR plus 1.80%; \$34,250 of AAA Class A-1F 2022 Notes, which bear interest at 4.42%; \$47,250 of AA Class B 2022 Notes, which bear interest at the three-month Term SOFR plus 2.30%; \$31,500 of A Class C 2022 Notes, which bear interest at the three-month Term SOFR plus 3.15%; \$27,000 of BBB Class D 2022 Notes, which bear interest at the three-month Term SOFR plus 4.15%; and \$79,325 of Subordinated 2022 Notes, which do not bear interest. The Company directly owns all of the BBB Class D 2022 Notes and the Subordinated 2022 Notes and, as such, these notes are eliminated in consolidation.

As part of the 2022 Debt Securitization, CLO-I also entered into a loan agreement (the "CLO-I Loan Agreement") on the Closing Date, pursuant to which various financial institutions and other persons which are, or may become, parties to the CLO-I Loan Agreement as lenders (the "Lenders") committed to make \$30,000 of AAA Class A-L 2022 Loans to CLO-I (the "2022 Loans" and, together with the 2022 Notes, the "2022 Debt"). The 2022 Loans bear interest at the three-month Term SOFR plus 1.80% and were fully drawn upon the closing of the transactions. Any Lender may elect to convert all of the Class A-L 2022 Loans held by such Lenders into Class A-1 2022 Notes upon written notice to CLO-I in accordance with the CLO-I Loan Agreement.

The 2022 Debt is backed by a diversified portfolio of senior secured and second lien loans. Through April 20, 2026, all principal collections received on the underlying collateral may be used by CLO-I to purchase new collateral under the direction of the Company, in its capacity as collateral manager of CLO-I and in accordance with the Company's investment strategy, allowing the Company to maintain the initial leverage in the 2022 Debt Securitization. The 2022 Notes are due on April 20, 2034. The 2022 Loans are scheduled to mature, and, unless earlier repaid, the entire unpaid principal balance thereof is due and payable on April 20, 2034.

The 2022 Debt is the secured obligation of CLO-I, and the indenture and the CLO-I Loan Agreement, as applicable, governing the 2022 Debt includes customary covenants and events of default. The 2022 Debt has not been, and will not be, registered under the Securities Act, or any state "blue sky" laws.

The Company serves as collateral manager to CLO-I under a collateral management agreement (the "Collateral Management Agreement") and has waived the management fee due to it in consideration for providing these services.

For the three months ended June 30, 2024 and 2023, the components of interest expense related to the CLO-I were as follows:

	Three Months Ended June 30,	
	2024	2023
Borrowing interest expense	\$ 6,086	\$ 5,815
Unused fees	—	—
Amortization of deferred financing costs	150	150
Total interest and debt financing expenses	<u>\$ 6,236</u>	<u>\$ 5,965</u>

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For the six months ended June 30, 2024 and 2023, the components of interest expense related to the CLO-I were as follows:

	Six Months Ended June 30,	
	2024	2023
Borrowing interest expense	\$ 12,186	\$ 11,258
Unused fees	—	—
Amortization of deferred financing costs	300	298
Total interest and debt financing expenses	<u>\$ 12,486</u>	<u>\$ 11,556</u>

CLO-II

On December 7, 2023 (the “Closing Date”), the Company completed a \$ 298,060 term debt securitization (the “2023 Debt Securitization”).

The notes offered in the 2023 Debt Securitization (the “2023 Notes”) were issued by CLO-II, an indirect, wholly owned, consolidated subsidiary of the Company. The 2023 Notes consist of \$2,000 of AAA Class X 2023 Notes, which bear interest at the three-month Term SOFR plus 2.00%, \$100,500 of AAA Class A-1 2023 Notes, which bear interest at the three-month Term SOFR plus 2.35%; \$37,500 of AA Class B 2023 Notes, which bear interest at three-month Term SOFR plus 3.20% and approximately \$83,060 of Subordinated 2023 Notes, which do not bear interest. The Company directly owns all of the Subordinated 2023 Notes and as such, these notes are eliminated in consolidation.

As part of the 2023 Debt Securitization, CLO-II also entered into a loan agreement (the “CLO-II Loan Agreement”) on the Closing Date, pursuant to which various financial institutions and other persons which are, or may become, parties to the CLO-II Loan Agreement as lenders (the “Lenders”) committed to make \$25,000 of AAA Class A-L-A 2023 Loans and \$ 50,000 AAA Class A-L-B 2023 Loans to CLO-II (the “2023 Loans” and, together with the 2023 Notes, the “2023 Debt”). The 2023 Loans bear interest at the three-month Term SOFR plus 2.35% and were fully drawn upon the closing of the transactions. Any Lender may elect to convert all or a portion of the Class A-L-A 2023 Loans held by such Lenders into Class A-1 2023 Notes upon written notice to CLO-II in accordance with the CLO-II Loan Agreement.

The 2023 Debt is backed by a diversified portfolio of senior secured and second lien loans. Through January 20, 2028, all principal collections received on the underlying collateral may be used by CLO-II to purchase new collateral under the direction of the Company, in its capacity as collateral manager of CLO-II and in accordance with the Company’s investment strategy, allowing the Company to maintain the initial leverage in the 2023 Debt Securitization. The 2023 Notes are due on January 20, 2036. The 2023 Loans are scheduled to mature, and, unless earlier repaid, the entire unpaid principal balance thereof is due and payable on January 20, 2036.

The 2023 Debt is the secured obligation of CLO-II, and the indenture and the CLO-II Loan Agreement, as applicable, governing the 2023 Debt includes customary covenants and events of default. The 2023 Debt has not been, and will not be, registered under the Securities Act, or any state “blue sky” laws.

The Company serves as collateral manager to CLO-II under a collateral management agreement (the “Collateral Management Agreement”) and has waived the management fee due to it in consideration for providing these services.

For the three months ended June 30, 2024 and 2023, the components of interest expense related to the CLO-II were as follows:

	Three Months Ended June 30,	
	2024	2023
Borrowing interest expense	\$ 4,231	\$ —
Unused fees	—	—
Amortization of deferred financing costs	111	—
Total interest and debt financing expenses	<u>\$ 4,342</u>	<u>\$ —</u>

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For the six months ended June 30, 2024 and 2023, the components of interest expense related to the CLO-II were as follows:

	Six Months Ended June 30,	
	2024	2023
Borrowing interest expense	\$ 8,472	\$ —
Unused fees	—	—
Amortization of deferred financing costs	221	—
Total interest and debt financing expenses	<u>\$ 8,693</u>	<u>\$ —</u>

CLO-III

On March 14, 2024 (the "Closing Date"), the Company completed a \$ 296,970 term debt securitization (the "2024 Debt Securitization").

The notes offered in the 2024 Debt Securitization (the "2024 Notes" or "2024 Debt") were issued by Churchill NCDLC CLO-III, LLC (formerly known as Nuveen Churchill BDC SPV III, LLC) (the "2024 Issuer"), a direct, wholly owned, consolidated subsidiary of the Company, pursuant to an indenture (the "Indenture") dated as of the Closing Date. The 2024 Notes consist of \$2,000 of AAA Class X 2024 Notes, which bear interest at the three-month Term SOFR plus 1.40%; \$175,500 of AAA Class A 2024 Notes, which bear interest at the three-month Term SOFR plus 2.00%; \$37,500 of AA Class B 2024 Notes, which bear interest at the three-month Term SOFR plus 2.65%; and \$81,970 of Subordinated 2024 Notes, which do not bear interest. The Company directly retained all of the Subordinated 2024 Notes and as such, these notes are eliminated in consolidation.

The 2024 Notes are backed by a diversified portfolio of senior secured and second lien loans. The Indenture contains certain conditions pursuant to which loans can be acquired by the 2024 Issuer, in accordance with rating agency criteria or as otherwise agreed with certain institutional investors who purchased the 2024 Notes. Through April 20, 2028, all principal collections received on the underlying collateral may be used by the 2024 Issuer to purchase new collateral under the direction of the Company, in its capacity as collateral manager of the 2024 Issuer and in accordance with the Company's investment strategy, allowing the Company to maintain the initial leverage in the 2024 Debt Securitization. The 2024 Notes are due on April 20, 2036.

The 2024 Notes are the secured obligation of the 2024 Issuer, and the Indenture governing the 2024 Notes includes customary covenants and events of default. The 2024 Notes have not been, and will not be, registered under the Securities Act of 1933, as amended, or any state "blue sky" laws and may not be offered or sold in the United States absent registration with the Securities and Exchange Commission or applicable exemption from registration.

The Company serves as collateral manager to the 2024 Issuer under a collateral management agreement (the "Collateral Management Agreement") and has waived any management fee due to it in consideration for providing these services.

For the three months ended June 30, 2024 and 2023, the components of interest expense related to the CLO-III were as follows:

	Three Months Ended June 30,	
	2024	2023
Borrowing interest expense	\$ 3,983	\$ —
Unused fees	—	—
Amortization of deferred financing costs	99	—
Total interest and debt financing expenses	<u>\$ 4,082</u>	<u>\$ —</u>

For the six months ended June 30, 2024 and 2023, the components of interest expense related to the CLO-III were as follows:

	Six Months Ended June 30,	
	2024	2023
Borrowing interest expense	\$ 4,743	\$ —
Unused fees	—	—
Amortization of deferred financing costs	119	—
Total interest and debt financing expenses	<u>\$ 4,862</u>	<u>\$ —</u>

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Summary of Secured Borrowings

The Company's debt obligations consisted of the following as of June 30, 2024 and December 31, 2023:

June 30, 2024

	Wells Fargo Financing Facility	SMBC Financing Facility	CLO-I	CLO-II	CLO-III	Revolving Credit Facility	Total
Total Commitment	\$ 150,000	\$ 150,000	\$ 342,000	\$ 215,000	\$ 215,000	\$ 250,000	\$ 1,322,000
Amount Outstanding ⁽¹⁾	69,000	110,500	342,000	215,000	215,000	77,250	1,028,750
Unused Portion ⁽²⁾	81,000	39,500	—	—	—	172,750	293,250
Amount Available ⁽³⁾	81,000	36,240	—	—	—	172,750	289,990

(1) Amount outstanding on the consolidated statements of assets and liabilities is net of deferred financing costs.

(2) The unused portion on the credit facilities is the amount upon which commitment fees are based.

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

December 31, 2023

	Wells Fargo Financing Facility	SMBC Financing Facility	CLO -I	CLO-II	Revolving Credit Facility	Total
Total Commitment	\$ 275,000	\$ 150,000	\$ 342,000	\$ 215,000	\$ 185,000	\$ 1,167,000
Amount Outstanding ⁽¹⁾	231,000	37,377	342,000	215,000	126,500	951,877
Unused Portion ⁽²⁾	44,000	112,623	—	—	58,500	215,123
Amount Available ⁽³⁾	43,837	112,623	—	—	58,500	214,960

(1) Amount outstanding on the consolidated statements of assets and liabilities is net of deferred financing costs.

(2) The unused portion on the credit facilities is the amount upon which commitment fees are based.

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

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For the three and six months ended June 30, 2024 and 2023, the components of interest expense and debt financing expenses were as follows:

	Three Months Ended June 30,	
	2024	2023
Interest expense	\$ 17,689	\$ 13,610
Unused fees	368	239
Amortization of deferred financing costs	664	449
Total interest and debt financing expenses	\$ 18,721	\$ 14,298
Average interest rate ⁽¹⁾	7.73 %	7.17 %
Average daily borrowings	\$ 939,025	\$ 774,356

	Six Months Ended June 30,	
	2024	2023
Interest expense	\$ 33,026	\$ 25,651
Unused fees	676	506
Amortization of deferred financing costs	1,960	884
Total interest and debt financing expenses	\$ 35,662	\$ 27,041
Average interest rate ⁽¹⁾	7.71 %	6.97 %
Average daily borrowings	\$ 879,476	\$ 756,313

(1) Average interest rate includes borrowing interest expense and unused fees.

Contractual Obligations

The following tables show the contractual maturities of the Company's debt obligations as of June 30, 2024 and December 31, 2023:

As of June 30, 2024	Payments Due by Period				
	Total	Less than 1 Year	1 to 3 years	3 to 5 years	More than 5 Years
Wells Fargo Financing Facility	\$ 69,000	\$ —	\$ 69,000	\$ —	\$ —
SMBC Financing Facility	110,500	—	110,500	—	—
Revolving Credit Facility	77,250	—	—	77,250	—
CLO-I	342,000	—	—	—	342,000
CLO-II	215,000	—	—	—	215,000
CLO-III	215,000	—	—	—	215,000
Total debt obligations	\$ 1,028,750	\$ —	\$ 179,500	\$ 77,250	\$ 772,000

As of December 31, 2023	Payments Due by Period				
	Total	Less than 1 Year	1 to 3 years	3 to 5 years	More than 5 Years
Wells Fargo Financing Facility	\$ 231,000	\$ —	\$ —	\$ 231,000	\$ —
SMBC Financing Facility	37,377	—	37,377	—	—
Revolving Credit Facility	126,500	—	—	126,500	—
CLO-I	342,000	—	—	—	342,000
CLO-II	215,000	—	—	—	215,000
Total debt obligations	\$ 951,877	\$ —	\$ 37,377	\$ 357,500	\$ 557,000

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7. COMMITMENTS AND CONTINGENCIES

In the ordinary course of its business, the Company enters into contracts or agreements that contain indemnifications or warranties. Future events could occur that might lead to the enforcement of these provisions against the Company. The Company believes that the likelihood of such an event is remote; however, the maximum potential exposure is unknown. No accrual has been made in the consolidated financial statements as of June 30, 2024 and December 31, 2023 for any such exposure.

