

Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

MASSMUTUAL CORPORATE INVESTORS  
Form N-CSR  
March 04, 2005

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

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT  
INVESTMENT COMPANIES

Investment Company Act file number 811-2183  
-----

MassMutual Corporate Investors  
-----

(Exact name of registrant as specified in charter)

1500 Main Street, Suite 600, Springfield, MA 01115  
-----

(Address of principal executive offices)

(Zip code)

Stephen L. Kuhn, Vice President and Secretary  
1500 Main Street, Suite 2800, Springfield, MA 01115  
-----

(Name and address of agent for service)

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

Date of fiscal year end: 12/31  
-----

Date of reporting period: 12/31/04  
-----

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

A registrant is required to disclose the information specified by Form N-CSR, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-CSR unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

ITEM 1. REPORT TO STOCKHOLDERS.

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

Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

2004  
Annual  
Report

MassMutual Corporate Investors

MassMutual  
Corporate  
Investors

MassMutual Corporate Investors is a closed-end investment company, first offered to the public over 30 years ago and is listed on the New York Stock Exchange.

MASSMUTUAL  
CORPORATE INVESTORS  
c/o Babson Capital Management LLC  
1500 Main Street, Suite 600  
Springfield, Massachusetts 01115  
(413) 226-1516

ADVISER  
Babson Capital Management LLC  
1500 Main Street  
Springfield, Massachusetts 01115

INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

KPMG LLP  
Boston, Massachusetts 02110

COUNSEL TO THE TRUST  
Ropes & Gray LLP  
Boston, Massachusetts 02110

CUSTODIAN  
Citibank, N.A.  
New York, New York 10043

TRANSFER AGENT & REGISTRAR  
Shareholder Financial Services, Inc.  
P.O. Box 173673  
Denver, Colorado 80217-3673  
1-800-647-7374

### PROXY VOTING POLICIES & PROCEDURES; PROXY VOTING RECORD

The Trustees of MassMutual Corporate Investors have delegated proxy voting responsibilities relating to the voting of securities held by the Trust to Babson Capital Management LLC. 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 MassMutual Corporate Investors' website: <http://www.babsoncapital.com/mci>; and (3) on the U.S. Securities and Exchange Commission ("SEC") 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 MassMutual Corporate Investors' website: <http://www.babsoncapital.com/mci>; and (2) on the SEC's website at <http://www.sec.gov>.

### FORM N-Q

MassMutual Corporate Investors files its complete schedule of portfolio holdings with the U.S. Securities and Exchange Commission for the first and third quarters of each fiscal year on Form N-Q. This information is available (i) on the U.S. Securities and Exchange Commission's website at <http://www.sec.gov>; and (ii) at the U.S. Securities and Exchange Commission'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.

MassMutual Corporate Investors

Investment  
Objective  
and Policy

MassMutual Corporate Investors (the "Trust") is a closed-end investment company, first offered to the public in 1971, whose shares are traded on the New York Stock Exchange under the trading symbol "MCI". The Trust's share price can be found in the financial section of most newspapers as "MassCp" or "MassMuInv" under the New York Stock Exchange listings.

[PIE CHART APPEARS HERE]

Portfolio Composition as of 12/31/04\*

Public High Yield Debt 31%

Public Equity 3%

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Cash & Short Term Investments 3%

Private/Restricted Equity 14%

Private Investment Grade Debt 1%

Private High Yield Debt 48%

\*Based on value of total investments

The Trust's investment objective is to maintain a portfolio of securities providing a fixed yield and at the same time offering an opportunity for capital gains. The Trust's principal investments are privately placed, below-investment grade, long-term corporate debt obligations with equity features such as warrants, conversion rights, or other equity features and, occasionally, preferred stocks. The Trust typically purchases these investments, which are not publicly traded, directly from their issuers, which tend to be smaller companies. In addition, the Trust may temporarily invest, subject to certain limitations, in marketable investment grade debt securities, other marketable debt securities (including high yield securities) and marketable common stocks.

Babson Capital Management LLC 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 quarterly in January, May, August, and November. The Trust pays dividends to its shareholders in cash, unless the shareholder elects to participate in the Dividend Reinvestment and Share Purchase Plan.

In this report you will find a complete listing of the Trust's holdings. We encourage you to read this section carefully for a better understanding of the Trust. We cordially invite all shareholders to attend the MassMutual Corporate Investors Annual Meeting of Shareholders, which will be held on April 22, 2005 at 2:00 P.M. in Springfield, Massachusetts.

1

MassMutual Corporate Investors

To  
Our  
Shareholders

On July 1, 2004, David L. Babson & Company Inc., the investment adviser to MassMutual Corporate Investors (the "Trust"), announced that it was renaming itself as Babson Capital Management LLC. The Trust continues to be managed by the same individuals and there should be no change in the level of service provided.

I am pleased to share with you the Trust's Annual Report for the year ended December 31, 2004.

[PHOTO APPEARS HERE]

Left to right:

Roger W. Crandall  
President

Stuart H. Reese  
Chairman

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

The Trust's total portfolio rate of return for 2004 was 22.76%, as measured by the change in net asset value, assuming the reinvestment of all dividends and distributions.

2

### MassMutual Corporate Investors

Total Annual Portfolio Return (as of 12/31 each year)\*

[BAR CHART APPEARS HERE]

MassMutual Corporate Investors (Based on change in the net asset value with reinvested dividends)	Standard & Poor's Industrials Composite (Formerly called the Standard & Poor's Industrial Price Index.)	Lehman Brothers Intermediate U.S. Credit Index (Formerly called the Lehman Brothers Intermediate Corporate Bond Index.)
2004 22.76%	2004 10.20%	2004 4.08%
2003 22.61%	2003 28.34%	2003 6.91%
2002 4.80%	2002 -23.51%	2002 10.14%
2001 5.97%	2001 -11.67%	2001 9.77%
2000 7.28%	2000 -16.26%	2000 9.46%
1999 7.53%	1999 25.89%	1999 0.16%
1998 17.12%	1998 33.77%	1998 8.29%
1997 27.14%	1997 31.04%	1997 8.36%
1996 15.42%	1996 23.03%	1996 3.97%
1995 33.76%	1995 34.64%	1995 18.99%

\*Data for MassMutual Corporate Investors represents portfolio returns based on change in the net asset value assuming the reinvestment of all dividends and distributions which differs from the total investment return based on market value due to the difference between the net asset value and the market value of the shares outstanding (see page 12 for total investment return based on market value); past performance is no guarantee of future results.

[PHOTO APPEARS HERE]

Left to right:

Stephen L. Kuhn  
Vice President and Secretary

Clifford M. Noreen  
Vice President

Charles C. McCobb, Jr.  
Vice President and Chief Financial Officer

The Trust continues to repeatedly employ the investment philosophy that has served it well since its inception: investing in companies which we believe to have a strong business proposition, solid cash flow and experienced, ethical management.

3

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

MassMutual Corporate Investors

The Trust's  
2004 Portfolio  
Performance

The Trust's total portfolio rate of return for 2004 was 22.76%, as measured by the change in net asset value, assuming the reinvestment of all dividends and distributions. The Trust's total net assets were \$218,505,148, or \$24.34 per share, as of December 31, 2004, compared to \$193,786,114, or \$21.84 per share, as of December 31, 2003. The Trust's quarterly pershare dividend increased in each of the first three quarters of 2004: from 36 cents per share paid for each quarter in 2003 to 41 cents per share paid in May, to 45 cents per share paid in August, and to 46 cents per share paid in November. While the regular fourth quarter dividend paid in January remained at 46 cents per share, the Trust declared a special year-end dividend of 28 cents per share paid in January to shareholders of record on December 31, 2004. A special 10 cent per share dividend was also paid in August, bringing total dividends for the year to \$2.16 per share. All in all, we are very pleased with the Trust's 2004 portfolio performance.

	The Trust	Lehman Brothers U.S. Corporate High Yield Index	Lehman Brothers Intermediate U.S. Credit Index*	Standard & Poor's Industrials Composite**	Russell 2000 Index
1 Year	22.76%	11.13%	4.08%	10.20%	18.33%
3 Year	16.41%	12.22%	7.01%	2.66%	11.48%
5 Year	12.38%	6.97%	8.05%	-4.37%	6.61%
10 Year	16.05%	8.13%	7.91%	11.31%	11.54%

\* Formerly called the Lehman Brothers Intermediate Corporate Bond Index.

\*\* Formerly called the Standard & Poor's Industrial Price Index.

The above table lists the average annual returns of the Trust's portfolio, based on change in net assets, assuming the reinvestment of all dividends and distributions, compared to the average annual returns of selected equity and fixed income market indices for the 1, 3, 5 and 10 years ended December 31, 2004.

The U.S. economy and investment markets showed surprising resilience in 2004, holding steady despite several factors: short-term interest rates were raised five times during the year by the Federal Reserve Board for a total increase of 1.25 percent; oil reaching a record high price of \$50 a barrel; a weakening dollar; the worst hurricane season in 40 years; the ongoing war in Iraq; and a highly charged Presidential election campaign.

4

MassMutual Corporate Investors

While historically events such as these have had a negative economic impact, indications are that the U.S. economy continues to improve. U.S. Gross Domestic Product grew at a 4.4 percent rate for the year and the unemployment rate dropped to 5.4 percent from 5.7 percent. Nevertheless, at the close of 2004, both the Dow Jones Industrial Average and the Standard & Poor's 500 Index were at their highest levels since pre-September 11, 2001.

Corporate credit defaults around the globe continued their downward trend (although possibly plateauing at year-end), which provided a more stable environment for investors. In the U.S., the speculative-grade issuer-weighted

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

default rate fell to 2.2% at year-end from a starting point of 5.2% in 2003, as reported by Moody's Investors Service. Meanwhile, 2004 saw dollardenominated high-yield bond issuance approach \$134.8 billion, keeping pace with the \$135.7 billion issued in 2003, according to Credit Suisse First Boston. The value of mergers and acquisitions among domestic companies reached \$834 billion, a tally surpassed only in the record year of 2000, according to Thompson Financial. This is an indication of the amount of capital available in the market to finance deals; however, this environment has caused the markets in which the Trust participates to become very competitive.

Overall, the Trust closed 23 new private placement transactions during 2004 and added to seven existing private placement investments, a relatively large number compared with previous years. To keep pace with this activity, Babson Capital has added additional investment professionals to its mezzanine and private equity group.

New private placement transactions during the year were: ATI Acquisition Company; AWC Holding Company; American Hospice Management Holding LLC; Augusta Sportswear Holding Co.; Chemed Corporation (Roto-Rooter, Inc.); Eagle Pack Pet Foods, Inc.; EXC Acquisition Corporation; Home Decor Holding Company; Justrite Manufacturing Acquisition Co.; Kele and Associates, Inc.; Maverick Acquisition Company; Maxon Corporation; Nonni's Food Company; Qualis Automotive LLC; Qualserv Corporation; River Ranch Fresh Foods LLC; Savage Sports Holding, Inc.; Sport Court International, Inc.; Tubular Textile Machinery; U-Line Corporation; Vitality Foodservice, Inc.; Vitex Packaging Group, Inc.; and Walls Industries, Inc.

In addition, the Trust added to existing private placement investments in Brampton Fasteners Co. Ltd., Colibri Holdings Corp., Delstar Holding Corporation, Dwyer Group, Inc., Home Decor Holding Company, MedAssist, Inc. and Shelter Acquisition, Inc.

[PHOTO APPEARS HERE]

Left to right:

Michael L. Klofas  
Vice President

Richard E. Spencer, II  
Vice President

Michael P. Hermsen  
Vice President

5

MassMutual Corporate Investors

The Outlook for 2005

For 2005, expectations are mixed. The Fed will likely continue to raise short-term rates, and many analysts believe long-term interest rates may rise as well. The global economy is focused on the budget and current account deficits in the U.S., with the risk of further dollar weakness. Oil prices will continue to have a risk premium because of instability and conflict in the Middle East. While economic indicators such as unemployment levels, manufacturing activity and consumer confidence looked promising at year-end, no one can predict the future with any degree of certainty.

Stronger equity and credit markets have helped fuel increased M & A activity -

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

pushing valuations toward the high end of historical ranges. The margin of safety in many investments has been reduced, requiring investors to increase the scrutiny of each opportunity.

Regardless of the economic environment, however, the Trust continues to repeatedly employ the investment philosophy that has served it well since its inception: investing in companies which we believe to have a strong business proposition, solid cash flow and experienced, ethical management. This philosophy, combined with Babson Capital's seasoned investment-management team and the Trust's financial position, contribute to the Trust's being well positioned for future investment opportunities that meet its investment objectives and policies. As always, I would like to thank you for your continued interest in and support of MassMutual Corporate Investors.

Sincerely,

/s/ Roger W. Crandall  
 Roger W. Crandall  
 President

Cautionary Notice: Certain statements contained in this report to shareholders may be "forward looking" statements within the meaning of the Private Securities Litigation Act of 1995. These statements are not guarantees of future performance and actual results may differ materially from those forecasted.

2004 Dividends	Record Date	Net Investment Income	Short-Term Gains	Tax Effect
Regular	05/07/04	\$0.4100	-	
	07/30/04	0.4500	-	
	11/01/04	0.4600	-	
	12/31/04	0.4600	-	
Special	07/30/04	0.1000	-	
	12/31/04	0.2800	-	
		\$2.1600	-	\$2.16

The following table summarizes the tax effects of the retention of capital gains for 2004:

	Amount Per Share	Form 2439
2004 Gains Retained	0.4532	Line 1a
Long-Term Gains Retained	0.4532	
Taxes Paid	0.1586	Line 2*
Basis Adjustment	0.2946	**

\*If you are not subject to federal tax (e.g., a charitable organization, IRA or Keogh Plan), you may be able to claim a refund by filing Form 990-T.

\*\*For federal tax purposes, you may increase the adjusted basis of your shares by this amount (the excess of Line 1a over Line 2).

