

BABSON CAPITAL PARTICIPATION INVESTORS

Form N-30D

November 30, 2012

Adviser

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

Transfer Agent & Registrar

DST Systems, Inc.
P.O. Box 219086
Kansas City, MO 64121-9086
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Independent Registered Public Accounting Firm

KPMG LLP
Boston, Massachusetts 02110

Internet Website

www.babsoncapital.com/mpv

Counsel to the Trust

Ropes & Gray LLP
Boston, Massachusetts 02110

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

Custodian

State Street Bank and Trust Company
Boston, Massachusetts 02116

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, 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 common stock, 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. In addition, the Trust may temporarily invest in high quality, readily marketable securities.

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: <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 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.

Babson Capital Participation Investors

To Our Shareholders

October 31, 2012

We are pleased to present the September 30, 2012 Quarterly Report of Babson Capital Participation Investors (the "Trust").

The Board of Trustees declared a quarterly dividend of 27 cents per share, payable on November 9, 2012 to shareholders of record on October 29, 2012. The Trust paid a 27 cent per share dividend for the preceding quarter. The Trust earned 25 cents per share of net investment income for the third quarter of 2012, compared to 25 cents per share in the previous quarter.

During the third quarter, the net assets of the Trust increased to \$127,920,093 or \$12.58 per share compared to \$124,331,897 or \$12.25 per share on June 30, 2012. This translates into a 5.0% 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 11.3%, 13.8%, 8.3%, and 113.9% 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 8.3% during the quarter, from \$14.40 per share as of June 30, 2012 to \$15.59 per share as of September 30, 2012. The Trust's market price of \$15.59 per share equates to a 23.9% premium over the September 30, 2012 net asset value per share of \$12.58. The Trust's average quarter-end premium for the 3, 5 and 10-year periods was 17.5%, 9.3% and 10.5%, respectively. U.S. equity markets, as approximated by the Russell 2000 Index, increased 5.3% for the quarter. U.S. fixed income markets, as approximated by the Barclays Capital U.S. Corporate High Yield Index, increased 4.5% for the quarter.

The Trust closed two new private placement investments and four "follow-on" investments in existing portfolio companies during the third quarter. The two new investments were in ABC Industries, Inc. and HVAC Holdings, Inc., while the four follow-on investments were in CHG Alternative Education Holding Company, DPC Holdings LLC, LPC Holding Company and Merex Holding Corporation. A brief description of these investments can be found in the Consolidated Schedule of Investments. The total amount invested by the Trust in these transactions was \$2,768,000.

U.S. middle market buyout activity picked up nicely in the third quarter of 2012, and has remained strong so far in the fourth quarter. Despite the increase in deal activity, the continued abundance of capital, including senior debt, mezzanine debt and equity capital, has caused purchase price multiples and leverage levels for middle market transactions to remain high. In the face of these aggressive market conditions, we were pleased to be able to close six new investments in the third quarter. We expect our fourth quarter investment activity to be even stronger. In fact, in the first month of the fourth quarter, we have already closed five new investments and we have several more in process. Though we are actively closing new deals, we are doing so cautiously and with discipline, consistent with our longstanding investment philosophy of taking prudent levels of risk and getting paid appropriately for the risks taken. This approach has served us well for many years and through all kinds of market cycles.

We continue to be pleased with the performance of our portfolio companies, as most reported improved operating results in the third quarter of 2012. Several more of our companies were also able to resume paying cash interest on their debt obligations due to their improved financial results and liquidity positions. Realization activity for the Trust in the third quarter was strong once again, with four companies, Aero Holdings, Inc., Nyloncraft, Inc., Power Services Holding Company, and Stanton Carpet Holding Company, sold for nice gains. The Nyloncraft realization is particularly noteworthy. In January 2002, we made our original investment in the company, which is a supplier of

plastic components to the U.S. automotive industry. Nyloncraft's performance was negatively impacted by the severe downturn in the auto industry in 2008-2009. Thanks to the efforts of the transaction sponsor, Hammond,

(Continued)

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Kennedy, Whitney & Company, and the company's management team, the company survived the downturn and actually gained market share as the industry rebounded in 2010. Our patience with the company ultimately paid off as the company was sold in September 2012 and we realized nearly two and one-half times our original investment. Since the end of the third quarter, we have had another three companies sold, bringing the year-to-date total to 14 realizations for the portfolio. We have a few more companies that we expect to be sold by year-end. Overall, 2012 will be a very strong year for portfolio company sales. In addition to this realization activity, refinancing activity, in which the Trust's subordinated note holdings are fully or partially prepaid, continues at a high level, as companies seek to take advantage of improved operating performance, low interest rates and credit availability. We have had 14 full or partial prepayments so far this year. As mentioned in prior reports, strong realization and refinancing activity is a double-edged sword, as the resulting loss of income-producing investments could adversely impact the Trust's ability to sustain its dividend level. We have been fortunate that our new investment activity in recent periods has been strong and has enabled us to maintain the income-generating capacity of the portfolio.

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.

CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES Babson Capital Participation Investors
September 30, 2012
(Unaudited)

Assets:

Investments

(See Consolidated Schedule of Investments)

| | |
|-------------------------------------------------------------------------|-----------------|
| Corporate restricted securities at fair value (Cost - \$106,946,713) | \$95,717,951 |
| Corporate restricted securities at market value (Cost - \$8,349,289) | 8,580,036 |
| Corporate public securities at market value (Cost - \$25,166,233) | 26,864,165 |
| Short-term securities at amortized cost | 8,499,843 |
| Total investments (Cost - \$148,962,078) | 139,661,995 |
| Cash | 3,916,368 |
| Interest receivable | 1,501,718 |
| Receivable for investments sold | 14,391 |
| Other assets | 29,426 |
| Total assets | 145,123,898 |

Liabilities:

| | |
|-----------------------------------|----------------|
| Note payable | 15,000,000 |
| Payable for investments purchased | 1,042,628 |
| Deferred tax liability | 539,228 |
| Investment advisory fee payable | 287,820 |
| Interest payable | 27,267 |
| Accrued expenses | 306,862 |
| Total liabilities | 17,203,805 |

| | |
|------------------|----------------|
| Total net assets | \$ 127,920,093 |
|------------------|----------------|

Net Assets:

| | |
|--------------------------------------------------------|--------------------|
| Common shares, par value \$.01 per share | \$ 101,674 |
| Additional paid-in capital | 94,840,733 |
| Retained net realized gain on investments, prior years | 33,183,269 |
| Undistributed net investment income | 3,611,666 |
| Accumulated net realized gain on investments | 6,022,062 |
| Net unrealized depreciation of investments | (9,839,311) |
| Total net assets | \$ 127,920,093 |

| | |
|--------------------------------------------------------------|------------|
| Common shares issued and outstanding (14,785,750 authorized) | 10,167,431 |
|--------------------------------------------------------------|------------|

| | |
|---------------------------|----------|
| Net asset value per share | \$ 12.58 |
|---------------------------|----------|

See Notes to Consolidated Financial Statements

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CONSOLIDATED STATEMENT OF OPERATIONS

For the nine months ended September 30, 2012

(Unaudited)

| | |
|-------------------------------------------------------------------|--------------|
| Investment Income: | |
| Interest | \$9,311,928 |
| Dividends | 367,668 |
| Other | 104,723 |
| Total investment income | 9,784,319 |
| Expenses: | |
| Investment advisory fees | 844,816 |
| Interest | 460,125 |
| Trustees' fees and expenses | 340,000 |
| Professional fees | 214,900 |
| Reports to shareholders | 43,500 |
| Custodian fees | 27,000 |
| Other | 24,373 |
| Total expenses | 1,954,714 |
| Investment income - net | 7,829,605 |
| Net realized and unrealized gain on investments: | |
| Net realized gain on investments before taxes | 4,143,346 |
| Income tax expense | (4,314) |
| Net realized gain on investments after taxes | 4,139,032 |
| Net change in unrealized depreciation of investments before taxes | 351,846 |
| Net change in deferred income tax expense | (37,100) |
| Net change in unrealized depreciation of investments after taxes | 314,746 |
| Net gain on investments | 4,453,778 |
| Net increase in net assets resulting from operations | \$12,283,383 |

See Notes to Consolidated Financial Statements

CONSOLIDATED STATEMENT OF CASH FLOWS

Babson Capital Participation Investors

For the nine months ended September 30, 2012

(Unaudited)

Net decrease in cash:

Cash flows from operating activities:

| | |
|-------------------------------------------------------------------------|--------------|
| Purchases/Proceeds/Maturities from short-term portfolio securities, net | \$(463,283) |
| Purchases of portfolio securities | (28,869,455) |
| Proceeds from disposition of portfolio securities | 30,938,685 |
| Interest, dividends and other income received | 7,949,031 |
| Interest expense paid | (463,533) |
| Operating expenses paid | (1,373,515) |
| Income taxes paid | (4,314) |

| | |
|-------------------------------------------|-----------|
| Net cash provided by operating activities | 7,713,616 |
|-------------------------------------------|-----------|

Cash flows from financing activities:

| | |
|---------------------------------------------------------|--------------|
| Cash dividends paid from net investment income | (9,724,641) |
| Receipts for shares issued on reinvestment of dividends | 794,693 |

| | |
|----------------------------------------|--------------|
| Net cash used for financing activities | (8,929,948) |
|----------------------------------------|--------------|

| | |
|----------------------|--------------|
| Net decrease in cash | (1,216,332) |
|----------------------|--------------|

| | |
|--------------------------|-----------|
| Cash - beginning of year | 5,132,700 |
|--------------------------|-----------|

| | |
|----------------------|-------------|
| Cash - end of period | \$3,916,368 |
|----------------------|-------------|

Reconciliation of net increase in net assets to net cash provided by operating activities:

| | |
|------------------------------------------------------|--------------|
| Net increase in net assets resulting from operations | \$12,283,383 |
| Increase in investments | (5,619,033) |
| Increase in interest receivable | (223,571) |
| Increase in receivable for investments sold | (14,391) |
| Decrease in other assets | 89,834 |
| Increase in payable for investments purchased | 1,042,628 |
| Increase in deferred tax liability | 37,100 |
| Increase in investment advisory fee payable | 17,101 |
| Decrease in interest payable | (3,408) |
| Increase in accrued expenses | 103,973 |

| | |
|-------------------------------------------------|--------------|
| Total adjustments to net assets from operations | (4,569,767) |
|-------------------------------------------------|--------------|

| | |
|-------------------------------------------|-------------|
| Net cash provided by operating activities | \$7,713,616 |
|-------------------------------------------|-------------|

See Notes to Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF CHANGES IN NET
ASSETS

| | For the nine months ended 09/30/2012 (Unaudited) | For the year ended 12/31/2011 |
|-----------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|-------------------------------------|
| Increase in net assets: | | |
| Operations: | | |
| Investment income - net | \$ 7,829,605 | \$ 11,526,972 |
| Net realized gain on investments after taxes | 4,139,032 | 627,341 |
| Net change in unrealized depreciation of investments after taxes | 314,746 | 166,242 |
| Net increase in net assets resulting from operations | 12,283,383 | 12,320,555 |
| Increase from common shares issued on reinvestment of dividends | | |
| Common shares issued (2012 - 55,545; 2011 - 61,615) | 794,693 | 871,579 |
| Dividends to shareholders from: | | |
| Net investment income (2012 - \$0.54 per share; 2011 - \$1.23 per share) | (5,477,649) | (12,387,295) |
| Net realized gains (2012 - \$0.00 per share; 2011 - \$0.00 per share) | - | (25,408) |
| Total increase in net assets | 7,600,427 | 779,431 |
| Net assets, beginning of year | 120,319,666 | 119,540,235 |
| Net assets, end of period/year (including undistributed net investment income of \$3,611,666 and \$1,259,710, respectively) | \$127,920,093 | \$ 120,319,666 |

See Notes to Consolidated Financial Statements

CONSOLIDATED SELECTED FINANCIAL HIGHLIGHTS

Babson Capital Participation Investors

Selected data for each share of beneficial interest outstanding:

| | For the | For the years ended December 31, | | | | |
|------------------------------------------------------------------------|------------------------------------------------------|----------------------------------|-----------|-----------|-----------|-----------|
| | nine months ended 09/30/2012 (Unaudited) | 2011 | 2010 | 2009 | 2008 | 2007 |
| Net asset value: | | | | | | |
| Beginning of year | \$ 11.90 | \$ 11.89 | \$ 10.91 | \$ 11.10 | \$ 12.84 | \$ 12.90 |
| Net investment income (a) | 0.77 | 1.14 | 1.02 | 0.94 | 1.08 | 1.23 |
| Net realized and unrealized gain (loss) on investments | 0.44 | 0.08 | 0.95 | (0.13) | (1.82) | (0.05) |
| Total from investment operations | 1.21 | 1.22 | 1.97 | (0.81) | 0.74 | 1.18 |
| Dividends from net investment income to common shareholders | (0.54) | (1.23) | (1.00) | (1.00) | (1.00) | (1.23) |
| Dividends from net realized gain on investments to common shareholders | - | (0.00)(b) | - | - | - | (0.02) |
| Increase from dividends reinvested | 0.01 | 0.02 | 0.01 | 0.00 | 0.00 | 0.01 |
| Total dividends | (0.53) | (1.21) | (0.99) | (1.00) | (1.00) | (1.24) |
| Net asset value: | | | | | | |
| End of period/year | \$ 12.58 | \$ 11.90 | \$ 11.89 | \$ 10.91 | \$ 11.10 | \$ 12.84 |
| Per share market value: | | | | | | |
| End of period/year | \$ 15.59 | \$ 15.85 | \$ 13.88 | \$ 12.20 | \$ 9.05 | \$ 13.18 |
| Total investment return | | | | | | |
| Net asset value (c) | 10.46 % | 10.56 % | 18.71 % | 7.60 % | (6.01 %) | 9.95 % |
| Market value (c) | 2.23 % | 24.16 % | 22.94 % | 40.86 % | (25.36 %) | (1.30 %) |
| Net assets (in millions): | | | | | | |
| End of period/year | \$ 127.92 | \$ 120.32 | \$ 119.54 | \$ 108.93 | \$ 110.18 | \$ 126.63 |
| Ratio of operating expenses to average net assets | 1.62 %(e) | 1.42 % | 1.46 % | 1.41 % | 1.33 % | 1.36 % |

| | | | | | | | | | | | | |
|-------------------------------------------------------|------|------|------|---|------|---|------|---|------|---|------|---|
| Ratio of interest expense to average net assets | 0.50 | %(e) | 0.56 | % | 0.61 | % | 0.63 | % | 0.58 | % | 0.56 | % |
| Ratio of income tax expense to average net assets (d) | 0.00 | %(e) | 0.20 | % | 0.46 | % | 0.00 | % | 0.00 | % | 0.48 | % |
| Ratio of net expenses to average net assets | 2.12 | %(e) | 2.18 | % | 2.53 | % | 2.04 | % | 1.91 | % | 2.40 | % |
| Ratio of net investment income to average net assets | 8.47 | %(e) | 9.33 | % | 8.96 | % | 8.55 | % | 8.74 | % | 9.32 | % |
| Portfolio turnover | 24 | % | 21 | % | 27 | % | 23 | % | 32 | % | 33 | % |

(a) Calculated using average shares.