As of June 30, 2024 and December 31, 2023, the Company had the following unfunded commitments to fund delayed draw loans and equity investments:

Portfolio Company	June 30, 2024	December 31, 2023
360 Training	\$ 3,094	\$ —
Allstar Holdings	7,373	7,373
Alternative Logistics Technologies Buyer, LLC	3,040	—
Anne Arundel	366	366
Apex Companies	1,002	1,115
AramSCO	297	—
ARMstrong	3,587	3,847
ASTP Holdings Co-Investment LP	106	34
Bounteous	—	4,467
BusinesSolver	873	970
Chroma Color	1,379	1,379
ClaimLogiq	3,225	3,225
Classic Collision	—	21,867
CMP Ren Partners I-A LP	15	15
Contract Land Staff	3,025	—
Covercraft	—	4,386
Crete	—	1,443
CrossCountry Consulting	3,320	3,320
D&H United Fueling Solutions	—	1,567
Diligent Corporation	3,830	—
DMC Power	1,671	1,671
E78	15,639	2,570
Elevation Labs	2,188	3,125
Eliassen Group, LLC	—	1,903
Engage	7,433	8,113
Ergotech (INS)	1,979	1,979
Evergreen Services Group II	—	4,488
Excel Fitness	2,371	—
EyeSouth	885	885
Fairway Lawns	6,327	419
Firstcall Mechanical Group	20,000	—
GHR Healthcare	2,595	—
Health Management Associates	754	1,026
Heartland Veterinary Partners	3,600	—
High Bar Brands	596	596
Impact Environmental Group	3,928	7,203
Infobase	—	721
Insulation Technology Group	5,912	—
Integrated Power Services	5,487	—
ITSavvy	158	158
Kenco	7,950	1,416
Legacy Service Partners	—	764
Leo Facilities	1,671	6,429
Liberty Group	449	449
Market Performance Group	3,086	—

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Portfolio Company	June 30, 2024	December 31, 2023
MEI Buyer LLC	1,814	1,814
MGM Transformer Company	—	6,388
Mobile Communications America Inc	5,671	5,970
Mosaic Dental	254	553
National Power	3,051	3,051
NearU	3,034	3,291
NJEye, LLC	489	489
North Haven Spartan US Holdco LLC	3,260	—
Online Labels Group	807	807
Ovation Holdings	343	343
Palmetto Exterminators	109	652
Pinnacle Supply Partners, LLC	2,242	3,636
Precision Aviation Group	4,162	4,961
Prompt Care	1,437	—
Propark Mobility	11,995	1,797
PT Intermediate Holdings III, LLC	1,238	—
Randy's Worldwide Automotive	3,060	3,750
Repipe Specialists	—	691
Rhino Tool House	36	921
Riveron	1,607	1,607
RMA Companies	2,789	3,510
RoadOne	1,397	1,397
RoadOne- Common	—	235
S&S Truck Parts	—	246
Sciens Building Solutions, LLC	—	1,623
Sunny Sky Products	1,773	1,773
Tech24	3,046	3,655
Technical Safety Services	1,631	2,429
Tencate	1,540	—
The Facilities Group	4,861	5,028
TIDI Products	4,085	4,085
TPC Wire & Cable Corp	857	—
Trilon Group	1,875	4,407
USA Water	3,037	—
Velosio	1,284	—
Wellspring	3,756	3,756
Wpromote	588	588
WSB / EST	1,307	4,357
Young Innovations	3,448	3,448
Total unfunded commitments	\$ 211,094	\$ 180,547

The Company seeks to carefully consider its unfunded portfolio company commitments for the purpose of planning its ongoing liquidity. As of June 30, 2024, the Company believed it had adequate financial resources to satisfy the unfunded portfolio company commitments.

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8. NET ASSETS

The Company has the authority to issue 500,000,000 shares of common stock, par value \$ 0.01 per share.

IPO and Private Offerings

On January 29, 2024, the Company closed its IPO, issuing 5,500,000 shares of its common stock at a public offering price of \$ 18.05 per share. The Company received total cash proceeds of \$99,275. The Company's common stock began trading on the NYSE under the symbol "NCDL" on January 25, 2024.

Prior to April 28, 2023, in connection with the Private Offerings, the Company entered into subscription agreements ("Subscription Agreements") with investors, pursuant to which investors were required to fund drawdowns to purchase the Company's shares of common stock up to the amount of their respective capital commitment each time the Company delivered a drawdown notice. Following the final drawdown notice dated December 21, 2023 and due on January 5, 2024, all capital commitments had been drawn.

The following table summarizes total shares issued and proceeds received in connection with the IPO and the Company's capital drawdowns delivered pursuant to the Subscription Agreements from inception through June 30, 2024:

Date	Shares Issued	Proceeds Received	Issuance Price per Share
January 29, 2024	5,500,000	\$99,275	\$18.05
January 5, 2024	7,888,094	\$142,382	\$18.05
November 3, 2023	5,497,609	\$100,000	\$18.19
July 17, 2023	4,357,515	\$78,565	\$18.03
April 20, 2023	2,205,038	\$40,000	\$18.14
December 21, 2022	3,193,195	\$60,000	\$18.79
August 1, 2022	2,652,775	\$50,082	\$18.88
April 25, 2022	1,800,426	\$34,964	\$19.42
January 21, 2022	1,541,568	\$30,000	\$19.46
December 9, 2021	1,491,676	\$29,207	\$19.58
November 1, 2021	1,546,427	\$30,000	\$19.40
August 23, 2021	2,593,357	\$50,000	\$19.28
July 26, 2021	1,564,928	\$30,000	\$19.17
June 22, 2021	1,034,668	\$20,000	\$19.33
April 23, 2021	1,845,984	\$35,000	\$18.96
March 11, 2021	785,751	\$15,000	\$19.09
November 6, 2020	1,870,660	\$35,000	\$18.71
October 16, 2020	1,057,641	\$20,000	\$18.91
August 6, 2020	1,105,425	\$20,000	\$18.09
May 7, 2020	1,069,522	\$20,000	\$18.70
December 31, 2019	3,310,540	\$66,211	\$20.00
December 19, 2019	50	\$1	\$20.00

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Distributions

The following table summarizes the Company's distributions declared from inception through June 30, 2024:

Date Declared	Record Date	Payment Date	Dividend per Share
May 1, 2024	June 28, 2024	July 29, 2024	\$0.45
January 10, 2024	February 12, 2025	April 28, 2025	\$0.10 ⁽³⁾
January 10, 2024	November 11, 2024	January 28, 2025	\$0.10 ⁽³⁾
January 10, 2024	August 12, 2024	October 28, 2024	\$0.10 ⁽³⁾
January 10, 2024	May 13, 2024	July 29, 2024	\$0.10 ⁽³⁾
January 10, 2024	March 30, 2024	April 29, 2024	\$0.45
December 28, 2023	December 29, 2023	January 10, 2024	\$0.50
December 28, 2023	December 29, 2023	January 10, 2024	\$0.05 ⁽²⁾
September 28, 2023	September 28, 2023	October 12, 2023	\$0.50
September 28, 2023	September 28, 2023	October 12, 2023	\$0.05 ⁽²⁾
June 28, 2023	June 28, 2023	July 12, 2023	\$0.50
June 28, 2023	June 28, 2023	July 12, 2023	\$0.05 ⁽²⁾
March 30, 2023	March 30, 2023	April 12, 2023	\$0.50
March 30, 2023	March 30, 2023	April 12, 2023	\$0.26 ⁽¹⁾
December 29, 2022	December 29, 2022	January 17, 2023	\$0.50
September 28, 2022	September 28, 2022	October 11, 2022	\$0.47
June 30, 2022	June 30, 2022	July 12, 2022	\$0.43
March 30, 2022	March 31, 2022	April 12, 2022	\$0.41
December 29, 2021	December 29, 2021	January 18, 2022	\$0.40
September 29, 2021	September 29, 2021	October 11, 2021	\$0.38
June 29, 2021	June 29, 2021	July 12, 2021	\$0.31
March 29, 2021	March 29, 2021	April 19, 2021	\$0.30
December 29, 2020	December 29, 2020	January 18, 2021	\$0.28
November 4, 2020	November 4, 2020	November 11, 2020	\$0.23
August 4, 2020	August 4, 2020	August 11, 2020	\$0.28
April 16, 2020	April 16, 2020	April 21, 2020	\$0.17

(1) Represents a special dividend and a supplemental dividend.

(2) Represents a supplemental dividend.

(3) Represents a special dividend.

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The distributions declared were derived from investment company taxable income and net capital gain, if any. The federal income tax characterization of distributions declared and paid for the fiscal year will be determined at fiscal year-end based upon the Company's investment company taxable income for the full fiscal year and distributions paid during the full year.

The following table reflects the shares issued pursuant to the dividend reinvestment from inception through June 30, 2024:

Date Declared	Record Date	Payment Date	Shares Issued¹
January 10, 2024	March 30, 2024	April 29, 2024	189,256
December 28, 2023	December 29, 2023	January 10, 2024	185,541
September 28, 2023	September 28, 2023	October 12, 2023	158,545
June 28, 2023	June 28, 2023	July 12, 2023	128,818
March 30, 2023	March 30, 2023	April 12, 2023	150,703
December 29, 2022	December 29, 2022	January 17, 2023	93,329
September 28, 2022	September 28, 2022	October 11, 2022	68,093
June 30, 2022	June 30, 2022	July 12, 2022	45,341
March 30, 2022	March 31, 2022	April 12, 2022	32,320
December 29, 2021	December 29, 2021	January 18, 2022	23,017
September 29, 2021	September 29, 2021	October 11, 2021	10,639
June 29, 2021	June 29, 2021	July 12, 2021	3,039
March 29, 2021	March 29, 2021	April 19, 2021	1,824
December 29, 2020	December 29, 2020	January 18, 2021	1,550
November 4, 2020	November 4, 2020	November 11, 2020	98
August 4, 2020	August 4, 2020	August 11, 2020	34

(1) All shares issued to shareholders are newly issued shares.

Share Repurchase Plan

On March 5, 2024, the Company entered into a share repurchase plan (the "Company 10b5-1 Plan"), pursuant to which the Company may purchase up to \$99,275 in the aggregate of its outstanding shares of common stock in the open market at prices below its NAV per share over a specified period. Any purchase of the shares pursuant to the Company 10b5-1 Plan will be conducted in accordance with the guidelines and conditions of Rule 10b-18 and Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company adopted the Company 10b5-1 Plan because it believes that, if its common stock is trading below its then-current NAV per share, it will be in the best interest of its stockholders for the Company to reinvest in its portfolio.

The Company 10b5-1 Plan is designed to allow the Company to repurchase its shares of common stock at times when the Company otherwise might be prevented from doing so under insider trading laws. The Company 10b5-1 Plan requires BofA Securities, Inc., as agent, to repurchase shares of common stock on the Company's behalf when the market price per share is below the most recently reported NAV per share (including any updates, corrections or adjustments publicly announced by the Company to any previously announced NAV per share). Under the Company 10b5-1 Plan, the agent will increase the volume of purchases made as the price of the shares of the Company's common stock declines, subject to volume restrictions. The timing and amount of any share repurchases will depend on the terms and conditions of the Company 10b5-1 Plan, the market price of the shares of the Company's common stock and trading volumes, and no assurance can be given that any particular amount of shares of the common stock will be repurchased.

The purchase of shares of common stock pursuant to the Company 10b5-1 Plan is intended to satisfy the conditions of Rule 10b5-1 and Rule 10b-18 under the Exchange Act, and will otherwise be subject to applicable law, including Regulation M, which may prohibit purchases under certain circumstances.

The Company 10b5-1 Plan became effective on March 29, 2024 and commenced on April 1, 2024. The 10b5-1 Plan will terminate upon the earliest to occur of (i) 12-months from the effective date (tolled for periods during which the Company 10b5-1 Plan is suspended), (ii) the end of the trading day on which the aggregate purchase price for all shares of common stock purchased under the Company 10b5-1 Plan equals \$99,275 and (iii) the occurrence of certain other events described in the Company 10b5-1 Plan.

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(dollar amounts in thousands, except per share data)

The following table reflects the shares repurchased pursuant to the Company 10b5-1 Plan for each month from inception through June 30, 2024 (dollar amounts in thousands, except per share data):

Period	Total Number of Shares Repurchased	Average Price Paid per Share	Approximate Dollar Value of Shares that have been Purchased Under the Plan	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan
April 1, 2024 - April 30, 2024	104,075	\$ 17.57	\$ 1,828	\$ 97,447
May 1, 2024 - May 31, 2024	96,598	\$ 17.56	1,696	95,751
June 1, 2024 - June 30, 2024	91,637	\$ 17.73	1,625	94,126
Total	292,310		\$ 5,149	

NUVEEN CHURCHILL DIRECT LENDING CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
(dollar amounts in thousands, except per share data)

9. CONSOLIDATED FINANCIAL HIGHLIGHTS

The following is a schedule of financial highlights for the six months ended June 30, 2024 and 2023:

	Six Months Ended June 30,	
	2024	2023
Per share data:		
Net asset value, beginning of period	\$ 18.13	\$ 18.32
Net investment income ⁽¹⁾⁽²⁾	1.13	1.23
Net realized gain (loss) ⁽¹⁾	(0.05)	0.23
Total net change in unrealized gain (loss) ^{(1) (2)}	(0.15)	(0.55)
Net increase (decrease) in net assets resulting from operations ⁽¹⁾	0.93	0.91
Shareholder distributions from net investment income ⁽³⁾	(1.00)	(1.31)
Other ⁽⁴⁾	(0.03)	0.01
Net asset value, end of period	\$ 18.03	\$ 17.93
Net assets, end of period	\$ 986,372	\$ 557,497
Shares outstanding, end of period	54,705,779	31,099,618
Per share market value, end of period	\$ 17.40	N/A
Total return based on NAV ⁽⁵⁾	5.00 %	5.04 %
Total return based on market value ⁽⁶⁾	1.81 %	N/A
Ratio/Supplemental data:		
Ratio of net expenses to average net assets before expense support and waived fees ^{(2) (7) (8)}	11.81 %	13.14 %
Ratio of net expenses to average net assets after expense support and waived fees ^{(2) (7) (8)}	10.14 %	13.11 %
Ratio of net investment income to average net assets ^{(2) (7)}	13.41 %	13.76 %
Portfolio turnover rate ⁽⁹⁾	8.56 %	3.57 %
Asset Coverage Ratio	195.88 %	167.54 %

(1) The per share data was derived by using the weighted average shares outstanding during the period.

(2) Ratios and per share information have been updated to reflect reclassifications on the consolidated statements of operations for the six months ended June 30, 2023.

(3) The per share data for distributions reflects the actual amount of distributions declared during the period.

(4) Includes the impact of different share amounts used in calculating per share data as a result of calculating certain per share data based on weighted average shares outstanding during the period and certain per share data based on shares outstanding as of a period end or transaction date.

(5) Total return is calculated as the change in NAV per share during the period, plus distributions per share, if any, reinvested in accordance with the Company's dividend reinvestment plan divided by the beginning NAV per share and is not annualized.

(6) Total return based on market value is calculated as the change in market value per share during the respective periods, taking into account distributions, if any, reinvested in accordance with the Company's dividend reinvestment plan. The beginning market value per share is based on the initial public offering price of \$18.05 per share and is not annualized.

(7) Ratios are annualized except for expense included in the Expense Support Agreement (defined in [Note 5](#)). The ratio of total expenses to average net assets before expense support and waived fees was 11.81% and 13.14% for the six months ended June 30, 2024 and 2023, respectively, on an annualized basis, excluding the effect of expense support which represented 0.00% and (0.03)% of average net assets, respectively. The Expense Support Agreement terminated upon consummation of the IPO on January 29, 2024. Average net assets is calculated utilizing quarterly net assets.

(8) The ratio of interest and debt financing expenses to average net assets for the six months ended June 30, 2024 and 2023 was 7.87% and 10.22%, respectively. Average net assets is calculated utilizing quarterly net assets.

(9) Portfolio turnover rate is calculated using the lesser of year-to-date sales or year-to-date purchases over the average of the invested assets at fair value for the periods reported.

