BABSON CAPITAL PARTICIPATION INVESTORS

Form N-CSRS September 06, 2013

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

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-5531

**Babson Capital Participation Investors** 

(Exact name of registrant as specified in charter)

1500 Main Street, P.O. Box 15189, Springfield, MA 01115-5189

(Address of principal executive offices) (Zip code)

Christopher A. DeFrancis, Vice President and Secretary 1500 Main Street, Suite 2800, P.O. Box 15189, Springfield, MA 01115-5189

(Name and address of agent for service)

Registrant's telephone number, including area code: 413-226-1000

Date of fiscal year end: 12/31

Date of reporting period: 06/30/13

Form N-CSR is to be used by management investment companies to file reports with the Commission not later than 10 days after the transmission to stockholders of any report that is required to be transmitted to stockholders under Rule 30e-1 under the Investment Company Act of 1940 (17 CFR 270.30e-1). The Commission may use the information provided on Form N-CSR in its regulatory, disclosure review, inspection and policymaking roles.

A registrant is required to disclose the information specified by Form N-CSR, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-CSR unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct

comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to Secretary, Securities and Exchange Commission, 110 F Street NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

ITEM 1. REPORT TO STOCKHOLDERS.
Attached hereto is the semi-annual shareholder report transmitted to shareholders pursuant to Rule 30e-1 of the Investment Company Act of 1940, as amended.

Adviser Babson Capital Management LLC 1500 Main Street, P.O. Box 15189 Springfield, Massachusetts 01115-5189

Independent Registered Public Accounting Firm KPMG LLP Boston, Massachusetts 02110

Counsel to the Trust Ropes & Gray LLP Boston, Massachusetts 02110

Custodian State Street Bank and Trust Company Boston, Massachusetts 02116 Transfer Agent & Registrar DST Systems, Inc. P.O. Box 219086 Kansas City, MO 64121-9086 1-800-647-7374

Internet Website www.babsoncapital.com/mpv

Babson Capital Participation Investors c/o Babson Capital Management LLC 1500 Main Street, Suite 2200 Springfield, Massachusetts 01115 (413) 226-1516

#### **Investment Objective and Policy**

Babson Capital Participation Investors (the "Trust") is a closed-end management investment company, first offered to the public in 1988, whose shares are traded on the New York Stock Exchange under the trading symbol "MPV". The Trust's share price can be found in the financial section of most newspapers under either the New York Stock Exchange listings or Closed-End Fund Listings.

The Trust's investment objective is to maximize total return by providing a high level of current income, the potential for growth of income, and capital appreciation. The Trust's principal investments are privately placed, below-investment grade (as defined below), long-term debt obligations purchased directly from their issuers, which tend to be smaller companies. At least half of these investments normally include equity features such as warrants, conversion rights, or other equity features that provide the Trust with the opportunity to realize capital gains. The Trust will also invest in publicly traded debt securities (including high yield securities), again with an emphasis on those with equity features, and in convertible preferred stocks and, subject to certain limitations, readily marketable equity securities. Below-investment grade or high yield securities have predominantly speculative characteristics with respect to the capacity of the issuer to pay interest and repay principal. The Trust is prohibited from purchasing below-investment grade securities if, after giving effect to the purchase, more than 75% of the Trusts' total assets Babson Capital Management LLC ("Babson Capital") manages the Trust on a total return basis. The Trust distributes substantially all of its net income to shareholders each year. Accordingly, the Trust pays dividends to shareholders in January, May, August, and November. All registered shareholders are automatically enrolled in the Dividend Reinvestment and Cash Purchase Plan unless cash distributions are requested.

#### Form N-Q

The Trust files its complete schedule of portfolio holdings with the U.S. Securities and Exchange Commission ("SEC") for the first and third quarters of each fiscal year on Form N-Q. This information is available (i) on the SEC's website at http://www.sec.gov; and (ii) at the SEC's Public Reference Room in Washington, DC (which information on their operation may be obtained by calling 1-800-SEC-0330). A complete schedule of portfolio holdings as of each quarter-end is available upon request by calling, toll-free, 866-399-1516.

Proxy Voting Policies & Procedures; Proxy Voting Record

The Trustees of the Trust have delegated proxy voting responsibilities relating to the voting of securities held by the Trust to Babson Capital. A description of Babson Capital's proxy voting policies and procedures is available (1) without charge, upon request, by calling, toll-free 866-399-1516; (2) on the Trust's website:

would be invested in below-investment grade securities, which are securities that are rated, at the time of purchase, BB or B by S&P or Ba or B by Moody's, or, if unrated, are believed by Babson Capital Management LLC ("Babson Capital") to be of an equivalent quality. In addition, the Trust will not invest in any debt security that is rated, at the time of acquisition, below B by S&P or Moody's, or if unrated, is believed by Babson Capital to be of an equivalent quality. In addition, the Trust may temporarily invest in high quality, readily marketable securities.

http://www.babsoncapital.com/mpv; and (3) on the SEC's website at http://www.sec.gov. Information regarding how the Trust voted proxies relating to portfolio securities during the most recent 12-month period ended June 30 is available (1) on the Trust's website: http://www.babsoncapital.com/mpv; and (2) on the SEC's website at http://www.sec.gov.

**Babson Capital Participation Investors** 

#### TO OUR SHAREHOLDERS

We are pleased to present the June 30, 2013 Quarterly Report of Babson Capital Participation Investors (the "Trust").

The Board of Trustees declared a quarterly dividend of 27 cents per share, payable on August 16, 2013 to shareholders of record on August 5, 2013. The Trust paid a 27 cent per share dividend for the preceding quarter. The Trust earned 26 cents per share of net investment income for the second quarter of 2013, compared to 26 cents per share in the previous quarter.

During the second quarter, the net assets of the Trust decreased to \$131,772,834 or \$12.90 per share compared to \$133,137,561 or \$13.05 per share on March 31, 2013. This translates into a 0.9% total return for the quarter, based on the change in the Trust's net assets assuming the reinvestment of all dividends. Longer term, the Trust returned 15.5%, 14.1%, 9.9%, and 13.7% for the 1-, 3-, 5-, and 10-year time periods, respectively, based on the change in the Trust's net assets assuming the reinvestment of all dividends.

The Trust's share price increased 2.0% during the quarter, from \$14.35 per share as of March 31, 2013 to \$14.63 per share as of June 30, 2013. The Trust's market price of \$14.63 per share equates to a 13.4% premium over the June 30, 2013 net asset value per share of \$12.90. The Trust's average quarter-end premium for the 3, 5 and 10-year periods was 18.2%, 10.4% and 10.9%, respectively. U.S. equity markets, as approximated by the Russell 2000 Index, increased 3.1% for the quarter. U.S. fixed income markets, as approximated by the Barclays Capital U.S. Corporate High Yield Index, decreased 1.4% for the quarter.

The Trust closed three new private placement investments and three "follow-on" investments in existing portfolio companies during the second quarter. The three new investments were in ARI Holding Corporation, CG Holdings Manufacturing Company and Hi-Rel Group LLC, while the three follow-on investments were in F G I Equity LLC, K & N Parent, Inc. and Safety Infrastructure Solutions. A brief description of these investments can be found in the Consolidated Schedule of Investments. The total amount invested by the Trust in these six transactions was \$4,709.211.

U.S. middle market buyout activity continued at a sluggish pace during the second quarter of 2013. In fact, the level of private equity backed deals completed in the first half of 2013 was at its lowest level since 2009. While there is a shortage of quality deal flow, there is plenty of equity capital and senior and mezzanine debt looking to be invested. The result is that attractive companies are being aggressively pursued by buyers and lenders alike, pushing both purchase price multiples and leverage levels up. As we head into the third quarter of 2013, most market participants expect deal flow to improve over the remainder of the year. We currently have a number of deals under review and hope that our new investment activity in the second half of the year will exceed that of the first half of the year. We continue to be cautious, though, in light of the more aggressive leverage multiples and mezzanine pricing we are seeing in the market. We intend to maintain the same discipline and investment philosophy, based on taking prudent levels of risk and getting paid appropriately for the risks taken, that has served us well for so many years.

The quality of the Trust's existing portfolio remained solid through the second quarter. We are pleased that sales and earnings for the Trust's portfolio as a whole continued their upward momentum. We had no exits from the portfolio in the second quarter, but we have a healthy backlog of companies in the process of being sold and expect the second half of the year to be active for realizations. On the negative side of the ledger, however, we saw refinancing activity in the portfolio continue at a high level in the second quarter. These transactions, in which the debt instruments held by the Trust were fully or partially prepaid, are being driven by companies seeking to take advantage of low interest rates and plentiful credit. We had six portfolio companies fully or partially prepay the Trust's debt holdings in the second quarter, on top of eight in the first quarter. As mentioned in prior reports, the loss of these income-producing investments, unless replaced by new investments, could adversely affect the Trust's ability to sustain its dividend level

# Edgar Filing: BABSON CAPITAL PARTICIPATION INVESTORS - Form N-CSRS in the quarters ahead.

(Continued)			
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Thank you for your continued interest in and support of Babson Capital Participation Investors.
Sincerely,
Michael L. Klofas President
* Based on market value of total investments (including cash) Cautionary Notice: Certain statements contained in this report may be "forward looking" statements. Investors are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date on which they are made and which reflect management's current estimates, projections, expectations or beliefs, and which are subject to risks and uncertainties that may cause actual results to differ materially. These statements are subject to change at any time based upon economic, market or other conditions and may not be relied upon as investment advice or an indication of the Trust's trading intent. References to specific securities are not recommendations of such securities, and may not be representative of the Trust's current or future investments. We undertake no obligation to publicly update forward looking statements, whether as a result of new information, future events, or otherwise.
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* Based on market value of total investments (including cash)  Cautionary Notice: Certain statements contained in this report may be "forward looking" statements. Investors are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date on which they are made and which reflect management's current estimates, projections, expectations or beliefs, and which are subject to risks and uncertainties that may cause actual results to differ materially. These statements are subject to change at any time based upon economic, market or other conditions and may not be relied upon as investment advice or an indication of the Trust's trading intent. References to specific securities are not recommendations of such securities, and may not be representative of the Trust's current or future investments. We undertake no obligation to publicly update forward looking statements, whether as a result of new information, future events, or otherwise.

**Babson Capital Participation Investors** 

#### CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

June 30, 2013 (Unaudited)

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Assets:	
Investments	
(See Consolidated Schedule of Investments)	
Corporate restricted securities at fair value	
(Cost - \$103,576,891)	\$ 96,755,169
Corporate restricted securities at market value	
(Cost - \$9,012,490)	9,075,198
Corporate public securities at market value	
(Cost - \$27,867,626)	28,792,409
Short-term securities at amortized cost	5,449,374
Total investments (Cost - \$145,906,381)	140,072,150
Cash	6,168,843
Interest receivable	1,577,178
Receivable for investments sold	45,339
Other assets	26,254
Total assets	147,889,764
Liabilities:	
Note payable	15,000,000
Deferred tax liability	530,514
Investment advisory fee payable	296,489
Tax payable	149,095
Interest payable	27,267
Accrued expenses	113,565
Total liabilities	16,116,930
Total net assets	\$ 131,772,834
Net Assets:	
Common shares, par value \$.01 per share	\$ 102,142

Additional paid-in capital	95,384,810
Retained net realized gain on investments, prior years	33,733,164
Undistributed net investment income	4,043,523
Accumulated net realized gain on investments	4,873,940
Net unrealized depreciation of investments	(6,364,745 )
Total net assets	\$ 131,772,834
Common shares issued and outstanding (14,785,750 authorized)	10,214,201
Net asset value per share	\$ 12.90
See Notes to Consolidated Financial Statements	
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#### CONSOLIDATED STATEMENT OF OPERATIONS

For the six months ended June 30, 2013 (Unaudited)