(b) Rounds to less than \$0.01 per share.

(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.

(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.

(e) Annualized

Senior borrowings:

| | | | | | | |
|--------------------------------------------|---------|---------|----------|----------|----------|----------|
| Total principal amount (in millions) | \$15 | \$15 | \$12 | \$12 | \$12 | \$12 |
| Asset coverage per \$1,000 of indebtedness | \$9,528 | \$9,021 | \$10,962 | \$10,077 | \$10.181 | \$11,552 |

See Notes to Consolidated Financial Statements

CONSOLIDATED SCHEDULE OF INVESTMENTS

September 30, 2012

(Unaudited)

| | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|---------------------|----------------------|----------------------|
| Corporate Restricted Securities - 81.54%: (A) | | | | |
| Private Placement Investments - 74.83% | | | | |
| A E Company, Inc. | | | | |
| A designer and manufacturer of machined parts and assembly structures for the commercial and military aerospace industries. | | | | |
| Common Stock (B) | 184,615 shs. | 11/10/09 | \$184,615 | \$173,352 |
| Warrant, exercisable until 2019, to purchase common stock at \$.01 per share (B) | 92,308 shs. | 11/10/09 | 68,566 253,181 | 86,676 260,028 |
| A H C Holding Company, Inc. | | | | |
| A designer and manufacturer of boilers and water heaters for the commercial sector. | | | | |
| 15% Senior Subordinated Note due 2015 | \$1,426,441 | 11/21/07 | 1,411,770 | 1,426,441 |
| Limited Partnership Interest (B) | 12.26% int. | 11/21/07 | 119,009 1,530,779 | 165,122 1,591,563 |
| A S A P Industries LLC | | | | |
| A designer and manufacturer of components used on oil and natural gas wells. | | | | |
| Limited Liability Company Unit Class A-2 (B) | 676 uts. | 12/31/08 | 74,333 | 337,245 |
| Limited Liability Company Unit Class A-3 (B) | 608 uts. | 12/31/08 | 66,899 141,232 | 303,523 640,768 |
| A S C Group, Inc. | | | | |
| A designer and manufacturer of high reliability encryption equipment, communications products, computing systems and electronic components primarily for the military and aerospace sectors. | | | | |
| 12.75% Senior Subordinated Note due 2016 | \$1,227,273 | 10/09/09 | 1,103,979 | 1,239,546 |
| Limited Liability Company Unit Class A (B) | 2,186 uts. | * | 214,793 | 296,506 |
| Limited Liability Company Unit Class B (B) | 1,473 uts. | 10/09/09 | 144,716 | 199,795 |
| * 10/09/09 and 10/27/10. | | | 1,463,488 | 1,735,847 |
| A W X Holdings Corporation | | | | |
| A provider of aerial equipment rental, sales and repair services to non-residential construction and maintenance contractors operating in the State of Indiana. | | | | |
| 10.5% Senior Secured Term Note due 2014 (D) | \$ 420,000 | 05/15/08 | 413,944 | 378,000 |
| 13% Senior Subordinated Note due 2015 (D) | \$ 420,000 | 05/15/08 | 384,627 | - |
| Common Stock (B) | 60,000 shs. | 05/15/08 | 60,000 | - |
| Warrant, exercisable until 2015, to purchase | | | | |

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| | | | | |
|-----------------------------------------------------------------------|--------------|----------|---------|---------|
| common stock at \$.01 per share (B) | 21,099 shs. | 05/15/08 | 35,654 | - |
| | | | 894,225 | 378,000 |
| ABC Industries, Inc. | | | | |
| A manufacturer of mine and tunneling ventilation products in the U.S. | | | | |
| 13% Senior Subordinated Note due 2019 | \$ 600,000 | 08/01/12 | 537,925 | 600,808 |
| Preferred Stock Series A (B) | 150,000 shs. | 08/01/12 | 150,000 | 142,500 |
| Warrant, exercisable until 2022, to purchase | | | | |
| common stock at \$.01 per share (B) | 26,897 shs. | 08/01/12 | 50,935 | 269 |
| | | | 738,860 | 743,577 |

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Babson Capital Participation Investors
September 30, 2012
(Unaudited)

| | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|---------------------|-----------|------------|
| Corporate Restricted Securities: (A) (Continued) | | | | |
| Advanced Technologies Holdings A provider of factory maintenance services to industrial companies. | | | | |
| Preferred Stock Series A (B) | 546 shs. | 12/27/07 | \$270,000 | \$675,720 |
| Convertible Preferred Stock Series B (B) | 28 shs. | 01/04/11 | 21,600 | 34,416 |
| | | | 291,600 | 710,136 |
| All Current Holding Company A specialty re-seller of essential electrical parts and components primarily serving wholesale distributors. | | | | |
| 12% Senior Subordinated Note due 2015 | \$603,697 | 09/26/08 | 573,331 | 603,697 |
| Common Stock (B) | 713 shs. | 09/26/08 | 71,303 | 97,307 |
| Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B) | 507 shs. | 09/26/08 | 46,584 | 69,193 |
| | | | 691,218 | 770,197 |
| American Hospice Management Holding LLC A for-profit hospice care provider in the United States. | | | | |
| 12% Senior Subordinated Note due 2013 | \$1,687,503 | * | 1,665,322 | 1,687,503 |
| Preferred Class A Unit (B) | 1,706 uts. | ** | 170,600 | 336,093 |
| Preferred Class B Unit (B) | 808 uts. | 06/09/08 | 80,789 | 93,970 |
| Common Class B Unit (B) | 16,100 uts. | 01/22/04 | 1 | - |
| Common Class D Unit (B) | 3,690 uts. | 09/12/06 | - | - |
| | | | 1,916,712 | 2,117,566 |
| * 01/22/04 and 06/09/08. ** 01/22/04 and 09/12/06. | | | | |
| Apex Analytix Holding Corporation A provider of audit recovery and fraud detection services and software to commercial and retail businesses in the U.S. and Europe. | | | | |
| 12.5% Senior Subordinated Note due 2017 | \$ 1,012,500 | 04/28/09 | 918,235 | 1,012,500 |
| Preferred Stock Series B (B) | 1,623 shs. | 04/28/09 | 162,269 | 98,751 |
| Common Stock (B) | 723 shs. | 04/28/09 | 723 | 44,012 |
| | | | 1,081,227 | 1,155,263 |
| Arch Global Precision LLC A leading manufacturer of high tolerance precision components and consumable tools. | | | | |
| 14.75% Senior Subordinated Note due 2018 | \$ 766,098 | 12/21/11 | 747,852 | 802,826 |
| Limited Liability Company Unit Class B (B) | 28 uts. | 12/21/11 | 28,418 | 37,046 |
| Limited Liability Company Unit Class C (B) | 222 uts. | 12/21/11 | 221,582 | 288,834 |

997,852

1,128,706

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2012

(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|------------------|------------|------------|
| Arrow Tru-Line Holdings, Inc. | | | | |
| A manufacturer of hardware for residential and commercial overhead garage doors in North America. | | | | |
| 8% Senior Subordinated | | | | |
| Note due 2014 (D) | \$ 1,054,025 | 05/18/05 | \$ 964,526 | \$ 895,921 |
| Preferred Stock (B) | 33 shs. | 10/16/09 | 33,224 | - |
| 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 | - |
| | | | 1,320,410 | 895,921 |
| Associated Diversified Services | | | | |
| A provider of routine maintenance and repair services primarily to electric utility companies predominantly on electric power distribution lines. | | | | |
| 10% Senior Secured Term | | | | |
| Note due 2016 (C) | \$ 252,000 | 09/30/10 | 247,385 | 255,860 |
| 13% Senior Subordinated | | | | |
| Note due 2017 | \$ 332,000 | 09/30/10 | 302,891 | 332,000 |
| Limited Liability Company | | | | |
| Unit Class B (B) | 36,000 uts. | 09/30/10 | 36,000 | 44,215 |
| Limited Liability Company | | | | |
| Unit Class B (B) | 27,520 uts. | 09/30/10 | 27,520 | 33,800 |
| | | | 613,796 | 665,875 |
| Baby Jogger Holdings LLC | | | | |
| A designer and marketer of premium baby strollers and stroller accessories. | | | | |
| 14% Senior Subordinated | | | | |
| Note due 2019 | \$ 932,861 | 04/20/12 | 915,181 | 950,511 |
| Common Stock (B) | 754 shs. | 04/20/12 | 75,376 | 88,336 |
| | | | 990,557 | 1,038,847 |
| Barcodes Group, Inc. | | | | |
| A distributor and reseller of automatic identification and data capture equipment, including mobile computers, scanners, point-of-sale systems, labels, and accessories. | | | | |
| 13.5% Senior Subordinated Note | | | | |
| due 2016 | \$ 651,735 | 07/27/10 | 628,369 | 658,252 |
| Preferred Stock (B) | 13 shs. | 07/27/10 | 131,496 | 131,500 |
| Common Stock Class A (B) | 44 shs. | 07/27/10 | 437 | 98,887 |

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| | | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------|----------|---------------------|-------------------|
| Warrant, exercisable until 2020, to purchase common stock at \$.01 per share (B) | 8 shs. | 07/27/10 | 76 760,378 | 17,160 905,799 |
| Bravo Sports Holding Corporation | | | | |
| A designer and marketer of niche branded consumer products including canopies, trampolines, in-line skates, skateboards, and urethane wheels. | | | | |
| 12.5% Senior Subordinated Note due 2014 | \$ 1,207,902 | 06/30/06 | 1,184,711 | 301,976 |
| Preferred Stock Class A (B) | 465 shs. | 06/30/06 | 141,946 | - |
| Common Stock (B) | 1 sh. | 06/30/06 | 152 | - |
| Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B) | 164 shs. | 06/30/06 | 48,760 1,375,569 | - 301,976 |

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Babson Capital Participation Investors
September 30, 2012
(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|------------------|-------------------|-------------------|
| C D N T, Inc. | | | | |
| A value-added converter and distributor of specialty pressure sensitive adhesives, foams, films, and foils. | | | | |
| 10.5% Senior Secured Term Note due 2014 | \$ 187,718 | 08/07/08 | \$ 186,309 | \$ 187,718 |
| 12.5% Senior Subordinated Note due 2015 | \$ 429,070 | 08/07/08 | 407,142 | 429,070 |
| Common Stock (B) | 41,860 shs. | 08/07/08 | 41,860 | 48,060 |
| Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B) | 32,914 shs. | 08/07/08 | 32,965 668,276 | 37,789 702,637 |
| Capital Specialty Plastics, Inc. | | | | |
| A producer of desiccant strips used for packaging pharmaceutical products. | | | | |
| Common Stock (B) | 55 shs. | * | 252 | 567,149 |
| * 12/30/97 and 05/29/99. | | | | |
| CHG Alternative Education Holding Company | | | | |
| A leading provider of publicly-funded, for profit pre-K-12 education services targeting special needs children at therapeutic day schools and "at risk" youth through alternative education programs. | | | | |
| 13.5% Senior Subordinated Note due 2018 | | \$731,111 | 01/19/11 | 694,916 |
| 14% Senior Subordinated Note due 2019 | | \$188,104 | 08/03/12 | 184,409 |
| Common Stock (B) | | 375 shs. | 01/19/11 | 37,500 |
| Warrant, exercisable until 2021, to purchase common stock at \$.01 per share (B) | | 295 shs. | 01/19/11 | 29,250 946,075 |
| | | | | 25,128 997,564 |
| Church Services Holding Company | | | | |
| A provider of diversified residential services to homeowners in Houston, Dallas, and Austin markets. | | | | |
| 14.5% Senior Subordinated Note due 2018 | | \$404,099 | 03/26/12 | 391,192 |
| Common Stock (B) | | 1,327 shs. | * | 132,700 |
| Warrant, exercisable until 2022, to purchase common stock at \$.01 per share (B) | | 57 shs. | 03/26/12 | 5,740 |
| * 03/26/12, 05/25/12 and 06/19/12. | | | | |
| | | | | 529,632 |
| | | | | 8,159 |
| | | | | 614,326 |
| Clough, Harbour and Associates | | | | |
| An engineering service firm that is located in Albany, NY. | | | | |
| Preferred Stock (B) | | 147 shs. | 12/02/08 | 146,594 |
| | | | | 90,972 |

Coeur, Inc.