NUVEEN CHURCHILL DIRECT LENDING CORP.
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(dollar amounts in thousands, except per share data)

10. SUBSEQUENT EVENTS

The Company's management evaluated subsequent events through the date of issuance of the consolidated financial statements. There have been no subsequent events that occurred during such period that would require disclosure in, or would be required to be recognized in, the consolidated financial statements as of June 30, 2024, except as discussed below.

On July 31, 2024, the Board declared a third quarter regular dividend of \$ 0.45 per share payable on or around October 28, 2024 to shareholders of record as of September 30, 2024.

On July 31, 2024, the Board designated Stephen Potter, one of the Company's current Independent Directors, as the lead Independent Director (the "Lead Independent Director"). The duties of the Lead Independent Director include, among other things, chairing executive sessions of the Independent Directors, acting as a liaison between the Independent Directors and the Chairman of the Board and between the Independent Directors and officers of the Company and the Adviser, facilitating communication among the Independent Directors and the Company's counsel, reviewing and commenting on Board and committee meeting agendas and calling additional meetings of the Independent Directors as appropriate.

On July 31, 2024, based on the recommendation of the Compensation Committee of the Board, the Board approved the following changes to the compensation of the Independent Directors, effective as of January 1, 2025: (a) increase the annual retainer from \$100,000 to \$120,000; (b) increase the annual retainer payable to the Chair of the Audit Committee of the Board from \$10,000 to \$12,000; and (c) pay an annual retainer to the Lead Independent Director of \$12,000.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q. The information in this section contains forward-looking statements, which relate to future events, or the future performance or financial condition of Nuveen Churchill Direct Lending Corp., including its wholly owned subsidiaries (collectively, "we", "us", "our", or the "Company"), and involves numerous risks and uncertainties, including, but not limited to, those set forth in "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2023 and Part II, Item 1A of and elsewhere in this Quarterly Report on Form 10-Q. This discussion also should be read in conjunction with the "Forward-Looking Statements" in this Quarterly Report on Form 10-Q. Actual results could differ materially from those implied or expressed in any forward-looking statements.

Overview

We were formed on March 13, 2018 as a Delaware limited liability company and converted into a Maryland corporation on June 18, 2019, prior to the commencement of operations. We are a closed-end, externally managed, non-diversified management investment company that has elected to be regulated as a business development company ("BDC") under the Investment Company Act of 1940, as amended (the "1940 Act"). In addition, we have elected, and intend to qualify annually thereafter, to be treated for U.S. federal income tax purposes as a regulated investment company (a "RIC") under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code").

Our investment objective is to generate attractive risk-adjusted returns primarily through current income by investing primarily in senior secured loans to private equity-owned U.S. middle market companies, which we define as companies with approximately \$10 million to \$250 million of annual earnings before interest, taxes, depreciation and amortization ("EBITDA"). We primarily focus on investing in U.S. middle market companies, with \$10 million to \$100 million in EBITDA, which we consider the core middle market. Our portfolio is comprised primarily of first-lien senior secured debt and unitranche loans. Although it is not our primary strategy, we also opportunistically invest in junior capital opportunities, including second-lien loans, subordinated debt, and equity co-investments and similar equity-related securities.

We have entered into an investment advisory agreement (as amended and restated, the "Advisory Agreement") with Churchill DLC Advisor LLC (f/k/a Nuveen Churchill Advisors LLC) (the "Adviser"), under which the Adviser has delegated substantially all of its day-to-day portfolio management obligations through a sub-advisory agreement (as amended and restated, the "CAM Sub-Advisory Agreement") to Churchill Asset Management LLC ("Churchill"). In addition, the Adviser and Churchill have engaged Nuveen Asset Management, LLC ("Nuveen Asset Management" and together with the Adviser and Churchill, the "Advisers") pursuant to a sub-advisory agreement (the "NAM Sub-Advisory Agreement"), pursuant to which Nuveen Asset Management may manage a portion of our portfolio consisting of cash and cash equivalents, liquid fixed-income securities (including broadly syndicated loans) and other liquid credit instruments, subject to the pace and amount of investment activity in the middle market investment program. Under the administration agreement (the "Administration Agreement"), we are provided with certain services by an administrator, Churchill BDC Administration LLC (f/k/a Nuveen Churchill Administration LLC) (the "Administrator"). The Adviser, Churchill, Nuveen Asset Management and Administrator are all affiliates and subsidiaries of Nuveen, LLC ("Nuveen"), a wholly owned subsidiary of Teachers Insurance and Annuity Association of America ("TIAA").

Churchill NCDLC CLO-I, LLC ("CLO-I"), Churchill NCDLC CLO-II, LLC ("CLO-II"), Churchill NCDLC CLO-III, LLC ("CLO-III"), Nuveen Churchill BDC SPV IV, LLC ("SPV IV"), Nuveen Churchill BDC SPV V, LLC ("SPV V") and NCDL Equity Holdings LLC ("NCDL Equity Holdings") are wholly owned subsidiaries of the Company and are consolidated in these financial statements commencing from the date of their formation. CLO-I, CLO-II and CLO-III completed term debt securitizations in May 2022, December 2023 and March 2024, respectively. SPV IV and SPV V primarily invest in first-lien senior secured debt and unitranche loans. NCDL Equity Holdings was formed to hold certain equity-related securities.

Beginning with our initial closing in March 2020, we conducted private offerings ("Private Offerings") of our shares of common stock to accredited investors in reliance on exemptions from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"). We held our final closing on April 28, 2023.

On January 29, 2024, we closed our initial public offering ("IPO") and our common stock began trading on the New York Stock Exchange ("NYSE") under the symbol "NCDL" on January 25, 2024.

Key Components of Our Results of Operations

Investments

Our level of investment activity varies substantially from period to period depending on many factors, including the amount we have available to invest as well as the amount of debt and equity capital available to middle market companies, the level of merger and acquisition activity in the middle market, the general economic environment and the competitive environment for the types of investments we make.

To qualify as a RIC, we must, among other things, meet certain source-of-income and asset diversification requirements. To the extent we continue to qualify as a RIC, we generally will not be subject to U.S. federal income tax on any income we timely distribute to our shareholders.

As a BDC, we are required to comply with certain regulatory requirements. For instance, we are generally required to invest at least 70% of our total assets in "qualifying assets," including securities of private or thinly traded public U.S. companies, cash, cash equivalents, U.S. government securities and high-quality debt investments that mature in one year or less.

As a BDC, we must not acquire any assets other than "qualifying assets" specified in the 1940 Act unless, at the time the acquisition is made, at least 70% of our total assets are qualifying assets (with certain limited exceptions). Qualifying assets include investments in "eligible portfolio companies." Under the 1940 Act, the term "eligible portfolio company" includes all private companies, companies whose securities are not listed on a national securities exchange, and certain public companies that have listed their securities on a national securities exchange and have a market capitalization of less than \$250.0 million. In addition, we must be organized in the United States to qualify as a BDC.

Revenues

We generate revenue primarily in the form of interest income on debt investments we hold. In addition, we may generate income from dividends on direct equity investments, and capital gains on the sales of loans or debt and equity securities. Our debt investments generally bear interest at a floating rate usually determined on the basis of a benchmark, such as the Secured Overnight Financing Rate ("SOFR"). Interest on these debt investments is generally paid quarterly. In some instances, we receive payments on our debt investments based on scheduled amortization of the outstanding balances. In addition, we may receive repayments of some of our debt investments prior to their scheduled maturity dates. The frequency or volume of these repayments fluctuates significantly from period to period. Our portfolio activity also may reflect the proceeds of sales of securities. In addition, we may generate revenue in the form of commitment, origination, structuring, diligence, consulting or prepayment fees associated with our investment activities as well as any fees for managerial assistance services rendered by us to portfolio companies and other investment related income.

Expenses

The Adviser, Churchill, Nuveen Asset Management and their respective affiliates are responsible for bearing the compensation and routine overhead expenses allocable to personnel providing investment advisory and management services to us. We bear all other out-of-pocket costs and expenses of its operations and transactions, including those costs and expenses incidental to the provision of investment advisory and management services to us (such as items in the third and fourth bullets listed below).

- our organizational costs;
- calculating net asset value (including the cost and expenses of any independent valuation firm);
- expenses, including travel, entertainment, lodging and meal expenses, incurred by the Advisers, or members of their investment teams or payable to third parties, in evaluating, developing, negotiating, structuring and performing due diligence on prospective portfolio companies, including such expenses related to potential investments that were not consummated, and, if necessary, enforcing our rights;
- fees and expenses incurred by the Advisers (and their affiliates) or the Administrator (or its affiliates) payable to third parties, including agents, consultants or other advisors, in monitoring financial and legal affairs for us and in conducting research and due diligence on prospective investments and equity sponsors, analyzing investment opportunities, structuring our investments and monitoring investments and portfolio companies on an ongoing basis;
- costs and expenses incurred in connection with the incurrence of leverage and indebtedness, including borrowings, credit facilities, securitizations, margin financing, and including any principal or interest on our borrowings and indebtedness;
- offerings, sales, and repurchases of our shares and other securities;

- fees and expenses payable under any underwriting, dealer manager or placement agent agreements;
- investment advisory fees payable under the Advisory Agreement;
- administration fees and expenses, if any, payable under the Administration Agreement (including payments under the Administration Agreement between us and the Administrator, based upon our allocable portion of the Administrator's overhead in performing its obligations under the Administration Agreement, including rent and the allocable portion of the cost of our chief financial officer and chief compliance officer, and their respective staffs);
- any applicable administrative agent fees or loan arranging fees incurred with respect to portfolio investments by the Advisers, the Administrator or an affiliate thereof;
- costs and expenses incurred in implementing or maintaining third-party or proprietary software tools, programs or other technology;
- transfer agent, dividend agent and custodial fees and expenses;
- federal and state registration fees;
- all costs of registration and listing our shares on any securities exchange;
- federal, state and local taxes;
- independent directors' fees and expenses, including reasonable travel, entertainment, lodging and meal expenses, and any legal counsel or other advisors retained by, or at the discretion or for the benefit of, the independent directors;
- costs of preparing and filing reports or other documents required by the SEC or other regulators, and all fees, costs and expenses related to compliance-related matters and regulatory filings related to our activities and/or other regulatory filings, notices or disclosures of the Advisers and their affiliates relating to us and its activities;
- costs of any reports, proxy statements or other notices to shareholders, including printing costs;
- fidelity bond, directors and officers/errors and omissions liability insurance, and any other insurance premiums;
- direct costs and expenses of administration, including printing, mailing, long distance telephone, copying, secretarial and other staff, independent auditors, tax preparers and outside legal costs;
- proxy voting expenses;
- all expenses relating to payments of dividends or interest or distributions in cash or any other form made or caused to be made by our Board to or on account of holders of our securities, including in connection with any dividend reinvestment plan or direct stock purchase plan;
- costs incurred in connection with the formation or maintenance of entities or vehicles to hold our assets for tax or other purposes;
- the allocated costs incurred by the Advisers and/or the Administrator in providing managerial assistance to those portfolio companies that request;
- allocable fees and expenses associated with marketing efforts on our behalf;
- all fees, costs and expenses of any litigation involving us or our portfolio companies and the amount of any judgments or settlements paid in connection therewith, directors and officers, liability or other insurance (including costs of title insurance) and indemnification (including advancement of any fees, costs or expenses to persons entitled to indemnification) or extraordinary expense or liability relating to our affairs;
- fees, costs and expenses of winding up and liquidating our assets; and
- all other expenses incurred by us, the Advisers or the Administrator in connection with administering our business.

Portfolio and Investment Activity

Portfolio Composition

Our portfolio and investment activity for the three and six months ended June 30, 2024 and 2023 is presented below (information presented herein is at amortized cost unless otherwise indicated) (dollar amounts in thousands):

	Three Months Ended June 30,	
	2024	2023
Investments:		
Total investments, beginning of period	\$ 1,814,985	\$ 1,293,592
Purchase of investments	304,976	102,103
Proceeds from principal repayments and sales of investments	(99,977)	(5,759)
Payment-in-kind interest	1,529	551
Amortization of premium/accretion of discount, net	854	628
Net realized gain (loss) on investments	1,017	218
Total investments, end of period	\$ 2,023,384	\$ 1,391,333
Portfolio companies at beginning of period	195	153
Number of new portfolio companies funded	11	9
Number of portfolio companies sold or repaid	(8)	(1)
Portfolio companies, end of period	198	161
Count of investments	434	329
Count of industries	26	23

	Six Months Ended June 30,	
	2024	2023
Investments:		
Total investments, beginning of period	\$ 1,666,169	\$ 1,225,573
Purchase of investments	509,305	202,017
Proceeds from principal repayments and sales of investments	(154,873)	(45,361)
Payment-in-kind interest	3,521	872
Amortization of premium/accretion of discount, net	1,870	1,533
Net realized gain (loss) on investments	(2,608)	6,699
Total investments, end of period	\$ 2,023,384	\$ 1,391,333
Portfolio companies at beginning of period	179	145
Number of new portfolio companies funded	34	20
Number of portfolio companies sold or repaid	(15)	(4)
Portfolio companies, end of period	198	161
Count of investments	434	329
Count of industries	26	23

As of June 30, 2024, our debt portfolio reflected the following characteristics, based on fair value:

- Weighted average reported annual EBITDA of \$76.5 million.¹
- Weighted average of 2.2x interest coverage ratio for our first lien term loans ²
- Weighted average of 4.8x net leverage.³
- Approximately 83% of our debt investments have financial covenants.⁴

¹ These calculations include all private debt investments for which fair value is determined by the Adviser in its capacity as the Valuation Designee of the Company's board of directors (the "Board"), and excludes quoted assets. Amounts are weighted based on fair market value of each respective investment as of its most recent quarterly valuation, which are derived from the most recently available portfolio company financial statements.

² The interest coverage ratio calculation is derived from the most recently available portfolio company financial information received by the Adviser, and is a weighted average based on the fair market value of each respective first lien loan investment as of its most recent reporting to lenders. Such reporting may include assumptions regarding the impact of interest rate hedges established by borrowers to reduce their exposure to floating interest rates (resulting in a reduced hedging rate being used for the total interest expense in respect of such hedges, rather than any higher rates applicable under the documentation for such loans), even if such hedging instruments are not pledged as collateral to lenders in respect of such loans and do not secure the loans themselves. The interest rate coverage ratio excludes junior capital investments and equity co-investments, and applies solely to traditional middle market first lien loans held by us, which also excludes any upper middle market or other first lien loans investments that do not have maintenance financial covenants, and first lien loans that the Adviser has assigned a risk rating of '8' or higher, as well as any portfolio companies with net senior leverage of 15x or greater. As a result of the foregoing exclusions, the interest coverage ratio shown herein applies to 73.71% of our total investments, and 81.35% of our total first lien loan investments, in each case based upon fair value.

³ Net leverage is the ratio of total debt minus cash divided by EBITDA, taking into account only the debt issued through the tranche in which we are a lender. Leverage is derived from the most recently available portfolio company financial statements, and weighted by the fair value of each investment. Net leverage presented excludes equity investments as well as debt instruments to which the Adviser has assigned a risk rating of 8 or higher, and any portfolio companies with net leverage of 15x or greater.