Investment Income:	
Interest	\$ 6,341,792
Dividends	101,515
Other	116,602
	-,
Total investment income	6,559,909
Expenses:	
Investment advisory fees	596,049
Interest	306,750
Trustees' fees and expenses	168,000
Professional fees	113,400
Reports to shareholders	45,000
Custodian fees	15,000
Other	11,548
Total expenses	1,255,747
Investment income - net	5,304,162
Net realized and unrealized gain on investments:	
Net realized gain on investments before taxes	1,197,232
Income tax expense	(1,572)
Net realized gain on investments after taxes	1,195,660
Net change in unrealized depreciation of investments before taxes	(206,909 )
Net change in deferred income tax expense	(62,880 )
Net change in unrealized depreciation of investments after taxes	(269,789 )
Net gain on investments	925,871
Net increase in net assets resulting from operations	\$ 6,230,033

See Notes to Consolidated Financial Statements	
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**Babson Capital Participation Investors** 

#### CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended June 30, 2013 (Unaudited)

Income taxes paid (918,072 )  Net cash provided by operating activities 7,698,556  Cash flows from financing activities: Cash dividends paid from net investment income (5,503,240 ) Receipts for shares issued on reinvestment of dividends 422,439 Net cash used for financing activities (5,080,801 )  Net increase in cash 2,617,755 Cash - beginning of year 3,551,088  Cash - end of period \$6,168,843  Reconciliation of net increase in net assets to net cash provided by operating activities:  Net increase in investments 2,798,684  Increase in interest receivable (445,304 ) Decrease in other assets (45,339 ) Increase in payable for investments purchased 40,560  Increase in investment advisory fee payable 8,772  Decrease in tax payable (916,500 )	Net increase in cash:	
Purchases of portfolio securities         (16,200,894)           Proceeds from disposition of portfolio securities         18,302,305           Interest, dividends and other income received         5,735,866           Interest expense paid         (975,455)           Operating expenses paid         (918,072)           Income taxes paid         (918,072)           Net cash provided by operating activities         (5,503,240)           Cash flows from financing activities:         (5,503,240)           Cash dividends paid from net investment income         (5,503,240)           Receipts for shares issued on reinvestment of dividends         422,439           Net cash used for financing activities         (5,080,801)           Net increase in cash         2,617,755           Cash - beginning of year         3,551,088           Cash - end of period         \$6,168,843           Reconciliation of net increase in net assets to net cash provided by operating activities:         Net increase in net assets resulting from operations           Decrease in investments         2,798,684           Increase in interest receivable         (445,304)           Decrease in other assets         (45,339)           Increase in payable for investments purchased         40,560           Increase in investment advisory fee payable         8,772	· ·	
Proceeds from disposition of portfolio securities Interest, dividends and other income received Interest expense paid (306,750 ) Operating expense spaid (975,455 ) Income taxes paid (918,072 ) Net cash provided by operating activities Cash flows from financing activities: Cash dividends paid from net investment income Receipts for shares issued on reinvestment of dividends Net cash used for financing activities (5,503,240 ) Net increase in cash Cash - beginning of year  Cash - end of period  Reconciliation of net increase in net assets to net cash provided by operating activities: Reconciliation of net increase in net assets to net cash provided by operating activities:  Reconciliation of net increase in net assets to net cash provided by operating activities:  Reconciliation of net increase in net assets to net cash provided by operating activities:  Reconciliation of net increase in net assets to net cash provided by operating activities:  Reconciliation of net increase in net assets to net cash provided by operating activities:  Reconciliation of net increase in net assets to net cash provided by operating activities:  Reconciliation of net increase in net assets feasible operations  S 6,230,033  Decrease in investments  2,798,684 Increase in interest receivable  (445,304 ) Decrease in interest receivable  (45,339 ) Increase in payable for investments purchased  Increase in deferred tax liability  62,880  Increase in investment advisory fee payable  9,060,000  10,000	•	· · · · · ·
Interest, dividends and other income received         5,735,866           Interest expense paid         (306,750 )           Operating expenses paid         (975,455 )           Income taxes paid         (918,072 )           Net cash provided by operating activities         7,698,556           Cash flows from financing activities:         2           Cash dividends paid from net investment income         (5,503,240 )           Receipts for shares issued on reinvestment of dividends         422,439 (5,080,801 )           Net increase in cash         2,617,755 (5,080,801 )           Cash - beginning of year         3,551,088 (5,080,801 )           Cash - end of period         86,168,843 (5,080,801 )           Reconcilitation of net increase in net assets to net cash provided by operating activities:         86,230,033 (5,080,801 )           Net increase in investments         2,798,684 (6,230,033 )           Decrease in investments         2,798,684 (6,230,033 )           Increase in interest receivable         (445,304 )           Decrease in other assets         (45,339 )           Increase in payable for investments purchased         40,560 (6,280 )           Increase in investment advisory fee payable         8,772 (6,500 )           Decrease in tax payable         (916,500 )           Increase in accrued expenses         (35	•	
Interest expense paid (306,750 ) Operating expenses paid (975,455 ) Income taxes paid (975,455 ) Income taxes paid (918,072 )  Net cash provided by operating activities 7,698,556  Cash flows from financing activities: Cash dividends paid from net investment income (5,503,240 ) Receipts for shares issued on reinvestment of dividends 422,439   Net cash used for financing activities (5,080,801 )  Net increase in cash 2,617,755   Cash - beginning of year 3,551,088  Cash - end of period \$6,168,843  Reconciliation of net increase in net assets to net cash provided by operating activities: Net increase in net assets resulting from operations \$6,230,033   Decrease in investments 2,798,684   Increase in interest receivable (445,304 ) Decrease in other assets   Increase in payable for investments purchased   Increase in deferred tax liability   Decrease in investment advisory fee payable   Decrease in tax payable   Decrease in tax payable   Decrease in accrued expenses   Total adjustments to net assets from operations   1,468,523		
Operating expenses paid (975,455 ) Income taxes paid (918,072 )  Net cash provided by operating activities 7,698,556  Cash flows from financing activities: Cash dividends paid from net investment income (5,503,240 ) Receipts for shares issued on reinvestment of dividends (5,080,801 )  Net cash used for financing activities (5,080,801 )  Net increase in cash (2,617,755 ) Cash - beginning of year (3,551,088 )  Cash - end of period (5,168,843 )  Reconcilitation of net increase in net assets to net cash provided by operating activities:  Net increase in net assets resulting from operations (445,304 ) Decrease in investments (2,798,684 ) Increase in interest receivable (445,304 ) Decrease in other assets (45,339 ) Increase in payable for investments purchased (40,560 ) Increase in deferred tax liability (52,880 ) Increase in investment advisory fee payable (916,500 ) Increase in accrued expenses (35,230 ) Total adjustments to net assets from operations 1,468,523		
Income taxes paid  Net cash provided by operating activities  Cash flows from financing activities:  Cash dividends paid from net investment income Receipts for shares issued on reinvestment of dividends Net cash used for financing activities  (5,503,240)  Net increase in cash Cash - beginning of year  Cash - beginning of year  Cash - end of period  \$6,168,843  Reconciliation of net increase in net assets to net cash provided by operating activities:  Net increase in investments  S 6,230,033  Decrease in investments  Decrease in interest receivable  Increase in interest receivable  Increase in other assets  (45,339)  Increase in payable for investments purchased  Increase in deferred tax liability  62,880  Increase in investment advisory fee payable  Decrease in investment advisory fee payable  Increase in accrued expenses  (35,230)  Total adjustments to net assets from operations  1,468,523	* *	, ,
Cash flows from financing activities: Cash dividends paid from net investment income Receipts for shares issued on reinvestment of dividends Net cash used for financing activities (5,080,801 )  Net increase in cash Cash - beginning of year  Cash - end of period \$6,168,843  Reconciliation of net increase in net assets to net cash provided by operating activities: Net increase in net assets resulting from operations \$6,230,033  Decrease in investments 1,798,684  Increase in interest receivable 445,304 ) Decrease in other assets 1,060  Increase in deferred tax liability 62,880  Increase in investment advisory fee payable Decrease in tax payable Increase in accrued expenses (35,230 ) Total adjustments to net assets from operations 1,468,523		
Cash dividends paid from net investment income(5,503,240 )Receipts for shares issued on reinvestment of dividends422,439 (5,080,801 )Net cash used for financing activities(5,080,801 )Net increase in cash2,617,755 (2sh - beginning of yearCash - end of period\$6,168,843Reconciliation of net increase in net assets to net cash provided by operating activities:Net increase in net assets resulting from operations\$6,230,033 (25,230 )Decrease in investments2,798,684 (245,339 )Increase in interest receivable(445,304 )Decrease in other assets(45,339 )Increase in payable for investments purchased40,560 (2,880 )Increase in investment advisory fee payable8,772 (2,980 )Decrease in tax payable(916,500 )Increase in accrued expenses(35,230 )Total adjustments to net assets from operations1,468,523 (2,523 )	Net cash provided by operating activities	7,698,556
Receipts for shares issued on reinvestment of dividends Net cash used for financing activities  (5,080,801)  Net increase in cash Cash - beginning of year  Cash - end of period  \$6,168,843  Reconciliation of net increase in net assets to net cash provided by operating activities:  Net increase in net assets resulting from operations  Net increase in investments  Pecrease in investments  1,798,684  Increase in other assets 1,045,339  Increase in payable for investments purchased 1,050  Increase in investment advisory fee payable 1,050  Increase in tax payable 1,050  Increase in tax payable 1,050  Increase in accrued expenses 1,468,523  Total adjustments to net assets from operations 1,468,523		
Net cash used for financing activities(5,080,801)Net increase in cash2,617,755Cash - beginning of year3,551,088Cash - end of period\$6,168,843Reconciliation of net increase in net assets to net cash provided by operating activities:Net increase in net assets resulting from operations\$6,230,033Decrease in investments2,798,684Increase in interest receivable(445,304)Decrease in other assets(45,339)Increase in payable for investments purchased40,560Increase in deferred tax liability62,880Increase in investment advisory fee payable8,772Decrease in tax payable(916,500)Increase in accrued expenses(35,230)Total adjustments to net assets from operations1,468,523	•	(5,503,240)
Net increase in cash Cash - beginning of year  Cash - end of period  \$6,168,843  Reconciliation of net increase in net assets to net cash provided by operating activities:  Net increase in net assets resulting from operations  \$6,230,033  Decrease in investments  2,798,684  Increase in interest receivable  (445,304 )  Decrease in other assets  (45,339 )  Increase in payable for investments purchased  Increase in deferred tax liability  62,880  Increase in investment advisory fee payable  Decrease in tax payable  (916,500 )  Increase in accrued expenses  (35,230 )  Total adjustments to net assets from operations  1,468,523		· · · · · · · · · · · · · · · · · · ·
Cash - beginning of year  Cash - end of period  \$6,168,843  Reconciliation of net increase in net assets to net cash provided by operating activities:  Net increase in net assets resulting from operations  \$6,230,033  Decrease in investments  \$2,798,684  Increase in interest receivable  Decrease in other assets  (45,339)  Increase in payable for investments purchased  Increase in deferred tax liability  Increase in investment advisory fee payable  Decrease in tax payable  Increase in accrued expenses  (35,230)  Total adjustments to net assets from operations	Net cash used for financing activities	(5,080,801)
Cash - end of period \$6,168,843  Reconciliation of net increase in net assets to net cash provided by operating activities:  Net increase in net assets resulting from operations \$6,230,033  Decrease in investments \$2,798,684  Increase in interest receivable \$(445,304)  Decrease in other assets \$(45,339)  Increase in payable for investments purchased \$40,560  Increase in deferred tax liability \$62,880  Increase in investment advisory fee payable \$8,772  Decrease in tax payable \$(916,500)  Increase in accrued expenses \$(35,230)  Total adjustments to net assets from operations \$1,468,523	Net increase in cash	2,617,755
Reconciliation of net increase in net assets to net cash provided by operating activities:  Net increase in net assets resulting from operations  \$ 6,230,033  Decrease in investments  2,798,684  Increase in interest receivable  (445,304)  Decrease in other assets  (45,339)  Increase in payable for investments purchased  40,560  Increase in deferred tax liability  62,880  Increase in investment advisory fee payable  8,772  Decrease in tax payable  Increase in accrued expenses  (35,230)  Total adjustments to net assets from operations  1,468,523	Cash - beginning of year	3,551,088
Net increase in net assets resulting from operations  Decrease in investments  Increase in interest receivable  Decrease in other assets  Increase in payable for investments purchased  Increase in deferred tax liability  Increase in investment advisory fee payable  Decrease in tax payable  Increase in accrued expenses  Total adjustments to net assets from operations  \$ 6,230,033  2,798,684  (445,304 )  645,339 )  62,880  62,880  62,880  62,880  62,880  772  783  794  795  796  796  797  798  798  798  798  798	Cash - end of period	\$6,168,843
Decrease in investments  Increase in interest receivable  Decrease in other assets  Increase in payable for investments purchased  Increase in deferred tax liability  Increase in investment advisory fee payable  Increase in tax payable  Increase in tax payable  Increase in accrued expenses  (35,230  Total adjustments to net assets from operations	Reconciliation of net increase in net assets to net cash provided by operating activities:	
Increase in interest receivable (445,304 )  Decrease in other assets (45,339 )  Increase in payable for investments purchased 40,560  Increase in deferred tax liability 62,880  Increase in investment advisory fee payable 8,772  Decrease in tax payable (916,500 )  Increase in accrued expenses (35,230 )  Total adjustments to net assets from operations 1,468,523	Net increase in net assets resulting from operations	\$ 6,230,033
Decrease in other assets  Increase in payable for investments purchased  Increase in deferred tax liability  Increase in investment advisory fee payable  Decrease in tax payable  Increase in accrued expenses  (35,230  Total adjustments to net assets from operations  (45,339  40,560  8,772  (916,500  1,468,523	Decrease in investments	2,798,684
Increase in payable for investments purchased Increase in deferred tax liability Increase in investment advisory fee payable Increase in tax payable Increase in accrued expenses Increase in	Increase in interest receivable	(445,304)
Increase in deferred tax liability  Increase in investment advisory fee payable  Decrease in tax payable  Increase in accrued expenses  (35,230 )  Total adjustments to net assets from operations  (48,523 )	Decrease in other assets	(45,339 )
Increase in investment advisory fee payable  Decrease in tax payable  Increase in accrued expenses  (35,230  Total adjustments to net assets from operations  1,468,523	Increase in payable for investments purchased	40,560
Decrease in tax payable (916,500 ) Increase in accrued expenses (35,230 ) Total adjustments to net assets from operations 1,468,523	Increase in deferred tax liability	62,880
Increase in accrued expenses (35,230 ) Total adjustments to net assets from operations 1,468,523	Increase in investment advisory fee payable	8,772
Total adjustments to net assets from operations 1,468,523	Decrease in tax payable	(916,500 )
	Increase in accrued expenses	(35,230 )
Net cash provided by operating activities \$ 7,698,556	Total adjustments to not assats from operations	
	Total adjustments to net assets from operations	1,468,523

#### CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS

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Increase in net assets:	moi 06/:	the six nths ended 30/2013 naudited)	•	the r ended 31/2012
Operations: Investment income - net Net realized gain on investments after taxes Net change in unrealized depreciation of investments after taxes Net increase in net assets resulting from operations	\$	5,304,162 1,195,660 (269,789 ) 6,230,033	\$	10,965,123 2,488,796 4,059,101 17,513,020
Increase from common shares issued on reinvestment of dividends Common shares issued (2013 - 30,952; 2012 - 71,363)		422,439		1,013,772
Dividends to shareholders from:  Net investment income (2013 - \$0.27 per share; 2012 - \$1.04 per share)  Net realized gains (2013 - \$0.00 per share; 2012 - \$0.04 per share)  Total increase in net assets		(2,753,763 ) — 3,898,709		(10,584,312 ) (388,021 ) 7,554,459
Net assets, beginning of year		127,874,125		120,319,666
Net assets, end of period/year (including undistributed net investment income of \$4,043,523 and \$1,493,124, respectively)	\$	131,772,834	\$	127,874,125
See Notes to Consolidated Financial Statements				

Babson Capital Participation Investors

#### CONSOLIDATED SELECTED FINANCIAL HIGHLIGHTS

Selected data for each share of beneficial interest outstanding:

	m en 06	or the x onths ided 5/30/201 Jnaudite			or the ye	ears en		d Decen	nber 31		010		20	009		20	008	
Net asset value:	( •	madanc	<i>(</i> <b>u</b> )	20	712		20	711		20	510		20	,0,7		20	700	
Beginning of year Net investment	\$	12.56		\$	11.90		\$	11.89		\$	10.91		\$	11.10		\$	12.84	
income (a)		0.52			1.08			1.14			1.02			0.94			1.08	
Net realized and unrealized																		
gain (loss) on investments		0.09			0.64			0.08			0.95			(0.13	)		(1.82	)
Total from investment operations		0.61			1.72			1.22			1.97			(0.81	)		0.74	
Dividends from net investment																		
income to common shareholders		(0.27	)		(1.04	)		(1.23	)		(1.00	)		(1.00	)		(1.00	)
Dividends from net realized gain																		
on investments to common					(0.04			(0.00	\									
shareholders Increase from dividends					(0.04	)		(0.00	)(b)									
reinvested		(0.00	)(b)		0.02			0.02			0.01			0.00			0.00	
Total dividends		(0.27	)		(1.06	)		(1.21	)		(0.99	)		(1.00	)		(1.00	)
Net asset value: End of																		
period/year Per share	\$	12.90		\$	12.56		\$	11.90		\$	11.89		\$	10.91		\$	11.10	
market value:																		
End of period/year	\$	14.63		\$	13.91		\$	15.85		\$	13.88		\$	12.20		\$	9.05	
Total investment																		

return												
Net asset value												
(c)	4.84	%	15.89	%	10.56	%	18.71	%	7.60	%	(6.01	%)
Market value	7.25	%	(151	07)	24.16	%	22.04	%	40.06	%	(25.26	07)
(c)	1.23	%	(4.54	%)	24.16	%	22.94	%	40.86	%	(25.36	%)
Net assets (in millions):												
End of												
period/year	\$ 131.77		\$ 127.87		\$ 120.32		\$ 119.54	\$	108.93		\$ 110.18	
Ratio of operating expenses												
to average net assets	1.46	%(e)	1.51	%	1.42	%	1.46	%	1.41	%	1.33	%
Ratio of interest expense												
to average net assets	0.47	%(e)	0.49	%	0.56	%	0.61	%	0.63	%	0.58	%
Ratio of income tax expense												
to average net assets (d)	0.00	%(e)	0.83	%	0.20	%	0.46	%	0.00	%	0.00	%
Ratio of net expenses												
to average net assets	1.93	%(e)	2.83	%	2.18	%	2.53	%	2.04	%	1.91	%
Ratio of net investment income												
to average net assets	8.18	%(e)	8.82	%	9.33	%	8.96	%	8.55	%	8.74	%
Portfolio turnover	12	%	34	%	21	%	27	%	23	%	32	%

<sup>(</sup>a) Calculated using average shares.

(e) Annualized

Senior borrowings:

\$ 15 \$ 15 \$ 15 \$ 12 \$ 12

<sup>(</sup>b) Rounds to less than \$0.01 per share.

<sup>(</sup>c) Net asset value return represents portfolio returns based on change in the Trust's net asset value assuming the reinvestment of all dividends and distributions which differs from the total investment return based on the Trust's market value due to the difference between the Trust's net asset value and the market value of its shares outstanding; past performance is no guarantee of future results.

<sup>(</sup>d) As additional information, this ratio is included to reflect the taxes paid on retained long-term gains. These taxes paid are netted against realized capital gains in the Statement of Operations. The taxes paid are treated as deemed distributions and a credit for the taxes paid is passed on to shareholders.

Total principal amount (in millions) Asset coverage per

\$1,000

of indebtedness \$ 9,785 \$ 9,525 \$ 9,021 \$ 10,962 \$ 10,077 \$ 10.181

See Notes to Consolidated Financial Statements

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CONSOLIDATED SCHEDULE OF INVESTMENTS
1 20 2012

June 30, 2013 (Unaudited)

(Chaddied)				
Corporate Restricted Securities - 80.31%: (A)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
Private Placement Investments - 73.42%				
1492 Acquisition LLC A leading producer of premium Italian cured meats and deli U.S.	meats in the			
14% Senior Subordinated Note due 2019 Limited Liability Company Unit Class A Common (B) Limited Liability Company Unit Class A Preferred (B)	\$1,152,411 11,364 uts. 102 uts.	10/17/12 10/17/12 10/17/12	\$1,131,097 11,364 102,270 1,244,731	\$1,111,395 17,566 106,054 1,235,015
A E Company, Inc. A designer and manufacturer of machined parts and assembl industries.		the commerc	ial and military	y aerospace
Common Stock (B) Warrant, exercisable until 2019, to purchase	184,615 shs.	11/10/09	184,615	447,097
common stock at \$.01 per share (B)	92,308 shs.	11/10/09	68,566 253,181	223,550 670,647
A H C Holding Company, Inc. A designer and manufacturer of boilers and water heaters for commercial sector.	the			
Limited Partnership Interest (B)	12.26% int.	11/21/07	119,009	170,092
A S C Group, Inc.  A designer and manufacturer of high reliability encryption ed and electronic components primarily for the military and aero Limited Liability Company Unit Class A (B)  Limited Liability Company Unit Class B (B)  * 10/09/09 and 10/27/10.	ospace sectors.	_	78,340 52,999 131,339	118,276 80,023 198,299
A W X Holdings Corporation A provider of aerial equipment rental, sales and repair se contractors operating in the State of Indiana.	rvices to non-	residential co	nstruction and	d maintenance
10.5% Senior Secured Term Note due 2014 (D) 13% Senior Subordinated Note due 2015 (D) Common Stock (B)	\$420,000 \$420,000 60,000 shs.	05/15/08 05/15/08 05/15/08	413,944 384,626 60,000	210,000 —
Warrant, exercisable until 2015, to purchase common stock at \$.01 per share (B)	21,099 shs.	05/15/08	35,654 894,224	<u> </u>

## ABC Industries, Inc.

A manufacturer of mine and tunneling ventilation produ	icts in the U.S.			
13% Senior Subordinated Note due 2019	\$500,000	08/01/12	451,701	486,299
Preferred Stock Series A (B)	125,000 shs.	08/01/12	125,000	115,895
Warrant, exercisable until 2022, to purchase				
common stock at \$.01 per share (B)	22,414 shs.	08/01/12	42,446	
			619,147	602,194

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**Babson Capital Participation Investors** 

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

June 30, 2013 (Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
ACD C. LULL LLC				
ACP Cascade Holdings LLC A manufacturer and distributor of vinyl windows and patio of States.	loors througho	ut the northwe	stern United	
Limited Liability Company Unit Class B (B)	32 shs.	11/09/12	\$—	\$—
Advanced Manufacturing Enterprises LLC A designer and manufacturer of large, custom gearing produ applications.	cts for a numb	er of critical cu	ıstomer	
14% Senior Subordinated Note due 2018	\$1,134,615	12/07/12	1,118,651	1,080,812
Limited Liability Company Unit (B)	1,154 uts.	12/07/12	115,385	78,994
Adams of Trades lands of Hallings			1,234,036	1,159,806
Advanced Technologies Holdings A provider of factory maintenance services to industrial				
companies.				
Preferred Stock Series A (B)	421 shs.	12/27/07	208,456	799,310
Convertible Preferred Stock Series B (B)	28 shs.	01/04/11	21,600	52,730
			230,056	852,040
All Current Holding Company				
A specialty re-seller of essential electrical parts and components also be distributed by	ents primarily	serving		
wholesale distributors. 12% Senior Subordinated Note due 2015	\$603,697	09/26/08	579,817	603,697
Common Stock (B)	713 shs.	09/26/08	71,303	128,054
Warrant, exercisable until 2018, to purchase	715 5115.	07/20/00	71,303	120,034
common stock at \$.01 per share (B)	507 shs.	09/26/08	46,584	91,056
1			697,704	822,807
American Hospice Management Holding LLC				
A for-profit hospice care provider in the United States.				
12% Senior Subordinated Note due 2013	\$1,237,502	*	1,229,414	1,237,502
Preferred Class A Unit (B)	1,706 uts.	**	170,600	241,736
Preferred Class B Unit (B)	808 uts.	06/09/08	80,789	177,139
Common Class B Unit (B)	16,100 uts.	01/22/04	1	
Common Class D Unit (B) * 01/22/04 and 06/09/08.	3,690 uts.	09/12/06		
** 01/22/04 and 09/12/06.			1,400,004	1,030,377
OII EEI OI WIIG O/II EI OO.				