A producer of proprietary, disposable power injection syringes.

| | | | | |
|----------------------------------------------------------------------------------|-----------|----------|---------|---------|
| 12% Senior Subordinated Note due 2016 | \$642,857 | 10/10/08 | 603,968 | 642,857 |
| Common Stock (B) | 321 shs. | 10/10/08 | 32,143 | 50,721 |
| Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B) | 495 shs. | 10/10/08 | 48,214 | 78,031 |
| | | | 684,325 | 771,609 |

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2012

(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|---------------------|-----------|------------|
| Connecticut Electric, Inc. | | | | |
| A supplier and distributor of electrical products sold into the retail and wholesale markets. | | | | |
| 10% Senior Subordinated Note due 2014 (D) | \$771,051 | 01/12/07 | \$719,299 | \$693,946 |
| Limited Liability Company Unit Class A (B) | 82,613 uts. | 01/12/07 | 82,613 | 16,614 |
| Limited Liability Company Unit Class C (B) | 59,756 uts. | 01/12/07 | 59,756 | 12,018 |
| Limited Liability Company Unit Class D (B) | 671,525 uts. | 05/03/10 | - | 135,051 |
| Limited Liability Company Unit Class E (B) | 1,102 uts. | 05/03/10 | - | 222 |
| | | | 861,668 | 857,851 |
| Connor Sport Court International, Inc. | | | | |
| A designer and manufacturer of outdoor and indoor synthetic sports flooring and other temporary flooring products. | | | | |
| Preferred Stock Series B-2 (B) | 9,081 shs. | 07/05/07 | 370,796 | 899,880 |
| Preferred Stock Series C (B) | 3,748 shs. | 07/05/07 | 125,207 | 371,430 |
| Common Stock (B) | 380 shs. | 07/05/07 | 4 | - |
| Limited Partnership Interest (B) | 6.88% int. | * | 103,135 | - |
| * 08/12/04 and 01/14/05. | | | 599,142 | 1,271,310 |
| CorePharma LLC | | | | |
| A manufacturer of oral dose generic pharmaceuticals targeted at niche applications. | | | | |
| Warrant, exercisable until 2013, to purchase common stock at \$.001 per share (B) | 10 shs. | 08/04/05 | 72,617 | 575,888 |
| Crane Rental Corporation | | | | |
| A crane rental company since 1960, headquartered in Florida. | | | | |
| 13% Senior Subordinated Note due 2015 | \$1,215,000 | 08/21/08 | 1,145,923 | 1,193,511 |
| Common Stock (B) | 135,000 shs. | 08/21/08 | 135,000 | - |
| Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B) | 72,037 shs. | 08/21/08 | 103,143 | - |
| | | | 1,384,066 | 1,193,511 |
| Custom Engineered Wheels, Inc. | | | | |
| A manufacturer of custom engineered, non-pneumatic plastic wheels and plastic tread cap tires used primarily for lawn and garden products and wheelchairs. | | | | |
| 12.5% Senior Subordinated Note due 2016 | \$ 1,025,480 | 10/27/09 | 929,568 | 1,044,151 |
| Preferred Stock PIK (B) | 156 shs. | 10/27/09 | 156,468 | 143,394 |
| Preferred Stock Series A (B) | 114 shs. | 10/27/09 | 104,374 | 104,767 |

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| | | | | |
|-------------------------------------------------------------------------------------|---------|----------|-----------|-----------|
| 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 | - |
| | | | 1,254,389 | 1,292,312 |

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Babson Capital Participation Investors
September 30, 2012
(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|------------------|-------------|-------------|
| DPC Holdings LLC | | | | |
| 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 | \$1,132,147 | * | \$1,112,017 | \$1,157,662 |
| Limited Liability Company Unit Class A (B) | 13,548 uts. | * | 135,477 | 86,345 |
| * 10/21/11 and 08/03/12. | | | 1,247,494 | 1,244,007 |
| DPL Holding Corporation | | | | |
| A distributor and manufacturer of aftermarket undercarriage parts for medium and heavy duty trucks and trailers. | | | | |
| 14% Senior Subordinated Note due 2019 | \$1,031,038 | 05/04/12 | 1,011,511 | 1,071,620 |
| Preferred Stock (B) | 20 shs. | 05/04/12 | 204,546 | 207,090 |
| Common Stock (B) | 20 shs. | 05/04/12 | 22,727 | 11,416 |
| | | | 1,238,784 | 1,290,126 |
| Duncan Systems, Inc. | | | | |
| A distributor of windshields and side glass for the recreational vehicle market. | | | | |
| 10% Senior Secured Term Note due 2013 | \$154,286 | 11/01/06 | 153,814 | 153,439 |
| 13% Senior Subordinated Note due 2014 | \$488,572 | 11/01/06 | 467,636 | 481,911 |
| Common Stock (B) | 102,857 shs. | 11/01/06 | 102,857 | 7,934 |
| Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B) | 32,294 shs. | 11/01/06 | 44,663 | 2,491 |
| | | | 768,970 | 645,775 |
| E S P Holdco, Inc. | | | | |
| A manufacturer of power protection technology for commercial office equipment, primarily supplying the office equipment dealer network. | | | | |
| 14% Senior Subordinated Note due 2015 | \$ 1,291,694 | 01/08/08 | 1,278,527 | 1,291,694 |
| Common Stock (B) | 349 shs. | 01/08/08 | 174,701 | 183,720 |
| | | | 1,453,228 | 1,475,414 |
| E X C Acquisition Corporation | | | | |
| A manufacturer of pre-filled syringes and pump systems used for intravenous drug delivery. | | | | |
| Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B) | 11 shs. | 06/28/04 | 40,875 | 14,003 |
| Eatem Holding Company | | | | |

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A developer and manufacturer of savory flavor systems for soups, sauces, gravies, and other products produced by food manufacturers for retail and foodservice end products.

| | | | | |
|----------------------------------------------------------------------------------|------------|----------|-----------|-----------|
| 12.5% Senior Subordinated Note due 2018 | \$ 950,000 | 02/01/10 | 850,538 | 959,204 |
| Common Stock (B) | 50 shs. | 02/01/10 | 50,000 | 41,934 |
| Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B) | 119 shs. | 02/01/10 | 107,100 | 99,988 |
| | | | 1,007,638 | 1,101,126 |

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2012

(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|---------------------|------------|------------|
| ELT Holding Company | | | | |
| A provider of web-based ethics and compliance training solutions for companies in the United States. | | | | |
| 14% Senior Subordinated Note due 2019 | \$ 919,880 | 03/01/12 | \$ 902,711 | \$ 935,478 |
| Common Stock (B) | 41 shs. | 03/01/12 | 90,909 | 67,611 |
| | | | 993,620 | 1,003,089 |
| F C X Holdings Corporation | | | | |
| A distributor of specialty/technical valves, actuators, accessories, and process instrumentation supplying a number of industrial, high purity, and energy end markets in North America. | | | | |
| 15% Senior Subordinated Note due 2017 | \$ 1,260,099 | 10/06/08 | 1,247,896 | 1,260,099 |
| 14% Senior Subordinated Note due 2017 | \$ 341,433 | 03/02/12 | 335,359 | 358,504 |
| Preferred Stock Series A (B) | 232 shs. | * | 23,200 | 33,367 |
| Preferred Stock Series B (B) | 2,298 shs. | 10/06/08 | 229,804 | 330,504 |
| Common Stock (B) | 1,625 shs. | 10/06/08 | 1,625 | 172,866 |
| * 12/30/10 and 07/01/11. | | | 1,837,884 | 2,155,340 |
| 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 | \$ 889,469 | 09/27/10 | 876,804 | 898,363 |
| Limited Liability Company Units Preferred (B) | 171 uts. | 09/27/10 | 153,659 | 176,968 |
| Limited Liability Company Units (B) | 171 uts. | 09/27/10 | 17,073 | 125,154 |
| | | | 1,047,536 | 1,200,485 |
| F G I Equity LLC | | | | |
| A manufacturer of a broad range of filters and related products that are used in commercial, light industrial, healthcare, gas turbine, nuclear, laboratory, clean room, hotel, educational system, and food processing settings. | | | | |
| 14.25% Senior Subordinated Note due 2016 | \$ 448,226 | 12/15/10 | 438,550 | 457,191 |
| 14.25% Senior Subordinated Note due 2016 | \$ 111,477 | 02/29/12 | 111,513 | 114,822 |
| Limited Liability Company Unit Class B-1 (B) | 65,789 uts. | 12/15/10 | 65,789 | 122,933 |
| Limited Liability Company Unit Class B-2 (B) | 8,248 uts. | 12/15/10 | 8,248 | 15,412 |
| Limited Liability Company Unit Class B-3 (B) | 6,522 uts. | 08/30/12 | 15,000 | 12,187 |
| | | | 639,100 | 722,545 |
| F H Equity LLC | | | | |

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A designer and manufacturer of a full line of automatic transmission filters and filtration systems for passenger vehicles.

| | | | | |
|--------------------------------------------|------------|----------|---------|---------|
| 14% Senior Subordinated Note due 2017 | \$ 518,337 | 12/20/10 | 501,134 | 518,337 |
| Limited Liability Company Unit Class C (B) | 1,575 uts. | 12/20/10 | 16,009 | 12,550 |
| | | | 517,143 | 530,887 |

Flutes, Inc.

An independent manufacturer of micro fluted corrugated sheet material for the food and consumer products packaging industries.

| | | | | |
|-------------------------------------------|-----------|----------|---------|---------|
| 10% Senior Secured Term Note due 2013 (D) | \$524,791 | 04/13/06 | 519,050 | 209,916 |
| 14% Senior Subordinated Note due 2013 (D) | \$317,177 | 04/13/06 | 290,908 | - |
| | | | 809,958 | 209,916 |

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Babson Capital Participation Investors
September 30, 2012
(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|--------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|------------------|-----------|-------------|
| 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 | \$946,077 | \$1,020,000 |
| Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B) | 198 shs. | 10/19/10 | 46,958 | 266,803 |
| | | | 993,035 | 1,286,803 |
| 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 common shares (B) | 151,643 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 | 90,675 |
| 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 | 90,675 |
| Handi Quilter Holding Company | | | | |
| A designer and manufacturer of long-arm quilting machines and related components for the consumer quilting market. | | | | |
| 12% Senior Subordinated Note due 2017 | \$461,539 | 11/14/11 | 430,233 | 479,445 |
| Common Stock (B) | 38 shs. | 11/14/11 | 38,461 | 42,021 |
| Warrant, exercisable until 2021, to purchase common stock at \$.01 per share (B) | 28 shs. | 11/14/11 | 25,596 | 30,090 |
| | | | 494,290 | 551,556 |
| Healthcare Direct Holding Company | | | | |
| A direct-to-customer marketer of discount dental plans. | | | | |
| 14% Senior Subordinated Note due 2019 | \$706,295 | 03/09/12 | 693,089 | 720,120 |
| Common Stock (B) | 517 shs. | 03/09/12 | 51,724 | 44,129 |
| | | | 744,813 | 764,249 |

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2012

(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|---------------------|------------|------------|
| HGGC Citadel Plastics Holdings | | | | |
| A world-leading source for thermoset and thermoplastic compounds. | | | | |
| 14% Senior Subordinated Note due 2019 | \$ 909,916 | 02/29/12 | \$ 892,939 | \$ 925,333 |
| Common Stock (B) | 101 shs. | 02/29/12 | 100,806 | 95,397 |
| | | | 993,745 | 1,020,730 |
| Home Décor Holding Company | | | | |
| A designer, manufacturer and marketer of framed art and wall décor products. | | | | |
| Common Stock (B) | 33 shs. | * | 33,216 | 79,516 |
| Warrant, exercisable until 2013, to purchase common stock at \$.02 per share (B) | 106 shs. | * | 105,618 | 252,815 |
| * 06/30/04 and 08/19/04. | | | 138,834 | 332,331 |
| HOP Entertainment LLC | | | | |
| A provider of post production equipment and services to producers of television shows and motion pictures. | | | | |
| 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 promotional mints. | | | | |
| 14% Senior Subordinated Note due 2016 | \$ 1,569,098 | 08/19/08 | 1,502,893 | 1,490,643 |
| Common Stock (B) | 251 shs. | 08/19/08 | 251,163 | 6,029 |
| Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B) | 65 shs. | 08/19/08 | 60,233 | 1,558 |
| | | | 1,814,289 | 1,498,230 |
| HVAC Holdings, Inc. | | | | |

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

| | | | | |
|---------------------------------------|--------------|----------|-----------|-----------|
| 14% Senior Subordinated Note due 2019 | \$ 1,136,364 | 09/27/12 | 1,113,658 | 1,135,361 |
| Preferred Stock Series A (B) | 1,127 shs. | 09/27/12 | 112,726 | 107,065 |
| Common Stock (B) | 910 shs. | 09/27/12 | 910 | 865 |
| | | | 1,227,294 | 1,243,291 |

Ideal Tridon Holdings, Inc.

A designer and manufacturer of clamps and couplings used in automotive and industrial end markets.

| | | | | |
|-----------------------------------------|------------|----------|---------|-----------|
| 13.5% Senior Subordinated Note due 2018 | \$ 920,027 | 10/27/11 | 903,566 | 944,999 |
| Common Stock (B) | 93 shs. | 10/27/11 | 92,854 | 100,493 |
| | | | 996,420 | 1,045,492 |

Insurance Claims Management, Inc.

A third party administrator providing auto and property claim administration services for insurance companies.

| | | | | |
|------------------|---------|----------|-------|---------|
| Common Stock (B) | 47 shs. | 02/27/07 | 1,424 | 287,519 |
|------------------|---------|----------|-------|---------|

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Babson Capital Participation Investors
 September 30, 2012
 (Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|------------------|--------------|------------|
| International Offshore Services LLC | | | | |
| A leading provider of marine transportation services, platform decommissioning, and salvage services to oil and gas 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 | 07/07/09 | \$ 1,236,405 | \$ 337,500 |
| | 1,647 uts. | 07/07/09 | 98,833 | - |
| | | | 1,335,238 | 337,500 |
| J A C Holding Enterprises, Inc. | | | | |
| A supplier of luggage racks and accessories to the original equipment manufacturers. | | | | |
| 12.5% Senior Subordinated Note due 2017 Preferred Stock A (B) Preferred Stock B (B) Common Stock (B) Warrant, exercisable until 2020, to purchase common stock at \$.01 per share (B) | | | | |
| | \$ 833,333 | 12/20/10 | 730,969 | 777,888 |
| | 165 shs. | 12/20/10 | 165,000 | 67,601 |
| | 0.06 shs. | 12/20/10 | - | 25 |
| | 33 shs. | 12/20/10 | 1,667 | - |
| | 12 shs. | 12/20/10 | 105,643 | - |
| | | | 1,003,279 | 845,514 |
| Jason Partners Holdings LLC | | | | |
| A diversified manufacturing company serving various industrial markets. | | | | |
| Limited Liability Company Unit (B) | | | | |
| | 48 uts. | 09/21/10 | 449,086 | 25,511 |
| K & N Parent, Inc. | | | | |
| A manufacturer and supplier of automotive aftermarket performance air filters and intake systems. | | | | |
| 14% Senior Subordinated Note due 2017 Preferred Stock Series A (B) Preferred Stock Series B (B) Common Stock (B) | | | | |
| | \$ 873,913 | 12/23/11 | 857,762 | 908,590 |
| | 102 shs. | 12/23/11 | 96,578 | 96,577 |
| | 29 shs. | 12/23/11 | 27,335 | 27,332 |
| | 130 shs. | 12/23/11 | 6,522 | 17,362 |
| | | | 988,197 | 1,049,861 |
| K N B Holdings Corporation | | | | |
| A designer, manufacturer and marketer of products for the custom framing market. | | | | |

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| | | | | |
|-------------------------------------------------------------------------------------------|--------------|----------|-----------|-----------|
| 15% Senior Subordinated Note due 2017 | \$ 2,218,493 | * | 2,051,724 | 2,218,493 |
| Common Stock (B) | 71,053 shs. | 05/25/06 | 71,053 | 41,671 |
| Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B) | 43,600 shs. | 05/25/06 | 37,871 | 25,571 |
| * 05/25/06 and 04/12/11. | | | 2,160,648 | 2,285,735 |

K P H I Holdings, Inc.