⁴ Represents the percentage of debt investments with one or more maintenance financial covenants.

As of June 30, 2024 and December 31, 2023, our investments consisted of the following (dollar amounts in thousands):

	June 30, 2024			December 31, 2023		
	Amortized Cost	Fair Value	% of Fair Value	Amortized Cost	Fair Value	% of Fair Value
First-Lien Term Loans	\$ 1,818,109	\$ 1,803,988	90.61 %	\$ 1,450,120	\$ 1,427,492	86.95 %
Subordinated Debt ¹	\$ 176,765	\$ 154,692	7.77 %	190,454	183,387	11.17 %
Equity Investments	\$ 28,510	\$ 32,176	1.62 %	25,595	30,807	1.88 %
Total	\$ 2,023,384	\$ 1,990,856	100.00 %	\$ 1,666,169	\$ 1,641,686	100.00 %
Largest portfolio company investment	\$ 31,336	\$ 31,058	1.56 %	\$ 25,309	\$ 25,108	1.53 %
Average portfolio company investment	\$ 10,219	\$ 10,055	0.51 %	\$ 9,308	\$ 9,171	0.56 %

¹As of June 30, 2024, Subordinated Debt is comprised of second lien term loans and/or second lien notes of \$64,121, mezzanine debt of \$89,329 and \$1,242 of structured debt at fair value and second lien term loans and/or second lien notes of \$77,227, mezzanine debt of \$95,284 and \$4,254 of structured debt at amortized cost.

As of December 31, 2023, Subordinated Debt is comprised of second lien term loans and/or second lien notes of \$97,203 mezzanine debt of \$83,528 and \$2,656 of structured debt at fair value and second lien term loans and/or second lien notes of \$100,711, mezzanine debt of \$86,495 and \$3,247 of structured debt at amortized cost.

The industry composition of our portfolio as a percentage of fair value as of June 30, 2024 and December 31, 2023 was as follows:

Industry	June 30, 2024	December 31, 2023
Aerospace & Defense	3.15 %	3.13 %
Automotive	3.38 %	4.95 %
Banking, Finance, Insurance, Real Estate	3.29 %	3.95 %
Beverage, Food & Tobacco	8.40 %	7.76 %
Capital Equipment	5.06 %	4.21 %
Chemicals, Plastics, & Rubber	1.40 %	2.29 %
Construction & Building	4.19 %	3.90 %
Consumer Goods: Durable	1.00 %	1.51 %
Consumer Goods: Non-durable	3.01 %	3.31 %
Containers, Packaging & Glass	4.33 %	3.97 %
Energy: Electricity	2.88 %	1.75 %
Environmental Industries	3.01 %	2.73 %
Healthcare & Pharmaceuticals	12.71 %	12.72 %
High Tech Industries	9.97 %	8.97 %
Media: Advertising, Printing & Publishing	0.93 %	1.12 %
Media: Diversified & Production	0.99 %	0.96 %
Retail	0.29 %	0.35 %
Services: Business	17.46 %	18.43 %
Services: Consumer	4.60 %	4.86 %
Sovereign & Public Finance	0.67 %	0.65 %
Telecommunications	3.26 %	3.17 %
Transportation: Cargo	3.10 %	3.20 %
Transportation: Consumer	0.64 %	0.13 %
Utilities: Electric	0.65 %	0.89 %
Utilities: Water	0.42 %	— %
Wholesale	1.21 %	1.09 %
Total	100.00 %	100.00 %

The weighted average yields of our investments as of June 30, 2024 and December 31, 2023 were as follows:

	June 30, 2024	December 31, 2023
Weighted average yield on debt and income producing investments, at cost ¹	11.32 %	11.72 %
Weighted average yield on debt and income producing investments, at fair value ²	11.41 %	11.94 %
Percentage of debt investments bearing a floating rate	94.76 %	94.61 %
Percentage of debt investments bearing a fixed rate	5.24 %	5.39 %

¹ Weighted average yield inclusive of debt and income producing investments on non-accrual status, at cost, as of June 30, 2024 was 11.15%. There were no investments on non-accrual as of December 31, 2023.

² Weighted average yield inclusive of debt and income producing investments on non-accrual status, at fair value, as of June 30, 2024 was 11.36%. There were no investments on non-accrual as of December 31, 2023.

As of June 30, 2024, 92.81% and 92.91% of our debt and income producing investments at cost and at fair value, respectively, had interest rate floors that govern the minimum applicable interest rates on such loans. As of December 31, 2023, 94.43% and 94.55% of our debt and income producing investments at cost and at fair value, respectively, had interest rate floors that govern the minimum applicable interest rates on such loans.

The weighted average yield of our debt and income producing securities is not the same as a return on investment for our shareholders, but rather relates to our investment portfolio and is calculated before the payment of all of our and our subsidiaries' fees and expenses. The weighted average yield was computed using the effective interest rates as of each respective date, including accretion of original issue discount, but excluding any investments on non-accrual status, if any. There can be no assurance that the weighted average yield will remain at its current level. Total weighted average yields of our debt and income producing investments, at cost, decreased from 11.72% to 11.32% from December 31, 2023 to June 30, 2024. The decrease in weighted average yields was primarily due to the tightening of spreads in newly originated investments in the first half of 2024. Following our IPO on January 29, 2024, we invested in more upper middle market loans than in the fourth quarter of 2023, which had tighter spreads than traditional middle market loans. We also saw an increase in repricing transactions for existing portfolio investments in the first half of 2024.

While the macro-economic environment continues to present challenges for borrowers, with interest rates at elevated levels, we believe the current environment for private credit remains attractive. Spreads continued to tighten in the first half of 2024 amidst increased competition in the broadly syndicated loan market and healthy issuance levels of collateralized loan obligations ("CLO"), but remain compelling relative to historical levels.

As financial markets stabilize and private equity firms become more active in an effort to deploy dry powder and return capital to their investors we are seeing private equity mergers and acquisitions ("M&A") volumes increase, leading to higher levels of demand for middle-market financings. Prepayment activity is also increasing as a result, driven primarily by M&A activity, but also in part by repricing and refinancing while spreads continue to tighten. While prepayments serve as an offset to new transaction activity, we believe that lenders who are well positioned with available liquidity as well as incumbent positions in portfolio companies will benefit from increased levels of activity in the market.

Keeping the macro-economic environment in mind, we are closely monitoring the impacts to our portfolio companies, and we will continue to seek to invest in defensive businesses with low levels of cyclicity and strong levels of free cash flow generation. While we are not seeing signs of a broad-based deterioration in our performance or that of our portfolio companies at this time, there can be no assurance that the performance of certain of our portfolio companies will not be negatively impacted by economic conditions, which could have a negative impact on our future results.

Asset Quality

In addition to various risk management and monitoring tools, we use the Advisers' investment rating system to characterize and monitor the credit profile and expected level of returns on each investment in our portfolio. Churchill, in its capacity as sub-adviser, utilizes a systematic, consistent approach to credit evaluation, with a particular focus on an acceptable level of debt repayment and deleveraging under a "base case" set of projections (the "Base Case"), which reflects a more conservative estimate than the set of projections provided by a prospective portfolio company (the "Management Case"). The following is a description of the conditions associated with each investment rating:

1. **Performing - Superior:** Borrower is performing significantly above Management Case.
2. **Performing - High:** Borrower is performing at or near the Management Case (i.e., in a range slightly below to slightly above).
3. **Performing - Low Risk:** Borrower is operating well ahead of the Base Case to slightly below the Management Case.
4. **Performing - Stable Risk:** Borrower is operating at or near the Base Case (i.e., in a range slightly below to slightly above). This is the initial rating assigned to all new borrowers.
5. **Performing - Management Notice:** Borrower is operating below the Base Case. Adverse trends in business conditions and/or industry outlook are viewed as temporary. There is no immediate risk of payment default and only a low to moderate risk of covenant default.
6. **Watch List - Low Maintenance:** Borrower is operating below the Base Case, with declining margin of protection. Adverse trends in business conditions and/or industry outlook are viewed as probably lasting for more than a year. Payment default is still considered unlikely, but there is a moderate to high risk of covenant default.
7. **Watch List - Medium Maintenance:** Borrower is operating well below the Base Case, but has adequate liquidity. Adverse trends are more pronounced than in Internal Risk Rating 6 above. There is a high risk of covenant default, or it may have already occurred. Payments are current, although subject to greater uncertainty, and there is a moderate to high risk of payment default.

- 8. Watch List - High Maintenance:** Borrower is operating well below the Base Case. Liquidity may be strained. Covenant default is imminent or may have occurred. Payments are current, but there is a high risk of payment default. Negotiations to restructure or refinance debt on normal terms may have begun. Further significant deterioration appears unlikely and no loss of principal is currently anticipated.
- 9. Watch List - Possible Loss:** At the current level of operations and financial condition, the borrower does not have the ability to service and ultimately repay or refinance all outstanding debt on current terms. Liquidity is strained. Payment default may have occurred or is very likely in the short term unless creditors grant some relief. Loss of principal is possible.
- 10. Watch List - Probable Loss:** At the current level of operations and financial condition, the borrower does not have the ability to service and ultimately repay or refinance all outstanding debt on current terms. Payment default is very likely or may have already occurred. Liquidity is extremely limited. The prospects for improvement in the borrower's situation are sufficiently negative that loss of some or all principal is probable.

Churchill regularly monitors and, when appropriate, changes the investment rating assigned to each investment in our portfolio. Each investment team will review the investment ratings in connection with monthly or quarterly portfolio reviews.

The following table shows the investment ratings of the investments in our portfolio (dollar amounts in thousands):

	June 30, 2024			December 31, 2023		
	Fair Value	% of Portfolio	Number of Portfolio Companies	Fair Value	% of Portfolio	Number of Portfolio Companies
1	\$ —	— %	—	\$ —	— %	—
2	—	— %	—	—	— %	—
3	130,153	6.54 %	8	80,342	4.89 %	7
4	1,654,267	83.09 %	156	1,353,243	82.44 %	140
5	130,331	6.55 %	21	138,916	8.46 %	21
6	37,358	1.88 %	6	35,686	2.17 %	6
7	28,431	1.43 %	4	27,653	1.68 %	4
8	1,856	0.09 %	1	5,846	0.36 %	1
9	—	— %	—	—	— %	—
10	8,460	0.42 %	2	—	— %	—
Total	\$ 1,990,856	100.00 %	198	\$ 1,641,686	100.00 %	179

As of June 30, 2024 and December 31, 2023, the weighted average Internal Risk Rating of our investment portfolio was 4.11 and 4.14, respectively. As of June 30, 2024, there were three portfolio companies on non-accrual. As of June 30, 2024, the amortized cost of the portfolio companies on non-accrual status were \$29.1 million, which represents approximately 1.44% of total investments at amortized cost. As of December 31, 2023, there were no loans on non-accrual.

Results of Operations

Operating results for the three and six months ended June 30, 2024 and 2023 were as follows (dollars amounts in thousands):

	Three Months Ended June 30,	
	2024	2023
Investment Income		
Interest income	\$ 53,018	\$ 36,292
Payment-in-kind interest income	1,529	551
Dividend income	33	24
Other income	509	234
Total investment income	55,089	37,101
Expenses		
Interest and debt financing expenses	18,721	14,298
Management fees	3,590	2,475
Incentive fees on net investment income	3,075	—

Professional fees	693	964
Directors' fees	127	95
Administration fees	484	350
Other general and administrative expenses	466	357
Total expenses before expense support and Incentive fees waived	27,156	18,539
Expense support	—	(144)
Incentive fees waived	(3,075)	—
Net Expenses after expense support	24,081	18,395
Net investment income	\$ 31,008	\$ 18,706
Net Realized and Change in Unrealized Gains (Losses)		
Net realized gains (losses)	\$ 1,017	\$ 218
Net change in unrealized gains (losses)	(12,102)	(4,242)
Income tax (provision) benefit	282	(376)
Total net change in unrealized gain (loss)	(11,820)	(4,618)
Total net realized and change in unrealized gains (losses)	(10,803)	(4,400)
Net increase (decrease) in net assets resulting from operations	\$ 20,205	\$ 14,306

	Six Months Ended June 30,	
	2024	2023
Investment Income		
Interest income	\$ 102,096	\$ 69,679
Payment-in-kind interest income	3,521	872
Dividend income	341	40
Other income	726	470
Total investment income	106,684	71,061
Expenses		
Interest and debt financing expenses	35,662	27,041
Management fees	6,854	4,781
Incentive fees on net investment income	7,534	—
Professional fees	1,403	1,554
Directors' fees	255	191
Administration fees	1,026	659
Other general and administrative expenses	743	528
Total expenses before expense support and Incentive fees waived	53,477	34,754
Expense support	—	(158)
Incentive fees waived	(7,534)	—
Net Expenses after expense support	45,943	34,596
Net investment income	\$ 60,741	\$ 36,465
Net Realized and Change in Unrealized Gains (Losses)		
Net realized gains (losses)	\$ (2,608)	\$ 6,699
Net change in unrealized gains (losses)	(8,045)	(15,379)
Income tax (provision) benefit	141	(762)
Total net change in unrealized gain (loss)	(7,904)	(16,141)
Total net realized and change in unrealized gains (losses)	(10,512)	(9,442)
Net increase (decrease) in net assets resulting from operations	\$ 50,229	\$ 27,023

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

Investment income

Investment income, attributable to interest and fees on our debt investments, increased to \$55.1 million and \$106.7 million for the three and six months ended June 30, 2024, respectively, from \$37.1 million and \$71.1 million for the three and six months ended June 30, 2023 respectively, primarily due to increased investment activity driven by an increase in our deployed capital, slightly offset by a decrease in the weighted average yield of our debt and income producing investments as a result of spread tightening. As of June 30, 2024, the size of our portfolio increased to \$2.0 billion from \$1.4 billion as of June 30, 2023, at cost. As of June 30, 2024, the weighted average yield of our debt and income producing investments decreased to 11.32% from 11.37% as of June 30, 2023 on cost, primarily due to overall tightening of spreads in newly originated investments. The shifting environment in base interest rates, such as SOFR and any applicable alternate rates, may affect our investment income in the future.

Expenses

Total expenses before expense support and waived incentive fees increased to \$27.2 million and \$53.5 million for the three and six months ended June 30, 2024, respectively, from \$18.5 million and \$34.8 million for the three and six months ended June 30, 2023, respectively.

Interest and debt financing expenses increased for the three and six months ended June 30, 2024 compared to the three and six months ended June 30, 2023 primarily due to higher average daily borrowings, higher average interest rates, the use of the Revolving Credit Facility (as defined below) in the third quarter of 2023 and the completion of the 2023 Debt Securitization and the 2024 Debt Securitization (each as defined below) on December 7, 2023 and March 14, 2024, respectively. The average daily borrowings for the three and six months ended June 30, 2024 were \$939.0 million and \$879.5 million, respectively, compared to \$774.4 million and \$756.3 million for the three and six months ended June 30, 2023, respectively. The average interest rate for the three and six months ended June 30, 2024 was 7.73% and 7.71%, respectively, compared to 7.17% and 6.97%, respectively, for the three and six months ended June 30, 2023.