#### AMS Holding LLC

A leading multi-channel direct marketer of high-value collectible coins and proprietary-branded jewelry and watches.

14.25% Senior Subordinated Note due 2019 Limited Liability Company Unit Class A Preferred (B)	\$1,155,361 114 uts.	10/04/12 10/04/12	1,134,108 113,636 1,247,744	1,143,133 113,630 1,256,763
9				

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

June 30, 2013 (Unaudited)

	Principal Amount, Shares, Units or			
Corporate Restricted Securities: (A) (Continued)	Ownership Percentage	Acquisition Date	Cost	Fair Value
Apex Analytix Holding Corporation A provider of audit recovery and fraud detection services a U.S. and Europe.	and software to co	ommercial and	l retail business	ses in the
12.5% Senior Subordinated Note due 2017	\$1,012,500	04/28/09	\$928,354	\$1,012,500
Preferred Stock Series B (B)	1,623 shs.	04/28/09	162,269	216,400
Common Stock (B)	723 shs.	04/28/09	723	80,400
. ,			1,091,346	1,309,300
Arch Global Precision LLC				
A leading manufacturer of high tolerance precision compo	nents and consur	nable tools.		
14.75% Senior Subordinated Note due 2018	\$782,008	12/21/11	765,167	781,425
Limited Liability Company Unit Class B (B)	28 uts.	12/21/11	28,418	37,032
Limited Liability Company Unit Class C (B)	222 uts.	12/21/11	221,582	288,722
			1,015,167	1,107,179
ARI Holding Corporation				
A leading national supplier of products used primarily by s	specialty			
contractors.				
13.5% Senior Subordinated Note due 2020	\$1,305,336	05/21/13	1,279,525	1,267,238
Preferred Stock Series (B)	29 shs.	05/21/13	289,604	275,135
Common Stock (B)	29 shs.	05/21/13	32,178	30,571
			1,601,307	1,572,944
Arrow Tru-Line Holdings, Inc.				
A manufacturer of hardware for residential and commercia	al overhead garag	ge doors in No	th America.	
12% Senior Subordinated Note due 2016 (D)	\$780,136	05/18/05	717,775	780,136
Preferred Stock (B)	33 shs.	10/16/09	33,224	69,149
Common Stock (B)	263 shs.	05/18/05	263,298	
Warrant, exercisable until 2014, to purchase				
common stock at \$.01 per share (B)	69 shs.	05/18/05	59,362	
			1,073,659	849,285
Baby Jogger Holdings LLC				
A designer and marketer of premium baby strollers and str	oller			
accessories.				
14% Senior Subordinated Note due 2019	\$942,213	04/20/12	925,827	961,057
Common Stock (B)	754 shs.	04/20/12	75,376	119,597
			1,001,203	1,080,654
Blue Wave Products, Inc.				
A distributor of pool supplies.				
10% Senior Secured Term Note due 2018	\$317,730	10/12/12	311,955	309,644
13% Senior Subordinated Note due 2019	\$320,031	10/12/12	298,016	308,869

Common Stock (B)	51,064 shs.	10/12/12	51,064	33,892
Warrant, exercisable until 2022, to purchase common stock at \$.01 per share (B)	20,216 shs.	10/12/12	20,216 681,251	13,418 665,823
10				

**Babson Capital Participation Investors** 

#### CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

Warrant, exercisable until 2023, to purchase

June 30, 2013 (Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
corporate restaurate securities (12) (continues)	1 010011ungo	2	0000	1 411 / 41070
BP SCI LLC A leading value-added distributor of branded pipes, valves, a diversified end markets.	and fittings (PV	F) to		
14% Senior Subordinated Note due 2018	\$1,056,552	10/17/12	\$1,037,357	\$1,022,861
Limited Liability Company Unit Class A (B)	417 uts.	10/17/12	41,667	34,173
Limited Liability Company Unit Class B (B)	167 uts.	10/17/12	166,666 1,245,690	175,962 1,232,996
Bravo Sports Holding Corporation			1,2 10,000	1,202,550
A designer and marketer of niche branded consumer product	s including car	nopies, trampo	lines, in-line sl	cates,
skateboards, and urethane wheels.	¢ 1 207 002	06/20/06	1 104 011	1 147 507
12.5% Senior Subordinated Note due 2014	\$1,207,902	06/30/06	1,194,011	1,147,507
Preferred Stock Class A (B)	465 shs.	06/30/06	141,946	55,985
Common Stock (B)	1 sh.	06/30/06	152	_
Warrant, exercisable until 2014, to purchase	1.64 -1	06/20/06	40.760	10.676
common stock at \$.01 per share (B)	164 shs.	06/30/06	48,760	19,676
CDNTI			1,384,869	1,223,168
C D N T, Inc.	1.1		C'1 1 C '1	
A value-added converter and distributor of specialty pressure				
10.5% Senior Secured Term Note due 2014	\$107,268	08/07/08	106,776	107,268
12.5% Senior Subordinated Note due 2015	\$429,070	08/07/08	412,123	429,070
Common Stock (B)	41,860 shs.	08/07/08	41,860	60,919
Warrant, exercisable until 2018, to purchase	22 04 4 4	0010=100	22.065	4= 000
common stock at \$.01 per share (B)	32,914 shs.	08/07/08	32,965 593,724	47,900 645,157
Capital Specialty Plastics, Inc.				
A producer of desiccant strips used for packaging pharmacet	ıtical			
products.	55 shs.	*	252	623,596
Common Stock (B) * 12/30/97 and 05/29/99.	<i>33</i> 8118.	·	232	023,390
CG Holdings Manufacturing Company A coating provider in the fragmented North American market	et, serving the a	automotive, ag	ricultural, heav	y truck and
other end markets.	¢1 126 264	05/00/12	1.070.000	1 101 117
13% Senior Subordinated Note due 2019	\$1,136,364	05/09/13	1,070,008	1,101,116
Preferred Stock (B)	1,023 shs.	05/09/13	102,272	97,159
Preferred Stock-OID (B)	402 shs.	05/09/13	40,215	38,204
Common Stock (B)	105 shs.	05/09/13	11,364	10,741

common stock at \$.01 per share (B)	48 shs.	05/09/13	4,465 1,228,324	<u> </u>
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## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

June 30, 2013 (Unaudited)

	Principal Amount, Shares,			
	Units or			
	Ownership	Acquisition		
Corporate Restricted Securities: (A) (Continued)	Percentage	Date	Cost	Fair Value
CHG Alternative Education Holding Company	A	toutiu ou	anial manda ahi	Ildaan ot
A leading provider of publicly-funded, for profit pre-K-12 e therapeutic day schools and "at risk" youth through alternation			eciai needs cin	naren at
13.5% Senior Subordinated Note due 2018	\$739,459	01/19/11	\$706,940	\$746,464
14% Senior Subordinated Note due 2019	\$190,972	08/03/12	187,530	188,362
Common Stock (B)	375 shs.	01/19/11	37,500	44,754
Warrant, exercisable until 2021, to purchase	373 8118.	01/19/11	37,300	44,734
	295 shs.	01/19/11	20.250	25 170
common stock at \$.01 per share (B)	293 SHS.	01/19/11	29,250 961,220	35,179
Church Sarvigas Holding Company			901,220	1,014,759
Church Services Holding Company	o in Houston D	allog and		
A provider of diversified residential services to homeowner. Austin markets.	s in Housion, D	anas, and		
	¢ 410 101	02/26/12	200 404	100 666
14.5% Senior Subordinated Note due 2018	\$410,191	03/26/12	398,484	408,666
Common Stock (B)	1,327 shs.		132,700	106,098
Warrant, exercisable until 2022, to purchase	<i>57</i> -1	02/26/12	5 740	4.557
common stock at \$.01 per share (B)	57 shs.	03/26/12	5,740	4,557
* 03/26/12, 05/25/12 and 06/19/12.			536,924	519,321
Claush Harbour and Associates				
Clough, Harbour and Associates				
An engineering service firm that is located in Albany, NY.	1 47 -1	12/02/00	146 504	207.521
Preferred Stock (B)	147 shs.	12/02/08	146,594	207,531
Connecticut Electric, Inc.				
A supplier and distributor of electrical products sold into the	e retail and who	lecale		
markets.	cictair and who	resare		
10% Senior Subordinated Note due 2014 (D)	\$771,051	01/12/07	719,299	747,285
Limited Liability Company Unit Class A (B)	82,613 uts.	01/12/07	82,613	32,269
Limited Liability Company Unit Class C (B)	59,756 uts.	01/12/07	59,756	25,014
Limited Liability Company Unit Class D (B)	671,525 uts.	05/03/10	<i>57,750</i>	715,671
Limited Liability Company Unit Class E (B)	1,102 uts.	05/03/10	<u> </u>	713,071 —
Elimited Elability Company Offit Class E (B)	1,102 uts.	03/03/10	861,668	1,520,239
Connor Sport Court International, Inc.			001,000	1,520,257
A designer and manufacturer of outdoor and indoor synthetic	c sports floorin	σ and other ter	mnorary floori	ng products
Preferred Stock Series B-2 (B)	9,081 shs.	07/05/07	370,796	821,319
Preferred Stock Series C (B)	3,748 shs.	07/05/07	125,207	339,003
Common Stock (B)	3,746 siis. 380 shs.	07/05/07	123,207 4	337,003
Limited Partnership Interest (B)	6.88% int.	07/03/07 *	103,135	_
- · · · · · · · · · · · · · · · · · · ·	0.00% III.	•		1 160 222
* 08/12/04 and 01/14/05.			599,142	1,160,322

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Babson Capital Participation Investors

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

June 30, 2013 (Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
CorePharma LLC A manufacturer of oral dose generic pharmaceuticals targete applications. Warrant, exercisable until 2013, to purchase	d at niche			
common stock at \$.001 per share (B)	10 shs.	08/04/05	\$72,617	\$361,414
I			, , , , ,	, ,
Crane Rental Corporation A crane rental company since 1960, headquartered in Florida.				
13% Senior Subordinated Note due 2015	\$1,032,750 135,000	08/21/08	986,915	1,032,750
Common Stock (B)	shs.	08/21/08	135,000	81,445
Warrant, exercisable until 2016, to purchase				
common stock at \$.01 per share (B)	72,037 shs.	08/21/08	103,143 1,225,058	43,459 1,157,654
Custom Engineered Wheels, Inc.				
A manufacturer of custom engineered, non-pneumatic plastic	wheels and pl	astic tread cap	tires used prin	marily for
lawn and garden products and wheelchairs.				
Preferred Stock PIK (B)	156 shs.	10/27/09	156,468	183,528
Preferred Stock Series A (B)	114 shs.	10/27/09	104,373	134,089
Common Stock (B)	38 shs.	10/27/09	38,244	
Warrant, exercisable until 2016, to purchase				
common stock at \$.01 per share (B)	28 shs.	10/27/09	25,735	
DDL Hall's Comment's			324,820	317,617
DPL Holding Corporation			d.,4., 4	
A distributor and manufacturer of aftermarket undercarriage parts for medium and heavy duty trucks				
and trailers.  14% Senior Subordinated Note due 2019	\$1,309,272	05/04/12	1,286,310	1,244,245
Preferred Stock (B)	25 shs.	05/04/12	252,434	256,969
Common Stock (B)	25 shs.	05/04/12	28,048	230,707
Common Stock (B)	25 5115.	03/04/12	1,566,792	1,501,214
Duncan Systems, Inc.			1,500,752	1,501,211
A distributor of windshields and side glass for the recreational vehicle market.				
10% Senior Secured Term Note due 2013	\$77,143	11/01/06	77,069	76,654
13% Senior Subordinated Note due 2014	\$488,572	11/01/06	474,446	481,276
Common Stock (B)	102,857 shs.	11/01/06	102,857	25,390
Warrant, exercisable until 2014, to purchase	-,,,		,	,-,-
, <b>r</b>				

common stock at \$.01 per share (B)	32,294 shs.	11/01/06	44,663 699,035	7,972 591,292
E S P Holdco, Inc.				
A manufacturer of power protection technology for commerce equipment dealer network.	cial office equip	pment, primaril	y supplying th	e office
14% Senior Subordinated Note due 2015	\$1,311,166	01/08/08	1,300,555	1,311,166
Common Stock (B)	349 shs.	01/08/08	174,701	200,391
			1,475,256	1,511,557
13				

