UNITED STATES OF AMERICA BEFORE THE SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940 Release No. 29860 / November 10, 2011

In the Matter of

NGP CAPITAL RESOURCES COMPANY NGP CO-INVESTMENT OPPORTUNITY FUND, LP NGP INVESTMENT ADVISOR, L.P.

1221 McKinney Street, Suite 2975 Houston, TX 77010

(812-13695)

ORDER UNDER SECTIONS 57(a)(4) and 57(i) OF THE INVESTMENT COMPANY ACT OF 1940 AND RULE 17d-1 UNDER THE ACT

NGP Capital Resources Company, NGP Co-Investment Opportunity Fund, LP and NGP Investment Advisor, L.P. filed an application on September 8, 2009, and amendments to the application on December 17, 2009, January 5, 2011, August 25, 2011, and October 6, 2011, for an order under section 57(a)(4) and 57(i) of the Investment Company Act of 1940 ("Act") and rule 17d-1 under the Act to permit certain joint transactions otherwise prohibited by section 57(a)(4) of the Act. The order would permit a business development company ("BDC") to co-invest with certain affiliates in portfolio companies.

On October 7, 2011, a notice of the filing of the application was issued (Investment Company Act Release No. 29831). The notice gave interested persons an opportunity to request a hearing and stated that an order disposing of the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information set forth in the application, as amended, that participation by the BDC in the proposed transactions is consistent with the provisions, policies and purposes of the Act and is on a basis no less advantageous than that of other participants.

Accordingly,

IT IS ORDERED, under sections 57(a)(4) and 57(i) of the Act, and rule 17d-1 under the Act, that the relief requested by NGP Capital Resources Company, et al. (File No. 812-13695) is granted, effective immediately, subject to the conditions contained in the application, as amended.

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

Elizabeth M. Murphy Secretary