The increases in management fees increased for the three and six months ended June 30, 2024 from the comparable periods in 2023 were driven by increases in our total assets. Incentive fees based on income for the three and six months ended June 30, 2024 of \$3.1 million and \$7.5 million, respectively, were waived in accordance with our Advisory Agreement.

Professional fees include legal, audit, tax, valuation, and other professional fees incurred related to the management of us. Administrative fees represent fees paid to the Administrator for our allocable portion of overhead and other expenses incurred by the Administrator in performing its obligations under the administration agreement, including our allocable portion of the cost of the our chief financial officer and chief compliance officer, and their respective staffs. Other general and administrative expenses include insurance, filing, research, rating agencies, subscriptions and other costs. The increases in professional, administration, and other general and administrative fees for the three and six months ended June 30, 2024 from the comparable periods in 2023 was primarily driven by growing needs of the business given the increase in the Company's size year over year.

The expense support amount represents the amount of expenses paid by the Adviser on our behalf in accordance with the Expense Support Agreement (described further below). These expenses were primarily related to professional fees, specifically ordinary course legal expenses incurred by the Company. The Expense Support Agreement automatically terminated pursuant to its terms upon the consummation of the IPO. Refer to the "Related Party Transactions" section below for further details on the Expense Support Agreement.

Net realized gain (loss) and Net change in unrealized gains (losses) on investments

For the three months ended June 30, 2024, we had a net realized gain on investments of \$1.0 million compared to a net realized gain of \$218 thousand for the three months ended June 30, 2023. The increase in the net realized gain was primarily driven by full or partial repayments of our investments. For the six months ended June 30, 2024, we had a net realized loss on investments of \$(2.6) million, compared to a net realized gain of \$6.7 million for the six months ended June 30, 2023. The increase in the net realized loss was primarily driven by a final realization of an underperforming debt position which generated a realized loss in the first quarter of 2024, offset by realized gains in the second quarter of 2024.

For the three months ended June 30, 2024, we recorded a net change in unrealized loss of \$(12.1) million, which resulted from a decrease in fair value primarily attributable to two underperforming portfolio companies. We recorded a net change in unrealized loss of \$(8.0) million for the six months ended June 30, 2024, which resulted from a decrease in fair value of two underperforming portfolio companies in the second quarter of 2024, offset by unrealized gains in the first quarter of 2024 driven primarily from the tightening of market spreads and a reversal of unrealized losses on certain of our underperforming debt positions that were ultimately realized.

For the three months ended June 30, 2023, we recorded a net unrealized loss of \$(4.2) million primarily attributable to modest softening of certain of our portfolio companies' credit metrics partially offset by tightening in market spreads. We recorded a net unrealized loss of (15.4) million for the six months ended June 30, 2023, primarily due to modest softening of certain of our portfolio companies' credit metrics.

Liquidity and Capital Resources

Due to the diverse capital resources available to us at this time, we believe we have adequate liquidity to support our near-term capital requirements. Our liquidity and capital resources are generated primarily from cash flows from income earned from our investments and principal repayments, and our net borrowings from our credit facilities and CLO debt issuances (discussed further below). Prior to our IPO on January 29, 2024, we also generated cash flow from the proceeds of capital drawdowns of our privately placed capital commitments. In the future, we may also generate cash flow from future offerings of securities including issuances of debt and/or equity securities through both public registered offerings using a shelf registration statement and private offerings. Due to an uncertain economic outlook and current market volatility, we regularly evaluate our overall liquidity position and take proactive steps to maintain that position based on such circumstances. The primary uses of our cash are (i) purchases of investments in portfolio companies, (ii) funding the cost of our operations (including fees paid to our Adviser), (iii) debt service, repayment and other financing costs of our borrowings, (iv) cash distributions to the holders of our shares, and (v) share repurchases under the Company 10b5-1 Plan (defined below).

We are generally permitted, under specified conditions, to issue multiple classes of indebtedness and one class of stock senior to our shares if our asset coverage, as defined in the 1940 Act, is at least equal to 150%, if certain requirements are met. In connection with our organization, our Board and TIAA (as our initial shareholder) authorized us to adopt the 150% asset coverage ratio. As of June 30, 2024 and December 31, 2023, our asset coverage ratio was 195.88% and 178.57%, respectively.

Cash and cash equivalents as of June 30, 2024, taken together with cash available under our credit facilities, are expected to be sufficient for our investing activities and to conduct our operations in the near term. As of June 30, 2024, we had \$81.0 million available under our Wells Fargo Financing Facility (as defined below), \$36.2 million available under our SMBC Financing Facility (as defined below), and \$172.8 million available under our SMBC Corporate Revolver (as defined below), subject to asset coverage limitations.

For the six months ended June 30, 2024, our cash and cash equivalents balance increased by \$3.6 million. During that period, \$266.9 million was used in operating activities, primarily relating to investment purchases of \$509.3 million, offset by \$154.9 million in repayments and sales of investments in portfolio companies. During the same period, \$270.5 million was provided by financing activities, consisting primarily of proceeds from issuance of common shares and secured borrowings of \$241.7 million and \$546.3 million, respectively, net of shareholder distributions and repayments of secured borrowings of \$40.8 million and \$469.4 million, respectively.

Equity

Our authorized stock consists of 500,000,000 shares of stock, par value \$0.01 per share, all of which are initially designated as common stock.

IPO and Private Offerings

On January 29, 2024, we closed our IPO, issuing 5,500,000 shares of its common stock at a public offering price of \$18.05 per share. We received total cash proceeds of \$99.3 million. Our common stock began trading on the NYSE under the symbol "NCDL" on January 25, 2024.

Prior to April 28, 2023, in connection with our Private Offerings, we entered into subscription agreements ("Subscription Agreements") with investors, pursuant to which investors were required to fund drawdowns to purchase our shares of common stock up to the amount of their respective capital commitment each time we delivered a drawdown notice. Following the final drawdown notice dated December 21, 2023 and due on January 5, 2024, all capital commitments had been drawn.

The following table summarizes total shares issued and proceeds received in connection with the IPO and the capital drawdowns delivered pursuant to the Subscription Agreements from inception through June 30, 2024 (dollar amounts in thousands, except per share data):

Date	Shares Issued	Proceeds Received	Issuance Price per Share
January 29, 2024	5,500,000	\$99,275	\$18.05
January 5, 2024	7,888,094	\$142,382	\$18.05
November 3, 2023	5,497,609	\$100,000	\$18.19
July 17, 2023	4,357,515	\$78,565	\$18.03
April 20, 2023	2,205,038	\$40,000	\$18.14
December 21, 2022	3,193,195	\$60,000	\$18.79
August 1, 2022	2,652,775	\$50,082	\$18.88
April 25, 2022	1,800,426	\$34,964	\$19.42
January 21, 2022	1,541,568	\$30,000	\$19.46
December 9, 2021	1,491,676	\$29,207	\$19.58
November 1, 2021	1,546,427	\$30,000	\$19.40
August 23, 2021	2,593,357	\$50,000	\$19.28
July 26, 2021	1,564,928	\$30,000	\$19.17
June 22, 2021	1,034,668	\$20,000	\$19.33
April 23, 2021	1,845,984	\$35,000	\$18.96
March 11, 2021	785,751	\$15,000	\$19.09
November 6, 2020	1,870,660	\$35,000	\$18.71
October 16, 2020	1,057,641	\$20,000	\$18.91
August 6, 2020	1,105,425	\$20,000	\$18.09
May 7, 2020	1,069,522	\$20,000	\$18.70
December 31, 2019	3,310,540	\$66,211	\$20.00
December 19, 2019	50	\$1	\$20.00

Dividends and Distributions

To the extent that we have taxable income, we intend to make quarterly distributions to our common shareholders. Dividends and distributions to common shareholders are recorded on the applicable record date. The amount to be distributed to common shareholders is determined by our Board each quarter and is generally based upon the taxable earnings estimated by management and available cash. Net realized capital gains, if any, will generally be distributed at least annually, although we may decide to retain such capital gains for investment.

In connection with the IPO, our Board approved an amended and restated dividend reinvestment plan (the "Amended DRIP"), which became effective on January 29, 2024, concurrent with the consummation of the IPO.

The Amended DRIP changed the dividend reinvestment plan from an "opt in" dividend reinvestment plan to an "opt out" dividend reinvestment plan. As a result of the foregoing, if our Board authorizes, and we declare, a cash dividend or distribution, shareholders that acquired their shares in the IPO and do not "opt out" of the Amended DRIP will have their cash distributions automatically reinvested in additional shares rather than receiving cash. Notwithstanding the foregoing, a shareholder's election (or deemed election) under the dividend reinvestment plan, dated December 19, 2019, will remain in effect for such shareholder and no further action is required by such shareholder with respect to their election under the Amended DRIP.

With respect to each distribution under the Amended DRIP, our Board reserves the right to either issue new shares of common stock or purchase shares of common stock in the open market for the accounts of participants in the Amended DRIP. If newly issued shares are used to implement the Amended DRIP, the number of shares to be issued to a shareholder will be determined by dividing the total dollar amount of the distribution payable to such participant by the market price per share of our common stock at the close of regular trading of the NYSE on the distribution payment date, or if no sale is reported for such day, the average of the reported bid and asked prices. However, if the market price per share on the distribution payment date exceeds the most recently computed NAV per share, we will issue shares at the greater of (i) the most recently computed NAV per share and (ii) 95% of the current market price per share (or such lesser discount to the current market price per share that still exceeds the most recently computed NAV per share). If shares are purchased in the open market to implement the Amended DRIP, the number of shares to be issued to a participant will be determined by dividing the dollar amount of the distribution payable to such participant by the weighted

average price per share for all shares of common stock purchased by the plan administrator in the open market in connection with the dividend or distribution. Although each participant may from time to time have an undivided fractional interest in a share, no certificates for a fractional share will be issued. However, dividends and distributions on fractional shares will be credited to each participant's account.

The following table summarizes the dividends declared from inception through June 30, 2024:

Date Declared	Record Date	Payment Date	Dividend per Share
May 1, 2024	June 28, 2024	July 29, 2024	\$0.45
January 10, 2024	February 12, 2025	April 28, 2025	\$0.10 ⁽³⁾
January 10, 2024	November 11, 2024	January 28, 2025	\$0.10 ⁽³⁾
January 10, 2024	August 12, 2024	October 28, 2024	\$0.10 ⁽³⁾
January 10, 2024	May 13, 2024	July 29, 2024	\$0.10 ⁽³⁾
January 10, 2024	March 30, 2024	April 29, 2024	\$0.45
December 28, 2023	December 29, 2023	January 10, 2024	\$0.50
December 28, 2023	December 29, 2023	January 10, 2024	\$0.05 ⁽²⁾
September 28, 2023	September 28, 2023	October 12, 2023	\$0.50
September 28, 2023	September 28, 2023	October 12, 2023	\$0.05 ⁽²⁾
June 28, 2023	June 28, 2023	July 12, 2023	\$0.50
June 28, 2023	June 28, 2023	July 12, 2023	\$0.05 ⁽²⁾
March 30, 2023	March 30, 2023	April 12, 2023	\$0.50
March 30, 2023	March 30, 2023	April 12, 2023	\$0.26 ⁽¹⁾
December 29, 2022	December 29, 2022	January 17, 2023	\$0.50
September 28, 2022	September 28, 2022	October 11, 2022	\$0.47
June 30, 2022	June 30, 2022	July 12, 2022	\$0.43
March 30, 2022	March 31, 2022	April 12, 2022	\$0.41
December 29, 2021	December 29, 2021	January 18, 2022	\$0.40
September 29, 2021	September 29, 2021	October 11, 2021	\$0.38
June 29, 2021	June 29, 2021	July 12, 2021	\$0.31
March 29, 2021	March 29, 2021	April 19, 2021	\$0.30
December 29, 2020	December 29, 2020	January 18, 2021	\$0.28
November 4, 2020	November 4, 2020	November 11, 2020	\$0.23
August 4, 2020	August 4, 2020	August 11, 2020	\$0.28
April 16, 2020	April 16, 2020	April 21, 2020	\$0.17

(1) Represents a special dividend and a supplemental dividend.

(2) Represents a supplemental dividend.

(3) Represents a special dividend.

The distributions declared were derived from investment company taxable income and net capital gain, if any. The federal income tax characterization of distributions declared and paid for the fiscal year will be determined at fiscal year-end based upon our investment company taxable income for the full fiscal year and distributions paid during the full year.

The following table reflects the shares issued pursuant to the dividend reinvestment plan from inception through June 30, 2024:

Date Declared	Record Date	Payment Date	Shares Issued ¹
January 10, 2024	March 30, 2024	April 29, 2024	189,256
December 28, 2023	December 29, 2023	January 10, 2024	185,541
September 28, 2023	September 28, 2023	October 12, 2023	158,545
June 28, 2023	June 28, 2023	July 12, 2023	128,818
March 30, 2023	March 30, 2023	April 12, 2023	150,703
December 29, 2022	December 29, 2022	January 17, 2023	93,329
September 28, 2022	September 28, 2022	October 11, 2022	68,093
June 30, 2022	June 30, 2022	July 12, 2022	45,341
March 30, 2022	March 31, 2022	April 12, 2022	32,320
December 29, 2021	December 29, 2021	January 18, 2022	23,017
September 29, 2021	September 29, 2021	October 11, 2021	10,639
June 29, 2021	June 29, 2021	July 12, 2021	3,039
March 29, 2021	March 29, 2021	April 19, 2021	1,824
December 29, 2020	December 29, 2020	January 18, 2021	1,550
November 4, 2020	November 4, 2020	November 11, 2020	98
August 4, 2020	August 4, 2020	August 11, 2020	34

(1) All shares issued to shareholders are newly issued shares.

Share Repurchase Plan

On March 5, 2024, we entered into a share repurchase plan (the "Company 10b5-1 Plan"), pursuant to which we may purchase up to \$99.3 million in the aggregate of its outstanding shares of common stock in the open market at prices below its net asset value ("NAV") per share over a specified period. Any purchase of the shares pursuant to the Company 10b5-1 Plan will be conducted in accordance with the guidelines and conditions of Rule 10b-18 and Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We adopted the Company 10b5-1 Plan because we believes that, if our common stock is trading below its then-current NAV per share, it will be in the best interest of its stockholders for us to reinvest in our portfolio.

The Company 10b5-1 Plan is designed to allow us to repurchase our shares of common stock at times when we otherwise might be prevented from doing so under insider trading laws. The Company 10b5-1 Plan requires BofA Securities, Inc., as agent, to repurchase shares of common stock on the Company's behalf when the market price per share is below the most recently reported NAV per share (including any updates, corrections or adjustments publicly announced by us to any previously announced NAV per share). Under the Company 10b5-1 Plan, the agent will increase the volume of purchases made as the price of the shares of the our common stock declines, subject to volume restrictions. The timing and amount of any share repurchases will depend on the terms and conditions of the Company 10b5-1 Plan, the market price of the shares of our common stock and trading volumes, and no assurance can be given that any particular amount of shares of the common stock will be repurchased.