Annual Dividend Amount Per Share	Qualified for Dividend Received Deduction*** Percent	Qualified Dividends**** Amount Per Share	Interest Earned on U.S. Gov't. Obligations Percent
\$2.16	19.7828%	0.4273	0.00%



Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

\*\*\* Not available to individual shareholders  
 \*\*\*\* Qualified dividends are reported in Box 1b on IRS Form 1099-Div for 2004

6

MassMutual Corporate Investors

Financial  
 Report

Consolidated Statement of Assets and Liabilities . . . . . 8  
 Consolidated Statement of Operations . . . . . 9  
 Consolidated Statement of Cash Flows . . . . . 10  
 Consolidated Statements of Changes in Net Assets . . . . . 11  
 Consolidated Selected Financial Highlights . . . . . 12  
 Consolidated Schedule of Investments . . . . . 13-35  
 Notes to Consolidated Financial Statements . . . . . 36-39  
 Interested Trustees. . . . . 40-41  
 Independent Trustees . . . . . 42-44  
 Officers of the Trust. . . . . 45  
 Report of Independent Registered Public Accounting Firm. . . . . 46

7

MassMutual Corporate Investors

CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES  
 DECEMBER 31, 2004

ASSETS:

Investments

(See Consolidated Schedule of Investments)

Corporate restricted securities at fair value (Cost - \$182,951,980)	\$179,432,770
Corporate public securities at market value (Cost - \$61,143,627)	65,540,803
Short-term securities at cost plus earned discount which approximates market value	2,252,665
	-----
	247,226,238
Cash	4,587,117
Interest and dividends receivable	3,712,861
Receivable for investments sold	1,995,635

Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

TOTAL ASSETS	----- \$257,521,851 =====
LIABILITIES:	
Dividend payable	\$ 6,644,036
Payable for investments purchased	110,000
Management fee payable	626,075
Note payable	20,000,000
Revolving Credit Agreement	9,000,000
Interest payable	210,312
Accrued expenses	214,630
Accrued taxes payable	2,211,650
	-----
TOTAL LIABILITIES	39,016,703 -----
NET ASSETS:	
Common shares, par value \$1.00 per share; an unlimited number authorized	8,978,427
Additional paid-in capital	104,247,288
Retained net realized gain on investments, prior years	100,547,585
Undistributed net investment income	1,270,697
Undistributed net realized gain on investments	2,583,185
Net unrealized appreciation of investments	877,966
	-----
TOTAL NET ASSETS	218,505,148 -----
	-----
TOTAL LIABILITIES AND NET ASSETS	\$257,521,851 =====
	-----
Common shares issued and outstanding	8,978,427
	=====
Net asset value per share	\$ 24.34 =====

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS.

8

MassMutual Corporate Investors

CONSOLIDATED STATEMENT OF OPERATIONS  
FOR THE YEAR ENDED DECEMBER 31, 2004

INVESTMENT INCOME:	
Interest	\$ 20,999,802
Dividends	2,538,992
	-----
TOTAL INVESTMENT INCOME	23,538,794 -----
EXPENSES:	
Management fees (net of fee waiver of \$31,991) See Footnotes 3 and 8	2,899,395
Interest	1,595,039
Trustees' fees and expenses	160,000
Transfer agent/registrar's expenses	28,000
Reports to shareholders	80,000

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Professional fees	452,400
Other	74,663
	-----
TOTAL EXPENSES	5,289,497
	-----
Net investment income before income tax expense	18,249,297
Income tax expense	299,950
	-----
INVESTMENT INCOME - NET (\$2.00 PER SHARE)	17,949,347
	-----
Net realized and unrealized gain on investments:	
Realized gain on investments before taxes	7,032,428
Income tax expense	(2,377,709)
	-----
Net realized gain on investments	4,654,719
Net change in unrealized depreciation of investments	19,012,223
	-----
NET GAIN ON INVESTMENTS	23,666,942
	-----
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	\$ 41,616,289
	=====

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS.

9

### MassMutual Corporate Investors

#### CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2004

Net decrease in cash:	
Cash flows from operating activities:	
Interest and dividends received	\$ 21,803,206
Interest expense paid	(1,572,438)
Operating expenses paid	(3,772,363)
Income taxes paid	(2,243,478)
	-----
NET CASH PROVIDED BY OPERATING ACTIVITIES	14,214,927
	-----
Cash flows from investing activities:	
Purchases/Proceeds/Maturities from short-term portfolio securities, net	4,128,894
Purchase of portfolio securities	(132,488,422)
Proceeds from disposition of portfolio securities	117,678,819
	-----
NET CASH USED FOR INVESTING ACTIVITIES	(10,680,709)
	-----
NET CASH PROVIDED BY OPERATING AND INVESTING ACTIVITIES	3,534,218
	-----
Cash flows from financing activities:	
Proceeds from borrowings on Revolving Credit Agreement	9,000,000

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Increase in receipts for shares issued on reinvestment of dividends	2,432,514
Cash dividends paid from net investment income	(19,429,056)
	-----
NET CASH USED FOR FINANCING ACTIVITIES	(7,996,542)
	-----
NET DECREASE IN CASH	(4,462,324)
Cash - beginning of year	9,049,441
	-----
CASH - END OF YEAR	\$ 4,587,117
	=====
RECONCILIATION OF NET INCREASE IN NET ASSETS TO NET CASH PROVIDED BY OPERATING AND INVESTING ACTIVITIES:	
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	\$ 41,616,289
	-----
Increase in investments	(39,942,715)
Increase in interest and dividends receivable	(436,694)
Decrease in receivable for investments sold	1,808,461
Increase in payable for investments purchased	110,000
Decrease in management fee payable	(103,267)
Increase in interest payable	22,601
Increase in accrued expenses	25,362
Increase in accrued taxes payable	434,181
	-----
TOTAL ADJUSTMENTS TO NET ASSETS FROM OPERATIONS	(38,082,071)
	-----
NET CASH PROVIDED BY OPERATING AND INVESTING ACTIVITIES	\$ 3,534,218
	=====

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS.

10

### MassMutual Corporate Investors

#### CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

		2004
-----		
INCREASE IN NET ASSETS:		
Operations:		
Investment income - net	\$	17,949,347
Net realized gain on investments		4,654,719
Net change in unrealized depreciation of investments		19,012,223
		-----
Net increase in net assets resulting from operations		41,616,289
Net increase in shares of beneficial interest transactions (common shares issued: 2004 - 105,634; 2003 - 56,430)		2,432,514
Dividends to shareholders from:		
Net investment income (2004 - \$2.16 per share; 2003 - \$1.84 per share)		(19,329,769)
		-----
TOTAL INCREASE IN NET ASSETS		24,719,034

Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

NET ASSETS, BEGINNING OF YEAR	193,786,114
NET ASSETS, END OF YEAR	\$ 218,505,148

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS.

11

MassMutual Corporate Investors

CONSOLIDATED SELECTED FINANCIAL HIGHLIGHTS

Selected data for each common share outstanding:  
For the years ended December 31,

	2004	2003	2002	2001
NET ASSET VALUE: BEGINNING OF YEAR	\$ 21.84	\$ 19.40	\$ 20.07	\$ 19.40
Net investment income	2.00	1.44	1.53	
Net realized and unrealized gain (loss) on investments	2.64	2.83	(0.59)	
Total from investment operations	4.64	4.27	0.94	
Dividends from net investment income to common shareholders	(2.16)	(1.84)	(1.44)	
Distributions from net realized gain on investments to common shareholders	--	--	(0.18)	
Change from issuance of shares	0.02	0.01	0.01	
Total distributions	(2.14)	(1.83)	(1.61)	
NET ASSET VALUE: END OF YEAR	\$ 24.34	\$ 21.84	\$ 19.40	\$ 19.40
PER SHARE MARKET VALUE: END OF YEAR	\$ 28.50	\$ 22.90	\$ 19.49	\$ 19.40
Total investment return				
Market value	36.10%	27.53%	1.35%	
Net asset value*	22.76%	22.61%	4.80%	
Net assets (in millions):				
End of period	\$ 218.51	\$ 193.79	\$ 171.03	\$ 171.03
Ratio of operating expenses to average net assets	1.93%	2.04%	1.82%	
Ratio of interest expense to average net assets	0.77%	0.82%	0.86%	

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Ratio of total expenses to average net assets	2.70%	2.86%	2.68%
Ratio of net investment income to average net assets	8.68%	6.95%	7.65%
Portfolio turnover	53.45%	56.10%	34.02%

\*Net asset value return represents portfolio returns based on change in the net asset value assuming the reinvestment of all dividends and distributions which differs from the total investment return based on market value due to the difference between the net asset value and the market value of the shares outstanding; past performance is no guarantee of future results.

See Notes to Consolidated Financial Statements.

12

### MassMutual Corporate Investors

#### CONSOLIDATED SCHEDULE OF INVESTMENTS

December 31, 2004

	Shares, Units Warrants, Ownership or Principal Amount	Acquisi Date
Corporate Restricted Securities - 82.12% (A)		
-----		
Private Placement Investments - 73.29%		
A T I ACQUISITION COMPANY		
A for-profit post-secondary school serving students in Texas, Florida and Arizona.		
12% Senior Subordinated Note due 2012	\$ 2,125,000	04/08/0
Warrant, exercisable until 2012, to purchase common stock at \$.01 per share (B)	2,323 shs.	04/08/0
AWC HOLDING COMPANY		
A manufacturer and distributor of aluminum and vinyl windows and doors in the Southwest and Southe		
12% Senior Subordinated Note due 2012	\$ 2,125,000	05/18/0
Limited Partnership Interest of A W C Investment, LLC (B)	250 uts.	05/18/0
ADORN, INC.		
A manufacturer of wall panels, cabinets, moldings and countertops for houses and recreational vehi		
12.5% Subordinated Note due 2010	\$ 2,125,000	02/29/0
Warrant, exercisable until 2010, to purchase common stock at \$.02 per share (B)	364 shs.	02/29/0
AMERICA'S BODY COMPANY, INC./LCP HOLDING CO.		
A designer and manufacturer of commercial work vehicles		
12% Preferred Stock Series C (B)	395 shs.	12/16/0
Warrant, exercisable until 2007, to purchase common stock at \$.01 per share (B)	58 shs.	

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

\*11/02/98 and 12/16/03

### AMERICAN HOSPICE MANAGEMENT HOLDING LLC

A for-profit hospice care provider in the United States

12% Senior Subordinated Note due 2010	\$	2,125,000		01/22/0
Preferred Class A Unit (B)		2,525 uts.		01/22/0
Common Class B Unit (B)		3,042 uts.		01/22/0

### AUGUSTA SPORTSWEAR HOLDING CO.

A manufacturer and distributor of athletic apparel, activewear and team uniforms.

12% Senior Subordinated Note due 2012	\$	1,686,800		12/31/0
Common Stock (B)		438 shs.		12/31/0
Warrant, exercisable until 2012, to purchase common stock at \$.01 per share (B)		137 shs.		12/31/0

13

MassMutual Corporate Investors

### CONSOLIDATED SCHEDULE OF INVESTMENTS DECEMBER 31, 2004

		Shares, Units Warrants, Ownership or Principal Amount		Acquisi Date
--	--	---	--	-----------------

Corporate Restricted Securities (A) (Continued)

### BEACON MEDICAL PRODUCTS, INC

A designer, manufacturer and marketer of medical air and gas distribution systems.

Senior Secured Floating Rate Revolving Credit Facility due 2007	\$	115,318		04/09/0
Senior Secured Tranche A Floating Rate Note due 2008	\$	857,926		04/09/0
12% Senior Secured Note due 2010	\$	721,196		04/09/0
Limited Partnership Interest of Riverside Capital Appreciation Fund IV, L.P. (B)		11.16% int.		04/09/0
Warrant, exercisable until 2010, to purchase common stock at \$.01 per share (B)		1,390 shs.		04/09/0

### BETA BRANDS LTD

A manufacturer of hard candy and chocolate-coated products sold primarily to the Canadian market.

5% Promissory Note due 2009 (B)	\$	195,498		03/31/0
Warrant, exercisable until 2009, to purchase common stock at \$.01 per share (B)		4,895 shs.		03/31/0

### BETTER MINERALS & AGGREGATES

A producer of high grade industrial and specialty silica sands

14% Redeemable Preferred Stock (B)		997 shs.		09/30/9
Convertible Preferred Stock Series A and B, convertible into common stock at \$9.26 per share (B)		126,003 shs.		12/19/9
Common Stock (B)		20,027 shs.		09/30/9
Warrants, exercisable until 2005 and 2010, to				

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

purchase common stock at \$.01 per share (B) 11,399 shs.

\*12/19/96 and 09/30/99

### BRAMPTON FASTENER CO. LTD

A value-added national distributor of maintenance, repair and operating supplies such as fasteners

8% Senior Secured Term A Note due 2009	\$ 806,250	12/31/0
12% Senior Secured Term B Note due 2009	\$ 806,250	12/31/0
Limited Partnership Interest of Brafasco Investors LLC (B)	82,500 uts.	12/31/0
Preferred Stock (B)	290 shs.	12/31/0

### C & M CONVEYOR, INC

A manufacturer and supplier of material handling systems to the corrugated sheet and container industry

9.5% Senior Secured Term Note due 2007	\$ 996,235	09/13/0
11% Senior Subordinated Note due 2010	\$ 838,102	09/13/0
Common Stock (B)	316,265 shs.	09/13/0
Warrant, exercisable until 2010, to purchase common stock at \$.01 per share (B)	137,175 shs.	09/13/0

14

## MassMutual Corporate Investors

### CONSOLIDATED SCHEDULE OF INVESTMENTS DECEMBER 31, 2004

	Shares, Units Warrants, Ownership or Principal Amount	Acquisition Date
Corporate Restricted Securities (A) (Continued)		
-----		

#### CAINS FOODS, L.P.

A producer of mayonnaise and sauce products for both the retail and food service markets.

Limited Partnership Interest (B)	117 uts.	09/29/9
----------------------------------	----------	---------

#### CAPEUCCESS LLC

A provider of diversified staffing services

Preferred Membership Interests (B)	1,882 uts.	04/29/0
Common Membership Interests (B)	24,318 uts.	04/29/0

#### CAPITAL SPECIALTY PLASTICS, INC

A producer of desiccant strips used for packaging pharmaceuticals products.

Common Stock (B)	109 shs.	
------------------	----------	--

\*12/30/97 and 05/29/99

#### CHEMED CORPORATION

An operator in the residential and commercial repair-and-maintenance service industry through two wholly owned subsidiaries, Roto-Rooter and Service America.

Common Stock	20,000 shs.	02/24/0
--------------	-------------	---------

#### COEUR, INC

A producer of proprietary, disposable power injection syringes



Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

8.75% Senior Secured Term Note due 2010	\$	570,652	04/30/0
11.5% Senior Subordinated Note due 2011	\$	424,819	04/30/0
Common Stock (B)		126,812 shs.	04/30/0
Warrant, exercisable until 2010, to purchase common stock at \$.01 per share (B)		87,672 shs.	04/30/0

COINING CORPORATION OF AMERICA LLC  
Amanufacturer of close tolerance parts and metal stampings

Senior Secured Floating Rate Revolving Credit Facility due 2006	\$	129,630	01/07/0
Senior Secured Floating Rate Tranche A Note due 2007	\$	993,827	06/26/0
13% Senior Secured Tranche B Note due 2006	\$	648,148	06/26/0
Limited Partnership Interest (B)		6.38% int.	06/26/0
Warrant, exercisable until 2008, to purchase common stock at \$.01 per share (B)		107,036 shs.	06/26/0

15

MassMutual Corporate Investors

CONSOLIDATED SCHEDULE OF INVESTMENTS  
DECEMBER 31, 2004

Corporate Restricted Securities (A) (Continued)	Shares, Units Warrants, Ownership or Principal Amount	Acquisi Date
---	---	-----------------

COLIBRI HOLDINGS CORPORATION  
Amanufacturer and distributor of wild bird feeders and accessories

12.5% Senior Subordinated Note due 2008	\$	1,593,750	09/22/0
28% Preferred Stock (B)		71 shs.	11/02/0
20% Preferred Stock (B)		66 shs.	03/09/0
Common Stock (B)		1,429 shs.	09/22/0
Warrant, exercisable until 2008, to purchase common stock at \$.01 per share (B)		843 shs.	09/22/0

CORVEST GROUP, INC  
Amanufacturer and distributor of promotional products

12% Senior Subordinated Note due 2007	\$	3,863,636	
Common Stock (B) 56 shs. * 96,591 24,145			
Limited Partnership Interest (B)		19.32% int.	
Warrant, exercisable until 2007, to purchase common stock at \$.01 per share (B)		324 shs.	