A manufacturer of highly engineered plastic and metal components for a diverse range of end-markets, including medical, consumer and industrial, automotive and defense.

| | | | | |
|---------------------------------------|--------------|----------|-----------|-----------|
| 15% Senior Subordinated Note due 2017 | \$ 909,583 | 12/10/10 | 895,135 | 929,655 |
| Common Stock (B) | 232,826 shs. | 12/10/10 | 232,826 | 173,346 |
| | | | 1,127,961 | 1,103,001 |

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2012

(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Value |
|-----------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|------------------|--------------|--------------|
| K P I Holdings, Inc. | | | | |
| The largest player in the U.S. non-automotive, non-ferrous die casting segment. | | | | |
| 12.75% Senior Subordinated Note due 2015 | \$ 1,425,140 | 07/16/08 | \$ 1,355,451 | \$ 1,353,883 |
| 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 | - |
| Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B) | 51 shs. | 07/16/08 | 50,836 | - |
| Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B) | 67 shs. | 09/17/09 | - | - |
| | | | 1,683,376 | 1,450,763 |
| K W P I Holdings Corporation | | | | |
| A manufacturer and distributor of vinyl windows and patio doors throughout the northwestern United States. | | | | |
| 12% Senior Subordinated Note due 2015 (D) | \$ 1,674,246 | 03/14/07 | 1,523,455 | - |
| Preferred Stock PIK (B) | 793 shs. | 02/07/11 | 306,750 | - |
| Common Stock (B) | 123 shs. | 03/13/07 | 123,000 | - |
| Warrant, exercisable until 2019, to purchase preferred stock at \$.01 per share (B) | 71 shs. | 07/07/09 | - | - |
| Warrant, exercisable until 2017, to purchase common stock at \$.01 per share (B) | 89 shs. | 03/14/07 | 85,890 | - |
| | | | 2,039,095 | - |
| LPC Holding Company | | | | |
| A designer and manufacturer of precision-molded silicone rubber components that are utilized in the medical and automotive end markets. | | | | |
| 13.5% Senior Subordinated Note due 2018 | \$ 1,157,755 | 08/15/11 | 1,137,155 | 1,180,911 |

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| | | | | |
|------------------|----------|----------|-----------|-----------|
| Common Stock (B) | 105 shs. | 08/15/11 | 105,019 | 88,259 |
| | | | 1,242,174 | 1,269,170 |

M V I Holding, Inc.

A manufacturer of large precision machined metal components used in equipment which services a variety of industries, including the oil and gas, mining, and defense markets.

| | | | | |
|----------------------------------------------------------------------------------|---------|----------|--------|---------|
| Common Stock (B) | 32 shs. | 09/12/08 | 32,143 | 65,047 |
| Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B) | 35 shs. | 09/12/08 | 34,714 | 70,249 |
| | | | 66,857 | 135,296 |

Mail Communications Group, Inc.

A provider of mail processing and handling services, lettershop services, and commercial printing services.

| | | | | |
|----------------------------------------------------------------------------------|-------------|----------|---------|---------|
| Limited Liability Company Unit (B) | 12,764 uts. | * | 166,481 | 241,089 |
| Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B) | 1,787 shs. | 05/04/07 | 22,781 | 33,755 |
| * 05/04/07 and 01/02/08. | | | 189,262 | 274,844 |

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Babson Capital Participation Investors
September 30, 2012
(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 | \$ 378,099 | \$ 419,971 |
| 15% Senior Subordinated Note due 2018 | \$ 107,618 | 10/05/10 | 105,882 | 106,231 |
| Common Stock (B) | 35 shs. | 10/05/10 | 35,400 | 56,491 |
| Common Stock Class B (B) | 118 shs. | 01/15/10 | 117,647 | 187,744 |
| Warrant, exercisable until 2019, to purchase common stock at \$.01 per share (B) | 104 shs. | 01/15/10 | 94,579 | 166,153 |
| | | | 731,607 | 936,590 |
| Marshall Physicians Services LLC | | | | |
| A provider of emergency department and hospital medicine services to hospitals located in the state of Kentucky. The Company was founded in 1999 and is owned by seven practicing physicians. | | | | |
| 13% Senior Subordinated Note due 2016 | \$444,540 | 09/20/11 | 436,651 | 456,885 |
| Limited Liability Company Unit Class A (B) | 2,900 uts. | 09/20/11 | 60,000 | 35,460 |
| Limited Liability Company Unit Class D (B) | 291 uts. | 09/20/11 | - | 3,564 |
| | | | 496,651 | 495,909 |
| MBWS Ultimate Holdco, Inc. | | | | |
| A provider of services throughout North Dakota that address the fluid management and related transportation needs of an oil well. | | | | |
| 12% Senior Subordinated Note due 2016 | \$ 1,117,495 | * | 1,035,440 | 1,128,670 |
| Preferred Stock Series A (B) | 1,388 shs. | 09/07/10 | 138,797 | 522,640 |
| Common Stock (B) | 162 shs. | 03/01/11 | 16,226 | 61,000 |
| Common Stock (B) | 153 shs. | 09/07/10 | 15,282 | 57,611 |
| Warrant, exercisable until 2020, to purchase common stock at \$.01 per share (B) | 103 shs. | 03/01/11 | 10,325 | 38,784 |
| Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B) | 386 shs. | 09/07/10 | 38,623 | 145,345 |
| * 09/07/10 and 03/01/11. | | | 1,254,693 | 1,954,050 |
| MedSystems Holdings LLC | | | | |
| A manufacturer of enteral feeding products, such as feeding tubes and other products related to assisted feeding. | | | | |
| 13% Senior Subordinated Note due 2015 | \$633,199 | 08/29/08 | 589,932 | 633,199 |
| Preferred Unit (B) | 66 uts. | 08/29/08 | 66,451 | 90,065 |
| Common Unit Class A (B) | 671 uts. | 08/29/08 | 671 | 8,998 |
| Common Unit Class B (B) | 250 uts. | 08/29/08 | 63,564 | 3,348 |
| | | | 720,618 | 735,610 |

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2012

(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|---------------------|-----------|------------|
| 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 | \$ 78,400 |
| Limited Partnership Interest (B) | 0.74% int. | 09/16/08 | 205,932 | 244,416 |
| Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B) | 18 shs. | 09/24/08 | 18,237 | 13,635 |
| | | | 278,209 | 336,451 |
| Merex Holding Corporation | | | | |
| A provider of after-market spare parts and components, as well as Maintenance, Repair and Overhaul services for “out of production” or “legacy” aerospace and defense systems that are no longer effectively supported by the original equipment manufacturers. | | | | |
| 14% Senior Subordinated Note due 2018 | \$ 424,528 | 09/22/11 | 416,821 | 437,264 |
| Limited Liability Company Unit Series B (B) | 155,945 uts. | 09/22/11 | 155,945 | - |
| | | | 572,766 | 437,264 |
| MicroGroup, Inc. | | | | |
| A manufacturer of precision parts and assemblies, and a value-added supplier of metal tubing and bars. | | | | |
| 12% Senior Subordinated Note due 2013 (D) | \$ 1,421,795 | * | 1,364,411 | 355,449 |
| Common Stock (B) | 238 shs. | * | 238,000 | - |
| Warrant, exercisable until 2013, to purchase common stock at \$.02 per share (B) | 87 shs. | * | 86,281 | - |
| * 08/12/05 and 09/11/06. | | | 1,688,692 | 355,449 |
| Monessen Holding Corporation | | | | |
| A designer and manufacturer of a broad line of gas, wood, and electric hearth products and accessories. | | | | |
| 15% Senior Subordinated Note due 2015 (D) | \$ 823,794 | 06/28/11 | 547,745 | - |
| 7% Senior Subordinated Note due 2014 (D) | \$ 1,350,000 | 06/28/11 | 1,281,479 | - |
| Warrant, exercisable until 2014, to purchase | 81 shs. | 03/31/06 | 73,125 | - |

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common stock at \$.02 per share
(B)

1,902,349 -

Motion Controls Holdings

A manufacturer of high performance mechanical motion control
and linkage products.

14.25% Senior Subordinated Note
due 2017

\$ 936,232

11/30/10

922,116

954,957

Limited Liability Company Unit
Class B-1 (B)

93,750 uts.

11/30/10

-

83,385

Limited Liability Company Unit
Class B-2 (B)

8,501 uts.

11/30/10

-

7,561

922,116

1,045,903

NABCO, Inc.

A producer of explosive
containment vessels in the United
States.

14% Senior Subordinated Note
due 2014 (D)

\$ 330,882

02/24/06

306,091

82,720

Limited Liability Company Unit
(B)

437 uts.

*

436,984

-

Warrant, exercisable until 2016, to
purchase

common stock at \$.01 per share
(B)

68 shs.

02/24/06

19,687

-

* 02/24/06 and 06/22/07.

762,762

82,720

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

Babson Capital Participation Investors

September 30, 2012

(Unaudited)

| | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|---------------------|-----------|------------|
| Corporate Restricted Securities: (A) (Continued) | | | | |
| NetShape Technologies, Inc. A manufacturer of powder metal and metal injection molded precision components used in industrial, consumer, and other applications. | | | | |
| 14% Senior Subordinated Note due 2014 | \$1,061,463 | 02/02/07 | \$972,522 | \$955,316 |
| Limited Partnership Interest of Saw Mill PCG Partners LLC (B) | 1.38% int. | 02/01/07 | 588,077 | - |
| Limited Liability Company Unit Class D of Saw Mill PCG Partners LLC (B) | 9 uts. | * | 8,873 | - |
| Limited Liability Company Unit Class D-1 of Saw Mill PCG Partners LLC (B) | 121 uts. | 09/30/09 | 121,160 | - |
| Limited Liability Company Unit Class D-2 of Saw Mill PCG Partners LLC (B) | 68 uts. | 04/29/11 | 34,547 | - |
| | | | 1,725,179 | 955,316 |
| * 12/18/08 and 09/30/09. | | | | |
| Nicoat Acquisitions LLC A manufacturer of water-based and ultraviolet coatings for high-performance graphic arts, packaging and other specialty coating applications. | | | | |
| 12.5% Senior Subordinated Note due 2016 | \$482,759 | 11/05/10 | 448,102 | 492,414 |
| Limited Liability Company Unit Series B (B) | 17,241 uts. | 11/05/10 | 17,241 | 19,688 |
| Limited Liability Company Unit Series B (B) | 34,931 uts. | 11/05/10 | 34,931 | 39,888 |
| Limited Liability Company Unit Series F (B) | 52,172 uts. | 11/05/10 | - | 121,528 |
| | | | 500,274 | 673,518 |
| Northwest Mailing Services, Inc. A producer of promotional materials for companies that use direct mail as part of their customer retention and loyalty programs. | | | | |
| 12% Senior Subordinated Note due 2016 | \$ 1,492,105 | * | 1,290,451 | 1,497,467 |
| Limited Partnership Interest (B) | 1,740 uts. | * | 174,006 | 43,580 |
| Warrant, exercisable until 2019, to purchase common stock at \$.01 per share (B) | 2,605 shs. | * | 260,479 | 65,238 |
| | | | 1,724,936 | 1,606,285 |
| * 07/09/09 and 08/09/10. | | | | |
| NT Holding Company A leading developer, manufacturer and provider of medical products used primarily in interventional pain management. | | | | |
| 12% Senior Subordinated Note due 2019 | \$ 883,117 | 02/02/11 | 821,861 | 900,779 |
| Common Stock (B) | 126 shs. | * | 125,883 | 109,176 |

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Warrant, exercisable until 2021, to
purchase

| | | | | |
|-------------------------------------|---------|----------|-----------|-----------|
| common stock at \$.01 per share (B) | 59 shs. | 02/02/11 | 52,987 | 50,954 |
| * 02/02/11 and 06/30/11. | | | 1,000,731 | 1,060,909 |

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2012

(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|------------------|-----------|------------|
| 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 | \$413,362 | \$443,455 |
| Preferred Stock Series A (B) | 554 shs. | 06/04/10 | 55,354 | 21,510 |
| Preferred Stock Series B (B) | 311 shs. | 06/04/10 | 31,125 | 12,095 |
| Common Stock (B) | 344 shs. | 06/04/10 | 344 | - |
| | | | 500,185 | 477,060 |
| 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 | 793,840 |
| Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B) | 328 shs. | 01/17/06 | 90,424 | 134,029 |
| | | | 393,309 | 927,869 |
| 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 | \$1,608,562 | 12/21/10 | 1,581,430 | 1,640,733 |
| Preferred Stock Class A (B) | 29 shs. | 12/21/10 | 180,380 | 274,388 |
| Common Stock (B) | 29 shs. | 12/21/10 | 13,500 | - |
| | | | 1,775,310 | 1,915,121 |
| 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 | \$942,279 | 12/20/10 | 927,458 | 941,602 |
| Limited Liability Company Unit Class A (B) | 33 uts. | 12/20/10 | 106,071 | 72,456 |
| Limited Liability Company Unit Class B (B) | 33 uts. | 12/20/10 | 1,072 | 72,456 |
| | | | 1,034,601 | 1,086,514 |
| Pacific Consolidated Holdings LLC | | | | |
| A manufacturer of rugged, mobile liquid and gaseous oxygen and nitrogen generating systems used in the global defense, oil and gas, and medical sectors. | | | | |
| 14% Senior Subordinated Note due 2012 (D) | \$ 737,784 | 04/27/07 | 719,555 | 258,224 |
| 5% Senior Subordinated Note due 2012 | \$ 42,187 | 07/21/10 | 42,187 | 42,187 |
| Preferred Shares Series E (B) | 42,187 uts. | 07/21/10 | - | - |
| Limited Liability Company Unit (B) | 928,962 uts. | 04/27/07 | 33,477 | - |
| | | | 795,219 | 300,411 |
| Paradigm Packaging, Inc. | | | | |
| 12% Senior Subordinated Note due 2015 | \$ 843,750 | 12/19/00 | 841,998 | 843,750 |

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| | | | | |
|-------------------------------------------------------------------------------------|----------|----------|---------|---------|
| Warrant, exercisable until 2015, to purchase common stock at \$.01 per share (B) | 197 shs. | 12/21/00 | 140,625 | - |
| | | | 982,623 | 843,750 |