The purchase of shares of common stock pursuant to the Company 10b5-1 Plan is intended to satisfy the conditions of Rule 10b5-1 and Rule 10b-18 under the Exchange Act, and will otherwise be subject to applicable law, including Regulation M, which may prohibit purchases under certain circumstances.

The Company 10b5-1 Plan became effective on March 29, 2024 and commenced on April 1, 2024. The 10b5-1 Plan will terminate upon the earliest to occur of (i) 12-months from the effective date (tolled for periods during which the Company 10b5-1 Plan is suspended), (ii) the end of the trading day on which the aggregate purchase price for all shares of common stock purchased under the Company 10b5-1 Plan equals \$99.3 million and (iii) the occurrence of certain other events described in the Company 10b5-1 Plan.

The following table reflects the shares repurchased pursuant to the Company 10b5-1 Plan for each month from inception through June 30, 2024 (dollar amounts in thousands, except per share data):

Period	Total Number of Shares Repurchased	Average Price Paid per Share	Approximate Dollar Value of Shares that have been Purchased Under the Plan	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan
April 1, 2024 - April 30, 2024	104,075	\$ 17.57	\$ 1,828	\$ 97,447
May 1, 2024 - May 31, 2024	96,598	\$ 17.56	1,696	95,751
June 1, 2024 - June 30, 2024	91,637	\$ 17.73	1,625	94,126
Total	292,310		\$ 5,149	

As of July 31, 2024, BofA Securities, Inc., as agent, repurchased an additional 75,675 shares of the Company's common stock pursuant to the Company 10b5-1 Plan for approximately \$1.33 million.

Shareholder Transfer Restrictions

With respect to any shares of common stock held by a shareholder prior to the date of the IPO prospectus (January 24, 2024), without the prior written consent of the Board:

- for 365 days following the date of the IPO prospectus (January 24, 2024), a shareholder that is affiliated with the Advisers is not permitted to transfer (whether by sale, gift, merger, by operation of law or otherwise), exchange, assign, pledge, hypothecate or otherwise dispose of or encumber any shares of common stock held by such shareholder prior January 24, 2024;
- for 90 days following the date of the date of the IPO prospectus (January 24, 2024), a shareholder (other than certain individuals and entities affiliated with the Advisers, who are subject to the 365-day restriction above) is not permitted to transfer (whether by sale, gift, merger, by operation of law or otherwise), exchange, assign, pledge, hypothecate or otherwise dispose of or encumber any shares of common stock held by such shareholder prior to January 24, 2024;
- beginning with the 91st day following the date of the IPO prospectus (January 24, 2024) through the 180th day following the date of the IPO prospectus (January 24, 2024), a shareholder (other than certain individuals and entities affiliated with the Advisers, who are subject to the 365-day restriction above) is not permitted to transfer (whether by sale, gift, merger, by operation of law or otherwise), exchange, assign, pledge, hypothecate or otherwise dispose of or encumber 85% of the shares of common stock held by such shareholder prior to January 24, 2024; and
- beginning with the 181st day following the date of the IPO prospectus (January 24, 2024) through the 270th day following the date of the IPO prospectus (January 24, 2024), a shareholder (other than certain individuals and entities affiliated with the Advisers, who are subject to the 365-day restriction above) is not permitted to transfer (whether by sale, gift, merger, by operation of law or otherwise), exchange, assign, pledge, hypothecate or otherwise dispose of or encumber 50% of the shares of common stock held by such shareholder prior to January 24, 2024.

Beginning with the 271st day following the date of the IPO prospectus (January 24, 2024), a shareholder (other than certain individuals and entities affiliated with the Advisers, who are subject to the 365-day restriction above) may transfer (whether by sale, gift, merger, by operation of law or otherwise), exchange, assign, pledge, hypothecate or otherwise dispose of or encumber all of the shares of common stock held by such shareholder prior to the date of the IPO.

This means that, as a result of these transfer restrictions, without the consent of the Board, a shareholder (other than certain individuals and entities affiliated with the Advisers, who are subject to the 365-day restriction above) who owned 100 shares of common stock on January 24, 2024 could not sell any of such shares for 90 days following January 24, 2024; 91 days following January 24, 2024, such shareholder could only sell up to 15 of such shares; 181 days following January 24, 2024, such shareholder could only sell up to 50 of such shares; 271 days following January 24, 2024, such shareholder could sell all of such shares.

Income Taxes

We have elected and intend to qualify annually to be treated as a RIC for U.S. federal income tax purposes under the Code. If we qualify as a RIC, we will not be taxed on our investment company taxable income or realized net capital gains, to the extent that such taxable income or gains are distributed, or deemed to be distributed, to shareholders on a timely basis.

Taxable income generally differs from net income for financial reporting purposes due to temporary and permanent differences in the recognition of income and expenses, and generally excludes net unrealized appreciation or depreciation until realized. Dividends declared and paid by us in a year may differ from taxable income for that year as such dividends may include the distribution of current year taxable income or the distribution of prior year taxable income carried forward into and distributed in the current year. Distributions also may include returns of capital.

To qualify for RIC tax treatment, we must, among other things, distribute, with respect to each taxable year, at least 90% of our investment company net taxable income (i.e., our net ordinary income and our realized net short-term capital gains in excess of realized net long-term capital losses, if any). If we qualify as a RIC, we may also be subject to a U.S. federal excise tax, based on distribution requirements of our taxable income on a calendar year basis. Depending on the level of taxable income earned in a tax year, we may choose to carry forward taxable income in excess of current year distributions into the next year and pay a 4% U.S. federal excise tax on such income. Any such carryover taxable income must be distributed through a dividend declared prior to filing the final tax return related to the year that generated such taxable income.

We intend to distribute to our shareholders between 90% and 100% of our annual taxable income (which includes our taxable interest and fee income). We may not be able to achieve operating results that will allow us to make distributions at a specific level or to increase the amount of these distributions from time to time. We cannot assure shareholders that they will receive any distributions or distributions at a particular level.

Secured Borrowings

See [Note 6](#) to the consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q for more information on our secured borrowings.

Subscription Facility

On September 10, 2020, we entered into a revolving credit agreement (the "Subscription Facility Agreement" and the facility thereunder, the "Subscription Facility") with Sumitomo Mitsui Banking Corporation ("SMBC"), as the administrative agent for certain secured parties, the syndication agent, the lead arranger, the book manager, the letter of credit issuer and the lender. The Subscription Facility had a maximum commitment of \$50 million, subject to availability under the "Borrowing Base." The Borrowing Base was calculated based on the unfunded capital commitments of certain investors that had subscribed to purchase shares of the Company, to the extent the capital commitments of such investors also had been approved by SMBC for inclusion in the Borrowing base and met certain additional criteria. The Subscription Facility Agreement expired on September 8, 2023, and we fully paid down the outstanding balance including the accrued interest expense.

Wells Fargo Financing Facility

On December 31, 2019, a wholly owned subsidiary of the Company entered into a credit agreement ("the "Wells Fargo Financing Facility" and the agreement relating thereto, as amended from time to time, the "Wells Fargo Financing Facility Agreement"), with Wells Fargo Bank, N.A. as lender ("Wells Fargo") and administrative agent. The Wells Fargo Financing Facility Agreement was amended on October 28, 2020, March 31, 2022 and March 14, 2024. The most recent amendment on March 14, 2024, among other things: (i) added SPV V as a party to the facility and (ii) decreased the maximum facility amount available from \$275 million to \$150 million, which facility amount may be increased, with the consent of the administrative agent and each applicable lender, to up to \$250 m during the reinvestment period.

The Wells Fargo Financing Facility reinvestment period expires on March 31, 2025 and has a maturity date of March 31, 2027. The Wells Fargo Financing Facility Agreement also requires the Company to maintain an asset coverage ratio equal to at least 1.50:1.00. The amount of the borrowings under the Wells Fargo Financing Facility equals the amount of the outstanding advances. Advances under the Wells Fargo Financing Facility may be prepaid and reborrowed at any time during the reinvestment period, but any termination or reduction of the facility amount prior to the first anniversary of the date of the amendment (subject to certain exceptions) is subject to a commitment reduction fee of 1%. Under the Wells Fargo Financing Facility Agreement, we pay a fee on daily undrawn amounts under the Wells Fargo Financing Facility of 0.25% per annum during the period ending June 14, 2024, 0.50% per annum for the next six months and thereafter, 0.50% per annum on undrawn amounts of up to 40% of the maximum facility amount and 1.50% per annum on undrawn amounts in excess of 40% of the maximum facility amount.

As of June 30, 2024 and December 31, 2023, the Wells Fargo Financing Facility bore interest at a rate of SOFR, reset daily plus 2.20% per annum.

SPV V, beginning March 14, 2024, has pledged all of its assets to the collateral agent to secure their obligations under the Wells Fargo Financing Facility. The Company, and SPV V have made customary representations and warranties and are required to comply with various financial covenants related to liquidity and other maintenance covenants, reporting requirements and other customary requirements for similar facilities.

SMBC Financing Facility

On November 24, 2020, a wholly owned subsidiary of the Company entered into a senior secured revolving credit facility (the "SMBC Financing Facility" and the agreement relating thereto the "SMBC Financing Facility Agreement") with SMBC, as the administrative agent, the collateral agent and the lender. On October 19, 2023, SPV IV entered into the borrower joinder agreement (the "SMBC Joinder") to become party to the SMBC Financing Facility Agreement.

The SMBC Financing Facility Agreement was amended on December 23, 2021, June 29, 2022 and November 21, 2023. The most recent amendment on November 21, 2023 (the "SMBC Financing Facility Amendment"), among other things: (i) extended the reinvestment period from November 24, 2023 to November 24, 2024 and the stated maturity date from November 24, 2025 to November 24, 2026; (ii) changed the interest rate for loans under the SMBC Financing Facility Agreement from (A) either the Base Rate (as defined in the SMBC Financing Facility Agreement) plus 1.15% or the Term SOFR (as defined in the SMBC Financing Facility Agreement) plus 2.15% to (B) either the Base Rate plus 1.65% or Term SOFR plus 2.65%; (iii) reduced the maximum facility amount from \$300 million to \$150 million upon the occurrence of a permitted securitization, subject to a subsequent increase to \$250 million, in the sole discretion of the administrative agent, if so requested by the borrowers; and (iv) provide for an unused commitment fee of, from the three month anniversary of the SMBC Financing Facility Amendment date to the six month anniversary of the Amendment date, 0.50% per annum on the unused commitments and on or after the six month anniversary of the SMBC Financing Facility Amendment date, 0.50% per annum on the unused commitments if such unused commitments are less than 50% of the total commitments and 1.00% per annum on the unused commitments if such unused commitments are greater than or equal to 50% of the total commitments. In connection with the SMBC Financing Facility Amendment, the borrowers paid an extension fee of \$450 thousand plus an annualized fee of 0.30% multiplied by \$150 million based on the length of time (in years) until the occurrence of a permitted securitization. Advances under the SMBC Financing Facility Agreement may be prepaid and reborrowed at any time during the reinvestment period. As of June 30, 2024 and December 31, 2023, the SMBC Financing Facility bore interest at one-month SOFR plus 2.65% and one-month SOFR plus 2.65%, respectively, per annum.

Effective December 7, 2023, following the closing of the 2023 Debt Securitization (discussed further below), the maximum facility amount available was reduced to \$150 million from \$300 million and SPV IV began borrowing under the SMBC Financing Facility.

SPV IV, beginning October 19, 2023, has pledged all of its assets to the collateral agent to secure its obligations under the SMBC Financing Facility. The Company and SPV IV have made customary representations and warranties and are required to comply with various financial covenants related to liquidity and other maintenance covenants, reporting requirements and other customary requirements for similar facilities.

Revolving Credit Facility

On June 23, 2023, we entered into a senior secured revolving credit agreement (the "Senior Secured Revolving Credit Agreement" and facility thereunder, the "Revolving Credit Facility" and together with the Wells Fargo Financing Facility and SMBC Financing Facility, the "Financing Facilities") with SMBC as the lender, administrative agent, and one of the lead arrangers along with Wells Fargo. The Revolving Credit Facility is guaranteed by NCDL Equity Holdings and will be guaranteed by certain of our subsidiaries that are formed or acquired in the future (collectively, the "Guarantors").

The Revolving Credit Facility was amended on April 9, 2024. The amendment, among other things, increased the maximum principal amount available under the Revolving Credit Facility from \$185 million to \$250 million pursuant to the accordion feature, subject to availability under the borrowing base, subject to availability under the borrowing base, which is based on our portfolio investments and other outstanding indebtedness. Maximum capacity under the Revolving Credit Facility may be increased to \$300 million through the exercise by us of an uncommitted accordion feature through which existing and new lenders may, at their option, agree to provide additional financing. The Revolving Credit Facility is secured by a perfected first-priority interest in substantially all of the portfolio investments held by the Company and each Guarantor, subject to certain exceptions, and includes a \$25 million limit for swingline loans.

The availability period under the Revolving Credit Facility will terminate on June 23, 2027 (the "Commitment Termination Date") and will mature on June 23, 2028 (the "Final Maturity Date"). During the period from the Commitment Termination Date to the Final Maturity Date, we will be obligated to make mandatory prepayments out of the proceeds of certain asset sales and other recovery events and equity and debt issuances.

We may borrow amounts in U.S. dollars or certain other permitted currencies. Amounts drawn in U.S. dollars will bear interest at either term SOFR plus a margin, or the prime rate plus a margin. We may elect either the term SOFR or prime rate at the time of drawdown, and loans denominated in U.S. dollars may be converted from one rate to another at any time at our option, subject to certain conditions. Amounts drawn in other permitted currencies will bear interest at the relevant rate specified therein plus an applicable margin. We also will pay a fee of 0.375% on average daily undrawn amounts. As of June 30, 2024, the Revolving Credit Facility bore interest at one-month SOFR plus 2.25% per annum.

The Senior Secured Revolving Credit Agreement includes customary covenants, including certain limitations on the incurrence by the Company of additional indebtedness and on the Company's ability to make distributions to its shareholders, or redeem, repurchase or retire shares of stock, upon the occurrence of certain events, and certain financial covenants related to asset coverage and minimum shareholders' equity, as well as customary events of default.

CLO-I

On May 20, 2022 (the “Closing Date”), the Company completed a \$448.3 million term debt securitization (the “2022 Debt Securitization”). Term debt securitization is also known as a collateralized loan obligation and is a form of secured financing incurred by the Company.