\*03/05/99 and 03/24/99

DELSTAR HOLDING CORPORATION  
Amanufacturer of plastic netting for a wide variety of industries

Convertible Preferred Stock, convertible into common stock at \$10 per share (B)		3,514 shs.	10/05/0
Convertible Preferred Stock, convertible into common stock at \$11.84 per share (B)		412 shs.	09/16/0

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

### DEXTER MAGNETICS TECHNOLOGIES, INC

A designer, fabricator, assembler and distributor of industrial magnets and subassemblies in North America

12% Senior Subordinated Note due 2006	\$	384,694		07/19/06
Common Stock (B)				585 shs. 07/19/06
Warrant, exercisable until 2006, to purchase common stock at \$.01 per share (B)				297 shs. 07/19/06

### DIRECTED ELECTRONICS, INC

A designer and distributor of brand name automotive security systems, audio products and installation services

Class B Common Stock (B)		36,633 shs.		12/22/99
Limited Partnership Interest (B)				8.70% int. 12/22/99
Warrant, exercisable until 2007, to purchase common stock at \$.01 per share (B)				48,569 shs. 12/22/99

16

### MassMutual Corporate Investors

#### CONSOLIDATED SCHEDULE OF INVESTMENTS DECEMBER 31, 2004

		Shares, Units Warrants, Ownership or Principal Amount		Acquisition Date
Corporate Restricted Securities (A) (Continued)				
-----				
DIVERSCO, INC./DHI HOLDINGS, INC				
A contract provider of janitorial and equipment maintenance services and temporary production labor				
Membership Interests of MM/Lincap				
Diversco Investments Ltd. LLC (B)		27.19% int.		08/27/99
Preferred Stock (B)		3,278 shs.		12/14/03
Warrants, exercisable until 2011, to purchase common stock of DHI Holdings, Inc. at \$.01 per share (B)				13,352 shs.
*10/24/96 and 08/28/98				
DWYER GROUP, INC				
A franchiser of a variety of home repair services				
14% Senior Subordinated Note due 2011	\$	1,859,375		10/30/03
Common Stock (B)				6,906 shs. *
Warrant, exercisable until 2011, to purchase common stock at \$.01 per share (B)				2,034 shs. 10/30/03
**10/30/03 and 01/02/04				
E X C ACQUISITION CORPORATION				
A manufacturer of pre-filled syringes and pump systems used for intravenous drug delivery.				
15% Senior Subordinated Note due 2012	\$	2,141,068		06/28/03
Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B)				22 shs. 06/28/03

### EAGLE PACK PET FOODS, INC

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Amanufacturer of premium pet food sold through independent pet stores.		
14% Senior Subordinated Note due 2011	\$	1,062,500
Warrant, exercisable until 2011, to purchase common stock at \$.01 per share (B)		4,085 shs.

EAGLE WINDOW & DOOR HOLDING CO		
Amanufacturer of wood and aluminum-clad wood windows and doors		
12% Senior Subordinated Note due 2010	\$	1,900,000
Common Stock (B)		225 shs.
Warrant, exercisable until 2010, to purchase common stock at \$.01 per share (B)		441 shs.

EAST RIVER VENTURES I, L.P.		
An acquirer of controlling or substantial interests in other entities.		
Limited Partnership Interest (B)	0.14% int.	01/01/0

17

MassMutual Corporate Investors

CONSOLIDATED SCHEDULE OF INVESTMENTS  
DECEMBER 31, 2004

	Shares, Units Warrants, Ownership or Principal Amount	Acquisi Date
--	---	-----------------

Corporate Restricted Securities (A) (Continued)

ENZYMATIC THERAPY, INC		
Amanufacturer and distributor of branded natural medicines and nutritional supplements.		
13% Senior Subordinated Note due 2006 (B)	\$	1,593,750
Limited Partnership Interest (B)		1.32% int.
Warrant, exercisable until 2009, to purchase common stock at \$.01 per share (B)		478 shs.

EURO-PRO CORPORATION		
A designer, marketer and distributor of floor care, steam cleaning and small kitchen products and		
13.25% Senior Subordinated Note due 2011	\$	2,125,000
Warrant, exercisable until 2011, to purchase common stock at \$.01 per share (B)		43,878 shs.

EVANS CONSOLES, INC		
A designer and manufacturer of consoles and control center systems		
10% Senior Secured Note due 2006	\$	200,934
Limited Partnership Interest of CM Equity Partners (B)		2.24% int.
Common Stock (B)		90,000 shs.

G C-SUN HOLDINGS, L.P.		
A value-added national distributor of maintenance, repair and operating supplies such as fastener		
Warrant, exercisable until 2008, to purchase		

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

common stock at \$.01 per share (B)	880 shs.	03/02/0
 HAMILTON FUNERAL SERVICES CENTERS, INC		
A privately held owner and operator of funeral homes in the United States.		
16.5% Senior Subordinated Note due 2007 (B)	\$ 3,802,712	
Warrant, exercisable until 2007, to purchase common stock at \$1 per share (B)	338,280 shs.	
 *01/25/99 and 07/16/99		
 HIGHGATE CAPITAL LLC		
An acquirer of controlling or substantial interests in manufacturing and marketing entities.		
Series A Preferred Units (B)	1.19% int.	07/21/9
 HOME DECOR HOLDING COMPANY		
A designer, manufacturer and marketer of framed art and wall decor products.		
12.5% Senior Subordinated Note due 2012	\$ 2,043,269	*
Common Stock (B)	63 shs.	*
Warrant, exercisable until 2012, to purchase common stock at \$.01 per share (B)	200 shs.	*
 **06/30/04 and 08/19/04		

18

### MassMutual Corporate Investors

#### CONSOLIDATED SCHEDULE OF INVESTMENTS DECEMBER 31, 2004

	Shares, Units Warrants, Ownership or Principal Amount	Acquisi Date
Corporate Restricted Securities (A) (Continued)		
-----		
HUSSEY SEATING CORPORATION		
A manufacturer of spectator seating products		
Senior Secured Floating Rate Revolving Note due 2006	\$ 1,544,856	06/12/9
Senior Secured Floating Rate Note due 2006	\$ 433,125	
12% Senior Subordinated Note due 2006	\$ 1,350,000	03/31/0
Common Stock (B)	4,771 shs.	03/12/0
 *06/12/96 and 08/03/01		
INTEGRATION TECHNOLOGY SYSTEMS, INC		
A manufacturer of steel protective computer and network systems for the industrial and office envi		
16.5% Senior Secured Note due 2006	\$ 1,065,129	03/01/0
Common Stock (B)	228 shs.	06/01/0
 JASON, INC		
A diversified manufacturing company serving various industrial markets.		
13% Senior Subordinated Note due 2008	\$ 963,687	08/04/0
14% Cumulative Redeemable Preferred Stock Series A (B)	289 shs.	08/04/0
Limited Partnership Interests of Saw Mill Capital Fund II, L.P. (B)	2.50% int.	08/03/0
Warrants, exercisable until 2008 and 2009, to purchase common stock at \$.01 per share (B)	50,870 shs.	08/04/0

Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

JUSTRITE MANUFACTURING ACQUISITION CO

A manufacturer of safety products such as storage cabinets and containers.

12% Senior Subordinated Note due 2011	\$	1,593,750	12/15/0
Warrant, exercisable until 2011, to purchase common stock at \$.01 per share (B)		1,121 shs.	12/15/0

KEEPSAKE QUILTING, INC

A seller of quilting fabrics, books, patterns, kits and notions to consumers.

Senior Secured Floating Rate Revolving Note due 2005	\$	36,693	06/16/0
Senior Secured Floating Rate Tranche A Note due 2007	\$	669,643	06/16/0
12% Senior Secured Tranche B Note due 2008	\$	550,392	06/16/0
Limited Partnership Interest of Riverside XVI Holding Company, L.P. (B)		5.29% int.	06/12/0
Warrant, exercisable until 2008, to purchase common stock at \$.01 per share (B)		1,108 shs.	06/12/0

19

MassMutual Corporate Investors

CONSOLIDATED SCHEDULE OF INVESTMENTS  
DECEMBER 31, 2004

Corporate Restricted Securities (A) (Continued)		Shares, Units Warrants, Ownership or Principal Amount	Acquisi Date
-----			
KELE AND ASSOCIATES, INC			
A distributor of building automation control products			
12% Senior Subordinated Note due 2012	\$	1,831,548	02/27/0
Common Stock (B)		35 shs.	02/27/0
Warrant, exercisable until 2012, to purchase common stock at \$.01 per share (B)		11 shs.	02/27/0
KENAN-ADVANTAGE TRANSPORT COMPANY			
A transporter of light petroleum, petrochemicals, lubricants and residual fuels.			
12.5% Senior Subordinated Note due 2009	\$	1,817,435	04/30/0
Preferred Stock (B)		307 shs.	04/30/0
Warrant, exercisable until 2009, to purchase common stock at \$.01 per share (B)		269 shs.	04/30/0
LANCASTER LABORATORIES, INC			
A laboratory testing operation in the United States			
Common Stock (B)		860,842 shs.	09/25/0
LIH INVESTORS, L.P.			
A manufacturer and marketer of a broad line of external accessories for new and used sport utility			
12.5% Senior Subordinated Note due 2006	\$	3,845,000	
Common Stock (B)		5,800 shs.	

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Warrant, exercisable until 2006, to purchase  
common stock at \$.11 per share (B) 15,572 shs.

\*12/23/98 and 01/28/99.

### MAVERICK ACQUISITION COMPANY

A manufacturer of capsules that cover the cork and neck of wine bottles.

Senior Secured Floating Rate Tranche A Note due 2010	\$	783,582	09/03/0
12% Senior Secured Tranche B Note due 2011	\$	313,433	09/03/0
Limited Partnership Interest (B)		7.84% int.	09/03/0
Warrant, exercisable until 2011, to purchase common stock at \$.01 per share (B)		425 shs.	09/03/0

### MAXON CORPORATION

A manufacturer of industrial combustion equipment and related shut-off valves and control valves.

12% Senior Subordinated Note due 2012	\$	962,215	09/30/0
8.75% Senior Subordinated Note due 2012	\$	1,281,112	09/30/0
Common Stock (B)		381,672 shs.	09/30/0
Warrant, exercisable until 2012, to purchase common stock at \$.01 per share (B)		153,572 shs.	09/30/0

20

## MassMutual Corporate Investors

### CONSOLIDATED SCHEDULE OF INVESTMENTS DECEMBER 31, 2004

	Shares, Units Warrants, Ownership or Principal Amount	Acquisi Date
--	---	-----------------

---

#### MEDASSIST, INC

A provider of patient eligibility and accounts receivable management services to hospitals and ph

12% Senior Subordinated Note due 2011	\$	2,125,000	05/01/0
8% Preferred Stock (B)		84 shs.	10/28/0
Common Stock (B)		26,185 shs.	10/28/0
Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B)		83,214 shs.	05/01/0

#### MOSS, INC

A manufacturer and distributor of large display and exhibit structures.

Senior Secured Floating Rate Tranche A Note due 2007	\$	901,171	09/21/0
12% Senior Secured Tranche B Note due 2008	\$	336,200	09/21/0
Limited Partnership Interest of Riverside Capital Appreciation Fund I, L.P. (B)		37.37% int.	
Warrant, exercisable until 2008, to purchase common stock at \$100 per share (B)		463 shs.	09/21/0

\*09/20/00 and 05/23/02

#### MUSTANG VENTURES COMPANY

A natural gas gathering and processing operation located in Oklahoma and Texas.

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Warrant, exercisable until 2012, to purchase common stock at \$.01 per share (B)	16,535 shs.	12/11/0
NEFF MOTIVATION, INC		
A manufacturer and distributor of customized awards and sportswear to schools.		
12.5% Senior Subordinated Note due 2011	\$ 1,062,500	01/31/0
Warrant, exercisable until 2011, to purchase common stock at \$.01 per share (B)	212 shs.	01/31/0
NONNI'S FOOD COMPANY		
A producer and distributor of premium biscotti and bagel chips in North America.		
12.25% Senior Subordinated Note due 2012	\$ 1,863,462	03/29/0
10% Preferred Stock (B)	255 shs.	03/29/0
Common Stock (B)	6,455 shs.	03/29/0
Warrant, exercisable until 2012, to purchase common stock at \$.01 per share (B)	8,622 shs.	03/29/0

21

MassMutual Corporate Investors

### CONSOLIDATED SCHEDULE OF INVESTMENTS DECEMBER 31, 2004

	Shares, Units Warrants, Ownership or Principal Amount	Acquisi Date
Corporate Restricted Securities (A) (Continued)		
-----		
NPC, INC		
A manufacturer of flexible connectors and equipment used in the installation of sewers and storm d		
Senior Secured Floating Rate Revolving Note due 2006	\$ 243,398	06/25/9
Senior Secured Floating Rate Note due 2006	\$ 1,957,627	06/25/9
12% Senior Secured Tranche B Note due 2007	\$ 978,814	06/25/9
Limited Partnership Interest of Riverside XIII Holding Company L.P. (B)	3.38% int.	06/11/9
Warrant, exercisable until 2007, to purchase common stock at \$.01 per share (B)	201 shs.	06/25/9
NYLONCRAFT, INC		
A supplier of engineered plastic components for the automotive industry.		
9% Senior Secured Note due 2009	\$ 812,500	01/28/0
11.5% Senior Subordinated Note due 2012	\$ 1,500,000	01/28/0
Common Stock (B)	312,500 shs.	01/28/0
Warrant, exercisable until 2012, to purchase common stock at \$.01 per share (B)	243,223 shs.	01/28/0
OLYMPIC SALES, INC		
A boat retailer in Washington state, Oregon, California and British Columbia.		
12% Senior Subordinated Note due 2006	\$ 2,774,000	08/07/9
12% Senior Subordinated Note due 2008	\$ 307,071	02/09/0
Limited Partnership Interest of Riverside VIII,		

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

VIII-A and VIII-B Holding Company, L.P. (B)	1,531,250 uts.	
Warrants, exercisable until 2007 and 2008, to purchase common stock at \$.01 per share (B)		28,648 shs. *

\*08/07/98, 02/23/99, 12/22/99 and 02/25/03. \*\*08/07/98 and 02/09/00

### PARADIGM PACKAGING, INC

A manufacturer of plastic bottles and closures for the nutritional, pharmaceutical, personal care		
12% Senior Subordinated Note due 2008	\$ 2,125,000	12/19/00
Membership Interests of MM/Lincap		
PPI Investments, Inc., LLC (B)	2.42% int.	12/21/00

### P H I HOLDING COMPANY

A retailer of mid-priced gift items, home and garden decor, accessories and other similar consumer		
12.5% Senior Subordinated Note due 2010	\$ 2,125,000	10/25/00
Warrant, exercisable until 2010, to purchase common stock at \$.02 per share (B)		
		351 shs. 10/25/00

22

## MassMutual Corporate Investors

### CONSOLIDATED SCHEDULE OF INVESTMENTS DECEMBER 31, 2004

	Shares, Units	
Corporate Restricted Securities (A) (Continued)	Warrants, Ownership or Principal Amount	Acquisi Date
<b>PRECISION DYNAMICS, INC</b>		
A manufacturer of custom-designed solenoid valves and controls		
Senior Secured Floating Rate Revolving Credit Facility due 2005	\$ 733,500	07/22/99
Senior Secured Floating Rate Term Note due 2005	\$ 415,650	07/22/99
12% Senior Secured Term Note due 2005	\$ 326,000	07/22/99
8% Preferred Stock (B)	438 shs.	07/22/99
Common Stock (B)	599 shs.	07/22/99
Warrant, exercisable until 2005, to purchase common stock at \$.01 per share (B)	322 shs.	07/22/99

### PROCESS CHEMICALS LLC

A specialty chemical company that manufactures processed chemicals for the fertilizer, asphalt and	
Common Membership Interests	9.00% int.