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

Babson Capital Participation Investors

September 30, 2012

(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|-----------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|---------------------|-----------|------------|
| Pearlman Enterprises, Inc. | | | | |
| A developer and distributor of tools, equipment and supplies to the natural and engineered stone industry. | | | | |
| Preferred Stock Series A (B) | 1,236 shs. | 05/22/09 | \$ 59,034 | \$ - |
| Preferred Stock Series B (B) | 7,059 shs. | 05/22/09 | 290,050 | - |
| Common Stock (B) | 21,462 shs. | 05/22/09 | 993,816 | - |
| | | | 1,342,900 | - |
| Postle Aluminum Company LLC | | | | |
| A manufacturer and distributor of aluminum extruded products. | | | | |
| 15% Senior Subordinated Note due 2013 | \$ 868,366 | 06/03/10 | 862,244 | 868,366 |
| 3% Senior Subordinated PIK Note due 2014 | \$ 1,209,017 | 10/02/06 | 1,105,524 | 1,209,017 |
| Limited Liability Company Unit Class A (B) | 733 uts. | 10/02/06 | 270,000 | 64,831 |
| Limited Liability Company Unit (B) | 76 uts. | 05/22/09 | 340 | 6,724 |
| Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B) | 4,550 shs. | 10/02/06 | 65,988 | 402,600 |
| | | | 2,304,096 | 2,551,538 |
| Precision Wire Holding Company | | | | |
| A manufacturer of specialty medical wires that are used in non-elective minimally invasive surgical procedures. | | | | |
| 14.25% Senior Subordinated Note due 2016 | \$ 1,409,674 | 11/12/09 | 1,311,075 | 1,437,868 |
| Warrant, exercisable until 2019, to purchase common stock at \$.01 per share (B) | 109 shs. | 11/12/09 | 107,970 | 117,772 |
| | | | 1,419,045 | 1,555,640 |
| Qualis Automotive LLC | | | | |
| A distributor of aftermarket automotive brake and chassis products. | | | | |
| Common Stock (B) | 187,500 shs. | 05/28/04 | 187,500 | 301,688 |
| Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B) | 199,969 shs. | 05/28/04 | 199,969 | 321,751 |
| | | | 387,469 | 623,439 |
| R A J Manufacturing Holdings LLC | | | | |
| A designer and manufacturer of women's swimwear sold under a variety of licensed brand names. | | | | |
| 12.5% Senior Subordinated Note due 2014 | \$ 747,145 | 12/15/06 | 723,655 | 747,145 |
| Limited Liability Company Unit (B) | 1,497 uts. | 12/15/06 | 149,723 | 66,851 |
| Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B) | 2 shs. | 12/15/06 | 69,609 | 31,547 |
| | | | 942,987 | 845,543 |

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2012

(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|------------------|-----------|------------|
| RM Holding Company | | | | |
| A specialty distributor of home medical care equipment. | | | | |
| 13% Senior Subordinated Note due 2018 | \$460,318 | 02/09/12 | \$434,064 | \$472,655 |
| Common Stock (B) | 369 shs. | 02/09/12 | 4 | 35,829 |
| Preferred Stock Series (B) | 39,679 shs. | 02/09/12 | 39,678 | 41,258 |
| Warrant, exercisable until 2022, to purchase preferred stock A at \$.01 per share (B) | 12,088 shs. | 02/09/12 | 11,980 | 12,472 |
| Warrant, exercisable until 2022, to purchase preferred stock B at \$.01 per share (B) | 7,067 shs. | 02/09/12 | 7,067 | 7,349 |
| Warrant, exercisable until 2022, to purchase common stock at \$.01 per share (B) | 185 shs. | 02/09/12 | - | 17,965 |
| | | | 492,793 | 587,528 |
| Royal Baths Manufacturing Company | | | | |
| A manufacturer and distributor of acrylic and cultured marble bathroom products. | | | | |
| 12.5% Senior Subordinated Note due 2016 | \$281,250 | 11/14/03 | 277,125 | 281,250 |
| Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B) | 74 shs. | 11/14/03 | 65,089 | 51,011 |
| | | | 342,214 | 332,261 |
| 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 due 2018 | \$656,250 | 03/30/12 | 646,933 | 684,486 |
| Preferred Stock Series (B) | 2,098 shs. | 03/30/12 | 83,920 | 85,904 |
| Common Stock (B) | 983 shs. | 03/30/12 | 9,830 | 16,740 |
| | | | 740,683 | 787,130 |
| 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 | - |
| Smart Source Holdings LLC | | | | |
| A short-term computer rental company. | | | | |
| 12% Senior Subordinated Note due 2015 | \$1,176,924 | * | 1,121,846 | 1,176,924 |
| Limited Liability Company Unit (B) | 328 uts. | * | 334,371 | 323,446 |
| Warrant, exercisable until 2015, to purchase common stock at \$.01 per share (B) | 83 shs. | * | 87,231 | 81,929 |
| | | | 1,543,448 | 1,582,299 |

* 08/31/07 and 03/06/08.

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Babson Capital Participation Investors
September 30, 2012
(Unaudited)

| | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|---------------------|-----------|------------|
| Corporate Restricted Securities: (A) (Continued) | | | | |
| Snacks Parent Corporation | | | | |
| The world's largest provider of trail mixes and a leading provider of snack nuts, dried fruits, and other healthy snack products. | | | | |
| 13% Senior Subordinated Note due 2017 | \$885,129 | 11/12/10 | \$842,506 | \$863,856 |
| Preferred Stock A (B) | 1,132 shs. | 11/12/10 | 107,498 | 104,195 |
| Preferred Stock B (B) | 525 shs. | 11/12/10 | 49,884 | 48,351 |
| Common Stock (B) | 6,579 shs. | 11/12/10 | 6,579 | - |
| Warrant, exercisable until 2020, to purchase common stock at \$.01 per share (B) | 1,806 shs. | 11/12/10 | 1,806 | - |
| | | | 1,008,273 | 1,016,402 |
| SouthernCare Holdings, Inc. | | | | |
| A hospice company providing palliative care services to terminally ill patients. | | | | |
| 14% Senior Subordinated Note due 2018 | \$924,334 | 12/01/11 | 907,683 | 949,727 |
| Common Stock (B) | 909 shs. | 12/01/11 | 90,909 | 78,264 |
| | | | 998,592 | 1,027,991 |
| Spartan Foods Holding Company | | | | |
| A manufacturer of branded pizza crusts and pancakes. | | | | |
| 14.25% Senior Subordinated PIK Note due 2017 | \$1,200,671 | 12/15/09 | 1,066,535 | 1,140,637 |
| Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B) | 136 shs. | 12/15/09 | 120,234 | 30,110 |
| | | | 1,186,769 | 1,170,747 |
| Specialty Commodities, Inc. | | | | |
| A distributor of specialty food ingredients. | | | | |
| Common Stock (B) | 15,882 shs. | 10/23/08 | 158,824 | 109,381 |
| Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B) | 5,852 shs. | 10/23/08 | 53,285 | 40,303 |
| | | | 212,109 | 149,684 |
| Strata/WLA Holding Corporation | | | | |
| A leading independent anatomic pathology laboratory that conducts over 320,000 tests annually to customers in 40 U.S. states and in Canada and Venezuela. | | | | |
| 14.5% Senior Subordinated Note due 2018 | \$953,191 | 07/01/11 | 936,831 | 961,328 |
| Preferred Stock Series A (B) | 76 shs. | 07/01/11 | 76,046 | 39,067 |
| | | | 1,012,877 | 1,000,395 |
| Sundance Investco LLC | | | | |
| A provider of post-production services to producers of movies and television shows. | | | | |
| Limited Liability Company Unit Class A (B) | 3,405 shs. | 03/31/10 | - | - |

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2012

(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|------------------|-----------|------------|
| Sunrise Windows Holding Company | | | | |
| A manufacturer and marketer of premium vinyl windows exclusively selling to the residential remodeling and replacement market. | | | | |
| 12% Senior Subordinated Note due 2017 | \$997,437 | 12/14/10 | \$949,794 | \$972,678 |
| 14% Senior Subordinated PIK Note due 2017 | \$76,114 | 08/17/12 | 72,655 | 74,225 |
| Common Stock (B) | 38 shs. | 12/14/10 | 38,168 | 13,546 |
| Warrant, exercisable until 2020, to purchase common stock at \$.01 per share (B) | 37 shs. | 12/14/10 | 37,249 | 13,219 |
| | | | 1,097,866 | 1,073,668 |
| Synteract Holdings Corporation | | | | |
| A provider of outsourced clinical trial management services to pharmaceutical and biotechnology companies. | | | | |
| 14.5% Senior Subordinated Note due 2017 | \$1,423,906 | 09/02/08 | 1,361,171 | 1,423,906 |
| Redeemable Preferred Stock Series A (B) | 678 shs. | 09/02/08 | 6,630 | 17,908 |
| Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B) | 6,778 shs. | 09/02/08 | 59,661 | - |
| | | | 1,427,462 | 1,441,814 |
| T H I Acquisition, Inc. | | | | |
| A machine servicing company providing value-added steel services to long steel products. | | | | |
| Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B) | 5 shs. | 01/14/08 | 46,617 | 206,909 |
| 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 | - |
| 7.44% Term Note due 2013 (C) | \$709,301 | 08/10/12 | 709,301 | 602,905 |
| 9.25% Term Note due 2013 (C) | \$945 | 08/31/12 | 945 | 803 |
| 7.32% Term Note due 2013 (C) | \$2,061 | 09/10/12 | 2,061 | 1,752 |
| Common Stock Class B | 32 shs. | * | 4,448 | - |
| Limited Partnership Interest of Saw Mill Capital Fund V, LLC (B) | 2.27% int. | ** | 117,464 | - |
| 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. | | | 1,512,326 | 605,460 |
| ** 03/01/05 and 10/10/08. | | | | |

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

Babson Capital Participation Investors

September 30, 2012

(Unaudited)

| | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|---------------------|-------------|-------------|
| Corporate Restricted Securities: (A) (Continued) | | | | |
| 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 | \$1,235,003 |
| Series B Preferred Stock (B) | 97 shs. | 03/31/10 | - | 713 |
| Common Stock (B) | 273 shs. | 03/31/10 | 219,203 | - |
| | | | 1,356,038 | 1,235,716 |
| 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 | 890,159 | 948,038 |
| Common Stock (B) | 110 shs. | 10/31/07 | 110,430 | 28,724 |
| Warrant, exercisable until 2015, to purchase common stock at \$.01 per share (B) | 50 shs. | 10/31/07 | 46,380 | 12,969 |
| | | | 1,046,969 | 989,731 |
| 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 | 540,720 | 542,400 |
| Common Stock (B) | 315 shs. | 02/04/98 | 315,000 | 346,692 |
| Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B) | 222 shs. | 02/05/98 | 184,416 | 244,335 |
| | | | 1,040,136 | 1,133,427 |
| Truck Bodies & Equipment International | | | | |
| A designer and manufacturer of accessories for heavy and medium duty trucks, primarily dump bodies, hoists, various forms of flat-bed bodies, landscape bodies and other accessories. | | | | |
| 12% Senior Subordinated Note due 2013 | \$ 1,222,698 | * | 1,154,328 | 1,192,610 |
| Preferred Stock Series B (B) | 128 shs. | 10/20/08 | 127,677 | 105,708 |
| Common Stock (B) | 393 shs. | * | 423,985 | - |
| Warrant, exercisable until 2014, to purchase common stock at \$.02 per share (B) | 81 shs. | * | 84,650 | - |
| Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B) | 558 shs. | 10/20/08 | - | - |
| * 07/19/05 and 12/22/05. | | | 1,790,640 | 1,298,318 |
| TruStile Doors, Inc. | | | | |
| A manufacturer and distributor of interior doors. | | | | |
| Limited Liability Company Unit | 5,888 uts. | 02/28/11 | 125,000 | 173,696 |
| Warrant, exercisable until 2013, to purchase | | | | |

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| | | | | |
|-------------------------------------|------------|----------|---------|---------|
| common stock at \$.01 per share (B) | 3,060 shs. | 04/11/03 | 36,032 | 15,334 |
| | | | 161,032 | 189,030 |

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

Babson Capital Participation Investors

September 30, 2012

(Unaudited)

| | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|-----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|---------------------|---------------------|--------------------|
| Corporate Restricted Securities: (A) (Continued) | | | | |
| U-Line Corporation | | | | |
| A manufacturer of high-end, built-in, undercounter ice making, wine storage and refrigeration appliances. | | | | |
| Common Stock (B) | 96 shs. | 04/30/04 | \$96,400 | \$81,873 |
| Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B) | 122 shs. | 04/30/04 | 112,106 208,506 | 103,615 185,488 |
| U M A Enterprises, Inc. | | | | |
| An importer and wholesaler of home décor products. | | | | |
| Convertible Preferred Stock (B) | 470 shs. | 02/08/08 | 469,565 | 760,487 |
| Visioneering, Inc. | | | | |
| A designer and manufacturer of tooling and fixtures for the aerospace industry. | | | | |
| 10.5% Senior Secured Term Loan due 2013 | \$414,706 | 05/17/07 | 413,887 | 406,085 |
| 13% Senior Subordinated Note due 2014 | \$370,588 | 05/17/07 | 357,356 | 359,482 |
| 18% PIK Convertible Preferred Stock (B) | 21,361 shs. | 03/13/09 | 41,440 | - |
| Common Stock (B) | 70,588 shs. | 05/17/07 | 70,588 | - |
| Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B) | 20,003 shs. | 05/17/07 | 31,460 914,731 | - 765,567 |
| Vitex Packaging Group, Inc. | | | | |
| A manufacturer of specialty packaging, primarily envelopes and tags used on tea bags. | | | | |
| 10% Senior Subordinated PIK Note due 2012 | \$109,201 | 10/29/09 | 108,987 | 108,210 |
| 5% Senior Subordinated PIK Note due 2012 (D) | \$476,866 | 06/30/07 | 448,243 | 476,066 |
| Class B Unit (B) | 406,525 uts. | 10/29/09 | 184,266 | - |
| Class C Unit (B) | 450,000 uts. | 10/29/09 | 413,244 | 389,066 |
| Limited Liability Company Unit Class A (B) | 383,011 uts. | * | 229,353 | - |
| Limited Liability Company Unit Class B (B) | 96,848 uts. | 07/19/04 | 96,848 | - |
| * 07/19/04 and 10/29/09. | | | 1,480,941 | 973,342 |
| Wellborn Forest Holding Company | | | | |
| A manufacturer of semi-custom kitchen and bath cabinetry. | | | | |
| 12.13% Senior Subordinated Note due 2014 | \$911,250 | 11/30/06 | 867,531 | 820,125 |
| Common Stock (B) | 101 shs. | 11/30/06 | 101,250 | - |
| Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B) | 51 shs. | 11/30/06 | 45,790 1,014,571 | - 820,125 |

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Babson Capital Participation Investors
September 30, 2012
(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|---------------------|-----------|------------|
| 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 | \$ 72,518 |
| Common Stock (B) | 353 shs. | 06/08/10 | 353 | 36,364 |
| | | | 70,661 | 108,882 |
| Whitcraft Holdings, Inc. A leading independent manufacturer of precision formed, machined, and fabricated flight-critical aerospace components. | | | | |
| 12% Senior Subordinated Note due 2018 | \$ 794,521 | 12/16/10 | 738,692 | 810,411 |
| Common Stock (B) | 205 shs. | 12/16/10 | 205,480 | 167,785 |
| Warrant, exercisable until 2018, to purchase common stock at \$.02 per share (B) | 55 shs. | 12/16/10 | 49,334 | 45,090 |
| | | | 993,506 | 1,023,286 |
| Workplace Media Holding Company A direct marketer specializing in providing advertisers with access to consumers in the workplace. | | | | |
| 13% Senior Subordinated Note due 2015 (D) | \$ 654,247 | 05/14/07 | 601,454 | - |
| 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 grocery wholesalers and foodservice distributors in the upper Midwest. | | | | |
| 14.5% Senior Subordinated Note due 2018 | \$ 869,526 | 11/03/11 | 853,857 | 877,579 |
| Common Stock (B) | 1,500 shs. | 11/03/11 | 150,000 | 105,844 |
| | | | 1,003,857 | 983,423 |