The notes offered in the 2022 Debt Securitization (the “2022 Notes”) were issued by CLO-I, an indirect, wholly owned, consolidated subsidiary of the Company. The 2022 Notes consist of \$199.0 million of AAA Class A-1 2022 Notes, which bear interest at the three-month Term SOFR plus 1.80%; \$34.3 million of AAA Class A-1F 2022 Notes, which bear interest at 4.42%; \$47.3 million of AA Class B 2022 Notes, which bear interest at the three-month Term SOFR plus 2.30%; \$31.5 million of A Class C 2022 Notes, which bear interest at the three-month Term SOFR plus 3.15%; \$27.0 million of BBB Class D 2022 Notes, which bear interest at the three-month Term SOFR plus 4.15%; and approximately \$79.3 million of Subordinated 2022 Notes, which do not bear interest. The Company directly owns all of the BBB Class D 2022 Notes and the Subordinated 2022 Notes and as such, these notes are eliminated in consolidation.

As part of the 2022 Debt Securitization, CLO-I also entered into a loan agreement (the “CLO-I Loan Agreement”) on the Closing Date, pursuant to which various financial institutions and other persons which are, or may become, parties to the CLO-I Loan Agreement as lenders (the “Lenders”) committed to make \$30.0 million of AAA Class A-L 2022 Loans to CLO-I (the “2022 Loans” and, together with the 2022 Notes, the “2022 Debt”). The 2022 Loans bear interest at the three-month Term SOFR plus 1.80% and were fully drawn upon the closing of the transactions. Any Lender may elect to convert all of the Class A-L 2022 Loans held by such Lenders into Class A-1 2022 Notes upon written notice to CLO-I in accordance with the CLO-I Loan Agreement.

The 2022 Debt is backed by a diversified portfolio of senior secured and second lien loans. Through April 20, 2026, all principal collections received on the underlying collateral may be used by CLO-I to purchase new collateral under the direction of the Company, in its capacity as collateral manager of CLO-I and in accordance with the Company’s investment strategy, allowing the Company to maintain the initial leverage in the 2022 Debt Securitization. The 2022 Notes are due on April 20, 2034. The 2022 Loans are scheduled to mature, and, unless earlier repaid, the entire unpaid principal balance thereof is due and payable on April 20, 2034.

The 2022 Debt is the secured obligation of CLO-I, and the indenture and the CLO-I Loan Agreement, as applicable, governing the 2022 Debt includes customary covenants and events of default. The 2022 Debt has not been, and will not be, registered under the Securities Act, or any state “blue sky” laws.

The Company serves as collateral manager to CLO-I under a collateral management agreement (the “Collateral Management Agreement”) and has waived the management fee due to it in consideration for providing these services.

CLO-II

On December 7, 2023 (the “Closing Date”), the Company completed a \$298.1 million term debt securitization (the “2023 Debt Securitization”).

The notes offered in the 2023 Debt Securitization (the “2023 Notes”) were issued by CLO-II, an indirect, wholly owned, consolidated subsidiary of the Company. The 2023 Notes consist of \$2.0 million of AAA Class X 2023 Notes, which bear interest at the three-month Term SOFR plus 2.00%, \$100.5 million of AAA Class A-1 2023 Notes, which bear interest at the three-month Term SOFR plus 2.35%; \$37.5 million of AA Class B 2023 Notes, which bear interest at three-month Term SOFR plus 3.20% and approximately \$83.1 million of Subordinated 2023 Notes, which do not bear interest. The Company directly owns all of the Subordinated 2023 Notes and as such, these notes are eliminated in consolidation.

As part of the 2023 Debt Securitization, CLO-II also entered into a loan agreement (the “CLO-II Loan Agreement”) on the Closing Date, pursuant to which various financial institutions and other persons which are, or may become, parties to the CLO-II Loan Agreement as lenders (the “Lenders”) committed to make \$25.0 million of AAA Class A-L-A 2023 Loans and \$50.0 million AAA Class A-L-B 2023 Loans to CLO-II (the “2023 Loans” and, together with the 2023 Notes, the “2023 Debt”). The 2023 Loans bear interest at the three-month Term SOFR plus 2.35% and were fully drawn upon the closing of the transactions. Any Lender may elect to convert all or a portion of the Class A-L-A 2023 Loans held by such Lenders into Class A-1 2023 Notes upon written notice to CLO-II in accordance with the CLO-II Loan Agreement.

The 2023 Debt is backed by a diversified portfolio of senior secured and second lien loans. Through January 20, 2028, all principal collections received on the underlying collateral may be used by CLO-II to purchase new collateral under the direction of the Company, in its capacity as collateral manager of CLO-II and in accordance with the Company’s investment strategy, allowing the Company to maintain the initial leverage in the 2023 Debt Securitization. The 2023 Notes are due on January 20, 2036. The 2023 Loans are scheduled to mature, and, unless earlier repaid, the entire unpaid principal balance thereof is due and payable on January 20, 2036.

The 2023 Debt is the secured obligation of CLO-II, and the indenture and the CLO-II Loan Agreement, as applicable, governing the 2023 Debt includes customary covenants and events of default. The 2023 Debt has not been, and will not be, registered under the Securities Act, or any state “blue sky” laws.

The Company serves as collateral manager to CLO-II under a collateral management agreement (the “Collateral Management Agreement”) and has waived the management fee due to it in consideration for providing these services.

CLO-III

On March 14, 2024 (the “Closing Date”), the Company completed a \$296,970 term debt securitization (the “2024 Debt Securitization”).

The notes offered in the 2024 Debt Securitization (the “2024 Notes” or “2024 Debt”) were issued by Churchill NCDLC CLO-III, LLC (formerly known as Nuveen Churchill BDC SPV III, LLC) (the “2024 Issuer”), a direct, wholly owned, consolidated subsidiary of the Company, pursuant to an indenture (the “Indenture”) dated as of the Closing Date. The 2024 Notes consist of \$2,000 of AAA Class X 2024 Notes, which bear interest at the three-month Term SOFR plus 1.40%; \$175,500 of AAA Class A 2024 Notes, which bear interest at the three-month Term SOFR plus 2.00%; \$37,500 of AA Class B 2024 Notes, which bear interest at the three-month Term SOFR plus 2.65%; and \$81,970 of Subordinated 2024 Notes, which do not bear interest. The Company directly retained all of the Subordinated 2024 Notes and as such, these notes are eliminated in consolidation.

The 2024 Notes are backed by a diversified portfolio of senior secured and second lien loans. The Indenture contains certain conditions pursuant to which loans can be acquired by the 2024 Issuer, in accordance with rating agency criteria or as otherwise agreed with certain institutional investors who purchased the 2024 Notes. Through April 20, 2028, all principal collections received on the underlying collateral may be used by the 2024 Issuer to purchase new collateral under the direction of the Company, in its capacity as collateral manager of the 2024 Issuer and in accordance with the Company’s investment strategy, allowing the Company to maintain the initial leverage in the 2024 Debt Securitization. The 2024 Notes are due on April 20, 2036.

The 2024 Notes are the secured obligation of the 2024 Issuer, and the Indenture governing the 2024 Notes includes customary covenants and events of default. The 2024 Notes have not been, and will not be, registered under the Securities Act of 1933, as amended, or any state “blue sky” laws and may not be offered or sold in the United States absent registration with the Securities and Exchange Commission or applicable exemption from registration.

The Company serves as collateral manager to the 2024 Issuer under a collateral management agreement (the “Collateral Management Agreement”) and has waived any management fee due to it in consideration for providing these services.

Contractual Obligations

The following tables show the contractual maturities of our debt obligations as of June 30, 2024 and December 31, 2023 (dollar amounts in thousands):

As of June 30, 2024	Payments Due by Period				
	Total	Less than 1 Year	1 to 3 years	3 to 5 years	More than 5 Years
Wells Fargo Financing Facility	\$ 69,000	\$ —	\$ 69,000	\$ —	\$ —
SMBC Financing Facility	110,500	—	110,500	—	—
Revolving Credit Facility	77,250	—	—	77,250	—
CLO-I	342,000	—	—	—	342,000
CLO-II	215,000	—	—	—	215,000
CLO-III	215,000	—	—	—	215,000
Total debt obligations	\$ 1,028,750	\$ —	\$ 179,500	\$ 77,250	\$ 772,000

As of December 31, 2023	Payments Due by Period				
	Total	Less than 1 Year	1 to 3 years	3 to 5 years	More than 5 Years
Wells Fargo Financing Facility	\$ 231,000	\$ —	\$ —	\$ 231,000	\$ —
SMBC Financing Facility	37,377	—	37,377	—	—
Revolving Credit Facility	126,500	—	—	126,500	—
CLO-I	342,000	—	—	—	342,000
CLO-II	\$ 215,000	\$ —	\$ —	\$ —	215,000
Total debt obligations	\$ 951,877	\$ —	\$ 37,377	\$ 357,500	\$ 557,000

Related-Party Transactions

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

- the Advisory Agreement;
- the CAM Sub-Advisory Agreement;
- the NAM Sub-Advisory Agreement;
- the Administration Agreement; and
- the Expense Support Agreement.

On June 7, 2019, the SEC granted an exemptive order (the “Order”) that permits us to participate in negotiated co-investment transactions with certain other funds and accounts sponsored or managed by either of the Advisers and/or their affiliates, subject to the conditions of the Order. Pursuant to the Order, the Company is permitted to co-invest with its affiliates if a “required majority” (as defined in Section 57(o) of the 1940 Act) of the Board’s independent directors make certain conclusions in connection with a co-investment transaction, including, but not limited to, that (1) the terms of the potential co-investment transaction, including the consideration to be paid, are reasonable and fair to the Company and its stockholders and do not involve overreaching in respect of the Company or its stockholders on the part of any person concerned, and (2) the potential co-investment transaction is consistent with the interests of the Company’s stockholders and is consistent with its then-current investment objective and strategies. Neither we nor the affiliated funds are obligated to invest or co-invest when investment opportunities are referred to us or them.

In addition, pursuant to an exemptive order issued by the SEC on April 8, 2020 and applicable to all BDCs through December 31, 2020 (the “Temporary Relief”), the Company was permitted, subject to the satisfaction of certain conditions, to complete follow-on investments in our existing portfolio companies with certain affiliates that are private funds if such private funds did not hold an investment in such existing portfolio company. Without the Temporary Relief, such private funds would not be able to participate in such follow-on investments with us unless the private funds had previously acquired securities of the portfolio company in a co-investment transaction with the Company. Although the Temporary Relief expired on December 31, 2020, the SEC’s Division of Investment Management had indicated that until March 31, 2022, it would not recommend enforcement action, to the extent that any BDC with an existing co-investment order continues to engage in certain transactions described in the Temporary Relief, pursuant to the same terms and conditions described therein. The conditional exemptive order is no longer effective; however, on October 14, 2022, the SEC granted an exemptive order to permit the Company to continue to complete follow-on investments in its existing portfolio companies with certain affiliates that are private funds if such private funds did not hold an investment in such existing portfolio company, subject to certain conditions.

Expense Support Agreement

On December 31, 2019, we entered into the Expense Support Agreement with the Adviser. The Expense Support Agreement automatically terminated pursuant to its terms upon the consummation of the IPO on January 29, 2024. Under the Expense Support Agreement, the Adviser was able to pay certain of our expenses (each, an “Expense Payment”), provided that no portion of the payment was used to pay any of our interest expense. Such Expense Payment was made in any combination of cash or other immediately available funds no later than forty-five days after a written commitment from the Adviser to pay such expense, and/or by an offset against amounts due from us to the Adviser or its affiliates. The cumulative amount of expense payments by the Adviser under the Expense Support Agreement was \$2,979, of which \$1,101 was reimbursed by the Company prior to the termination of the Expense Support Agreement.

Off-Balance Sheet Arrangements

In the ordinary course of its business, the Company enters into contracts or agreements that contain indemnifications or warranties. Future events could occur which may give rise to liabilities arising from these provisions against us. We believe that the likelihood of such an event is remote; however, the maximum potential exposure is unknown. No accrual has been made in these consolidated financial statements as of June 30, 2024 and December 31, 2023. We have in the past and may in the future become obligated to fund commitments such as delayed draw commitments.

For more information on our off-balance sheet arrangements, commitments and contingencies see [Note 7](#) to the consolidated financial statements in Part I, Item 1 of this Quarterly Report Form 10-Q.

Critical Accounting Policies and Estimates

The preparation of our consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses. Changes in the economic environment, financial markets, and any other parameters used in determining such estimates could cause actual results to differ. Our critical accounting policies and estimates, including those relating to the valuation of our portfolio investments, are described below. We consider the most significant accounting policies to be those related to our Valuation of Portfolio Investments, Revenue Recognition, and U.S. Federal Income Taxes, are described below. The valuation of investments is our most significant critical estimate. The critical accounting policies and estimates should be read in connection with our risk factors as disclosed under the heading "Risk Factors" in our Annual Report on Form 10-K for year ended December 31, 2023.

Valuation of Portfolio Investments

At all times, consistent with U.S. GAAP and the 1940 Act, we conduct a valuation of our assets, pursuant to which our net asset value is determined.

Our assets are valued on a quarterly basis, or more frequently if required under the 1940 Act. Pursuant to Rule 2a-5 under the 1940 Act, the Board has designated the Adviser as the Company's valuation designee (the "Valuation Designee") to determine the fair value of the Company's investments that do not have readily available market quotations, which became effective beginning with the fiscal quarter ended March 31, 2023. Pursuant to the Company's valuation policy approved by the Board, a valuation committee comprised of employees of the Adviser (the "Valuation Committee") is responsible for determining the fair value of the Company's assets for which market quotations are not readily available, subject to the oversight of the Board.

Investments for which market quotations are readily available are typically valued at those market quotations. Market quotations are obtained from independent pricing services, where available. Generally investments marked in this manner will be marked at the mean of the bid and ask of the quotes obtained. To validate market quotations, we utilize a number of factors to determine if the quotations are representative of fair value, including the source and number of the quotations.

With respect to investments for which market quotations are not readily available, we or an independent third-party valuation firm engaged by the Valuation Designee, will take into account relevant factors in determining the fair value of our investments, including and in combination of: comparison to publicly traded securities, including factors such as yield, maturity and measures of credit quality; the enterprise value of a portfolio company; the nature and realizable value of any collateral; the portfolio company's ability to make payments and its earnings and discounted cash flows; and the markets in which the portfolio company does business. Investment performance data utilized are the most recently available financial statements and compliance certificates received from the portfolio companies as of the measurement date which in many cases may reflect a lag in information. The independent third-party valuation firm provides a fair valuation report, a description of the methodology used to determine the fair value and their analysis and calculations to support their conclusion.

When an external event such as a purchase transaction, public offering or subsequent sale or paydown occurs, we use the pricing indicated by the external event to corroborate our valuation.

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

Our accounting policy on the fair value of our investments is critical because the determination of fair value involves subjective judgments and estimates. Accordingly, the notes to our consolidated financial statements express the uncertainty with respect to the possible effect of these valuations, and any change in these valuations, on the consolidated financial statements.

For more information on the fair value hierarchies, our framework for determining fair value and the composition of our portfolio see [Note 4](#) to the consolidated financial statements in Part I, Item 1 of this Quarterly Report Form 10-Q.