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

June 30, 2013 (Unaudited)

	Principal			
	Amount,			
	Shares,			
	Units or			
	Ownership	Acquisition		
Corporate Restricted Securities: (A) (Continued)	Percentage	Date	Cost	Fair Value
Eatem Holding Company				
A developer and manufacturer of savory flavor systems for s	souns sauces s	ravies and oth	her products p	roduced by
food manufacturers for retail and foodservice end products.	oups, sauces, g	514 (105), and on	ner products p	ro <b>unced</b> by
12.5% Senior Subordinated Note due 2018	\$950,000	02/01/10	\$860,177	\$935,389
Common Stock (B)	50 shs.	02/01/10	50,000	52,222
Warrant, exercisable until 2018, to purchase	50 5115.	02/01/10	50,000	32,222
common stock at \$.01 per share (B)	119 shs.	02/01/10	107,100	124,518
common stock at \$.01 per share (b)	119 8118.	02/01/10	1,017,277	1,112,129
ELT Holding Company			1,017,277	1,112,129
ELT Holding Company	itiana fan aansm	anias in the		
A provider of web-based ethics and compliance training solu	itions for comp	ames in the		
United States.	Ф022 002	02/01/12	010 020	022 006
14% Senior Subordinated Note due 2019	\$933,902	03/01/12	918,030	932,096
Common Stock (B)	41 shs.	03/01/12	90,909	104,519
			1,008,939	1,036,615
F F C Holding Corporation				
A leading U.S. manufacturer of private label frozen novelty	and ice cream			
products.				
16% Senior Subordinated Note due 2017	\$913,022	09/27/10	901,817	922,152
Limited Liability Company Unit Preferred (B)	171 uts.	09/27/10	58,345	187,963
Limited Liability Company Unit (B)	171 uts.	09/27/10	17,073	21,550
			977,235	1,131,665
F G I Equity LLC				
A manufacturer of a broad range of filters and related produc	cts that are used	d in commercia	al, light indust	rial,
healthcare, gas turbine, nuclear, laboratory, clean room, hote	el, educational s	system, and fo	od processing	settings.
13.25% Senior Subordinated Note due 2018	\$435,085	05/02/13	430,846	436,317
14.25% Senior Subordinated Note due 2018	\$113,390	02/29/12	113,422	115,658
Limited Liability Company Unit Class B-1 (B)	65,789 uts.	12/15/10	65,789	145,436
Limited Liability Company Unit Class B-2 (B)	8,248 uts.	12/15/10	8,248	18,233
Limited Liability Company Unit Class B-3 (B)	6,522 uts.	08/30/12	15,000	16,028
Limited Liability Company Unit Class C (B)	1,575 uts.	12/20/10	16,009	23,230
	-,- ,		649,314	754,902
Flutes, Inc.			015,511	75 1,502
An independent manufacturer of micro fluted corrugated she	et material for	the food and c	onsumer prod	ucts nackaging
industries.	et material for	the rood and e	onsumer prod	dets packaging
10% Senior Secured Term Note due 2014 (D)	\$655,392	04/13/06	519,050	622,622
14% Senior Subordinated Note due 2014 (D)	\$432,280	04/13/06	290,908	022,022
17/0 Schiol Subolumated Note due 2014 (D)	ψ <del>1</del> 32,20U	04/13/00	290,908 809,958	622,622
G C Holdings			007,730	022,022
G C Holdings				

A leading manufacturer of gaming tickets, industrial recording charts, security-enabled point-of sale receipts, and medical charts and supplies.

12.5% Senior Subordinated Note due 2017	\$1,000,000	10/19/10	952,058	1,010,000
Warrant, exercisable until 2018, to purchase				
common stock at \$.01 per share (B)	198 shs.	10/19/10	46,958	545,535
			999,016	1,555,535

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**Babson Capital Participation Investors** 

#### CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

June 30, 2013 (Unaudited)

12% Senior Subordinated Note due 2017

Warrant, exercisable until 2021, to purchase

Common Stock (B)

(Onaudieu)				
Company Provided Securities (A) (Continued)	Principal Amount, Shares, Units or Ownership	Acquisition	Cort	F.'. V.l.
Corporate Restricted Securities: (A) (Continued)	Percentage	Date	Cost	Fair Value
GD Dental Services LLC A provider of convenient "onestop" general, specialty, and c South and Central Florida.		services with	21 offices loca	ated throughout
14% Senior Subordinated Note due 2019	\$1,178,854	10/05/12	\$1,156,917	\$1,144,965
Limited Liability Company Unit Common (B)	767 uts.	10/05/12	767	_
Limited Liability Company Unit Preferred (B)	76 uts.	10/05/12	75,920 1,233,604	74,245 1,219,210
gloProfessional Holdings, Inc.				
A marketer and distributor of premium mineral-based cosme	etics, cosmeceu	ticals and prof	essional hair c	are products to
the professional spa and physician's office channels.				
14% Senior Subordinated Note due 2019	\$1,137,738	03/27/13	1,115,740	1,114,944
Common Stock (B)	1,181 shs.	03/27/13	118,110	101,960
			1,233,850	1,216,904
Golden County Foods Holding, Inc.				
A manufacturer of frozen appetizers and snacks.				
16% Senior Subordinated Note due 2015 (D)	\$1,012,500	11/01/07	938,215	_
14% PIK Note due 2015 (D)	\$250,259	12/31/08	217,699	
8% Series A Convertible Preferred Stock, convertible into				
	151,643			
common shares (B)	shs.	11/01/07	77,643	
			1,233,557	
H M Holding Company				
A designer, manufacturer, and importer of promotional and	wood			
furniture.				
7.5% Senior Subordinated Note due 2014 (D)	\$362,700	10/15/09	271,181	_
Preferred Stock (B)	21 shs.	*	21,428	
Preferred Stock Series B (B)	1,088 shs.	10/15/09	813,544	_
Common Stock (B)	180 shs.	02/10/06	180,000	_
Common Stock Class C (B)	296 shs.	10/15/09		_
Warrant, exercisable until 2013, to purchase				
common stock at \$.02 per share (B)	67 shs.	02/10/06	61,875	
* 09/18/07 and 06/27/08.			1,348,028	_
Handi Quilter Holding Company				
A designer and manufacturer of long-arm quilting machines	and related cor	nponents for the	he consumer q	uilting market.

\$461,539

38 shs.

11/14/11

11/14/11

475,385

85,670

433,574

38,461

common stock at \$.01 per share (B)	28 shs.	11/14/11	25,596 497,631	61,345 622,400
15				

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

June 30, 2013 (Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
Corporate Restricted Securities. (A) (Continued)	1 ciccinage	Date	Cost	Tan value
Healthcare Direct Holding Company A direct-to-customer marketer of discount dental plans. 14% Senior Subordinated Note due 2019 Common Stock (B)	\$717,061 517 shs.	03/09/12 03/09/12	\$704,846 51,724 756,570	\$683,602 16,508 700,110
Hi-Rel Group LLC	6 .1			
A manufacturer and distributor of precision metal piece part aerospace/ defense, telecommunications, and medical end m	arkets.			
12% Senior Subordinated Note due 2018	\$703,125	04/15/13	658,113	682,213
Limited Liability Company Unit (B)	234 uts.	04/15/13	234,375	222,661
Warrant, exercisable until 2020, to purchase				
common stock at \$.01 per share (B)	37,177 shs.	04/15/13	32,344 924,832	372 905,246
Home Décor Holding Company A designer, manufacturer and marketer of framed art and war products.	ıll décor			
Common Stock (B)	33 shs.	*	33,216	84,238
Warrant, exercisable until 2013, to purchase				
common stock at \$.02 per share (B)	106 shs.	*	105,618	267,827
* 06/30/04 and 08/19/04.			138,834	352,065
HOP Entertainment LLC				
A provider of post production equipment and services to pro	ducers of telev	ision shows ar	nd motion	
pictures.		104444		
Limited Liability Company Unit Class F (B)	47 uts.	10/14/11	_	
Limited Liability Company Unit Class G (B)	114 uts.	10/14/11	_	
Limited Liability Company Unit Class H (B)	47 uts.	10/14/11		
Limited Liability Company Unit Class I (B)	47 uts.	10/14/11	_	_
Hospitality Mints Holding Company A manufacturer of individually-wrapped imprinted promotion	onal mints.		_	_
12% Senior Subordinated Note due 2016	\$1,098,837	08/19/08	1,055,166	1,060,023
Common Stock (B)	251 shs.	08/19/08	251,163	53,298
Warrant, exercisable until 2016, to purchase				
common stock at \$.01 per share (B)	65 shs.	08/19/08	60,233 1,366,562	13,777 1,127,098
HVAC Holdings, Inc.			1,500,502	1,127,070

A provider of integrated energy efficiency services and maintenance programs for HVAC systems.

14% Senior Subordinated Note due 2019	\$1,153,750	09/27/12	1,132,545	1,108,841
Preferred Stock Series A (B)	1,127 shs.	09/27/12	112,726	119,760
Common Stock (B)	910 shs.	09/27/12	910	3,397
			1,246,181	1,231,998

**Babson Capital Participation Investors** 

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

June 30, 2013 (Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
Ideal Tridon Holdings, Inc. A designer and manufacturer of clamps and couplings used i	n automotive a	nd industrial		
end markets. Common Stock (B)	93 shs.	10/27/11	\$92,854	\$126,743
Insurance Claims Management, Inc. A third party administrator providing auto and property clair companies. Common Stock (B)	n administratio 47 shs.	n services for 3	insurance 1,424	248,788
International Offshore Services LLC A leading provider of marine transportation services, platford producers in the shallow waters of the Gulf of Mexico. 14.25% Senior Subordinated Secured Note due 2017 (D) Limited Liability Company Unit (B)	\$1,350,000 1,647 uts.	oning, and salv 07/07/09 07/07/09	1,236,405 98,833	o oil and gas — —
J A C Holding Enterprises, Inc. A supplier of luggage racks and accessories to the original ed	guinmant manu	ifocturare	1,335,238	_
12.5% Senior Subordinated Note due 2017	\$833,333	12/20/10	741,147	841,666
Preferred Stock A (B)	165 shs.	12/20/10	165,000	132,304
Preferred Stock B (B)	0.06 shs.	12/20/10	105,000	48
Common Stock (B)	33 shs.	12/20/10	1,667	<del></del> 0
Warrant, exercisable until 2020, to purchase	<i>33</i> 3113.	12/20/10	1,007	
common stock at \$.01 per share (B)	12 shs.	12/20/10	105,643 1,013,457	— 974,018
Jason Partners Holdings LLC				
A diversified manufacturing company serving various indust	rial markets.			
Limited Liability Company Unit (B)	48 uts.	09/21/10	449,086	25,511
JMH Investors LLC A developer and manufacturer of custom formulations for a of foods.	wide variety			
14.25% Senior Subordinated Note due 2019	\$1,045,955	12/05/12	1,026,313	1,020,651
Limited Liability Company Unit (B)	217,391 uts.	12/05/12	217,391 1,243,704	188,754 1,209,405
W % N Donard Lan				

#### K & N Parent, Inc.

A manufacturer and supplier of automotive aftermarket performance air filters and intake systems.