Total Private Placement
Investments (E)

\$ 106,946,713 \$ 95,717,951

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2012

(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Interest Rate | Due Date | Shares or Principal Amount | Cost | Market Value |
|--------------------------------------------------------------|------------------|-------------|----------------------------------|---------------|-----------------|
| Rule 144A Securities - 6.71%: | | | | | |
| Bonds 6.71% | | | | | |
| ArcelorMittal | 6.125 | % 06/01/18 | \$500,000 | \$514,888 | 496,725 |
| Ashland Inc. | 4.750 | 08/15/22 | 500,000 | 500,000 | 511,250 |
| Avaya, Inc. | 7.000 | 04/01/19 | 500,000 | 501,159 | 465,000 |
| Calumet Specialty Products Partners L.P. | 9.625 | 08/01/20 | 500,000 | 491,138 | 538,750 |
| Cequel Communications Holdings I LLC | 8.625 | 11/15/17 | 500,000 | 521,766 | 533,750 |
| Coffeyville Resources LLC | 9.000 | 04/01/15 | 26,000 | 25,929 | 27,755 |
| Continental Resources, Inc. | 5.000 | 09/15/22 | 500,000 | 511,756 | 522,500 |
| Everest Acquisition LLC/Everest Acquisition Finance, Inc. | 9.375 | 05/01/20 | 500,000 | 508,521 | 545,000 |
| First Data Corporation | 7.375 | 06/15/19 | 250,000 | 250,000 | 257,812 |
| FMG Resources | 7.000 | 11/01/15 | 250,000 | 257,658 | 248,750 |
| Hilcorp Energy Company | 7.625 | 04/15/21 | 325,000 | 311,406 | 357,500 |
| J.B. Poindexter Co., Inc. | 9.000 | 04/01/22 | 500,000 | 500,000 | 500,000 |
| MEG Energy Corporation | 6.375 | 01/30/23 | 500,000 | 500,000 | 533,750 |
| Peabody Energy Corporation | 6.000 | 11/15/18 | 500,000 | 500,609 | 500,000 |
| Penske Corporation | 4.875 | 07/11/22 | 500,000 | 497,914 | 499,119 |
| Samson Investment Company | 9.750 | 02/15/20 | 350,000 | 344,042 | 360,500 |
| ServiceMaster Company | 7.000 | 08/15/20 | 500,000 | 500,000 | 512,500 |
| Unit Corporation | 6.625 | 05/15/21 | 500,000 | 493,848 | 516,250 |
| Valeant Pharmaceuticals International | 7.000 | 10/01/20 | 250,000 | 250,823 | 263,125 |
| Welltec A/S | 8.000 | 02/01/19 | 375,000 | 367,832 | 390,000 |
| Total Bonds | | | | 8,349,289 | 8,580,036 |
| Convertible Preferred Stock - 0.00% | | | | | |
| ETEX Corporation (B) | | | 194 | - | - |
| Total Convertible Preferred Stock | | | | - | - |
| Preferred Stock - 0.00% | | | | | |
| TherOX, Inc. (B) | | | 26 | - | - |
| Total Preferred Stock | | | | - | - |
| Common Stock - 0.00% | | | | | |
| Touchstone Health Partnership (B) | | | 292 | - | - |
| Total Common Stock | | | | - | - |
| Total Rule 144A Securities | | | | 8,349,289 | 8,580,036 |
| Total Corporate Restricted Securities | | | | \$115,296,002 | \$104,297,987 |

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

Babson Capital Participation Investors

September 30, 2012

(Unaudited)

| Corporate Public Securities - 21.00%: (A) | Interest Rate | Due Date | Principal Amount | Cost | Market Value |
|-------------------------------------------|---------------|------------|------------------|-----------|--------------|
| Bonds -20.98% | | | | | |
| Accuride Corp | 9.500 | % 08/01/18 | \$500,000 | \$481,711 | \$513,750 |
| Alcoa, Inc. | 6.150 | 08/15/20 | 600,000 | 630,533 | 662,140 |
| Alere, Inc. | 9.000 | 05/15/16 | 300,000 | 315,905 | 320,250 |
| Alliant Techsystems Inc. | 6.875 | 09/15/20 | 500,000 | 538,128 | 545,000 |
| Ally Financial, Inc. | 5.500 | 02/15/17 | 750,000 | 766,078 | 783,962 |
| Alta Mesa Financial Services | 9.625 | 10/15/18 | 750,000 | 726,568 | 750,000 |
| Anglogold Holdings PLC | 5.375 | 04/15/20 | 600,000 | 605,422 | 630,000 |
| Avis Budget Car Rental | 9.750 | 03/15/20 | 375,000 | 375,000 | 428,437 |
| B E Aerospace, Inc. | 6.875 | 10/01/20 | 250,000 | 256,851 | 277,500 |
| Bank of America Corporation | 5.875 | 01/05/21 | 600,000 | 623,771 | 692,207 |
| Bill Barrett Corporation | 7.000 | 10/15/22 | 500,000 | 479,092 | 513,750 |
| Brunswick Corporation | 7.125 | 08/01/27 | 500,000 | 504,982 | 506,250 |
| C R H America, Inc. | 5.300 | 10/15/13 | 500,000 | 479,946 | 520,297 |
| Calumet Specialty Products Partners L.P. | 9.375 | 05/01/19 | 375,000 | 350,230 | 403,125 |
| CCO Holdings Capital Corporation | 5.250 | 09/30/22 | 500,000 | 495,023 | 502,500 |
| Centurytel, Inc. | 5.000 | 02/15/15 | 500,000 | 508,365 | 533,199 |
| CHC Helicopter SA | 9.250 | 10/15/20 | 1,000,000 | 927,936 | 1,027,500 |
| Chesapeake Energy Corporation | 6.775 | 03/15/19 | 375,000 | 368,735 | 375,938 |
| CIT Group, Inc. | 5.000 | 08/15/22 | 500,000 | 500,000 | 520,202 |
| Citigroup, Inc. | 5.500 | 04/11/13 | 500,000 | 491,427 | 512,233 |
| DaVita, Inc. | 5.750 | 08/15/22 | 500,000 | 500,000 | 520,000 |
| Duke Realty Limited Partnership | 3.875 | 10/15/22 | 500,000 | 509,305 | 508,480 |
| EnSCO PLC | 3.250 | 03/15/16 | 600,000 | 598,384 | 640,142 |
| Equifax, Inc. | 4.450 | 12/01/14 | 500,000 | 508,835 | 529,154 |
| GATX Corporation | 4.750 | 05/15/15 | 500,000 | 504,417 | 535,430 |
| General Electric Capital Corporation | 5.500 | 01/08/20 | 500,000 | 498,464 | 591,508 |
| Goldman Sachs Group, Inc. | 4.750 | 07/15/13 | 500,000 | 484,176 | 515,908 |
| Headwaters, Inc. | 7.625 | 04/01/19 | 305,000 | 305,142 | 309,575 |
| Health Management Association | 6.125 | 04/15/16 | 250,000 | 256,821 | 272,500 |
| HealthSouth Corporation | 7.750 | 09/15/22 | 500,000 | 501,184 | 546,250 |
| Hertz Corporation | 6.750 | 04/15/19 | 220,000 | 216,858 | 232,100 |
| International Game Technology | 7.500 | 06/15/19 | 500,000 | 499,790 | 599,743 |
| Jabil Circuit, Inc. | 4.700 | 09/15/22 | 500,000 | 499,959 | 497,500 |
| Johnson Controls, Inc. | 5.500 | 01/15/16 | 500,000 | 444,090 | 573,049 |
| Kraft Foods, Inc. | 5.375 | 02/10/20 | 500,000 | 513,695 | 603,183 |
| Masco Corporation | 7.125 | 03/15/20 | 350,000 | 349,995 | 398,411 |
| Morgan Stanley | 5.500 | 01/26/20 | 500,000 | 497,882 | 544,245 |
| NBC Universal Media LLC | 5.150 | 04/30/20 | 500,000 | 499,425 | 592,541 |

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2012

(Unaudited)

| Corporate Public Securities (A) | Interest Rate | Due Date | Principal Amount | Cost | Market Value |
|-----------------------------------|------------------|-------------|---------------------|-----------|-----------------|
| Nexeo Solutions LLC | 8.375 | % 03/01/18 | \$20,000 | \$20,000 | \$19,799 |
| Niska Gas Storage Partners LLC | 8.875 | 03/15/18 | 500,000 | 506,100 | 516,250 |
| Northern Tier Energy LLC | 10.500 | 12/01/17 | 292,000 | 303,504 | 319,740 |
| Omnova Solutions, Inc. | 7.875 | 11/01/18 | 750,000 | 764,576 | 757,500 |
| Perry Ellis International, Inc. | 7.875 | 04/01/19 | 375,000 | 371,373 | 388,125 |
| Precision Drilling Corporation | 6.625 | 11/15/20 | 250,000 | 257,668 | 266,250 |
| Qwest Diagnostic, Inc. | 4.750 | 01/30/20 | 500,000 | 498,960 | 559,335 |
| Sealed Air Corporation | 7.875 | 06/15/17 | 500,000 | 494,604 | 535,000 |
| Sprint Nextel Corporation | 6.000 | 12/01/16 | 500,000 | 512,297 | 515,000 |
| Steelcase, Inc. | 6.375 | 02/15/21 | 500,000 | 507,672 | 537,227 |
| Tech Data Corporation | 3.750 | 09/21/17 | 500,000 | 507,436 | 509,031 |
| Thermadyne Holdings Corporation | 9.000 | 12/15/17 | 250,000 | 265,224 | 266,250 |
| Time Warner Cable, Inc. | 5.000 | 02/01/20 | 500,000 | 492,010 | 579,686 |
| Tyson Foods, Inc. | 4.500 | 06/15/22 | 500,000 | 516,498 | 523,750 |
| Weatherford International Limited | 4.500 | 04/15/22 | 500,000 | 521,615 | 522,913 |
| Total Bonds | | | | 8,349,289 | 8,580,036 |

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

Babson Capital Participation Investors

September 30, 2012

(Unaudited)

| Corporate Public Securities (A) | Interest Rate | Due Date | Shares | Cost | Market Value |
|-------------------------------------|----------------------|----------|------------------|---------------|---------------|
| Common Stock - 0.02% | | | | | |
| Intrepid Potash, Inc. (B) | | | 185 | \$5,920 | \$3,974 |
| Nortek, Inc. (B) | | | 100 | 1 | 5,473 |
| Rue21, Inc. (B) | | | 350 | 6,650 | 10,903 |
| Total Common Stock | | | | 12,571 | 20,350 |
| Total Corporate Public Securities | | | | \$25,166,233 | \$26,864,165 |
| Short-Term Securities: | | | | | |
| Commercial Paper - 6.64% | Interest Rate/Yield^ | Due Date | Principal Amount | Cost | Market Value |
| Ecolab, Inc. | 0.370 % | 10/05/12 | \$2,250,000 | \$2,250,000 | \$2,250,000 |
| Kinder Morgan Energy Partners, L.P. | 0.450 | 10/04/12 | 2,000,000 | 1,999,925 | 1,999,925 |
| WPP CP Finance Plc | 0.470 | 10/02/12 | 2,000,000 | 1,999,974 | 1,999,974 |
| Xstrata Finance Canada Limited | 0.450 | 10/03/12 | 2,250,000 | 2,249,944 | 2,249,944 |
| Total Short-Term Securities | | | | \$8,499,843 | \$8,499,843 |
| Total Investments | 109.18 % | | | \$148,962,078 | \$139,661,995 |
| Other Assets | 4.27 | | | | 5,461,903 |
| Liabilities | (13.45) | | | | (17,203,805) |
| Total Net Assets | 100.00 % | | | | \$127,920,093 |

(A) In each of the convertible note, warrant, and common stock investments, the issuer has agreed to provide certain registration rights.

(B) Non-income producing security.

(C) Variable rate security; rate indicated is as of September 30, 2012.

(D) Defaulted security; interest not accrued.

(E) Illiquid security. As of September 30, 2012, the values of these securities amounted to \$95,717,951 or 74.83% of net assets.

^ Effective yield at purchase

PIK-Payment-in-kind

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2012

(Unaudited)

| Industry Classification: | Fair Value/ Market Value | Fair Value/ Market Value |
|-----------------------------------|-----------------------------|---------------------------------------|
| AEROSPACE - 2.59% | | BUILDINGS & REAL ESTATE - 1.70% |
| A E Company, Inc. | \$ 260,028 | Duke Realty Limited Partnership |
| Alliant Techsystems Inc. | 545,000 | K W P I Holdings Corporation |
| B E Aerospace, Inc. | 277,500 | Masco Corporation |
| Merex Holding Corporation | 437,264 | Sunrise Windows Holding Company |
| Visioneering, Inc. | 765,567 | TruStile Doors, Inc. |
| Whitcraft Holdings, Inc. | 1,023,286 | |
| | 3,308,645 | |
| AUTOMOBILE - 5.71% | | CHEMICAL, PLASTICS & RUBBER - 1.96% |
| Accuride Corp | 513,750 | Ashland Inc. |
| Avis Budget Car Rental | 428,437 | Capital Specialty Plastics, Inc. |
| DPL Holding Corporation | 1,290,126 | Nicoat Acquisitions LLC |
| F H Equity LLC | 530,887 | Omnova Solutions, Inc. |
| J A C Holding Enterprises, Inc. | 845,514 | |
| Jason Partners Holdings LLC | 25,511 | CONSUMER PRODUCTS - 9.39% |
| Johnson Controls, Inc. | 573,049 | Baby Jogger Holdings LLC |
| K & N Parent, Inc. | 1,049,861 | Bravo Sports Holding Corporation |
| Ontario Drive & Gear Ltd. | 927,869 | Custom Engineered Wheels, Inc. |
| Penske Corporation | 499,119 | Ecolab, Inc. |
| Qualis Automotive LLC | 623,439 | Handi Quilter Holding Company |
| | 7,307,562 | K N B Holdings Corporation |
| BEVERAGE, DRUG & FOOD - 5.68% | | Manhattan Beachwear Holding Company |
| Eatem Holding Company | 1,101,126 | Perry Ellis International, Inc. |
| F F C Holding Corporation | 1,200,485 | R A J Manufacturing Holdings LLC |
| Golden County Foods Holding, Inc. | - | Tranzonic Companies (The) |
| Hospitality Mints Holding Company | 1,498,230 | WP Supply Holding Corporation |
| Kraft Foods, Inc. | 603,183 | |
| Snacks Parent Corporation | 1,016,402 | CONTAINERS, PACKAGING & GLASS - 4.35% |
| | 1,170,747 | Flutes, Inc. |