Revenue Recognition

Our revenue recognition policies are as follows:

Net realized gains (losses) on investments: Investment transactions are recorded on the trade date. Realized gains or losses are measured by the difference between the net proceeds from the repayment or sale and the amortized cost basis of the investment using the specific identification method.

Investment Income: Interest income, including amortization of premium and accretion of discount on loans are recorded on the accrual basis. We accrue interest income based on the effective yield if we expect that, ultimately, we will be able to collect such income. We may have loans in our portfolio that contain payment-in-kind ("PIK") income provisions. PIK represents interest that is accrued and recorded as interest income at the contractual rates, increases the loan principal on the respective capitalization dates, and is generally due at maturity.

Other income may include income such as consent, waiver, amendment, unused, and prepayment fees associated with our investment activities as well as any fees for managerial assistance services rendered by us to our portfolio companies. Such fees are recognized as income when earned or the services are rendered.

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

Non-accrual: Generally, if a payment default occurs on a loan in the portfolio, or if management otherwise believes that the issuer of the loan will not be able to make contractual interest payments or principal payments, the Sub-Adviser will place the loan on non-accrual status and we will cease recognizing interest income on that loan until all principal and interest is current through payment or until a restructuring occurs, such that the interest income is deemed to be collectible even though we remain contractually entitled to this interest. We may make exceptions to this policy if the loan has sufficient collateral value and is in the process of collection. Accrued interest is written off when it becomes probable that the interest will not be collected and the amount of uncollectible interest can be reasonably estimated.

U.S. Federal Income Taxes

We have elected to be treated as a BDC under the 1940 Act. We have elected, and intend to qualify annually thereafter, to be treated as a RIC under the Code. So long as we maintain our qualification as a RIC, we generally will not be subject to U.S. federal income or excise taxes on any ordinary income or capital gains that we timely distribute at least annually to our stockholders as dividends. As a result, any tax liability related to income earned and distributed by us represents obligations of our stockholders and will not be reflected in our consolidated financial statements.

We evaluate tax positions taken or expected to be taken in the course of preparing our financial statements to determine whether the tax positions are "more-likely-than-not" to be sustained by the applicable tax authority. Tax positions not deemed to meet the "more-likely-than-not" threshold are reversed and recorded as a tax benefit or expense in the current year. All penalties and interest associated with income taxes are included in income tax expense. Conclusions regarding tax positions are subject to review and may be adjusted at a later date based on factors including, but not limited to, on-going analyses of tax laws, regulations and interpretations thereof. As of June 30, 2024, the Company did not have any uncertain tax positions that met the recognition or measurement criteria, nor did the Company have any unrecognized tax benefits.

Our accounting policy on income taxes is critical because if we are unable to maintain our status as a RIC, we would be required to record a provision for U.S. federal income taxes which may be significant to our financial results.

Recent Developments

On July 31, 2024, the Board declared a third quarter regular dividend of \$ 0.45 per share payable on or around October 28, 2024 to shareholders of record as of September 30, 2024.

On July 31, 2024, the Board designated Stephen Potter, one of the Company's current Independent Directors, as the lead Independent Director (the "Lead Independent Director"). The duties of the Lead Independent Director include, among other things, chairing executive sessions of the Independent Directors, acting as a liaison between the Independent Directors and the Chairman of the Board and between the Independent Directors and officers of the Company and the Adviser, facilitating communication among the Independent Directors and the Company's counsel, reviewing and commenting on Board and committee meeting agendas and calling additional meetings of the Independent Directors as appropriate.

On July 31, 2024, based on the recommendation of the Compensation Committee of the Board, the Board approved the following changes to the compensation of the Independent Directors, effective as of January 1, 2025: (a) increase the annual retainer from \$100,000 to \$120,000; (b) increase the annual retainer payable to the Chair of the Audit Committee of the Board from \$10,000 to \$12,000; and (c) pay an annual retainer to the Lead Independent Director of \$12,000.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Uncertainty with respect to, among other things, elevated interest rates, inflationary pressures, the ongoing conflict between Russia and Ukraine, the ongoing war in the Middle East, and the failure of major financial institutions introduced significant volatility in the financial markets, and the effects of this volatility has materially impacted and could continue to materially impact our market risks, including those listed below.

Valuation Risk

We have invested, and plan to continue to invest, primarily in illiquid debt and equity securities of private companies. Most of our investments do not have a readily available market price, and we value these investments at fair value as determined in good faith by the Adviser, as the Valuation Designee, in accordance with our valuation policy subject to the oversight of the Board and, based on, among other things, the input of the independent third-party valuation firms engaged by the Valuation Designee. There is no single standard for determining fair value. As a result, determining fair value requires that judgment be applied to the specific facts and circumstances of each portfolio investment while employing a consistently applied valuation process for the types of investments we make. If we were required to liquidate a portfolio investment in a forced or liquidation sale, we may realize amounts that are different from the amounts presented and such differences could be material.

Interest Rate Risk

We are subject to interest rate risk. Interest rate risk is defined as the sensitivity of our current and future earnings to interest rate volatility, variability of spread relationships, the difference in re-pricing internals between our assets and liabilities and the effect that interest rates may have on our cash flows. Because we fund a portion of our investments with borrowings, our net investment income is affected by the difference between the rate at which we invest and the rate at which we borrow. Our net investment income is also affected by fluctuations in various interest rates, including the replacement of LIBOR with alternate rates and prime rates, to the extent our debt investments include floating interest rates. As a result, there can be no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income.

Between March 2022 and July 2023, the Federal Reserve rapidly raised its benchmark interest rate, bringing it to the 5.25% to 5.50% range. Although the Federal Reserve has left its benchmark rate steady since July 2023 and recently has indicated a bias in favor of eventually cutting its benchmark interest rate, it also has indicated that additional rate increases in the future may be necessary to mitigate inflationary pressures, and there can be no assurance that the Federal Reserve will not make upwards adjustments to the federal funds rate in the future. In a high interest rate environment, our cost of funds would increase, which could reduce our net investment income if there is not a corresponding increase in interest income generated by our investment portfolio. It is possible that the Federal Reserve's tightening cycle could result the United States into a recession, which would likely decrease interest rates. A prolonged reduction in interest rates will reduce our gross investment income and could result in a decrease in our net investment income if such decreases in base rates, such as SOFR or other alternate rates, are not offset by corresponding increases in the spread over such base rate that we earn on any portfolio investments, a decrease in our operating expenses, or a decrease in the interest rate associated with our borrowings.

As of June 30, 2024, on a fair value basis, approximately 5.24% of our debt investments bear interest at a fixed rate and approximately 94.76% of our debt investments bear interest at a floating rate. As of June 30, 2024, 98.01% of our floating rate debt investments are subject to interest rate floors. Our credit facilities along with our debt issued in our collateralized loan obligations are also subject to floating interest rates and are currently paid based on floating SOFR rates.

The following table estimates the potential changes in net cash flow generated from interest income and expenses, should interest rates increase or decrease by 100, 200 or 300 basis points. Interest income is calculated as revenue from interest generated from our portfolio of investments held on June 30, 2024. Interest expense is calculated based on the terms of the credit facilities and the collateralized loan obligations using the outstanding balance as of June 30, 2024. Interest expense on the credit facilities and the debt issued in our collateralized loan obligations is calculated using the interest rate as of June 30, 2024, adjusted for the impact of hypothetical changes in rates, as shown below. The base interest rate case assumes the rates on our portfolio investments remain unchanged from the actual effective interest rates as of June 30, 2024.

Actual results could differ significantly from those estimated in the table (dollars amounts in thousands).

Changes in Interest Rates	Interest Income	Interest Expense	Net Income
-300 Basis Points	\$ (28,094)	\$ (15,389)	(12,705)
-200 Basis Points	\$ (18,730)	\$ (10,259)	(8,471)
-100 Basis Points	\$ (9,365)	\$ (5,130)	(4,235)
+100 Basis Points	\$ 9,365	\$ 5,130	4,235
+200 Basis Points	\$ 18,730	\$ 10,259	8,471
+300 Basis Points	\$ 28,094	\$ 15,389	12,705

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

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

Based on that evaluation, we, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of June 30, 2024 and provided reasonable assurance that information required to be disclosed in our periodic SEC filings is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. However, in evaluating the disclosure controls and procedures, we recognize that any controls and procedures, no matter how well designed and operated can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of such possible controls and procedures.

Changes in Internal Controls Over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We, and our consolidated subsidiaries, the Adviser and the Sub-Adviser are not currently subject to any material legal proceedings, nor, to our knowledge, are any material legal proceedings threatened against us or them. From time to time, we, our consolidated subsidiaries and/or the Adviser and Sub-Adviser may be a party to certain legal proceedings in the ordinary course of business, including proceedings relating to the enforcement of our rights under contracts with our portfolio companies. Our business also is subject to extensive regulation, which may result in regulatory proceedings against us.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors previously disclosed under Item 1A in our Annual Report on Form 10-K for the year ended December 31, 2023. For a discussion of our potential risks and uncertainties, see the information under the heading “Risk Factors” in our Annual Report on [Form 10-K](#) filed with the SEC on February 27, 2024, which is accessible on the SEC’s website at [sec.gov](#).

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Sales of Unregistered Securities

Except as previously reported by us on our Current Reports on Form 8-K, we did not sell any securities during the period covered by this Quarterly Report on Form 10-Q that were not registered under the Securities Act of 1933, as amended.

Issuer Purchases of Equity Securities

On March 5, 2024, the Company entered into a share repurchase plan (the “Company 10b5-1 Plan”), pursuant to which the Company may purchase up to \$99,275,000 in the aggregate of its outstanding shares of common stock in the open market at prices below its NAV per share over a specified period. Any purchase of the shares pursuant to the Company 10b5-1 Plan will be conducted in accordance with the guidelines and conditions of Rule 10b-18 and Rule 10b5-1 of the Exchange Act. The Company adopted the Company 10b5-1 Plan because it believes that, if its common stock is trading below its then-current NAV per share, it will be in the best interest of its stockholders for the Company to reinvest in its portfolio.

The Company 10b5-1 Plan is designed to allow the Company to repurchase its shares of common stock at times when the Company otherwise might be prevented from doing so under insider trading laws. The Company 10b5-1 Plan requires BofA Securities, Inc., as agent, to repurchase shares of common stock on the Company’s behalf when the market price per share is below the most recently reported NAV per share (including any updates, corrections or adjustments publicly announced by the Company to any previously announced NAV per share). Under the Company 10b5-1 Plan, the agent will increase the volume of purchases made as the price of the shares of the Company’s common stock declines, subject to volume restrictions. The timing and amount of any share repurchases will depend on the terms and conditions of the Company 10b5-1 Plan, the market price of the shares of the Company’s common stock and trading volumes, and no assurance can be given that any particular amount of shares of the common stock will be repurchased.

The purchase of shares of common stock pursuant to the Company 10b5-1 Plan is intended to satisfy the conditions of Rule 10b5-1 and Rule 10b-18 under the Exchange Act, and will otherwise be subject to applicable law, including Regulation M, which may prohibit purchases under certain circumstances.

The Company 10b5-1 Plan became effective on March 29, 2024 and commenced on April 1, 2024. The 10b5-1 Plan will terminate upon the earliest to occur of (i) 12-months from the effective date (tolled for periods during which the Company 10b5-1 Plan is suspended), (ii) the end of the trading day on which the aggregate purchase price for all shares of common stock purchased under the Company 10b5-1 Plan equals \$99,275,000 and (iii) the occurrence of certain other events described in the Company 10b5-1 Plan.

The following table reflects the shares repurchased pursuant to the Company 10b5-1 Plan for each month from inception through June 30, 2024 (dollar amounts in thousands, except per share data):

Period	Total Number of Shares Repurchased	Average Price Paid per Share	Approximate Dollar Value of Shares that have been Purchased Under the Plan	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan
April 1, 2024 - April 30, 2024	104,075	\$ 17.57	\$ 1,828	\$ 97,447
May 1, 2024 - May 31, 2024	96,598	\$ 17.56	1,696	95,751
June 1, 2024 - June 30, 2024	91,637	\$ 17.73	1,625	94,126
Total	292,310		\$ 5,149	

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

(a) None.

(b) None.

(c) For the period covered by this Quarterly Report on Form 10-Q, no director or officer of the Company has entered into any (i) contract, instruction or written plan for the purchase or sale of securities of the Company intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act or (ii) any non-Rule 10b5-1 trading arrangement.

ITEM 6. EXHIBITS

[Articles of Amendment and Restatement](#) (1)

[Articles of Amendment](#) (2)

[Bylaws](#) (2)

[Certificate of Merger of Churchill Middle Market CLO V Ltd.](#) (1)

[Form of Subscription Agreement](#) (1)

[Form of Stock Certificate](#) (1)

[Certification of Chief Executive Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended](#) *

[Certification of Chief Financial Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended](#) *

[Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as amended](#)*

~~Inline~~ XBRL Instance Document

~~Schema~~ XBRL Taxonomy Extension Schema Document

~~Calc~~ XBRL Taxonomy Extension Calculation Linkbase Document

~~Def~~ XBRL Taxonomy Extension Definition Linkbase Document

~~Label~~ XBRL Taxonomy Extension Label Linkbase Document

~~Presentation~~ XBRL Taxonomy Extension Presentation Linkbase Document

~~Cover Page~~ Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

(1) Previously filed on January 29, 2020 with Amendment No. 1 to the Company's Registration Statement on Form 10 (File No. 000-56133) and incorporated by reference herein.

(2) Previously filed on June 2, 2020 with the Company's Current Report on Form 8-K and incorporated by reference herein.

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.

Nuveen Churchill Direct Lending Corp.

By: /s/ Kenneth Kencel

Name: Kenneth Kencel

Title: President and Chief Executive Officer

By: /s/ Shai Vichness

Name: Shai Vichness

Title: Chief Financial Officer and Treasurer

Date: August 6, 2024

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

I, Kenneth Kencel, Chief Executive Officer of Nuveen Churchill Direct Lending Corp., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Nuveen Churchill Direct Lending Corp.;
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. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in the Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (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. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2024

By: /s/ Kenneth Kencel

Name: Kenneth Kencel

Title: President and Chief Executive Officer

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

I, Shai Vichness, Chief Financial Officer of Nuveen Churchill Direct Lending Corp., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Nuveen Churchill Direct Lending Corp.;
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. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in the Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (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. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2024

By: /s/ Shai Vichness

Name: Shai Vichness

Title: Chief Financial Officer and Treasurer

**CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 (18 U.S.C. 1350)**

In connection with the quarterly report of Nuveen Churchill Direct Lending Corp. on Form 10-Q for the period ended June 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of Nuveen Churchill Direct Lending Corp. does hereby certify, to the best of such officer's knowledge and belief, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Nuveen Churchill Direct Lending Corp.

Date: August 6, 2024

/s/ Kenneth Kencel

Name: Kenneth Kencel

Title: President and Chief Executive Officer

Date: August 6, 2024

/s/ Shai Vichness

Name: Shai Vichness

Title: Chief Financial Officer and Treasurer