14% Senior Subordinated Note due 2019	\$1,137,087	12/23/11	1,110,988	1,109,511
Preferred Stock Series A (B)	102 shs.	12/23/11	39,887	113,181
Preferred Stock Series B (B)	29 shs.	12/23/11	_	32,031
Common Stock (B)	130 shs.	12/23/11	6,522	37,409
			1,157,397	1,292,132

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

June 30, 2013 (Unaudited)

	Principal Amount, Shares, Units or Ownership	Acquisition		
Corporate Restricted Securities: (A) (Continued)	Percentage	Date	Cost	Fair Value
K N B Holdings Corporation A designer, manufacturer and marketer of products for the cuframing market.	ıstom			
15% Senior Subordinated Note due 2017	\$2,268,785	*	\$2,117,213	\$2,268,785
Common Stock (B)	71,053 shs.	05/25/06	71,053	39,017
Warrant, exercisable until 2016, to purchase				
common stock at \$.01 per share (B)	43,600 shs.	05/25/06	37,871	23,942
* 05/25/06 and 04/12/11.			2,226,137	2,331,744
K P H I Holdings, Inc. A manufacturer of highly engineered plastic and metal comp medical, consumer and industrial, automotive and defense.		verse range of	end-markets,	including
	232,826			
Common Stock (B)	shs.	12/10/10	232,826	246,575
K P I Holdings, Inc. The largest player in the U.S. non-automotive, non-ferrous d segment.	ie casting			
Convertible Preferred Stock Series C (B)	29 shs.	06/30/09	29,348	58,000
Convertible Preferred Stock Series D (B)	13 shs.	09/17/09	12,958	38,880
Common Stock (B)	235 shs.	07/15/08	234,783	41,919
Warrant, exercisable until 2018, to purchase				
common stock at \$.01 per share (B)	51 shs.	07/16/08	50,836	9,077
Warrant, exercisable until 2018, to purchase				
common stock at \$.01 per share (B)	67 shs.	09/17/09	_	12,034
			327,925	159,910
LPC Holding Company				
A designer and manufacturer of precision-molded silicone ru	bber compone	nts that are uti	lized in the me	edical and
automotive end markets.	¢ 1 170 075	00/15/11	1 150 015	1 106 521
13.5% Senior Subordinated Note due 2018	\$1,170,975 105 shs.	08/15/11 08/15/11	1,152,215 105,019	1,186,531
Common Stock (B)	103 8118.	06/13/11	1,257,234	132,583 1,319,114
M V I Holding, Inc.			1,237,234	1,317,114
A manufacturer of large precision machined metal componer industries, including the oil and gas, mining, and defense ma		ipment which	services a vari	ety of
Common Stock (B)	32 shs.	09/12/08	32,143	40,510
Warrant, exercisable until 2018, to purchase	<i>32</i> 3113.	07/12/00	32,143	70,510
common stock at \$.01 per share (B)	35 shs.	09/12/08	34,714	43,750

			66,857	84,260
Mail Communications Group, Inc.				
A provider of mail processing and handling services, l	ettershop service	ces, and comme	ercial printing serv	vices.
Limited Liability Company Unit (B)	12,764 uts.	*	166,481	262,776
Warrant, exercisable until 2014, to purchase				
common stock at \$.01 per share (B)	1,787 shs.	05/04/07	22,781	36,791
* 05/04/07 and 01/02/08.			189,262	299,567

**Babson Capital Participation Investors** 

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

June 30, 2013 (Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
Manhattan Beachwear Holding Company				
A designer and distributor of women's swimwear.				
12.5% Senior Subordinated Note due 2018	\$419,971	01/15/10	\$382,213	\$419,971
15% Senior Subordinated Note due 2018	\$109,649	10/05/10	108,079	103,426
Common Stock (B)	35 shs.	10/05/10	35,400	39,392
Common Stock Class B (B)	118 shs.	01/15/10	117,647	130,917
Warrant, exercisable until 2019, to purchase				
common stock at \$.01 per share (B)	104 shs.	01/15/10	94,579	115,862
			737,918	809,568
Marshall Physicians Services LLC				
A provider of emergency department and hospital medicine		_	n the state of I	Kentucky. The
company was founded in 1999 and is owned by seven practic	cing physicians			
13% Senior Subordinated Note due 2016	\$447,882	09/20/11	440,673	450,103
Limited Liability Company Unit Class A (B)	2,900 uts.	09/20/11	60,000	48,554
Limited Liability Company Unit Class D (B)	291 uts.	09/20/11	_	4,880
			500,673	503,537
MBWS Ultimate Holdco, Inc.				
A provider of services throughout North Dakota that address an oil well.	the fluid mana	agement and re	elated transport	tation needs of
12% Senior Subordinated Note due 2016	\$1,117,495	*	1,047,769	1,128,670
Preferred Stock Series A (B)	1,388 shs.	09/07/10	138,797	444,259
Common Stock (B)	162 shs.	03/01/11	16,226	51,852
Common Stock (B)	153 shs.	09/07/10	15,282	48,971
Warrant, exercisable until 2020, to purchase			-, -	
common stock at \$.01 per share (B)	103 shs.	03/01/11	10,325	32,967
Warrant, exercisable until 2016, to purchase			,	,
common stock at \$.01 per share (B)	386 shs.	09/07/10	38,623	123,547
* 09/07/10 and 03/01/11.			1,267,022	1,830,266
MedSystems Holdings LLC				
A manufacturer of enteral feeding products, such as feeding	tubes and othe	r products rela	ted to assisted	feeding
Preferred Unit (B)	66 uts.	08/29/08	66,451	85,495
Common Unit Class A (B)	671 uts.	08/29/08	671	43,800
Common Unit Class B (B)	250 uts.	08/29/08	63,564	16,297
Common Onit Class D (D)	250 ats.	00/27/00	130,686	145,592
A COMPONENT AND A			150,000	173,374

## MEGTEC Holdings, Inc.

A supplier of industrial and environmental products and services to a broad array of industries.

Preferred Stock (B)	56 shs.	09/24/08	54,040	84,910
Limited Partnership Interest (B)	0.74% int.	09/16/08	205,932	261,796
Warrant, exercisable until 2018, to purchase				
common stock at \$.01 per share (B)	18 shs.	09/24/08	18,237	13,748
			278,209	360,454
19				

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

June 30, 2013 (Unaudited)

Corporate Restricted Securities: (A) (Continued)		Principal Amount, Shares, Units or Ownership Percentage	Ao Da	equisitior ate		ost	Fair Value
Merex Holding Corporation A provider of after-market spare parts and of production" or "legacy" aerospace and of equipment manufacturers.							
14% Senior Subordinated Note due 2018 Limited Liability Company Unit Series B (	(B)	\$ 424,528 155,945 uts		/22/11 //22/11	\$	417,555 155,945 573,500	\$ 429,794 124,175 553,969
MicroGroup, Inc. A manufacturer of precision parts and assemetal tubing and bars. 7% Senior Subordinated Note due	mblio	es, and a value	e-added si	upplier o	f		000,000
2014 (D)	\$	902,727			*	865,676	255,682
Preferred Stock Series A (B)		shs.		10/10/12		498,734	233,062
Common Stock (B)		shs.		10/10/1	ک *	238,000	<del></del>
Common Stock (B)  Common Stock Series B (B)		shs.		10/10/12		6	<del></del>
Warrant, exercisable until 2014, to purchase	391	5115.		10/10/1.	2	O	_
common stock at \$.02 per share (B) * 08/12/05 and 09/11/06.	87 s	hs.			*	86,281 1,688,697	
MNX Holding Company An international third party logistics Comp	nany i	roviding cust	omized l	ngistics s	ervices	to customers a	eross the globe
14% Senior Subordinated Note due 2019	, arry	noviding cust	\$1,221,		/02/12	1,198,729	-
Common Stock (B)			45 shs.		/02/12	44,643	28,144
Common Stock (B)			15 5115.	- 11	702/12	1,243,372	
Monessen Holding Corporation						1,243,372	1,175,452
A designer and manufacturer of a broad lin	a of	rae wood an	d alactric	hearth ni	oducte	and accessories	•
15% Senior Subordinated Note due 2015 (		gas, wood, and	\$823,79		/28/11	547,745	··
7% Senior Subordinated Note due 2014 (D			\$1,350,		/28/11	1,281,479	<u> </u>
Warrant, exercisable until 2014, to purchas			φ1,330,	000 00	120/11	1,201,475	, —
common stock at \$.02 per share (B)	,c		81 shs.	03	/31/06	73,125	
common stock at \$.02 per share (B)			01 8118.	03	/31/00	1,902,349	 )
Motion Controls Holdings							
A manufacturer of high performance mech linkage products.	anica	l motion cont	rol and				
14.25% Senior Subordinated Note due 201	7		\$948,71	2 11	/30/10	936,056	933,596
Limited Liability Company Unit Class B-1			93,750 ı		/30/10	_	70,368

Limited Liability Company Unit Class B-2 (B) NABCO, Inc.	8,501 uts.	11/30/10	— 936,056	6,381 1,010,345
A producer of explosive containment vessels in the United States.				
Common Stock (B)	429 shs.	12/20/12	306,091	216,113
20				

**Babson Capital Participation Investors** 

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

June 30, 2013 (Unaudited)

(Unaudited)				
Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
NetShape Technologies, Inc.				
A manufacturer of powder metal and metal injection molder	ed precision com	ponents used i	n industrial,	
consumer, and other applications.				
14% Senior Subordinated Note due 2014	\$1,061,463	02/02/07	\$1,004,545	\$1,008,389
Limited Partnership Interest of	1.200	00/01/07	500.077	
Saw Mill PCG Partners LLC (B)	1.38% int.	02/01/07	588,077	
Limited Liability Company Unit Class D of	040	*	0.072	
Saw Mill PCG Partners LLC (B) Limited Liability Company Unit Class D-1 of	9 uts.	-1-	8,873	<del>_</del>
Saw Mill PCG Partners LLC (B)	121 uts.	09/30/09	121,160	155,546
Limited Liability Company Unit Class D-2 of	121 uts.	07/30/07	121,100	133,340
Saw Mill PCG Partners LLC (B)	68 uts.	04/29/11	34,547	
* 12/18/08 and 09/30/09.	00 000	0 11 - 27 - 1	1,757,202	1,163,935
Nicoat Acquisitions LLC A manufacturer of water-based and ultraviolet coatings for specialty coating applications.  14% Senior Subordinated Note due 2018 Limited Liability Company Unit Series B (B) Limited Liability Company Unit Series B (B) Limited Liability Company Unit Series F (B)	\$488,028 17,241 uts. 34,931 uts. 52,172 uts.	ce graphic arts 11/05/10 11/05/10 11/05/10 11/05/10	456,448 17,241 34,931 — 508,620	492,908 20,912 42,367 161,867 718,054
Northwest Mailing Services, Inc.			300,020	710,051
A producer of promotional materials for companies that us programs.	e direct mail as p	part of their cu	stomer retention	on and loyalty
12% Senior Subordinated Note due 2016	\$1,492,105	*	1,321,263	1,461,614
Limited Partnership Interest (B)	1,740 uts.	*	174,006	51,901
Warrant, exercisable until 2019, to purchase				
common stock at \$.01 per share (B)	2,605 shs.	*	260,479	77,693
* 07/09/09 and 08/09/10.			1,755,748	1,591,208
NT Holding Company A leading developer, manufacturer and provider of medica management.	l products used p	orimarily in int	erventional pa	in
12% Senior Subordinated Note due 2019	\$883,117	02/02/11	826,803	891,948
Common Stock (B)	126 shs.	*	125,883	116,935
Warrant, exercisable until 2021, to purchase			,	,
common stock at \$.01 per share (B)	59 shs.	02/02/11	52,987	54,575

* 02/02/11 and 06/30/11.	1,005,673	1,063,458
21		

#### CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

June 30, 2013

(Unaudited)