\*07/31/97 and 01/04/99

### PROTEIN GENETICS, INC

A producer of bovine artificial insemination products, related breeding and healthcare products and specialty genetics sold to the dairy and beef industries.	
9.8% Redeemable Exchangeable Preferred Stock (B)	1,004 shs. 08/12/99
Common Stock (B)	2,600 shs. *

\*\*11/14/01 and 08/12/94



## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

### PW EAGLE, INC. - O.T.C

An extruder of small and medium diameter plastic pipe and tubing in the United States.  
Warrant, exercisable until 2007, to purchase  
common stock at \$.01 per share (B) 197,040 shs. 09/16/9

### QUALIS AUTOMOTIVE LLC

A distributor of aftermarket automotive brake and chassis products  
12% Senior Subordinated Note due 2012 \$ 1,770,834 05/28/0  
Common Stock (B) 354,166 shs. 05/28/0  
Warrant, exercisable until 2012, to purchase  
common stock at \$.01 per share (B) 377,719 shs. 05/28/0

### QUALSERV CORPORATION

A provider of foodservice equipment and supplies, to major restaurant chains and their franchisees  
14% Senior Subordinated Note due 2012 \$ 1,874,561 07/09/0  
Limited Partnership Interest (B) 9.26% int. 07/09/0  
Warrant, exercisable until 2012, to purchase  
common stock at \$.01 per share (B) 528 shs. 07/09/0

23

### MassMutual Corporate Investors

#### CONSOLIDATED SCHEDULE OF INVESTMENTS DECEMBER 31, 2004

Corporate Restricted Securities (A) (Continued)	Shares, Units Warrants, Ownership or Principal Amount	Acquisi Date
<hr style="border-top: 1px dashed black;"/>		
<b>RIVER RANCH FRESH FOODS LLC</b>		
A supplier of fresh produce to the retail and foodservice channels		
13% Senior Subordinated Note due 2011	\$ 1,841,667	09/29/0
Limited Partnership Interest (B)	40,610 uts.	09/29/0
Warrant, exercisable until 2011, to purchase common stock at \$.01 per share (B)	23,715 shs.	09/29/0
<b>ROYAL BATHS MANUFACTURING COMPANY</b>		
A manufacturer and distributor of acrylic and cultured marble bathroom products.		
12.5% Senior Subordinated Notes due 2011	\$ 1,062,500	11/14/0
Warrant, exercisable until 2011, to purchase common stock at \$.01 per share (B)	140 shs.	11/14/0
<b>SAFETY SPEED CUT MANUFACTURING COMPANY, INC</b>		
A manufacturer of vertical panel saws and routers for the wood working industry.		
Senior Secured Floating Rate Revolving Note due 2006	\$ 37,688	05/01/0
Senior Secured Floating Rate Tranche A Note due 2007	\$ 1,271,984	06/02/9
12% Senior Secured Tranche B Note Due 2007	\$ 1,130,652	06/02/9

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Class B Common Stock (B)	1,480 shs.	06/02/9
SAVAGE SPORTS HOLDING, INC		
A manufacturer of sporting firearms		
12% Senior Subordinated Note due 2012	\$ 1,583,793	09/10/0
Common Stock (B)	586 shs.	09/10/0
Warrant, exercisable until 2012, to purchase common stock at \$.01 per share (B)	134 shs.	09/10/0
SELIG ACQUISITION CORPORATION		
A manufacturer of container sealing materials for bottles used in consumer products.		
12% Senior Subordinated Note due 2009	\$ 2,125,000	06/13/0
Warrant, exercisable until 2009, to purchase common stock at \$.01 per share (B)	2,011 shs.	06/13/0
SHELTER ACQUISITION, INC		
A distributor of roofing supplies and products throughout the Midwest.		
12.5% Senior Subordinated Note due 2008	\$ 1,517,857	08/01/0
Common Stock (B)	901,775 shs.	
Warrant, exercisable until 2009, to purchase common stock at \$.01 per share (B)	263,444 shs.	08/01/0
*08/01/02, 01/17/03 and 12/31/04		

24

### MassMutual Corporate Investors

#### CONSOLIDATED SCHEDULE OF INVESTMENTS DECEMBER 31, 2004

	Shares, Units Warrants, Ownership or Principal Amount	Acquisi Date
Corporate Restricted Securities (A) (Continued)		
-----		
SNYDER INDUSTRIES, INC		
A manufacturer of proprietary rotationally molded polyethylene containers.		
12.25% Senior Subordinated Note due 2008	\$ 3,125,000	12/06/9
Warrant, exercisable until 2007, to purchase common stock at \$.01 per share (B)	513 shs.	12/06/9
SPECIALTY FOODS GROUP, INC		
A manufacturer and distributor of branded meat products		
Limited Partnership Interest of MHD Holdings LLC (B)	1.43% int.	08/29/0
SPORT COURT INTERNATIONAL, INC		
A designer and manufacturer of synthetic indoor and outdoor sports flooring and other temporary f		
Senior Secured Floating Rate Revolving Note due 2009	\$ 185,750	08/12/0
Senior Secured Floating Rate Note due 2009	\$ 527,171	08/12/0
12% Senior Secured Note due 2012	\$ 254,282	08/12/0
Limited Partnership Interest (B)	7.75% int.	08/12/0

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Warrant, exercisable until 2012, to purchase common stock at \$.01 per share (B)	33 shs.	08/12/0
---	---------	---------

STRATEGIC EQUIPMENT & SUPPLY CORPORATION, INC

A provider of kitchen and restaurant design, equipment fabrication and installation services.

12% Senior Subordinated Note due 2008	\$ 3,875,000	01/14/0
Warrant, exercisable until 2008, to purchase common stock at \$.01 per share (B)	106,539 shs.	01/14/0

SYNVENTIVE EQUITY LLC

A manufacturer of hot runner systems used in the plastic injection molding process.

12% Senior Subordinated Note due 2007	\$ 1,841,667	08/21/0
Limited Partnership Interest (B)	1.99% int.	08/20/0
Warrant, exercisable until 2011, to purchase common stock at \$.01 per share (B)	86,780 shs.	08/21/0

THE TRANZONIC COMPANIES

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 2009	\$ 2,712,000	02/05/9
Common Stock (B)	630 shs.	02/04/9
Warrant, exercisable until 2006, to purchase common stock at \$.01 per share (B)	444 shs.	02/05/9

25

MassMutual Corporate Investors

CONSOLIDATED SCHEDULE OF INVESTMENTS  
DECEMBER 31, 2004

	Shares, Units	
	Warrants, Ownership	Acquisi
	or Principal Amount	Date

TIDEWATER HOLDINGS, INC

An operator of a barge transportation line on the Columbia/Snake River system.

17% Preferred Stock (B) 560 shs. 12/23/02 \$ 560,000 \$ 532,000		
Convertible Preferred Stock, convertible into common stock at \$1,000 per share (B)	1,120 shs.	07/25/9
Warrant, exercisable until 2008, to purchase common stock at \$.01 per share (B)	474 shs.	07/25/9

TOMAH HOLDINGS, INC

A manufacturer of specialty chemicals

16% Senior Subordinated Note due 2011	\$ 1,461,764	12/08/0
16% Preferred Stock Series A (B)	37 shs.	12/08/0
Common Stock (B)	5,269 shs.	12/08/0

Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

TRONAIR, INC

A designer, engineer and manufacturer of ground support equipment for the business, commuter and  
 10.5% Senior Secured Term Note due 2008 \$ 1,579,293 01/20/0  
 12% Senior Subordinated Note due 2010 \$ 1,326,500 01/20/0  
 Common Stock (B) 227,400 shs. 01/20/0  
 Warrant, exercisable until 2010, to purchase  
 common stock at \$1 per share (B) 260,563 shs. 01/20/0

TRUSTILE DOORS, INC

A manufacturer and distributor of interior doors  
 12.5% Senior Subordinated Note due 2010 \$ 1,062,500 04/11/0  
 Warrant, exercisable until 2010, to purchase  
 common stock at \$.01 per share (B) 5,781 shs. 04/11/0

TUBULAR TEXTILE MACHINERY

A designer, manufacturer, sale and servicer of finishing machinery for the knit and woven segment  
 12% Senior Subordinated Note due 2014 \$ 1,234,551 05/28/0  
 8.75% Senior Secured Note due 2011 \$ 716,292 05/28/0  
 Common Stock (B) 674,157 shs. 05/28/0  
 Warrant, exercisable until 2012, to purchase  
 common stock at \$.01 per share (B) 203,912 shs. 05/28/0

TVI, INC

A retailer of used clothing in the United States, Canada and Australia.  
 Common Stock (B) 354,167 shs. 05/02/0

26

MassMutual Corporate Investors

CONSOLIDATED SCHEDULE OF INVESTMENTS  
 DECEMBER 31, 2004

Corporate Restricted Securities (A) (Continued)	Shares, Units Warrants, Ownership or Principal Amount	Acquisi Date
---	---	-----------------

U S M HOLDINGS CORPORATION

A provider of facility maintenance services to retail and corporate clients with multiple locations  
 12% Senior Subordinated Note due 2011 \$ 1,789,474 08/06/0  
 Preferred Stock (B) 3,345 shs. 08/06/0  
 Common Stock (B) 1,032 shs. 08/06/0  
 Warrant, exercisable until 2011, to purchase  
 common stock at \$.01 per share (B) 949 shs. 08/06/0

U-LINE CORPORATION

A manufacturer of high-end, built-in, undercounter icemaking, wine storage and refrigeration appliances  
 12.5% Senior Subordinated Note due 2012 \$ 1,882,100 04/30/0

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

10% Junior Subordinated Note due 2012	\$	63,735	04/30/0
Common Stock (B) 182 shs			04/30/0
Warrant, exercisable until 2012, to purchase common stock at \$1 per share (B)		230 shs.	04/30/0
VICTORY VENTURES LLC			
An acquirer of controlling or substantial interests in other entities.			
Series A Preferred Units (B)		0.13% int.	12/02/9
VITALITY FOODSERVICE, INC			
A non-carbonated beverage dispensing company focused on the foodservice industry.			
13% Senior Subordinated Note due 2011	\$	1,887,288	09/24/0
Common Stock (B)		23,771 shs.	09/24/0
Warrant, exercisable until 2011, to purchase common stock at \$.01 per share (B)		23,787 shs.	09/24/0
VITEX PACKAGING GROUP, INC			
A manufacturer of specialty packaging, primarily envelopes and tags used on tea bags and medical a			
12.5% Senior Subordinated Note due 2012	\$	1,700,000	07/19/0
Limited Partnership Interest Class A (B)		414,375 uts.	07/19/0
Limited Partnership Interest Class B (B)		182,935 uts.	07/19/0
WALLS INDUSTRIES, INC			
A provider of branded workwear and sporting goods apparel			
10% Senior Subordinated Lien Note due 2009	\$	1,006,579	07/12/0
14% Senior Subordinated Note due 2012	\$	1,048,440	07/12/0
Limited Partnership Interest (B)		0.40% int.	07/12/0
Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B)		4,029 shs.	07/12/0

27

MassMutual Corporate Investors

CONSOLIDATED SCHEDULE OF INVESTMENTS

DECEMBER 31, 2004

		Shares, Units Warrants, Ownership or Principal Amount	Acquisi Date
Corporate Restricted Securities (A) (Continued)			
-----			
WASHINGTON INVENTORY SERVICES, INC			
A provider of physical inventory taking and other related services to retailers.			
12.5% Senior Subordinated Note due 2011	\$	1,075,768	11/03/0
Senior Preferred Stock (B)		4,692 shs.	11/01/0
Class B Common Stock (B)		8,959 shs.	11/01/0
Warrant, exercisable until 2011, to purchase common stock at \$.01 per share (B)		3,979 shs.	11/03/0

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

### WEASLER HOLDINGS LLC

A manufacturer of mechanical power transmission components for the agricultural, lawn and turf industry		
Limited Partnership Interest (B)	1.55% int.	02/03/09
Warrant, exercisable until 2010, to purchase common stock at \$.01 per share (B)	256 shs.	02/04/09

### WICOR AMERICAS, INC

A manufacturer of cellulose based insulation products, systems and services for electrical transformers		
20% Senior Subordinated Secured Note due 2009	\$ 2,520,040	11/09/09

Total Private Placement Investments

28

### MassMutual Corporate Investors

CONSOLIDATED SCHEDULE OF INVESTMENTS  
 DECEMBER 31, 2004  
 (Unaudited)

Corporate Restricted Securities:(A) (Continued)	Interest Rate	Due Date	Shares or Principal Amount
-----			
Rule 144A Securities - 8.83%: (A)			
BONDS - 8.44%			
A E S Corporation	8.750%	05/15/13	\$ 1,025,000
A E S Corporation	9.000	05/15/15	200,000
Affinia Group, Inc.	9.000	11/30/14	960,000
BCP Caylux Holding Lux SCA	9.625	06/15/14	750,000
Blockbuster, Inc.	9.000	09/01/12	475,000
Bombardier, Inc.	6.300	05/01/14	1,000,000
C C O Holdings LLC	6.615	12/15/10	500,000
Cablevision Systems Corporation	6.669	04/01/09	1,000,000
Calpine Corporation	8.750	07/15/13	500,000
Charter Communications Op LLC	8.000	04/30/12	250,000

Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Dana Credit Corporation	8.375	08/15/07	500,000
Douglas Dynamics LLC	7.750	01/15/12	325,000
GulfMark Offshore, Inc.	7.750	07/15/14	565,000
Interactive Health LLC	7.250	04/01/11	900,000
Jostens I H Corp	7.625	10/01/12	1,250,000
K 2, Inc.	7.375	07/01/14	325,000
Maax Holdings, Inc. (B)	0.000	12/15/12	1,250,000
Magnachip Semiconductor	8.000	12/15/14	100,000
Markwest Energy	6.875	11/01/14	475,000
Metaldyne Corporation	10.000	11/01/13	510,000
N R G Ener gy, Inc.	8.000	12/15/13	700,000
Pinnacle Foods Holding	8.250	12/01/13	450,000
Rogers Wireless, Inc.	7.250	12/15/12	165,000
Rogers Wireless, Inc.	8.000	12/15/12	165,000
Rogers Wireless, Inc.	7.500	03/15/15	120,000
Siebe PLC	6.500	01/15/10	650,000
Stanadyne Corporation	10.000	08/15/14	1,500,000
Tenet Healthcare Corporation	9.875	07/01/14	500,000
Texas Genco LLC	6.875	12/15/14	705,000
Universal City Florida	7.200	05/01/10	200,000
Universal City Florida	8.375	05/01/10	200,000
Warner Music Group	7.375	04/15/14	275,000

TOTAL BONDS \$ 18,490,000

COMMON STOCK - 0.00%  
Jordan Telecom Products (B) 70

TOTAL COMMON STOCK

CONVERTIBLE BONDS - 0.39%  
Cymer, Inc. 3.500% 02/15/09 \$ 850,000

TOTAL CONVERTIBLE BONDS \$ 850,000

WARRANTS - 0.00%  
Winsloew Furniture, Inc. (B) 900

TOTAL WARRANTS

TOTAL RULE 144A SECURITIES

TOTAL CORPORATE RESTRICTED SECURITIES

29

MassMutual Corporate Investors

CONSOLIDATED SCHEDULE OF INVESTMENTS  
DECEMBER 31, 2004  
(Unaudited)

Corporate Public Securities - 30.00%:(A)	Interest Rate	Due Date	Principal Amount
-----			
BONDS - 26.01%			
A E P Industries, Inc.	9.875%	11/15/07	\$ 350,000
Abitibi-Consolidated, Inc.	7.750	06/15/11	1,000,000
Activant Solutions, Inc.	10.500	06/15/11	850,000

Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Aearo Co.	8.250	04/15/12	450,000
Alamosa Delaware, Inc.	11.000	07/31/10	325,000
Alamosa Delaware, Inc.	8.500	01/31/12	400,000
Allied Waste NA	7.875	04/15/13	1,000,000
American Media Operation, Inc.	8.875	01/15/11	900,000
Appleton Papers, Inc.	8.125	06/15/11	300,000
Argo Tech Corporation	9.250	06/01/11	850,000
B & G Foods, Inc.	8.000	10/01/11	700,000
Bally Total Fitness Holding Corporation	9.875	10/15/07	135,000
C S C Holdings, Inc.	7.625	04/01/11	500,000
Cadmus Communications Corporation	8.375	06/15/14	750,000
Cenveo Corporation	7.875	12/01/13	1,100,000
Charter Comm Holdings LLC	10.000	04/01/09	1,000,000
Chemed Corporation	8.750	02/24/11	1,125,000
Chesapeake Energy Corporation	7.000	08/15/14	325,000
Cincinnati Bell, Inc.	8.375	01/15/14	1,100,000
Collins & Aikman Products Co.	10.750	12/31/11	1,000,000
Del Monte Corporation	8.625	12/15/12	225,000
Dollar Financial Group	9.750	11/15/11	600,000
Dominos, Inc.	8.250	07/01/11	292,000
Dynegy Holdings, Inc.	6.875	04/01/11	500,000
El Paso Corporation	7.875	06/15/12	300,000
Esterline Technologies	7.750	06/15/13	200,000
Flextronics Intl Ltd	6.500	05/15/13	400,000
G F S I, Inc.	9.625	03/01/07	750,000
Gencorp, Inc.	9.500	08/15/13	400,000
General Nutrition Center	8.500	12/01/10	800,000
Goodyear Tire & Rubber Co.	7.857	08/15/11	650,000
Great Lakes Dr edge & Dock Corporation	7.750	12/15/13	750,000
Houghton Mifflin Co.	9.875	02/01/13	1,000,000
Huntsman LLC	11.625	10/15/10	500,000
Imax Corporation	9.625	12/01/10	500,000
Interpool, Inc.	7.350	08/01/07	750,000
Intrawest Corporation	7.500	10/15/13	500,000
Koppers Inc.	9.875	10/15/13	700,000
Land O'Lakes, Inc.	9.000	12/15/10	750,000
Leucadia National Corporation	7.000	08/15/13	650,000
Lodgenet Entertainment Corporation	9.500	06/15/13	425,000
Lyondell Chemical Co.	9.500	12/15/08	900,000
M C I, Inc.	7.735	05/01/14	1,000,000
M G M Mirage, Inc.	6.000	10/01/09	375,000
M S X International, Inc.	11.000	10/15/07	350,000
Majestic Star Casino LLC	9.500	10/15/10	500,000
Manitowoc Company, Inc.	7.125	11/01/13	200,000
Mediacom LLC	9.500	01/15/13	1,150,000

30

MassMutual Corporate Investors

CONSOLIDATED SCHEDULE OF INVESTMENTS  
DECEMBER 31, 2004  
(Unaudited)

Corporate Public Securities: (A) continued	Interest Rate	Due Date	Principal Amount
Merrill Corporation	12.000%	05/01/09	\$ 1,000,000
Metaldyne Corporation	11.000	06/15/12	750,000
Mrs Fields Brands/Finance	11.500	03/15/11	750,000



Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Nalco Co.	7.750	11/15/11	500,000
National Wine & Spirit, Inc.	10.125	01/15/09	500,000
Neff Corporation	10.250	06/01/08	170,000
Nextel Communications Corporation	7.375	08/01/15	700,000
North Amer Energy Partners	8.750	12/01/11	400,000
Numatics, Inc.	9.625	04/01/08	550,000
O E D Corp/Diamond Jo Company Guarantee	8.750	04/15/12	1,000,000
O M Group, Inc.	9.250	12/15/11	750,000
Offshore Logistics, Inc.	6.125	06/15/13	450,000
Pacific Energy Partners	7.125	06/15/14	500,000
Pliant Corporation	0.000	06/15/09	875,000
Pliant Corporation	13.000	06/01/10	1,000,000
Quintiles T ransnational Corporation	10.000	10/01/13	500,000
Rayovac Corporation	8.500	10/01/13	200,000
Rent-A-Center, Inc.	7.500	05/01/10	400,000
Rent-Way, Inc.	11.875	06/15/10	800,000
Rhodia SA	10.250	06/01/10	800,000
Rhodia SA	8.875	06/01/11	500,000
S P X Corporation	6.250	06/15/11	400,000
Sea Containers Ltd	10.500	05/15/12	785,000
Service Corporation International	6.000	12/15/05	41,000
Sheridan Acquisition Corporation	10.250	08/15/11	375,000
Ship Finance Intl Ltd	8.500	12/15/13	750,000
Sports Club Co.	11.375	03/15/06	150,000
Tekni-Plex, Inc.	12.750	06/15/10	1,000,000
Telex Communications, Inc.	0.000	01/15/09	471,915
Telex Communications, Inc.	11.500	10/15/08	500,000
Tenet Healthcare Corporation	6.375	12/01/11	500,000
Tenneco Automotive, Inc.	10.250	07/15/13	400,000
Thermadyne Holdings Corporation	9.250	02/01/14	1,000,000
Triton P C S, Inc.	8.500	06/01/13	550,000
United Rentals, Inc.	7.750	11/15/13	625,000
United Rentals, Inc.	7.000	02/15/14	500,000
Utilicorp United, Inc.	9.950	02/01/11	1,000,000
Vicorp Restaurants, Inc.	10.500	04/15/11	600,000
Vought Aircraft Industries	8.000	07/15/11	1,000,000
Williams Scotsman, Inc.	9.875	06/01/07	500,000
Wornick Co.	10.875	07/15/11	750,000
TOTAL BONDS			\$ 55,269,915

31

MassMutual Corporate Investors

CONSOLIDATED SCHEDULE OF INVESTMENTS  
DECEMBER 31, 2004  
(Unaudited)

Corporate Public Securities: (A) continued	Interest Rate	Due Date	Shares or Principal Amount
-----			
COMMON STOCK - 3.42%			
Bill Barrett Corp. (B)			27,800
Calamos Asset Management Inc. (B)			13,600
Conor Medsystems, Inc. (B)			3,300
Dreamworks Animation SKG (B)			6,500
Foundation Coal Holdings, Inc. (B)			3,400
H C I Direct, Inc. (B)			1,000

Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Iowa Telecomm Services, Inc. (B)	6,600
Las Vegas Sands Corporation (B)	500
Orange 21, Inc. (B)	9,800
PepsiAmericas, Inc.	92,145
Rent-Way, Inc. (B)	92,866
Supreme Industries, Inc.	115,722
T G C Industries, Inc. (B)	6,361
Telex Communications, Inc. (B)	489
Telex Communications, Inc. (B)	17,707
The 9 Limited (B)	3,300
Transmontaigne, Inc. (B)	333,326

TOTAL COMMON STOCK

CONVERTIBLE BONDS - 0.57%			
Leucadia National Corporation	3.750%	04/15/14	\$ 1,000,000

TOTAL CONVERTIBLE BONDS \$ 1,000,000

TOTAL CORPORATE PUBLIC SECURITIES

Short-Term Securities:	Interest Rate/Yield	Due Date	Principal Amount
------------------------	---------------------	----------	------------------

COMMERCIAL PAPER - 1.03%			
Alcoa, Inc.	2.170%	01/03/05	\$ 1,358,000
Union Electric Company	2.300	01/04/05	895,000

TOTAL SHORT-TERM SECURITIES \$ 2,253,000

TOTAL INVESTMENTS 113.15%

Other Assets 4.71  
Liabilities (17.86)

TOTAL NET ASSETS 100.00%

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

(B) Non-income producing security.

See Notes to Consolidated Financial Statements.

32

MassMutual Corporate Investors

CONSOLIDATED SCHEDULE OF INVESTMENTS  
December 31, 2004

Industry Classification:	Fair Value/ Market Value
--------------------------	-----------------------------

AEROSPACE - 2.36%	
Argo Tech Corporation	\$ 932,875

Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Bombardier, Inc.	867,500
Esterline Technologies	218,500
Qualis Automotive LLC	2,156,590
Vought Aircraft Industries	972,500

-----  
5,147,965  
-----

AUTOMOBILE - 7.69%

America's Body Company, Inc./LCP Holding Co.	3,150,002
Collins & Aikman Products Co.	1,020,000
Gencorp, Inc.	446,000
Goodyear Tire & Rubber Co.	659,750
Jason, Inc.	1,604,633
LIH Investors, L.P.	5,150,855
Metaldyne Corporation	1,107,000
Nyloncraft, Inc.	3,182,679
Tenneco Automotive, Inc.	472,000

-----  
16,792,919  
-----

BEVERAGE, DRUG & FOOD - 6.65%

B & G Foods, Inc.	745,500
Beta Brands Ltd	--
Cains Foods, L.P.	411,709
Del Monte Corporation	252,000
Dominos, Inc.	319,010
Eagle Pack Pet Foods, Inc.	1,064,401
Land O' Lakes, Inc.	821,250
National Wine & Spirit Inc.	495,000
Nonni's Food Company, Inc.	2,227,420
PepsiAmericas, Inc.	1,957,160
Pinnacle Foods Holdings	428,625
River Ranch Fresh Foods LLC	2,124,162
Specialty Foods Group, Inc.	135,261
Vicorp Restaurants, Inc.	603,000
Vitality Foodservice, Inc.	2,128,459
Wornick Co.	813,750

-----  
14,526,707  
-----

BROADCASTING & ENTERTAINMENT - 2.70%

C C O Holdings LLC	500,000
C S C Holdings, Inc.	538,750
Cablevision Systems Corporation	1,060,000
Cenveo Corporation	1,023,000
Charter Communications Holdings LLC	260,000
Charter Communications Op LLC	900,000
Lodgenet Entertainment Corporation	469,625
Mediacom LLC	1,154,312

-----  
5,905,687  
-----

Industry Classification: continued

Fair Value/  
Market Value

-----

BUILDINGS & REAL ESTATE - 5.09%

AW C Holding Company	\$ 2,120,204
Adorn, Inc.	2,411,193
Eagle Window & Door Holding Co.	3,143,172
Shelter Acquisition, Inc.	2,362,446

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

TruStile Doors, Inc.	1,080,755
	-----
	11,117,770
	-----
CARGO TRANSPORT - 2.38%	
Kenan-Advantage Transport Company	2,467,787
Ship Finance International Ltd.	772,500
Tidewater Holdings, Inc.	1,966,384
	-----
	5,206,671
	-----
CHEMICAL, PLASTICS & RUBBER - 3.26%	
Capital Specialty Plastics, Inc.	503
Huntsman LLC	591,250
Koppers Inc.	798,000
Lyondell Chemical Co.	976,500
O M Group, Inc.	798,750
Process Chemicals LLC	288,000
Rhodia SA	1,403,750
Tomah Holdings, Inc.	2,262,820
	-----
	7,119,573
	-----
CONSUMER PRODUCTS - 9.29%	
Appleton Papers, Inc.	323,250
Augusta Sportswear Holding Co.	2,094,001
Colibri Holdings Corporation	1,920,649
Euro-Pro Corporation	2,130,592
G F S I, Inc.	727,500
H C I Direct, Inc.	--
Justrite Manufacturing Acquisition Co.	1,588,587
K 2, Inc.	355,875
Maax Holdings, Inc.	784,375
Maverick Acquisition Company	1,148,603
Neff Motivation, Inc.	163,625
Rayovac Corporation	222,000
Royal Baths Manufacturing Company	1,055,670
Savage Sports Holding, Inc.	2,091,540
The Tranzonic Companies	3,623,152
Walls Industries, Inc.	2,067,691
Winsloew Furniture, Inc.	14
	-----
	20,297,124
	-----
CONTAINERS, PACKAGING & GLASS - 6.81%	
A E P Industries, Inc.	356,125
Paradigm Packaging, Inc.	2,765,156
Pliant Corporation	1,783,281
Sea Containers Ltd.	826,213