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| | | | |
|--------------------------------------|-----------|-----------------------------|-----------|
| Spartan Foods Holding Company | | | |
| Specialty Commodities, Inc. | 149,684 | P K C Holding Corporation | 1,915,121 |
| Tyson Foods, Inc. | 523,750 | P P T Holdings LLC | 1,086,514 |
| | 7,263,607 | Paradigm Packaging, Inc. | 843,750 |
| BROADCASTING & ENTERTAINMENT - 0.92% | | Sealed Air Corporation | 535,000 |
| HOP Entertainment LLC | - | Vitex Packaging Group, Inc. | 973,342 |
| NBC Universal Media LLC | 592,541 | | 5,563,643 |
| Time Warner Cable, Inc. | 579,686 | | |
| Sundance Investco LLC | - | | |
| Workplace Media Holding Company | - | | |
| | 1,172,227 | | |

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

Babson Capital Participation Investors

September 30, 2012

(Unaudited)

| Industry Classification: (Continued) | Fair Value/ Market Value | | Fair Value/ Market Value |
|----------------------------------------|-----------------------------|-------------------------------------|-----------------------------|
| | | DIVERSIFIED/CONGLOMERATE, SERVICE - | |
| DISTRIBUTION - 2.65% | | 11.45% | |
| Duncan Systems, Inc. | \$ 645,775 | A S C Group, Inc. | \$ 1,735,847 |
| F C X Holdings Corporation | 2,155,340 | A W X Holdings Corporation | 378,000 |
| RM Holding Company | 587,528 | Advanced Technologies Holdings | 710,136 |
| | 3,388,643 | Anglogold Holdings PLC | 630,000 |
| DIVERSIFIED/CONGLOMERATE, | | Apex Analytix Holding Corporation | 1,155,263 |
| MANUFACTURING - 12.71% | | Associated Diversified Services | 665,875 |
| A H C Holding Company, Inc. | 1,591,563 | Bank of America Corporation | 692,207 |
| Arrow Tru-Line Holdings, Inc. | 895,921 | C R H America, Inc. | 520,297 |
| C D N T, Inc. | 702,637 | Church Services Holding Company | 614,326 |
| F G I Equity LLC | 722,545 | Clough, Harbour and Associates | 90,972 |
| G C Holdings | 1,286,803 | Crane Rental Corporation | 1,193,511 |
| HGGC Citadel Plastics Holding | 1,020,730 | ELT Holding Company | 1,003,089 |
| Ideal Tridon Holdings, Inc. | 1,045,492 | Equipfax, Inc. | 529,154 |
| J.B. Poindexter Co., Inc. | 500,000 | HVAC Holdings, Inc. | 1,243,291 |
| K P H I Holdings, Inc. | 1,103,001 | Insurance Claims Management, Inc. | 287,519 |
| K P I Holdings, Inc. | 1,450,763 | Mail Communications Group, Inc. | 274,844 |
| LPC Holding Company | 1,269,170 | Nexeo Solutions LLC | 19,799 |
| MEGTEC Holdings, Inc. | 336,451 | Northwest Mailing Services, Inc. | 1,606,285 |
| Nortek, Inc. | 5,473 | Pearlman Enterprises, Inc. | - |
| O E C Holding Corporation | 477,060 | Safety Infrastructure Solutions | 787,130 |
| Postle Aluminum Company LLC | 2,551,538 | ServiceMaster Company | 512,500 |
| Truck Bodies & Equipment International | 1,298,318 | | 14,650,045 |
| | 16,257,465 | ELECTRONICS - 2.16% | |
| | | Barcodes Group, Inc. | 905,799 |
| | | Connecticut Electric, Inc. | 857,851 |
| | | Jabil Circuit, Inc. | 497,500 |
| | | Tech Data Corporation | 509,031 |
| | | | 2,770,181 |

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2012

(Unaudited)

| Industry Classification: (Continued) | Fair Value/ Market Value | Fair Value/ Market Value |
|----------------------------------------------|-----------------------------|-----------------------------------------------|
| FINANCIAL SERVICES - 8.01% | | HOME & OFFICE FURNISHINGS, HOUSEWARES, AND |
| Ally Financial, Inc. | \$ 783,962 | DURABLE CONSUMER PRODUCTS - 4.16% |
| Alta Mesa Financial Services | 750,000 | Connor Sport Court International, Inc. |
| CIT Group, Inc. | 520,202 | H M Holding Company |
| Citigroup, Inc. | 512,233 | Home Décor Holding Company |
| DPC Holdings LLC | 1,244,007 | Monessen Holding Corporation |
| | | Royal Baths Manufacturing Company |
| GATX Corporation | 535,430 | |
| General Electric Capital Corporation | 591,508 | Steelcase, Inc. |
| Goldman Sachs Group, Inc. | 515,908 | Transpac Holding Company |
| Morgan Stanley | 544,245 | U-Line Corporation |
| WPP CP Finance Plc | 1,999,974 | U M A Enterprises, Inc. |
| Xstrata Finance Canada Limited | 2,249,944 10,247,413 | Wellborn Forest Holding Company |
| | | |
| HEALTHCARE, EDUCATION & CHILDCARE - 7.74% | | LEISURE, AMUSEMENT, ENTERTAINMENT - 0.86% |
| Alere, Inc. | 320,250 | Brunswick Corporation |
| American Hospice Management Holding LLC | 2,117,566 | International Game Technology |
| CHG Alternative Education Holding Company | 997,564 | |
| DaVita, Inc. | 520,000 | MACHINERY - 5.54% |
| Healthcare Direct Holding Company | 764,249 | A S A P Industries LLC |
| HealthSouth Corporation | 546,250 | |
| Marshall Physicians Services LLC | 495,909 | ABC Industries, Inc. |
| Qwest Diagnostic, Inc. | 559,335 | Arch Global Precision LLC |
| SouthernCare Holdings, Inc. | 1,027,991 | E S P Holdco, Inc. |
| Strata/WLA Holding Corporation | 1,000,395 | M V I Holding, Inc. |
| Synteract Holdings Corporation | 1,441,814 | Motion Controls Holdings |
| Touchstone Health Partnership | - | NetShape Technologies, Inc. |
| Wheaton Holding Corporation | 108,882 | Pacific Consolidated Holdings LLC |
| | | Thermadyne Holdings Corporation |
| | | |
| | | Welltec A/S |

| | | |
|-----------|-------------------------------|-----------|
| 9,900,205 | | 7,081,641 |
| | MEDICAL | |
| | DEVICES/BIOTECH - 3.72% | |
| | Coeur, Inc. | 771,609 |
| | E X C Acquisition Corporation | 14,003 |
| | ETEX Corporation | - |
| | Health Management | |
| | Association | 272,500 |
| | MedSystems Holdings LLC | 735,610 |
| | MicroGroup, Inc. | 355,449 |
| | NT Holding Company | 1,060,909 |
| | Precision Wire Holding | |
| | Company | 1,555,640 |
| | TherOX, Inc. | - |
| | | 4,765,720 |

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Babson Capital Participation Investors
 September 30, 2012
 (Unaudited)

| Industry Classification: (Continued) | Fair Value/ Market Value | | Fair Value/ Market Value |
|--------------------------------------------------------------|--------------------------------|---------------------------------------------|-----------------------------|
| MINING, STEEL, IRON & NON-PRECIOUS METALS - 1.26% | | | |
| Alcoa, Inc. | \$ 662,140 | Avaya, Inc. | \$ 465,000 |
| FMG Resources | 248,750 | First Data Corporation | 257,812 |
| Peabody Energy Corporation | 500,000 | Sencore Holding Company | - |
| THI Acquisition, Inc. | 206,909 | Smart Source Holdings LLC | 1,582,299 |
| | 1,617,799 | TELECOMMUNICATIONS - 2.23% | |
| NATURAL RESOURCES - 2.20% | | | |
| ArcelorMittal | 496,725 | All Current Holding Company | 770,197 |
| Headwaters, Inc. | 309,575 | CCO Holdings Capital Corporation | 502,500 |
| | | Centurytel, Inc. | 533,199 |
| Intrepid Potash, Inc. | 3,974 | Cequel Communications Holdings I LLC | 533,750 |
| Kinder Morgan Energy Partners, L.P. | 1,999,925 | Sprint Nextel Corporation | 515,000 |
| | 2,810,199 | | 2,854,646 |
| OIL & GAS - 7.23% | | | |
| Bill Barrett Corporation | 513,750 | TRANSPORTATION - 1.05% | |
| Calumet Specialty Products Partners L.P. | 941,875 | CHC Helicopter SA | 1,027,500 |
| Chesapeake Energy Corporation | 375,938 | Hertz Corporation | 232,100 |
| Coffeyville Resources LLC | 27,755 | NABCO, Inc. | 82,720 |
| Continental Resources, Inc. | 522,500 | | 1,342,320 |
| EnSCO PLC | 640,142 | WASTE MANAGEMENT / POLLUTION - 1.44% | |
| Everest Acquisition LLC/Everest Acquisition Finance, Inc. | 545,000 | Terra Renewal LLC | 605,460 |
| Hilcorp Energy Company | 357,500 | Torrent Group Holdings, Inc. | 1,235,716 |
| International Offshore Services LLC | 337,500 | | 1,841,176 |
| MBWS Ultimate Holdco, Inc. | 1,954,050 | Total Investments - 109.18% | \$ 139,661,995 |
| MEG Energy Corporation | 533,750 | | |
| Niska Gas Storage Partners LLC | 516,250 | | |
| Northern Tier Energy LLC | 319,740 | | |
| Precision Drilling Corporation | 266,250 | | |
| Samson Investment Company | 360,500 | | |
| Unit Corporation | 516,250 | | |
| Weatherford International Limited | 522,913 | | |
| | 9,251,663 | | |
| PHARMACEUTICALS - 0.66% | | | |
| CorePharma LLC | 575,888 | | |
| Valeant Pharmaceuticals International | 263,125 | | |
| | 839,013 | | |
| RETAIL STORES - 0.01% | | | |
| Rue21, Inc. | 10,903 | | |

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)
September 30, 2012
(Unaudited)

Babson Capital Participation Investors

1. History

Babson Capital Participation Investors (the “Trust”) was organized as a Massachusetts business trust under the laws of the Commonwealth of Massachusetts pursuant to a Declaration of Trust dated April 7, 1988. Effective December 16, 2011, the Trust’s name was changed to Babson Capital Participation Investors. Prior to December 16, 2011, the Trust’s name was MassMutual Participation Investors.

The Trust is a diversified closed-end management investment company. Babson Capital Management LLC (“Babson Capital”), a wholly-owned indirect subsidiary of Massachusetts Mutual Life Insurance Company (“MassMutual”), acts as its investment adviser. 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, 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 common stock, 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 capital. In addition, the Trust may temporarily invest in high quality, readily marketable securities.

On January 27, 1998, the Board of Trustees authorized the formation of a wholly-owned subsidiary of the Trust (“PI Subsidiary Trust”) for the purpose of holding certain investments. The results of the PI Subsidiary Trust are consolidated in the accompanying financial statements. Footnote 2.D below discusses the Federal tax consequences of the

Determination of Fair Value

The determination of the fair value of the Trust’s investments is the responsibility of the Trust’s Board of Trustees (the “Trustees”). The Trustees have adopted procedures for the valuation of the Trust’s securities and has delegated responsibility for determination of fair value under those procedures to Babson Capital. Babson Capital has established a Pricing Committee which is responsible for setting the guidelines used in following the procedures adopted by the Trustees ensuring that those guidelines are being followed. Babson Capital considers all relevant factors that are reasonably available, through either public information or information available to Babson Capital, when determining the fair value of a security. The Trustees meet at least once each quarter to approve the value of the Trust’s portfolio securities as of the close of business on the last business day of the preceding quarter. This valuation requires the approval of a majority of the Trustees of the Trust, including a majority of the Trustees who are not interested persons of the Trust or of Babson Capital. In approving valuations, the Trustees will consider reports by Babson Capital analyzing each portfolio security in accordance with the procedures and guidelines referred to above, which include the relevant factors referred to below. Babson Capital has agreed to provide such reports to the Trust at least quarterly. The consolidated financial statements include private placement restricted securities valued at \$95,717,951 (74.83% of net assets) as of September 30, 2012 whose values have been estimated by the Trustees based on the process described above in the absence of readily ascertainable market values. Due to the inherent uncertainty of valuation, those estimated values may differ significantly from the values that would have been used had a ready market for the securities existed, and the differences could be material.

Following is a description of valuation methodologies used for assets recorded at fair value.

Corporate Public Securities – Corporate Bonds,
Preferred Stocks and Common Stocks

PI Subsidiary Trust.

2. Significant Accounting Policies

The following is a summary of significant accounting policies followed consistently by the Trust in the preparation of its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

A. Fair Value Measurements:

Under U.S. GAAP, fair value represents the price that should be received to sell an asset (exit price) in an orderly transaction between market participants at the measurement date.

The Trust uses external independent third-party pricing services to determine the fair values of its Corporate Public Securities. At September 30, 2012, 100% of the carrying value of these investments was from external pricing services. In the event that the primary pricing service does not provide a price, the Trust utilizes the pricing provided by a secondary pricing service.

Public debt securities generally trade in the over-the-counter market rather than on a securities exchange. The Trust's pricing services use multiple valuation techniques to determine fair value. In instances where significant market activity exists, the pricing services may utilize a market based approach through which quotes from market makers are used to determine fair value. In instances where significant market activity may not

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Babson Capital Participation
Investors

(Unaudited)

exist or is limited, the pricing services also utilize proprietary valuation models which may consider market characteristics such as benchmark yield curves, option adjusted spreads, credit spreads, estimated default rates, coupon rates, anticipated timing of principal underlying prepayments, collateral, and other unique security features in order to estimate the relevant cash flows, which are then discounted to calculate the fair value.

Public equity securities listed on an exchange or on the NASDAQ National Market System are valued at the last quoted sales price of that day.

Annually, Babson Capital conducts reviews of the primary pricing vendors to validate that the inputs used in that vendors' pricing process are deemed to be market observable as defined in the standard. While Babson Capital is not provided access to proprietary models of the vendors, the reviews have included on-site walk-throughs of the pricing process, methodologies and control procedures for each asset class and level for which prices are provided. The review also included an examination of the underlying inputs and assumptions for a sample of individual securities across asset classes, credit rating levels and various durations, a process Babson Capital continues to perform annually. In addition, the pricing vendors have an established challenge process in place for all security valuations, which facilitates identification and resolution of prices that fall outside expected ranges. Babson Capital believes that the prices received from the pricing vendors are representative of prices that would be received to sell the assets at the measurement date (exit prices) and are

To estimate a company's enterprise value, the company's trailing twelve months earnings before interest, taxes, depreciation and amortization ("EBITDA") is multiplied by a valuation multiple.