Ownership Percentage Date Cost Fair Value  Corporate Restricted Securities: (A) (Continued)  O E C Holding Corporation A provider of elevator maintenance, repair and modernization services.  13% Senior Subordinated Note due 2017 \$ 444,445 06/04/10 \$417,015 \$423,556 Preferred Stock Series A (B) 554 shs. 06/04/10 55,354 20,200 Preferred Stock Series B (B) 311 shs. 06/04/10 31,125 11,358 Common Stock (B) 344 shs. 06/04/10 344 —  Ontario Drive & Gear Ltd. A manufacturer of all-wheel drive, off-road amphibious vehicles and related accessories.  Limited Liability Company Unit (B) 1,942 uts. 01/17/06 302,885 743,504 Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B) 328 shs. 01/17/06 90,424 125,531 393,309 869,035
O E C Holding Corporation A provider of elevator maintenance, repair and modernization services.  13% Senior Subordinated Note due 2017 \$ 444,445 \$ 06/04/10 \$ 417,015 \$ 423,556 Preferred Stock Series A (B) \$ 554 shs. \$ 06/04/10 \$ 55,354 \$ 20,200 Preferred Stock Series B (B) \$ 311 shs. \$ 06/04/10 \$ 31,125 \$ 11,358 Common Stock (B) \$ 344 shs. \$ 06/04/10 \$ 344 \$
A provider of elevator maintenance, repair and modernization services.  13% Senior Subordinated Note due 2017 \$ 444,445 \$ 06/04/10 \$ 417,015 \$ 423,556 Preferred Stock Series A (B) \$ 554 shs. \$ 06/04/10 \$ 55,354 \$ 20,200 Preferred Stock Series B (B) \$ 311 shs. \$ 06/04/10 \$ 31,125 \$ 11,358 Common Stock (B) \$ 344 shs. \$ 06/04/10 \$ 344 \$ 503,838 \$ 455,114 Ontario Drive & Gear Ltd. A manufacturer of all-wheel drive, off-road amphibious vehicles and related accessories.  Limited Liability Company Unit (B) \$ 1,942 uts. \$ 01/17/06 \$ 302,885 \$ 743,504 Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B) \$ 328 shs. \$ 01/17/06 \$ 90,424 \$ 125,531
13% Senior Subordinated Note due 2017       \$ 444,445       06/04/10       \$417,015       \$423,556         Preferred Stock Series A (B)       554 shs.       06/04/10       55,354       20,200         Preferred Stock Series B (B)       311 shs.       06/04/10       31,125       11,358         Common Stock (B)       344 shs.       06/04/10       344       —         503,838       455,114         Ontario Drive & Gear Ltd.       A manufacturer of all-wheel drive, off-road amphibious vehicles and related accessories.       01/17/06       302,885       743,504         Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B)       328 shs.       01/17/06       90,424       125,531
Preferred Stock Series A (B)       554 shs.       06/04/10       55,354       20,200         Preferred Stock Series B (B)       311 shs.       06/04/10       31,125       11,358         Common Stock (B)       344 shs.       06/04/10       344       —         503,838       455,114         Ontario Drive & Gear Ltd.       A manufacturer of all-wheel drive, off-road amphibious vehicles and related accessories.       302,885       743,504         Limited Liability Company Unit (B)       1,942 uts.       01/17/06       302,885       743,504         Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B)       328 shs.       01/17/06       90,424       125,531
Preferred Stock Series B (B)       311 shs.       06/04/10       31,125       11,358         Common Stock (B)       344 shs.       06/04/10       344       —         503,838       455,114         Ontario Drive & Gear Ltd.       A manufacturer of all-wheel drive, off-road amphibious vehicles and related accessories.       503,838       455,114         Limited Liability Company Unit (B)       1,942 uts.       01/17/06       302,885       743,504         Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B)       328 shs.       01/17/06       90,424       125,531
Common Stock (B)  344 shs.  06/04/10  344  503,838  455,114  Ontario Drive & Gear Ltd.  A manufacturer of all-wheel drive, off-road amphibious vehicles and related accessories.  Limited Liability Company Unit (B)  1,942 uts.  01/17/06  302,885  743,504  Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B)  328 shs.  01/17/06  90,424  125,531
Ontario Drive & Gear Ltd.  A manufacturer of all-wheel drive, off-road amphibious vehicles and related accessories.  Limited Liability Company Unit (B) 1,942 uts. 01/17/06 302,885 743,504 Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B) 328 shs. 01/17/06 90,424 125,531
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related accessories.  Limited Liability Company Unit (B) 1,942 uts. 01/17/06 302,885 743,504  Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B) 328 shs. 01/17/06 90,424 125,531
Limited Liability Company Unit (B) 1,942 uts. 01/17/06 302,885 743,504  Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B) 328 shs. 01/17/06 90,424 125,531
Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B)  328 shs.  01/17/06  90,424  125,531
Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B)  328 shs.  01/17/06  90,424  125,531
•
202 200 060 025
373,309 809,033
P K C Holding Corporation
A manufacturer of plastic film and badges for the general industrial, medical, and food
industries.
14% Senior Subordinated Note due 2016 \$ 1,632,745 12/21/10 1,616,203 1,649,072
Preferred Stock Class A (B) 29 shs. 12/21/10 180,380 326,443
Common Stock (B) 29 shs. 12/21/10 13,500 1,278
1,810,083 1,976,793
P P T Holdings LLC
A high-end packaging solutions provider that targets customers who have multiple packaging needs, require a high
number of low volume SKUs, short lead times, technical expertise, and overall supply chain management.
15% Senior Subordinated Note due 2017 \$963,879 12/20/10 950,544 949,368
Limited Liability Company Unit Class A (B) 33 uts. 12/20/10 106,071 90,418
Limited Liability Company Unit Class B (B) 33 uts. 12/20/10 1,072 90,418
1,057,687 1,130,204
Pacific Consolidated Holdings LLC
A manufacturer of rugged, mobile liquid and gaseous oxygen and nitrogen generating systems used in the global

## Paradigm Packaging, Inc.

2014

defense, oil and gas, and medical sectors. 0% Senior Subordinated Note due

A manufacturer of plastic bottles and closures for the nutritional, pharmaceutical, personal care, and food packaging markets.

\$ 42,187

12/18/12

42,187

12% Senior Subordinated Note due 2016	\$ 843,750	12/19/00	842,314	843,750
Warrant, exercisable until 2016, to purchase				
common stock at \$.01 per share (B)	197 shs.	12/21/00	140,625	128,636
			982,939	972,386

**Babson Capital Participation Investors** 

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

June 30, 2013 (Unaudited)

	Principal				
	Amount,				
	Shares,				
	Units or				
Corporate Restricted Securities: (A)	Ownership	•	uisition		
(Continued)	Percentage	Ι	Date	Cost	Fair Value
Pearlman Enterprises, Inc.					
A developer and distributor of tools, equipmen	nt and supplies t	o the natural	and engineer	ed stone industry	<i>/</i> .
Preferred Stock Series A (B)	1,236 shs.		22/09	\$ 59,034	<b>\$</b> —
Preferred Stock Series B (B)	7,059 shs.		22/09	290,050	_
Common Stock (B)	21,462 shs.	05/2	22/09	993,816	
				1,342,900	_
Petroplex Inv Holdings LLC					
A leading provider of acidizing services to E&					
16% Senior Subordinated Note due 2018	\$1,119,949 156,250	9 11/2	29/12	1,094,513	1,088,547
Limited Liability Company Unit (B)	uts.	11/2	29/12	156,250	133,829
				1,250,763	1,222,376
Postle Aluminum Company LLC					
A manufacturer and distributor of aluminum e	xtruded				
products.					
15% Senior Subordinated Note due 2013		\$888,051	06/03/10	885,767	888,051
Limited Liability Company Unit Class A (B)		733 uts.	10/02/06	270,000	99,329
Limited Liability Company Unit (B)		76 uts.	05/22/09	340	10,302
Warrant, exercisable until 2016, to purchase					
common stock at \$.01 per share (B)		4,550 shs.	10/02/06	65,988	616,839
•				1,222,095	1,614,521
Precision Wire Holding Company					
A manufacturer of specialty medical wires that Warrant, exercisable until 2019, to purchase	t are used in nor	n-elective mi	nimally invas	sive surgical prod	cedures.
common stock at \$.01 per share (B)		109 shs.	11/12/09	107,970	170,920
Qualis Automotive LLC					
A distributor of aftermarket automotive brake	and chassis				
products.					
		187,500			
Common Stock (B)		shs.	05/28/04	187,500	207,344
Warrant, exercisable until 2014, to purchase					
		199,969			
common stock at \$.01 per share (B)		shs.	05/28/04	199,969	221,132
				387,469	428,476
R A J Manufacturing Holdings LLC					
A designer and manufacturer of women's swin	mwear sold und	er a variety o	f licensed bra	and names.	
14.5% Senior Subordinated Note due 2014	\$	831,458	12/15/06	811,311	706,739

Limited Liability Company Unit (B)	1,497 uts.	12/15/06	149,723	17,816
Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B)	2 shs.	12/15/06	69,609 1,030,643	8,407 732,962
23				

#### CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

Corporate Restricted Securities: (A) (Continued)

June 30, 2013 (Unaudited)

Principal
Amount,
Shares,
Units or
Ownership Acquisition
Percentage Date Cost

vele management services to customers in the state of th

495,374

Fair Value

576,641

REVSpring, Inc.

A provider of accounts receivable management and revenue cycle management services to customers in the healthcare, financial and utility industries.

14% Senior Subordinated Note due 2018	\$1,149,214	*	\$1,131,237	\$1,145,909
Limited Liability Company Unit Class A (B)	13,548 uts.	*	135,477	168,769
* 10/21/11 and 08/03/12.			1,266,714	1,314,678

#### **RM Holding Company**

A specialty distributor of home medical care equipment.				
13% Senior Subordinated Note due 2018	\$460,318	02/09/12	436,645	460,318
Preferred Stock (B)	39,679 shs.	02/09/12	39,678	38,380
Common Stock (B)	369 shs.	02/09/12	4	36,061
Warrant, exercisable until 2022, to purchase				
preferred stock A at \$.01 per share (B)	12,088 shs.	02/09/12	11,980	16,964
Warrant, exercisable until 2022, to purchase				
preferred stock B at \$.01 per share (B)	7,067 shs.	02/09/12	7,067	6,836
Warrant, exercisable until 2022, to purchase				
common stock at \$.01 per share (B)	185 shs.	02/09/12		18,082

#### Rose City Holding Company

A designer and printer of folding cartons and packaging for food and beverage manufacturers on the West Coast.

14.5% Senior Subordinated Note due 2018	\$594,059	12/11/12	583,134	577,563
Preferred Stock (B)	39,062 shs.	12/11/12	39,062	35,560
Common Stock (B)	39 shs.	12/11/12	4	
			622,200	613,123

#### **Safety Infrastructure Solutions**

A provider of trench safety equipment to a diverse customer base across multiple end markets in Texas and the Southwestern United States.

#### 15% Senior Subordinated Note

13 / Demoi Suboramatea 110te				
due 2018	\$ 843,750	*	832,536	856,048
Preferred Stock (B)	2,098 shs.	03/30/12	83,920	92,095
Common Stock (B)	983 shs.	03/30/12	9,830	236
* 03/30/12 and 05/16/13.			926,286	948,379

#### Sencore Holding Company

A designer, manufacturer, and marketer of decoders, receivers and modulators sold to broadcasters, satellite, cable and telecom operators for encoding/decoding analog and digital transmission video signals.