33

MassMutual Corporate Investors

CONSOLIDATED SCHEDULE OF INVESTMENTS  
December 31, 2004

Industry Classification: continued	Fair Value/ Market Value

Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Selig Acquisition Corporation	\$ 2,665,925
Snyder Industries, Inc.	3,279,379
Tekni-Plex, Inc.	950,000
Vitex Packaging, Inc.	2,248,607

-----  
14,874,686  
-----

DISTRIBUTION - 6.82%

Affinia Group, Inc.	1,000,800
Brampton Fastener Co. Ltd	1,885,770
Corvest Group, Inc.	3,712,360
G C-Sun Holdings LP	--
Kele and Associates, Inc.	2,331,308
QualServ Corporation	2,089,987
Strategic Equip & Supply Corporation, Inc.	3,875,000

-----  
14,895,225  
-----

DIVERSIFIED/CONGLOMERATE, MANUFACTURING - 3.81%

Activant Solutions Inc	913,750
Coining of America LLC	1,933,750
Dexter Magnetics Technologies, Inc.	1,328,498
Douglas Dynamics LLC	329,469
Evans Consoles, Inc.	200,934
Great Lakes Dredge & Dock Corporation	682,500
S P X Corporation	422,000
Wicor Americas, Inc.	2,517,822

-----  
8,328,723  
-----

DIVERSIFIED/CONGLOMERATE, SERVICE - 7.52%

Abitibi-Consolidated, Inc.	1,050,000
Allied Waste NA	1,025,000
Calamos Asset Management, Inc.	367,200
CapeSuccess LLC	5,862
Chemed Corporation	2,517,825
Diversco, Inc./DHI Holdings, Inc.	1,392,069
Dreamworks Animation SKG	243,815
Dwyer Group, Inc.	2,493,287
Hamilton Funeral Services Centers, Inc.	380,271
Lancaster Laboratories, Inc.	821,243
Moss, Inc.	1,548,843
M S X International, Inc.	353,500
Orange 21, Inc.	102,410
Service Corporation International	41,717
The 9 Limited	77,946
U S M Holdings Corporation	2,172,880
Universal City Florida	415,500
Washington Inventory Services, Inc.	1,425,151

-----  
16,434,519  
-----

	Fair Value/
Industry Classification: continued	Market Value

-----

ELECTRONICS - 3.76%

A E S Corporation	\$ 1,393,656
Calpine Corporation	412,500
Directed Electronics, Inc.	2,143,423
Flextronics International Ltd.	410,000

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

N R G Energy, Inc.	763,000
Precision Dynamics, Inc.	1,736,159
Siebe PLC	620,750
Texas Genco LLC	728,794
	-----
	8,208,282
	-----
FARMING & AGRICULTURE - 0.00%	
Protein Genetics, Inc.	--
	-----
FINANCIAL SERVICES - 2.74%	
BCP Caylux Holding Lux SCA	845,625
Dana Credit Corporation	545,000
Dollar Financial Group	651,000
East River Ventures I, L.P.	27,300
Highgate Capital LLC	2,723
Interpool, Inc.	761,250
Leucadia National Corporation	1,905,750
Mrs. Fields Brands / Finance	746,250
Victory Ventures LLC	2
Williams Scotsman, Inc.	500,000
	-----
	5,984,900
	-----
HEALTHCARE, EDUCATION & CHILDCARE - 4.34%	
A T I Acquisition Company	2,127,174
American Hospice Management Holding LLC	2,437,250
Conor Medsystems, Inc.	45,705
Interactive Health LLC	783,000
MedAssist, Inc.	2,518,392
Quintiles Transnational Corporation	560,000
Tenet Healthcare Corporation	1,008,750
	-----
	9,480,271
	-----
HOME & OFFICE FURNISHINGS, HOUSEWARES, AND DURABLE CONSUMER PRODUCTS -3.46%	
Home Decor Holding Company	2,141,306
Hussey Seating Corporation	2,257,383
Sport Court Int'l, Inc.	1,023,236
U-Line Corporation	2,146,218
	-----
	7,568,143
	-----
LEISURE, AMUSEMENT, ENTERTAINMENT - 2.28%	
Bally Total Fitness Holding Corp	116,100
IMAX Corporation	545,000
Intrawest Corporation	531,875
Keepsake Quilting, Inc.	1,600,860
Las Vegas Sands Corporation	24,000

34

MassMutual Corporate Investors

CONSOLIDATED SCHEDULE OF INVESTMENTS  
December 31, 2004

Fair Value/

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Industry Classification: continued	Market Value
M G M Mirage, Inc.	\$ 384,375
Majestic Star Casino LLC	530,000
O E D Corp/Diamond Jo Company Guarantee	980,000
Warner Music Group	281,875
	4,994,085
	-----
MACHINERY - 12.13%	
Aearo Co.	463,500
C & M Conveyor, Inc.	2,120,553
Integration Technology Systems, Inc.	1,677,601
Manitowoc Company, Inc.	216,500
Maxon Corporation	2,589,115
N P C, Inc.	3,363,549
Numatics, Inc.	503,250
PW Eagle, Inc.	391,223
Safety Speed Cut Manufacturing Company, Inc.	2,876,581
Stanadyne Corporation	1,620,000
Synventive Equity LLC	3,521,802
Thermadyne LLC	975,000
Tronair, Inc.	3,151,364
Tubular Textile Machinery	2,613,160
Weasler Holdings LLC	414,642
	26,497,840
	-----
MEDICAL DEVICES/BIOTECH - 2.45%	
Bausch & Lomb, Inc.	
Beacon Medical Products, Inc.	1,992,778
Coeur, Inc.	1,140,710
E X C Acquisition Corporation	2,226,556
	5,360,044
	-----
MINING, STEEL, IRON & NON PRECIOUS METALS - 0.05%	
Better Minerals & Aggregates	108,990
	-----
OIL & GAS - 3.04%	
Chesapeake Energy Corporation	346,125
Dynegy Holdings, Inc.	481,250
Foundation Coal Holdings, Inc.	78,404
GulfMark Offshore, Inc.	598,900
Mustang Ventures Company	938,300
North American Energy Partners	408,000
Offshore Logistics, Inc.	456,750
Pacific Energy Partners	532,500
Supreme Industries, Inc.	741,778
T G C Industries, Inc.	18,700
Transmontaigne, Inc.	2,043,289
	6,643,996
	-----
PHARMACEUTICALS - 0.44%	
Enzymatic Therapy, Inc.	961,568
Publishing/Printing - 2.58%	
American Media Operation, Inc.	\$ 957,375
Cadmus Communications Corporation	816,563
Houghton Mifflin Co.	1,095,000
Jostens I H Corporation	1,300,000

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Merrill Corporation	1,060,000
Sheridan Acquisition Corporation	410,156
	-----
	5,639,094
	-----
RETAIL STORES - 5.66%	
Blockbuster, Inc.	469,062
General Nutrition Center	756,000
Neff Corporation	1,191,719
Olympic Sales, Inc.	3,594,165
P H I Holding Company	2,662,843
Rent-A-Center, Inc.	414,500
Rent-Way, Inc.	1,644,857
Sports Club Co.	145,500
TVI, Inc.	414,375
United Rentals, Inc.	1,080,000
	-----
	12,373,021
	-----
TECHNOLOGY - 0.70%	
Cymer, Inc.	845,750
Delstar Holding Corporation	441,596
Iowa Telecomm Services, Inc.	142,362
Magnachip Semiconductor	104,250
	-----
	1,533,958
	-----
TELECOMMUNICATIONS - 2.57%	
Alamosa Delaware, Inc.	819,688
Cincinnati Bell, Inc.	1,113,750
Jordan Telecom Products	--
MCI, Inc.	1,075,000
Nextel Communications Corporation	770,000
Rogers Wireless, Inc.	475,987
Telex Communications, Inc.	828,815
Triton P C S, Inc.	530,750
	-----
	5,613,990
	-----
UTILITIES - 1.54%	
Bill Barrett Corporation	889,322
El Paso Corporation	313,875
Markwest Energy	482,125
Nalco Co.	540,000
Utilicorp United, Inc.	1,132,500
	-----
	3,357,822
	-----
TOTAL CORPORATE RESTRICTED AND PUBLIC SECURITIES - 112.12%	\$244,973,573 =====

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

35

MassMutual Corporate Investors

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2004



## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

### 1. HISTORY

MassMutual Corporate Investors (the "Trust") commenced operations in 1971 as a Delaware corporation. Pursuant to an Agreement and Plan of Reorganization dated November 14, 1985, approved by shareholders, the Trust was reorganized as a Massachusetts business trust under the laws of the Commonwealth of Massachusetts, effective November 28, 1985.

The Trust is a closed-end management investment company. Babson Capital Management LLC, formerly David L. Babson & Company Inc. ("Babson"), a wholly-owned indirect subsidiary of Massachusetts Mutual Life Insurance Company, ("MassMutual"), acts as its investment adviser. The Trust's investment objective is to maintain a portfolio of securities providing a fixed yield while providing an opportunity for capital gains, by investing primarily in a portfolio of privately placed below-investment grade, long term corporate debt obligations with equity features, such as warrants, conversions rights or other equity features and, occasionally, preferred stocks purchased directly from their issuers.

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

### 2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies followed consistently by the Trust in the preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America.

#### A. VALUATION OF INVESTMENTS

Valuation of a security in the Trust's portfolio is made on the basis of market price whenever market quotations are readily available and all securities of the same class held by the Trust can be readily sold in such market.

Nearly all securities which are acquired by the Trust directly from the issuers and shares into which such securities may be converted or which may be purchased on the exercise of warrants attached to such securities will be subject to legal or contractual delays in, or restrictions on, resale and will therefore be "restricted securities." Generally speaking, as contrasted with open-market sales of unrestricted securities which may be effected immediately if the market is adequate, absent an exemption from registration, restricted securities can be sold only in a public offering for which a registration statement is in effect under the Securities Act of 1933.

The value of restricted securities, and of any other assets for which there are no reliable market quotations, is the fair value as determined in good faith by the Trust's Board of Trustees (the "Trustees"). Each restricted security is valued by the Trustees at the time of the acquisition thereof and at least quarterly thereafter. The Trustees have established guidelines to aid in the valuation of each security. Generally, restricted securities are initially valued at cost or less at the time of acquisition by the Trust. Values greater or less than cost are used thereafter for restricted securities in appropriate circumstances. Among the factors ordinarily considered are the existence of restrictions upon the sale of the security by the Trust; an estimate of the existence and extent of a market for the security; the extent of any discount at which the security was acquired;

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

the estimated period of time during which the security will not be freely marketable; the estimated expenses of registering or otherwise qualifying the security for public sale; estimated underwriting commissions if underwriting would be required to effect a sale; in the case of a convertible security, whether or not it would trade on the basis of its stock equivalent; in the case of a debt obligation which would trade independently of any equity equivalent, the current yields on comparable securities; the estimated amount of the floating supply of such securities available for purchase; the proportion of the issue held by the Trust; changes in the financial condition and prospects of the issuer; the existence of merger proposals or tender offers affecting the issuer; and any other factors affecting fair value, all in accordance with the Investment Company Act of 1940. In making valuations, opinions of counsel may be relied upon as to whether or not securities are restricted securities and as to the legal requirements for public sale.

When market quotations are readily available for unrestricted securities of an issuer, restricted securities of the same class are generally valued at a discount from the market price of such unrestricted securities. The Trustees, however, consider all factors in fixing any discount, including the filing of a registration statement for such securities under the Securities Act of 1933 and any other developments which are likely to increase the probability that the securities may be publicly sold by the Trust without restriction.

The Trust's Board of Trustees meets at least once in each quarter to value 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, the Trust's investment adviser. In making valuations, the Trustees will consider reports by Babson analyzing each portfolio security in accordance with the relevant factors referred to above. Babson has agreed to provide such reports to the Trust at least quarterly.

The financial statements include restricted securities valued at \$160,130,838 (73.29% of net assets) as of December 31, 2004 whose values have been estimated by the Board of Trustees 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.

The values for corporate public securities are stated at the last reported sales price or at prices based upon quotations obtained from brokers and dealers as of December 31, 2004, subject to discount where appropriate, and are approved by the Trustees.

Short-term securities with more than sixty days to maturity are valued at fair value and short-term securities having a maturity of sixty days or less are valued at amortized cost which approximates market value.

36

MassMutual Corporate Investors

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2004

B. ACCOUNTING FOR INVESTMENTS

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

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. The Trust does not accrue income when payment is delinquent and when management believes payment is questionable.

Discounts and premiums on securities purchased are amortized, over the lives of the respective securities.

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 accounting principles generally accepted in the United States of America 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 to the Trustees either to designate the net realized long-term gains as undistributed and to pay the federal capital gains taxes thereon or to distribute all or a portion of such net gains. For the year ended December 31, 2004, the Trust had a net realized taxable capital gain balance of \$4,069,005, which the Trustees voted to retain and pay the federal capital gain tax thereon. The Trust has accrued a provision for federal taxes of \$1,424,152 on the Statement of Operations related to the retained net realized capital gains.

In 2004, the Trust re-classified a total of \$1,406,376 from undistributed net realized gains. \$1,278,426 was re-classified to undistributed net investment income and \$127,950 was reclassified to additional paid in capital to more accurately display the Trust's financial position. These re-classifications had no impact on net asset value.

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 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 MMCI 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 MMCI Subsidiary Trust is not taxed as a regulated investment company. Accordingly, prior to the Trust receiving any distributions from the MMCI Subsidiary Trust, all of the MMCI Subsidiary Trust's taxable income and realized gains, including non-qualified income and realized gains, is

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

subject to taxation at prevailing corporate tax rates. For the year ended December 31, 2004 the MMCI Subsidiary Trust has accrued income tax expense on income and realized gains of \$299,950 and \$953,557, respectively.

### E. DISTRIBUTIONS TO SHAREHOLDERS

The Trust records distributions to shareholders from net investment income and net realized gains, if any, on the exdividend 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.

The tax character of distributions paid during the years ended December 31, 2004 and 2003 were as follows:

DISTRIBUTIONS PAID FROM:	2004	2003
Ordinary Income	\$19,329,769	\$16,293,478

As of December 31, 2004, the components of distributable earnings on a tax basis included \$1,303,697 of undistributed ordinary income. Such distributions and distributable earnings on a tax basis are determined in conformity with income tax regulations, which may differ from accounting principles generally accepted in the United States.

Net investment income of the Trust as presented under accounting principles generally accepted in the United States differs from distributed earnings due to a distribution made from after tax earnings of the MMCI Subsidiary Trust to the Trust. The Trusts treats the distribution from the MMCI Subsidiary Trust as taxable earnings.