Both the company's EBITDA and valuation multiple are considered significant unobservable inputs. Significant increases/(decreases) to the company's trailing twelve months EBITDA and/or the valuation multiple would result in significant increases/(decreases) to the equity value.

Short-Term Securities

Short-term securities, of sufficient credit quality, with more than sixty days to maturity are valued at fair value, using external independent third-party services. Short-term securities having a maturity of sixty days or less are valued at amortized cost, which approximates fair value.

Quantitative Information about Level 3 Fair Value Measurements

The following table represents quantitative information about Level 3 fair value measurements as of September 30, 2012.

classified appropriately in the hierarchy.

| | | Valuation Technique | Unobservable Inputs | Range |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|------------------------|------------------------------------|----------------|
| Corporate Restricted Securities – Corporate Bonds | Corporate Bonds | Discounted Cash Flows | Discount Rate | 5.7% to 15.5 % |
| The fair value of certain notes is determined using an internal model that discounts the anticipated cash flows of those notes using a specific discount rate. Changes to that discount rate are driven by changes in general interest rates, probabilities of default and credit adjustments. The discount rate used within the models to discount the future anticipated cash flows is considered a significant unobservable input. Significant increases/(decreases) in the discount rate would result in a significant (decrease)/increase to the notes fair value. | Equity Securities | Market Approach | Valuation Multiple | 1.9x to 10.0 x |
| | | | Discount for lack of marketability | 0% to 5 % |

The fair value of certain distressed notes is based on an enterprise waterfall methodology which is discussed in the equity security valuation section below.

Fair Value Hierarchy

Corporate Restricted Securities – Common Stock, Preferred Stock and Partnerships & LLC’s

The Company categorizes its investments measured at fair value in three levels, based on the inputs and assumptions used to determine fair value. These levels are as follows:

The fair value of equity securities is determined using an enterprise waterfall methodology. Under this methodology, the enterprise value of the company is first estimated and that value is then allocated to the company’s outstanding debt and equity securities based on the documented priority of each class of securities in the capital structure.

- Level 1 – quoted prices in active markets for identical securities
- Level 2 – other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.)
- Level 3 – significant unobservable inputs (including the Trust’s own assumptions in determining the fair value of investments)

Generally, the waterfall proceeds from senior debt tranches of the capital structure to senior then junior subordinated debt, followed by each class of preferred stock and finally the common stock.

The following is a summary of the inputs used to value the Trust’s net assets as of September 30, 2012:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(CONTINUED)

(Unaudited)

Following is a reconciliation of Level 3 assets for which significant unobservable inputs were used to determine fair value:

| Assets: | Total | Level 1 | Level 2 | Level 3 |
|-----------------------|----------------|-----------|---------------|---------------|
| Restricted Securities | | | | |
| Corporate Bonds | \$ 83,892,367 | \$ - | \$ 8,580,036 | \$ 75,312,331 |
| Common Stock - U.S. | 8,375,057 | - | - | 8,375,057 |
| Preferred Stock | 5,844,913 | - | - | 5,844,913 |
| Partnerships and LLCs | 6,185,650 | - | - | 6,185,650 |
| Public Securities | | | | |
| Corporate Bonds | 26,843,815 | - | 26,843,815 | - |
| Common Stock - U.S. | 20,350 | 20,350 | - | - |
| Short-term Securities | 8,499,843 | - | 8,499,843 | - |
| Total | \$ 139,661,995 | \$ 20,350 | \$ 43,923,694 | \$ 95,717,951 |

See information disaggregated by security type and industry classification in the Consolidated Schedule of Investments.

There were no transfers into or out of Level 1 and Level 2 assets

| Assets: | Beginning balance at 12/31/2011 | Included in earnings | Purchases | Sales | Prepayments | Transfers in and/or out of Level 3 | Ending balance at 09/30/2012 |
|-----------------------|---------------------------------------|-------------------------|--------------|----------------|----------------|------------------------------------------------|------------------------------------|
| Restricted Securities | | | | | | | |
| Corporate Bonds | \$84,969,256 | \$136,342 | \$12,681,114 | \$(8,617,284) | \$(13,857,097) | \$- | \$75,312,331 |
| Common Stock - U.S. | 9,972,142 | 2,184,851 | 571,390 | (4,353,326) | - | - | 8,375,057 |
| Preferred Stock | 5,965,999 | 555,312 | 590,872 | (1,267,270) | - | - | 5,844,913 |
| Partnerships and LLCs | 6,021,318 | 306,806 | 64,107 | (206,581) | - | - | 6,185,650 |
| | \$106,928,715 | \$3,183,311 | \$13,907,483 | \$(14,444,461) | \$(13,857,097) | \$- | \$95,717,951 |

Income, Gains and Losses included in Net Increase in Net Assets resulting from Operations for the period are presented in the following accounts on the Statement of Operations:

B. Accounting for Investments:

| Net Increase in Net Assets Resulting from Operations | Change in Unrealized Gains |
|------------------------------------------------------------|-------------------------------|
|------------------------------------------------------------|-------------------------------|

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| | | & (Losses) in Net Assets from assets still held |
|--------------------------------------------------------------------------|--------------|-------------------------------------------------------|
| Interest (Amortization) | 512,849 | - |
| Net realized gain on investments before taxes | 3,807,580 | - |
| Net change in unrealized depreciation of investments before taxes. | (1,137,119) | 1,501,119 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) Babson Capital Participation
Investors
(Unaudited)

Investment transactions are accounted for on the trade date. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis, including the amortization of premiums and accretion of discounts on bonds held using the yield-to-maturity method. The Trust does not accrue income when payment is delinquent and when management believes payment is questionable.

Realized gains and losses on investment transactions and unrealized appreciation and depreciation of investments are reported for financial statement and Federal income tax purposes on the identified cost method.

C. Use of Estimates:

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

D. Federal Income Taxes:

The Trust has elected to be taxed as a “regulated investment company” under the Internal Revenue Code, and intends to maintain this qualification and to distribute substantially all of its net taxable income to its shareholders. In any year when net long-term capital gains are realized by the Trust, management, after evaluating the prevailing economic conditions, will recommend that Trustees either designate the net realized long-term gains as undistributed and pay the Federal capital gains taxes thereon, or distribute all or a portion of such net gains.

The Trust is taxed as a regulated investment company and is therefore limited as to the amount of non-qualified income that it may receive as the result of operating a trade or business, e.g. the Trust’s pro rata share of income allocable to the Trust by a

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of the existing assets and liabilities and their respective tax basis. As of September 30, 2012, the PI Subsidiary Trust has a deferred tax liability of \$539,228.

Beginning with the 2009 annual financial statements, the Trust recognizes a tax benefit from an uncertain position only if it is more likely than not that the position is sustainable, based solely on its technical merits and consideration of the relevant taxing authority’s widely understood administrative practices and precedents. If this threshold is met, the Trust measures the tax benefit as the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. The Trust has evaluated and determined that the tax positions did not have a material effect on the Trust’s financial position and results of operations for the nine months ended September 30, 2012.

E. Distributions to Shareholders:

The Trust records distributions to shareholders from net investment income and net realized gains, if any, on the ex-dividend date. The Trust’s net investment income dividend is declared four times per year, in April, July, October, and December. The Trust’s net realized capital gain distribution, if any, is declared in December.

3. Investment Advisory and Administrative Services Contract

A. Services:

Under an Investment Advisory and Administrative Services Contract (the “Contract”) with the Trust, Babson Capital has agreed to use its best efforts to present to the Trust a continuing and suitable investment program consistent with the investment objectives and policies of the Trust. Babson Capital represents the Trust in any negotiations with issuers, investment banking firms, securities brokers or dealers and other institutions or investors relating to the Trust’s investments. Under the Contract, Babson Capital also provides administration

partnership operating company. The Trust's violation of this limitation could result in the loss of its status as a regulated investment company, thereby subjecting all of its net income and capital gains to corporate taxes prior to distribution to its shareholders. The Trust, from time-to-time, identifies investment opportunities in the securities of entities that could cause such trade or business income to be allocable to the Trust. The PI Subsidiary Trust (described in Footnote 1, above) was formed in order to allow investment in such securities without adversely affecting the Trust's status as a regulated investment company.

The PI Subsidiary Trust is not taxed as a regulated investment company. Accordingly, prior to the Trust receiving any distributions from the PI Subsidiary Trust, all of the PI Subsidiary Trust's taxable income and realized gains, including non-qualified income and realized gains, is subject to taxation at prevailing corporate tax rates. As of September 30, 2012, the PI Subsidiary Trust has incurred income tax expense of \$4,314.

of the day-to-day operations of the Trust and provides the Trust with office space and office equipment, accounting and bookkeeping services, and necessary executive, clerical and secretarial personnel for the performance of the foregoing services.

B. Fee:

For its services under the Contract, Babson Capital is paid a quarterly investment advisory fee equal to 0.225% of the value of the Trust's net assets as of the last business day of each fiscal quarter, an amount approximately equivalent to 0.90% on an annual basis. A majority of the Trustees, including a majority of the Trustees who are not interested persons of the Trust or of Babson Capital, approve the valuation of the Trust's net assets as of such day.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(CONTINUED)

(Unaudited)

4. Senior Indebtedness

MassMutual holds the Trust's \$15,000,000 Senior Fixed Rate Convertible Note (the "Note") issued by the Trust on December 13, 2011. The Note is due December 13, 2023 and accrues interest at 4.09% per annum. MassMutual, at its option, can convert the principal amount of the Note into common shares. The dollar amount of principal would be converted into an equivalent dollar amount of common shares based upon the average price of the common shares for ten business days prior to the notice of conversion. For the nine months ended September 30, 2012, the Trust incurred total interest expense on the Note of \$460,125.

The Trust may redeem the Note, in whole or in part, at the principal amount proposed to be redeemed together with the accrued and unpaid interest thereon through the redemption date plus the Make Whole Premium. The Make Whole Premium equals the excess of (i) the present value of the scheduled payments of principal and interest which the Trust would have paid but for the proposed redemption, discounted at the rate of interest of U.S. Treasury obligations whose maturity approximates that of the Note plus 0.50% over (ii) the principal of the Note proposed to be redeemed.

6. Quarterly Results of Investment Operations

March 31, 2012

| | Amount | Per Share |
|----------------------------------------------------------------|--------------|-----------|
| Investment income \$ | 3,397,647 | |
| Net investment income | 2,774,324 \$ | 0.27 |
| Net realized and unrealized loss on investments (net of taxes) | (223,921) | (0.02) |

June 30, 2012

| | Amount | Per Share |
|----------------------------------------------------------------|--------------|-----------|
| Investment income \$ | 3,181,794 | |
| Net investment income | 2,521,978 \$ | 0.25 |
| Net realized and unrealized gain on investments (net of taxes) | 1,102,771 | 0.11 |

September 30, 2012

| | Amount | Per Share |
|----------------------------------------------------------------|--------------|-----------|
| Investment income \$ | 3,204,878 | |
| Net investment income | 2,533,303 \$ | 0.25 |
| Net realized and unrealized gain on investments (net of taxes) | 3,574,928 | 0.35 |

5. Purchases and Sales of Investments

For the nine months ended

09/30/2012

| | Cost of Investments Acquired | Proceeds from Sales or Maturities |
|------------------------------------|------------------------------|-----------------------------------|
| Corporate restricted securities \$ | 20,335,290 \$ | 30,097,633 |
| Corporate public securities | 9,576,793 | 552,720 |

The aggregate cost of investments is substantially the same for financial reporting and Federal income tax purposes as of September 30, 2012. The net unrealized depreciation of investments for financial reporting and Federal tax purposes as of September 30, 2012 is \$9,300,083 consists

of \$13,661,402 appreciation and \$22,961,485 depreciation.

Net unrealized depreciation of investments on the Statement of Assets and Liabilities reflects the balance net of a deferred tax liability of \$539,228 on net unrealized gains on the PI Subsidiary Trust.

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Babson Capital Participation Investors

Members of the Board of Trustees

Donald Glickman

Robert E. Joyal

William J. Barrett

Michael H. Brown*

Donald E. Benson*

Clifford M. Noreen

Martin T. Hart

Maleyne M. Syracuse*

Edward P. Grace III

Susan B. Sweeney

*Member of the Audit Committee

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Chairman

Michael L. Klofas
President

James M. Roy
Vice President & Chief
Financial Officer

Christopher A. DeFrancis
Vice President
& Secretary

Sean Feeley
Vice President

Michael P. Hermsen
Vice President

DIVIDEND REINVESTMENT AND CASH PURCHASE PLAN

Babson Capital Participation Investors offers a Dividend Reinvestment and Cash Purchase Plan (the "Plan"). The Plan provides a simple and automatic way for shareholders to add to their holdings in the Trust through the receipt of dividend shares issued by the Trust or through the reinvestment of cash dividends in Trust shares purchased in the open market. The dividends of each shareholder will be automatically reinvested in the Trust by DST Systems, Inc., the Transfer Agent, in accordance with the Plan, unless such shareholder elects not to participate by providing written notice to the Transfer Agent. A shareholder may terminate his or her participation by notifying the Transfer Agent in writing.

Participating shareholders may also make additional contributions to the Plan from their own funds. Such contributions may be made by personal check or other means in an amount not less than \$100 nor more than \$5,000 per quarter. Cash contributions must be received by the Transfer Agent at least five days (but no more than 30 days) before the payment date of a dividend or distribution.

Whenever the Trust declares a dividend payable in cash or shares, the Transfer Agent, acting on behalf of each participating shareholder, will take the dividend in shares only if the net asset value is lower than the market price plus an estimated brokerage commission as of the close of business on the valuation day. The valuation day is the last day preceding the day of dividend payment. When the dividend is to be taken in shares, the number of shares to be received is determined by dividing the cash dividend by the net asset value as of the close of business on the valuation date or, if greater than net asset value, 95% of the closing share price. If the net asset value of the shares is higher than the market value plus an estimated commission, the Transfer Agent, consistent with obtaining the best price and execution, will buy shares on the open market at current prices promptly after the dividend payment date.

The reinvestment of dividends does not, in any way, relieve participating shareholders of any federal, state or local tax. For federal income tax purposes, the amount reportable in respect of a dividend received in newly-issued shares of the Trust will be the fair market value of the shares received, which will be reportable as ordinary income and/or capital gains.

As compensation for its services, the Transfer Agent receives a fee of 5% of any dividend and cash contribution (in no event in excess of \$2.50 per distribution per shareholder.)

Any questions regarding the Plan should be addressed to DST Systems, Inc., Agent for Babson Capital Participation Investors' Dividend

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Reinvestment and Cash Purchase Plan, P.O. Box 219086, Kansas City,
MO 64121-9086.

Mary Wilson Kibbe
Vice President

Richard E. Spencer, II
Vice President

Daniel J. Florence
Treasurer

John T. Davitt, Jr.
Comptroller

Melissa M. LaGrant
Chief Compliance Officer