12.5% Senior Subordinated Note due 2014 (D)	\$ 1,157,231	01/15/09	826,004	289,308
24				

**Babson Capital Participation Investors** 

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

June 30, 2013 (Unaudited)

	Principal			
	Amount,			
	Shares,			
	Units or			
	Ownership	Acquisition		
Corporate Restricted Securities: (A) (Continued)	Percentage	Date	Cost	Fair Value
Signature Systems Holding Company				
A seller and installer of a variety of modular surfaces, indust	rial matting an	d related produ	ucts used for gr	round
protection.				
12.5% Senior Subordinated Note due 2021	\$755,088	03/15/13	\$712,582	\$736,513
Common Stock (B)	76 shs.	03/15/13	75,509	63,749
Warrant, exercisable until 2023, to purchase				
common stock A at \$.01 per share (B)	31 shs.	03/15/13	28,316	26,045
			816,407	826,307
Smart Source Holdings LLC				
A short-term computer rental company.				
Limited Liability Company Unit (B)	328 uts.	*	261,262	467,644
Warrant, exercisable until 2015, to purchase				
common stock at \$.01 per share (B)	83 shs.	*	67,467	118,455
* 08/31/07 and 03/06/08.			328,729	586,099
Snacks Parent Corporation				
The world's largest provider of trail mixes and a leading pro	vider of snack	nuts, dried fru	its, and other h	ealthy snack
products.		•	,	•
13% Senior Subordinated Note due 2020	\$891,858	11/12/10	853,294	900,777
Preferred Stock A (B)	1,132 shs.	11/12/10	100,501	147,895
Preferred Stock B (B)	525 shs.	11/12/10		68,629
Common Stock (B)	6,579 shs.	11/12/10	6,579	56,372
Warrant, exercisable until 2020, to purchase	,		•	,
common stock at \$.01 per share (B)	1,806 shs.	11/12/10	1,806	15,476
1	,		962,180	1,189,149
SouthernCare Holdings, Inc.			•	
A hospice company providing palliative care services to term	ninally ill			
patients.	J			
Common Stock (B)	909 shs.	12/01/11	90,909	86,324
Spartan Foods Holding Company			,	,
A manufacturer of branded pizza crusts and pancakes.				
14.25% Senior Subordinated Note due 2017	\$1,200,671	12/15/09	1,079,379	1,130,176
Warrant, exercisable until 2018, to purchase	, ,,		, ,	,,
common stock at \$.01 per share (B)	136 shs.	12/15/09	120,234	44,455
1			1,199,613	1,174,631
Specialty Commodities, Inc.			, -,-	, ,
A distributor of specialty food ingredients.				
Common Stock (B)	16 shs.	10/23/08	158,824	183,619
			,	,

Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B)

6 shs. 10/23/08

53,285 212,109 69,369 252,988

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

June 30, 2013 (Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
Stag Parkway Holding Company A distributor of RV parts and accessories in the United States.				
13% Senior Subordinated Note due 2018	\$1,137,810	12/19/12	\$1,086,940	\$1,119,050
Common Stock (B)	118 shs.	12/19/12	118,203	105,897
Warrant, exercisable until 2020, to purchase				
common stock at \$.01 per share (B)	35 shs.	12/19/12	31,848 1,236,991	31,097 1,256,044
Strata/WLA Holding Corporation			, ,	,,-
A leading independent anatomic pathology laboratory that co	onducts over 32	20,000 tests an	nually to custo	omers in 40
U.S. states and in Canada and Venezuela.				
14.5% Senior Subordinated Note due 2018	\$959,148	07/01/11	943,703	479,574
Preferred Stock Series A (B)	76 shs.	07/01/11	76,046	
			1,019,749	479,574
Sundance Investco LLC				
A provider of post-production services to producers of movid	es and			
television shows.	2 405 1	02/21/10		
Limited Liability Company Unit Class A (B)	3,405 shs.	03/31/10		
Sunrise Windows Holding Company				
A manufacturer and marketer of premium vinyl windows exc	clusively sellin	g to the reside	ntial remodelii	ng and
replacement market.		_		
14% Senior Subordinated Note due 2017	\$1,012,642	12/14/10	969,918	991,683
14% Senior Subordinated PIK Note due 2017	\$84,484	08/17/12	81,374	82,736
Common Stock (B)	38 shs.	12/14/10	38,168	16,055
Warrant, exercisable until 2020, to purchase				
common stock at \$.01 per share (B)	37 shs.	12/14/10	37,249	15,668
			1,126,709	1,106,142
Synteract Holdings Corporation				
A provider of outsourced clinical trial management services companies.	to pharmaceuti	cal and biotec	hnology	
14% Senior Subordinated Note due 2019	1,750,602	09/02/08	1,683,962	1,750,602
Preferred Stock Series D (B)	257 shs.	02/27/13	25,678	18,658
Redeemable Preferred Stock Series A (B)	678 shs.	09/02/08	6,630	
Warrant, exercisable until 2018, to purchase	570 BHs.	37132100	0,050	
common stock at \$.01 per share (B)	6,778 shs.	09/02/08	59,661	
1	- ,		1,775,931	1,769,260

**Babson Capital Participation Investors** 

CONSOLIDATED	SCHEDULE	OF INVESTMENTS	(CONTINUED)	

June 30, 2013 (Unaudited)

Principal Amount, Shares, Units

or

Corporate Restricted Securities: (A) Ownership Acquisition
(Continued) Percentage Date Cost Fair Value

#### Terra Renewal LLC

A provider of wastewater residual management and required environmental reporting, permitting, nutrient management planning and record keeping to companies involved in poultry and food processing.

12% Senior Subordinated Note due				
2014 (D)	\$ 664,062	*	\$ 644,369	\$ —
9.7% Term Note due 2013 (C)	\$ 667,310	06/10/13	667,310	567,214
9.75% Term Note due 2013 (C)	\$ 1,575	06/28/13	1,575	1,338
Common Stock Class B	32 shs.	*	20,136	_
Limited Partnership Interest of				
Saw Mill Capital Fund V, LLC (B)	2.27% int.	**	287,411	
Warrant, exercisable until 2016, to				
purchase				
common stock at \$.01 per share (B)	41 shs.	04/28/06	33,738	_
* 04/28/06 and 09/13/06.			1,654,539	568,552
** 02/01/05 am 1 10/10/00				

<sup>\*\* 03/01/05</sup> and 10/10/08.

#### Torrent Group Holdings, Inc.

A contractor specializing in the sales and installation of engineered drywells for the retention and filtration of stormwater and nuisance water flow.

#### 14.5% Senior Subordinated Note

due 2014 (D)	\$ 1,300,003	10/26/07	1,136,835	1,252,891
Series B Preferred Stock (B)	97 shs.	03/31/10	_	105,275
Common Stock (B)	273 shs.	03/31/10	219,203	
			1,356,038	1,358,166

#### Transpac Holding Company

A designer, importer, and wholesaler of home décor and seasonal gift products.

12% Senior Subordinated Note due 2015	\$ 938,651	10/31/07	899,829	890,736
Common Stock (B)	110 shs.	10/31/07	110,430	6,857
Warrant, exercisable until 2015, to				
purchase				
common stock at \$.01 per share (B)	50 shs.	10/31/07	46,380	3,096
			1.056,639	900.689

#### Tranzonic Companies (The)

A producer of commercial and industrial supplies, such as safety products, janitorial supplies, work apparel, washroom and restroom supplies and sanitary care products.

13% Senior Subordinated Note due 2015	•	•	\$	542,400	02/05/98	542,130	542,400
Common Stock (B)			315	shs.	02/04/98	315,000	298,935

Warrant, exercisable until 2015, to purchase

common stock at \$.01 per share (B)	222 shs.	02/05/98	184,416 1,041,546	210,678 1,052,013
27				

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

June 30, 2013 (Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage		Acquisition Date	C	Cost		Fair Value
Truck Bodies & Equipment International A designer and manufacturer of acce various forms of flat-bed bodies, lan		•	•	s, primari	ly dump bodies	, hoist	ts,
12% Senior Subordinated Note due 2013 Preferred Stock Series B (B) Common Stock (B) Warrant, exercisable until 2014, to purchase	\$ 1,222,698 128 shs. 393 shs.		* 10/20/08 *	1	,191,831 27,677 23,985		1,220,503 159,474 —
common stock at \$.02 per share (B) Warrant, exercisable until 2018, to purchase	81 shs.		*	8	4,650	_	_
common stock at \$.01 per share (B) * 07/19/05 and 12/22/05.	558 shs.		10/20/08	- 1		<del>-</del> 1	 1,379,977
TruStile Doors, Inc. A manufacturer and distributor of in Limited Liability Company Unit (B) Warrant, exercisable until 2016, to p common stock at \$.01 per share (B)		5,	888 uts. 3,060 shs.	02/28/1	3 36,032		208,887
U-Line Corporation A manufacturer of high-end, built-in Common Stock (B) Warrant, exercisable until 2016, to purchase	, undercounter i 96 sk		g, wine storage a 04/30/04	_	145,407 eration applianc 96,400		150,171
common stock at \$.01 per share (B)	1	22 shs.	04/30/04	4	112,106 208,506		190,050 340,221
U M A Enterprises, Inc An importer and wholesaler of home Convertible Preferred Stock (B)	e décor products		70 shs.	02/08/08	,		60,790
Visioneering, Inc. A designer and manufacturer of tool the aerospace industry. 10.5% Senior Secured Term Loan designer.		for \$	414,706	05/17/07	7 414,495	4	15,027

13% Senior Subordinated Note due 2014	\$	370,588 21,261	05/17/07	362,871	370,588
18% PIK Convertible Preferred Stock (B)		shs. 70,588	03/13/09	41,440	82,295
Common Stock (B) Warrant, exercisable until 2014, to purchase		shs.	05/17/07	70,588	109,110
common stock at \$.01 per share (B)	20,0	003 shs.	05/17/07	31,460 920,854	30,919 1,007,939

**Babson Capital Participation Investors** 

## CONSOLIATED SCHEDULE OF INVESTMENTS (CONTINUED) JUNE 30, 2013

(Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value	
(Continued)	rereemage	Bute	Cost	Tun vunue	•
Vitex Packaging Group, Inc.					
A manufacturer of specialty packaging, prima	•	•	•		
Class B Unit (B)	406,525 uts.	10/29/09	\$ 184,266	\$ —	
Class C Unit (B)	450,000 uts.	10/29/09	413,244	490,40	)3
Limited Liability Company Unit Class A	202.011	at.	220.252		
(B)	383,011 uts.	*	229,353		
Limited Liability Company Unit Class B	0.5.0.4.0	0=110101	0.5.0.40		
(B)	96,848 uts.	07/19/04	96,848		
* 07/19/04 and 10/29/09.			923,711	490,40	)3
Wellborn Forest Holding Company A manufacturer of semi-custom kitchen and bath cabinetry. 12.13% Senior Subordinated Note due					
2016	\$ 911,250	11/30/06	867,531	820,12	25
Common Stock (B)	101 shs.	11/30/06	101,250		
Warrant, exercisable until 2016, to			,		
purchase					
common stock at \$.01 per share (B)	51 shs.	11/30/06	45,790		
1			1,014,571	820,12	25
Wheaton Holding Corporation					
A distributor and manufacturer of laboratory	supply				
products and packaging.					
Preferred Stock Series B (B)	703 shs.	06/08/10	70,308	_	
Common Stock (B)	353 shs.	06/08/10	353		
			70,661		
Whiteraft Holdings, Inc.					
A leading independent manufacturer of precis	sion formed, mach	ined, and fabricate	d flight-critical aero	space	
components. 12% Senior Subordinated Note due 2018	\$ 794,521	12/16/10	743,326	800,856	
Common Stock (B)	205 shs.	12/16/10	205,480	123,963	
Warrant, exercisable until 2018, to purchase	203 8118.	12/10/10	203,460	123,903	,
common stock at \$.02 per share (B)	55 shs.	12/16/10	49,334	33,313	
common stock at \$.02 per share (B)	<i>33</i> 3113.	12/10/10	998,140	958,132	,
Workplace Media Holding Company			))U,1¬U	750,152	,
A direct marketer specializing in providing ac	lvertisers with acc	ess to			
consumers in the workplace.	z. Itasois with the	-00 •0			
	\$ 654,247	05/14/07	601,454		

13% Senior Subordinated Note due 2015				
(D)				
Limited Partnership Interest (B)	12.26% int.	05/14/07	61,308	
Warrant, exercisable until 2015, to purchase				
common stock at \$.02 per share (B)	47 shs.	05/14/07	44,186	
			706,948	
WP Supply Holding Corporation				
A distributor of fresh fruits and vegetables to g	grocery wholesaler	s and foodservice	distributors in	
the upper Midwest.				
14.5% Senior Subordinated Note due 2018	\$ 885,931	11/03/11	871,524	886,909
Common Stock (B)	1,500 shs.	11/03/11	150,000	161,611
			1,021,524	1,048,520
Total Private Placement Investments (E)			\$ 103,576,891	\$ 96,755,169
-				

# CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) June 30, 2013 (Unaudited)

Corporate Restricted Securities: (A) (Continued)	Interest Rate		Due Date	Shares or Principal Amount		Cost		Market Value	
Rule 144A Securities - 6.89%:									
Bonds 6.89%									
AAR Corporation	7.250	%	01/15/22	\$	500,000	\$	536,801	\$	536,250
ArcelorMittal	6.125		06/01/18		500,000		513,170		515,000
Calumet Specialty Products Partners L.P.	9.625		08/01/20		500,000		491,716		543,750
Clearwater Paper Corporation	4.500		02/01/23		500,000		495,097		475,000
Cornerstone Chemical Company	9.375		03/15/18		375,000		384,889		393,750
First Data Corporation	7.375		06/15/19		250,000		250,000		256,875
FMG Resources	7.000		11/01/15		250,000		255,912		252,500
Hilcorp Energy Company	7.625		04/15/21		325,000				