### 3. INVESTMENT SERVICES FEE

Under an Investment Services Contract with the Trust dated July 1, 1988 Babson 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 has further agreed that it will request each issuer of securities which MassMutual is prepared to purchase in a private placement, and which would be consistent with the investment objectives and policies of the Trust, to also offer such securities to the Trust. Babson will use its best efforts to insure that issuers accede to such requests. MassMutual has agreed that, subject to such orders of the Securities and Exchange Commission as may apply, it will invest concurrently with the Trust in any such investment. Babson 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 provides administration 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.

37

MassMutual Corporate Investors

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2004

Under the Investment Services Contract, the Trust pays Babson a quarterly base rate (the "Base Fee Rate") of 5/16 of 1% of the value of the Trust's net assets as of the end of each fiscal quarter, approximately equivalent to 1.25% of the

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

net asset value of the Trust on an annual basis, plus or minus a quarterly performance adjustment (the "Performance Adjustment") of up to 1/16 of 1% approximately equivalent to .25% on an annual basis.

The Performance Adjustment is based on the Trust's performance as compared to a benchmark rate of return (the "Target Rate") equal to 5.0 percentage points plus an unweighted, arithmetic average of the rates of return on the Standard & Poor's Industrials Composite (formerly called the Standard & Poor's Industrial Price Index) and the Lehman Brothers Intermediate U.S. Credit Index (formerly called the Lehman Brothers Intermediate Corporate Bond Index) over a rolling three-year period (the "Measurement Period") comprising the twelve quarters ending on the last day of each quarter (the "Valuation Date"). The Standard & Poor's Industrials Composite is not readily available to the general public. FactSet Research Systems provides Babson Capital with the information for this index. The 3-year annualized return for the Standard & Poor's Industrials Composite for the period ending December 31, 2004 was 2.66%. The Performance Adjustment is equal to 5% of the difference between the Trust's actual rate of return over the Measurement Period and the Target Rate. If the Trust's actual rate of return exceeds the Target Rate, the Base Fee Rate is increased by an amount equal to the Performance Adjustment; if the Trust's actual rate of return is less than the Target Rate, the Base Fee Rate is reduced by the Performance Adjustment. The advisory fee payable by the Trust under the Contract is equal to the Base Fee Rate (as adjusted by the Performance Adjustment) times the net asset value of the Trust as of the Valuation Date. The Performance Adjustment for the quarters ended March 31, June 30, September 30 and December 31, 2004 was:

	PERFORMANCE ADJUSTMENT	AMOUNT
March 31, 2004	0.0625%	\$127,113
June 30, 2004	0.0625%	\$130,956
September 30, 2004	0.0625%	\$117,766*
December 31, 2004	0.0625%	\$120,020*

\* Net of waiver of \$15,565 and \$16,426, respectively. See first paragraph of Note 8.

#### 4. SENIOR SECURED INDEBTEDNESS

##### A. NOTE PAYABLE

MassMutual holds the Trust's \$20,000,000 Senior Fixed Rate Convertible Note (the "Note") issued by the Trust in 1995. The Note, as amended, is due November 15, 2007 and accrues at 7.39% 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 year ended December 31, 2004, the Trust incurred total interest expense on the Note of \$1,478,000.

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 Notes proposed to be redeemed.

##### B. REVOLVING CREDIT AGREEMENT

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

The Trust entered into a Revolving Credit Agreement with Fleet National Bank as of June 29, 2000, in the principal amount of \$25,000,000, maturing on May 31, 2005. The interest rate on the outstanding revolving loan is determined for periods of one, three or six months (as selected by the Trust) and is set at an annual rate equal to LIBOR (London Interbank Offered Rate) plus 0.37%. The Trust also agreed to pay an upfront fee equal to 0.10% on the total commitment. The facility fee is 0.15% per annum of the total commitment.

As of December 31, 2004, there was \$9,000,000 in outstanding loans against the Revolver and the average blended rate of interest attributable to the Revolver was 2.02%. For the year ended December 31, 2004, the Trust incurred total interest expense on the Revolver of \$79,436, plus \$37,603 related to the undrawn portion.

### 5. PURCHASES AND SALES OF INVESTMENTS

FOR THE TWELVE MONTHS ENDED 12/31/2004	COST OF INVESTMENTS ACQUIRED
Corporate restricted securities	\$104,089,875
Corporate public securities	28,508,546
Short-term securities	624,074,026
	PROCEEDS FROM SALES OR MATURITIES
Corporate restricted securities	\$ 98,241,087
Corporate public securities	17,629,270
Short-term securities	628,202,921

The net unrealized appreciation of investments for federal tax purposes as of December 31, 2004 is \$939,634 and consists of \$24,309,221 appreciation and \$23,369,587 depreciation.

### 6. QUARTERLY RESULTS OF INVESTMENT OPERATIONS (UNAUDITED)

	AMOUNT	PER SHARE
MARCH 31, 2004		
Investment income	\$ 5,045,227	
Net investment income	3,764,100	\$ 0.42
Net realized and unrealized gain on investments	4,232,404	0.47

38

MassMutual Corporate Investors

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS December 31, 2004

	AMOUNT	PER SHARE
June 30, 2004		
Investment income	\$ 6,600,662	

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Net investment income	5,279,982	\$ 0.59
Net realized and unrealized gain on investments	4,035,224	0.45

-----  
September 30, 2004  
-----

Investment income	6,114,817	
Net investment income	4,820,764	0.54
Net realized and unrealized loss on investments	4,213,401	0.47

-----  
December 31, 2004  
-----

Investment income	5,778,088	
Net investment income	4,084,501	0.45
Net realized and unrealized loss on investments	11,185,913	1.25

### 7. AGGREGATE REMUNERATION PAID TO OFFICERS, TRUSTEES AND THEIR AFFILIATED PERSONS

During 2004, the Trust paid its Trustees aggregate remuneration of \$146,286. The Trust does not pay any compensation to any of its Trustees who are "interested persons" (as defined by the Investment Company Act of 1940, as amended [the "40 Act"]) of the Trust. Accordingly, the Trust classifies Messers. Reese and Joyal as "interested persons" of the Trust.

All of the Trust's officers are employees of Babson Capital or MassMutual. Pursuant to the Investment Services Contract, the Trust does not compensate its officers who are employees of Babson Capital or MassMutual.

MassMutual and Babson Capital are "affiliated persons" (as defined by the 40 Act) of Mr. Reese, one of the Trust's Trustees. The Trust did not make any payments to Babson Capital during 2004, other than amounts payable to Babson Capital pursuant to the Investment Services Contract. During 2004, the Trust paid the following amounts to MassMutual, exclusive of interest expense on the Note explained in Footnote 4A:

Preparation of the Trust's Quarterly and Annual Reports to Shareholders	\$12,427
Preparation of the Certain of the Trust's Shareholder communications	1,560
Preparation of the Trust's Annual Proxy Statements	1,167
	-----
	\$15,154
	-----

### 8. CONTINGENCIES

In connection with an industry-wide sweep examination of investment company performance fees that was initiated in May of 2004, the staff of the Securities and Exchange Commission ("Staff") has questioned whether the Trust's investment advisory fee fully complies with Section 205 of the Investment Advisers Act of 1940 and SEC regulations concerning performance fees. Retroactive adjustment to the calculation methodology for the period since July 1, 1988 (the period during which the Performance Adjustment has been in effect) using the methodology identified by the Staff would result in a reduction in aggregate investment

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

advisory fees for that period. Babson and the Trust are cooperating with the Staff's review of this matter. Babson has estimated that the net reduction in aggregate investment advisory fees for the period beginning July 1, 1988 and ending June 30, 2004 would be \$176,223, which represents less than 1% of the aggregate fees over that time period. Babson has voluntarily reduced its investment advisory fee by this amount for the quarter ended December 31, 2004. Pending resolution of the issue Babson has also voluntarily agreed to waive, for each quarter beginning July 1, 2004, the amount, if any, by which (A) the investment advisory fee calculated in the manner described in the Investment Services Contract exceeds (B) the sum of (i) 5/16 of 1% times the ending net asset value for that quarter plus or minus (ii) the Performance Adjustment applied against the average quarter end net assets for the Trust for the twelve-quarter period ending on such quarter. Babson believes that the likelihood that this matter will have a material adverse financial impact on the Trust or negatively impact Babson's ability to provide investment services to the Trust is remote.

The Trust, together with other investors including MassMutual, is a plaintiff in litigation connected in connection with private placement investments made by the Trust in Sharp International Corporation ("Sharp"). Three managing shareholders of Sharp, which is currently being liquidated in Chapter 11 liquidation proceedings, have pleaded guilty to criminal fraud charges. Two separate civil lawsuits were brought in New York state court in an attempt to recover damages for lost investment funds from Sharp's working capital lender and auditors. The first lawsuit involving Sharp's working capital lender was dismissed prior to trial. An appeal of this dismissal was unsuccessful. The second lawsuit against Sharp's auditors is continuing. The parties to this lawsuit, including the Trust, have submitted the matters which are the subject of the lawsuit to a non-binding mediation proceedings. The mediation proceedings were unsuccessful. The trial for this lawsuit is scheduled to begin in April, 2005. The Trust is unable to estimate any potential recovery from this lawsuit as of December 31, 2004.

### 9. CERTIFICATIONS

As required under New York Stock Exchange ("NYSE") Corporate Governance Rules, the Trust's principal executive officer has certified to the NYSE that he was not aware, as of the certification date, of any violation by the Trust of the NYSE's Corporate Governance listing standards. In addition, as required by Section 302 of the Sarbanes-Oxley Act of 2002 and related SEC rules, the Trust's principal executive and principal financial officers have made quarterly certifications, included in filings with the Securities and Exchange Commission on Forms N-CSR and N-Q, relating to, among other things, the fund's disclosure controls and procedures and internal control over financial reporting, as applicable.

39

MassMutual Corporate Investors

#### INTERESTED TRUSTEES

NAME (AGE), ADDRESS	POSITION WITH THE TRUST	OFFICE TERM/LENGTH OF TIME SERVED	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	PO OV IN CO
Stuart H. Reese* (49) Massachusetts Mutual Life Insurance Company	Trustee  Chairman	3 years/ 1 year, 10 months	Executive Vice President and Chief Investment Officer (since 1999) of	



Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

1295 State Street  
Springfield, MA 01111

(since 1999)

1 year/  
7 months

MassMutual; Chairman and CEO (since 2000), Director (2000-2004), Member of the Board of Managers (since 2004), and President (2000-2001 and 2003-2005) of Babson; Chief Executive Director (1997-1999), Senior Vice President (1993-1997) of MassMutual.

\*Mr. Reese is an "interested person" of the Trust (as defined in the Investment Company Act of 1940, amended) because of his position as an Officer of the Trust, an Executive Officer of MassMutual and Chairman, Member of the Board of Managers and CEO of Babson.

Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

MassMutual Corporate Investors

INTERESTED TRUSTEES

NAME (AGE), ADDRESS	POSITION WITH THE TRUST	OFFICE TERM/LENGTH OF TIME SERVED	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	PO OV IN CO
Robert E. Joyal** (60) MassMutual Corporate Investors 1500 Main Street Suite 600 Springfield, MA 01115	Trustee (since 2003)	3 years/ 10 months	President (2001-2003), Managing Director (2000-2001) and Executive Director (1999-2000) of Babson; Executive Director (1997-1999) of MassMutual.	

\*\*Mr. Joyal retired as President of Babson in June 2003. He continues to serve as a director or trustee of several entities affiliated with MassMutual, Babson's indirect parent company. Accordingly, the Trust classifies Mr. Joyal as an "interested person" of the Trust and Babson (as defined in the Investment Company Act of 1940, amended).

41

MassMutual Corporate Investors

INDEPENDENT TRUSTEES

NAME (AGE), ADDRESS	POSITION WITH THE TRUST	OFFICE TERM/LENGTH OF TIME SERVED	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	PO OV IN CO

Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Donald E. Benson (74) MassMutual Corporate Investors 1500 Main Street Suite 600 Springfield, MA 01115	Trustee (since 1986)	3 years/ 10 months	Executive Vice President and Director (since 1992), Marquette Financial Companies (financial services); Partner (since 1996), Benson Family Limited Partnership No. 1 and Benson Family Limited Partnership No. 2 (investment partnerships); Partner (1987-2004), Benson, Pinckney, Oates Partnership (building partnership).
--	-------------------------	-----------------------	--

---

Donald Glickman (71) MassMutual Corporate Investors 1500 Main Street Suite 600 Springfield, MA 01115	Trustee (since 1992)	3 years/ 10 months	Chairman (since 1992), Donald Glickman and Company, Inc. (investment banking); Partner (since 1992), J.F. Lehman & Co. (private investments).
---	-------------------------	-----------------------	--

42

MassMutual Corporate Investors

INDEPENDENT TRUSTEES

NAME (AGE), ADDRESS	POSITION WITH THE TRUST	OFFICE TERM/LENGTH OF TIME SERVED	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	PO OV IN CO
----- Martin T. Hart (69) MassMutual	Trustee (since 1991)	3 years/ 1 year,	Private Investor; President and Director (since 1983),	

Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Corporate Investors 10 months H Corporation.  
 1500 Main Street  
 Suite 600  
 Springfield, MA 01115

---

Steven A. Kandarian (52) MassMutual Corporate Investors 1500 Main Street Suite 600 Springfield, MA 01115	Trustee (since 2002)	3 years/ 2 years, 10 months	Consultant, financial services (since 2004); Executive Director (2001- 2004); Pension Benefit Guaranty Corp., (a Federal pension agency); Managing Director (1993-2001), Orion Partners, L.P. (a private equity fund).
---	-------------------------	-----------------------------------	--

43

MassMutual Corporate Investors

INDEPENDENT TRUSTEES

NAME (AGE), ADDRESS	POSITION WITH THE TRUST	OFFICE TERM/LENGTH OF TIME SERVED	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	PO OV IN CO
<hr/>				
Jack A. Laughery (70) MassMutual Corporate Investors 1500 Main Street Suite 600 Springfield, MA 01115	Trustee (since 1996)	3 years/ 2 years, 10 months	President and Partner (since 1996), Laughery Investments.	

Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Corine T. Norgaard (67) MassMutual Corporate Investors 1500 Main Street Suite 600 Springfield, MA 01115	Trustee (since 1998)	3 years/ 2 years, 10 months	President (since 2004), Thompson Enterprises Real Estate Investment; Dean (1996-2004), Barney School of Business, University of Hartford.
--	-------------------------	-----------------------------------	--

44

MassMutual Corporate Investors

OFFICERS OF THE TRUST

NAME (AGE), ADDRESS	POSITION WITH THE TRUST	OFFICE TERM/LENGTH OF TIME SERVED	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS
Roger W. Crandall (40) MassMutual Corporate Investors 1500 Main Street, Suite 600 Springfield, MA 01115	President	1 year/ 7 months	President (since 2003) and Vice P Vice Chairman (since 2005), Direc Managers (since 2004), and Managi Managing Director (1993-2000) of (since 2003), MMCI Subsidiary Tru President (since 2003), Vice Pres Participation Investors.
Clifford M. Noreen (47) MassMutual Corporate Investors 1500 Main Street, Suite 600 Springfield, MA 01115	Vice President	1 year/ 7 months	Vice President (since 1993) of th 2000) of Babson; Managing Directo President (since 1993), MassMutua
Stephen L. Kuhn (58) MassMutual Corporate Investors 1500 Main Street, Suite 600 Springfield, MA 01115	Vice President and Secretary	1 year/ 7 months	Vice President (since 1989) and S General Counsel and Clerk (since President (since 1999), Deputy Ge Assistant Secretary (since 1996) 1998), MMCI Subsidiary Trust and

Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

President and Secretary (since 1999) of MassMutual Corporate Investors.

---

Charles C. McCobb, Jr. (61) MassMutual Corporate Investors 1500 Main Street, Suite 600 Springfield, MA 01115	Vice President and Chief Financial Officer	1 year/ 7 months	Chief Financial Officer (since 1999) of the Trust; Managing Director (1997-1999) of MassMutual Corporate Investors; Treasurer and Chief Financial Officer of the Trust and MMPI Subsidiary Trust (1998) and Vice-President (since 1999) of MassMutual Corporate Investors.
--	--	---------------------	--

---

John T. Davitt, Jr. (37) MassMutual Corporate Investors 1500 Main Street, Suite 600 Springfield, MA 01115	Comptroller	1 year/ 7 months	Comptroller (since 2001) of the Trust; Associate Director (1997-1999) of MassMutual Corporate Investors; Comptroller (since 2001) of MassMutual Corporate Investors.
---	-------------	---------------------	--

---

James M. Roy (42) MassMutual Corporate Investors 1500 Main Street, Suite 600 Springfield, MA 01115	Treasurer	1 year/ 7 months	Treasurer (since 2003) and Associate Treasurer (since 2000) of the Trust; Director (since 2000) of MassMutual Corporate Investors (1996-1999) of MassMutual Corporate Investors; Controlling Director of the Trust and MMPI Subsidiary Trust (2003), Associate Treasurer (1999-2003) of MassMutual Corporate Investors.
--	-----------	---------------------	---

---

Mary Ellen Wesneski (54) MassMutual Corporate Investors 1500 Main Street, Suite 600 Springfield, MA 01115	Chief Compliance Officer	1 year/ 7 months	Chief Compliance Officer (since 2004) of MassMutual Corporate Investors; Director (since 1999) of Babson, Inc. (2004) of MassMutual Participation Trust.
---	--------------------------------	---------------------	--

45

MassMutual Corporate Investors

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Shareholders and Board of Trustees of MassMutual Corporate Investors

We have audited the accompanying statement of assets and liabilities of MassMutual Corporate Investors (the "Trust"), including the schedule of investments, as of December 31, 2004, and the related statements of operations and cash flows, the statement of changes in net assets, and the financial highlights for the year then ended. These financial statements and financial highlights are the responsibility of the Trust's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audit. The statement of changes in net assets for the year ended December 31, 2003 and financial highlights for each of the years in the four-year period ended December 31, 2003 were audited by the Trust's previous auditors whose report, dated February 6, 2004, expressed an unqualified opinion on that financial statement and those financial highlights.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included verification of securities owned as of December 31, 2004 by counting of securities at the custodian and confirmation of securities owned as of December 31, 2004, by correspondence with the custodian and brokers, or by other appropriate auditing procedures. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of MassMutual Corporate Investors as of December 31, 2004, and the results of its operations, its cash flows, the changes in its net assets, and the financial highlights for the year then ended in conformity with accounting principles generally accepted in the United States of America.

/s/ KPMG LLP

February 7, 2005

46

MassMutual Corporate Investors

[PHOTO APPEARS HERE]

Members of the Board of Trustees

Donald Glickman  
Chairman, Donald Glickman  
& Company, Inc.

Robert E. Joyal  
Retired President of  
Babson Capital Management LLC

Jack A. Laughery  
President and Partner,  
Laughery Investments

Steven A. Kandarian  
Consultant, financial services  
Donald E. Benson\*  
Executive Vice President  
and Director,  
Marquette Financial Companies

Corine T. Norgaard\*  
President, Thompson Enterprises  
Real Estate Investment

Stuart H. Reese  
Executive Vice President and  
Chief Investment Officer,  
Massachusetts Mutual  
Life Insurance Company

Martin T. Hart\*

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Private Investor

\*Member of the Audit Committee

### DIVIDEND REINVESTMENT AND SHARE PURCHASE PLAN

MassMutual Corporate Investors offers a Dividend Reinvestment and Share Purchase Plan. The Plan provides a simple 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. A shareholder may join the Plan by filling out and mailing an authorization card to Shareholder Financial Services, Inc., the Transfer Agent. Participating shareholders will continue to participate until they notify the Transfer Agent, in writing, of their desire to terminate participation. Unless a shareholder elects to participate in the Plan, he or she will, in effect, have elected to receive dividends and distributions in cash.

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 \$10 nor more than \$5,000 per quarter.

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 Shareholder Financial Services, Inc., Agent for MassMutual Corporate Investors' Dividend Reinvestment and Share Purchase Plan, P.O. Box 173673, Denver, CO 80217-3673.

### OFFICERS

Stuart H. Reese  
Chairman

Roger W. Crandall  
President

Charles C. McCobb, Jr.  
Vice President & Chief



Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Financial Officer

Stephen L. Kuhn  
Vice President & Secretary

Michael P. Hermsen  
Vice President

Mary Wilson Kibbe  
Vice President

Michael L. Klofas  
Vice President

Clifford M. Noreen  
Vice President

Richard E. Spencer, II  
Vice President

James M. Roy  
Treasurer

John T. Davitt, Jr.  
Comptroller

Mary Ellen Wesneski  
Chief Compliance Officer

[LOGO]

# Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

MassMutual Corporate Investors

DB1035 205

ITEM 2. CODE OF ETHICS.

The Registrant adopted a Code of Ethics for Senior Financial Officers (the "Code") on October 17, 2003, which is available on the Registrant's website at [www.babsoncapital.com/mci](http://www.babsoncapital.com/mci). During the period covered by this Form N-CSR, there were no amendments to, or waivers from, the Code.

ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

The Registrant's Board of Trustees has determined that Mr. Donald E. Benson, a Trustee of the Registrant and a member of its Audit Committee, is an audit committee financial expert. Mr. Benson is "independent" for purposes of this Item 3 as required by applicable regulation.

ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

FEES BILLED TO THE REGISTRANT

	KPMG LLP Year Ended December 31, 2004	Deloitte & Touche LLP* Year Ended December 31, 2003
	-----	-----
Audit Fees	\$ 32,500	\$ 60,500
Audit-Related Fees	5,000	5,500
Tax Fees	8,500	7,400
All Other Fees	0	0
	-----	-----
Total Fees	\$ 46,000	\$ 73,400
	=====	=====

NON-AUDIT FEES BILLED TO BABSON AND MASSMUTUAL

	KPMG LLP Year Ended December 31, 2004	Deloitte & Touche LLP* Year Ended December 31, 2003
	-----	-----
Audit-Related Fees	\$ 406,900	\$ 340,000
Tax Fees	35,138	35,100
All Other Fees	400,000	5,000
	-----	-----
Total Fees	\$ 842,038	\$ 380,100
	=====	=====

\*Deloitte & Touche LLP ("D&T") was the Registrant's independent auditors for the 2003 fiscal year audit. KPMG LLP ("KPMG") was the Registrant's independent auditors for the 2004 fiscal year audit.

The category "Audit Related Fees" reflects fees billed by KPMG or D&T for services related to the audit and other assurance services performed in connection with the audit engagements of the Registrant, Babson Capital Management LLC ("Babson") and Massachusetts Mutual Life Insurance Company ("MassMutual"). Preparation of Federal, state and local income tax and compliance work are representative of the fees

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

billed in the "Tax Fees" category. The category "All Other Fees" represents fees billed by KPMG or D&T for various non-audit and non-tax services rendered to Babson and MassMutual, such as SAS 70 review, agreed upon procedures reports, and tax consulting.

The Sarbanes-Oxley Act of 2002 and its implementing regulations allows the Registrant's Audit Committee to establish a pre-approval policy for certain services rendered by the Registrant's independent accountants. During 2004, the Registrant's Audit Committee approved all of the services rendered to the Registrant by KPMG and did not rely on such a pre-approval policy for any such services.

The Audit Committee reviewed the aggregate fees billed for professional services rendered by KPMG for the Registrant and for the non-audit services provided to Babson, and Babson's parent, MassMutual. As part of this review, the Audit Committee considered whether the provision of such non-audit services were compatible with maintaining the principal accountant's independence.

### ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

The Registrant maintains an Audit Committee composed exclusively of Trustees of the Registrant who qualify as "independent" Trustees under the current listing standards of the New York Stock Exchange and the rules of U.S. Securities and Exchange Commission. The Committee operates pursuant to a written Audit Committee Charter, which is available (1) on the Registrant's website, [www.babsoncapital.com/mpv](http://www.babsoncapital.com/mpv); and (2) without charge, upon request, by calling, toll-free 866-399-1516. The current members of the Audit Committee are Donald E. Benson, Martin T. Hart, and Corine T. Norgaard.

### ITEM 6. SCHEDULE OF INVESTMENTS

Not applicable for this filing.

### ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED END MANAGEMENT INVESTMENT COMPANIES.

The Registrant's Board of Trustees has delegated proxy voting responsibilities relating to voting securities held by the Registrant to its investment adviser, Babson Capital Management LLC ("Babson"). A summary of Babson's proxy voting policies and procedures is set forth below.

#### Summary of Babson's Proxy Voting Policy

-----

Babson views the voting of proxies as an integral part of its investment management responsibility and believes, as a general principle, that proxies should be voted solely in the best interests of its clients (i.e. prudently and in a manner believed by Babson to best protect and enhance an investor's returns). To implement this general principle, it is Babson's policy to generally vote proxies in accordance with the recommendations of Institutional Shareholder Services ("ISS"), a recognized authority on proxy voting and corporate governance, or, in cases where ISS has not made any recommendations with respect to a proxy, in accordance with ISS's proxy voting guidelines.

Babson recognizes, however, that there may be times when Babson believes that it will be in the best interests of clients holding the

## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

securities to (1) vote against ISS's recommendations or (2) in cases where ISS has not provided Babson with any recommendations with respect to a proxy, vote against ISS's proxy voting guidelines. Babson may vote, in whole or part, against ISS's recommendations or ISS's proxy voting guidelines, as applicable, if such vote is authorized by the Policy. The procedures set forth in the Policy are designed to ensure that votes against ISS's recommendations or proxy voting guidelines have been made in the best interests of clients and are not the result of any material conflict of interest (a "Material Conflict").

### Summary of Babson's Proxy Voting Procedures

-----

Babson has (1) established a Proxy Committee that is responsible for the implementation and governance of the Policy and (2) designated Proxy Administrators who will receive and post proxies for voting with ISS. In accordance with the Policy, Babson will generally vote all client proxies in accordance with ISS's recommendation or proxy voting guidelines, unless a person authorized by the Proxy Committee (each a "Proxy Analyst") determines that it is in its clients' best interest to vote against ISS's recommendation or proxy voting guidelines. In these cases, Babson will vote against ISS's recommendation or proxy voting guidelines, so long as no other Proxy Analyst reviewing such proxy disagrees with such recommendation, and no known Material Conflict is identified by the Proxy Analyst(s) or the Proxy Administrator. Otherwise, the proxy is to be submitted to a member of the Proxy Committee, who shall determine how to vote the proxy unless (i) the Proxy Administrator has identified a Babson Material Conflict or (ii) said Proxy Committee member has identified a Material Conflict. In such cases, the proxy shall be submitted to the Proxy Committee, which may authorize a vote against ISS's recommendation or proxy voting guidelines only if the Proxy Committee determines that such vote is in the clients' best interests.

No employee, officer or director of Babson or its affiliates (other than those assigned such responsibilities under the Policy) may influence how Babson votes any proxy, unless such person has been requested to provide such assistance by a Portfolio Manager or Proxy Committee member and has disclosed any known Material Conflict. Any pre-vote communications prohibited by the Policy shall be reported to the Proxy Committee member prior to voting and to Babson's General Counsel.

### Obtaining a Copy of the Policy

-----

The full text of Babson's Policy is available (1) without charge, upon request, by calling 1-866-399-1516 or (2) on the Registrant's website, [www.babsoncapital.com/mci](http://www.babsoncapital.com/mci).

#### ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES

Not Applicable for this filing.

#### ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

Not Applicable for this filing.

#### ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

Not Applicable for this filing.

ITEM 11. CONTROLS AND PROCEDURES.

- (a) The principal executive officer and principal financial officer of the Registrant evaluated the effectiveness of the Registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 (the "Act")) as of a date within 90 days of the filing date of this report and based on that evaluation have concluded that such disclosure controls and procedures are effective to provide reasonable assurance that material information required to be disclosed by the Registrant on Form N-CSR is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.
- (b) There were no changes in the Registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Act) during the Registrant's second fiscal half-year that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

ITEM 12. EXHIBITS.

- (a) (1) ANY CODE OF ETHICS, OR AMENDMENTS THERETO, THAT IS THE SUBJECT OF DISCLOSURE REQUIRED BY ITEM 2, TO THE EXTENT THAT THE REGISTRANT INTENDS TO SATISFY THE ITEM 2 REQUIREMENTS THROUGH THE FILING OF AN EXHIBIT.

None.

- (a) (2) A SEPARATE CERTIFICATION FOR EACH PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER OF THE REGISTRANT AS REQUIRED BY RULE 30a-2 UNDER THE ACT.

Attached hereto as EX-99.31.1  
Attached hereto as EX-99.31.2

- (a) (3) ANY WRITTEN SOLICITATION TO PURCHASE SECURITIES UNDER RULE 23c-1 UNDER THE ACT (17 CFR 270.23c-1) SENT OR GIVEN DURING THE PERIOD COVERED BY THE REPORT BY OR ON BEHALF OF THE REGISTRANT TO 10 OR MORE PERSONS.

Not Applicable for this filing.

- (b) CERTIFICATIONS PURSUANT TO RULE 30a-2(b) UNDER THE ACT.

Attached hereto as EX-99.32

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant): MassMutual Corporate Investors  
-----

By: /s/ Roger W. Crandall

Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form N-CSR

-----  
Roger W. Crandall, President  
-----

Date: March 4, 2005  
-----

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

By: /s/ Roger W. Crandall  
-----  
Roger W. Crandall, President  
-----

Date: March 4, 2005  
-----

By: /s/ Charles C. McCobb, Jr.  
-----  
Charles C. McCobb, Jr., Vice  
President, and Chief Financial Officer  
-----

Date: March 4, 2005  
-----