

BABSON CAPITAL CORPORATE INVESTORS
Form N-Q
May 29, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-Q

Quarterly Schedule of Portfolio Holdings of
Registered Management Investment Company

Investment Company Act file number 811-02183

Babson Capital Corporate Investors

(Exact name of registrant as specified in charter)

1500 Main Street, Springfield, MA 01115

(Address of principal executive offices) (Zip code)

Christopher A. DeFrancis, Vice President, Secretary and Chief Legal Officer
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: 03/31/15

CONSOLIDATED SCHEDULE OF INVESTMENTS

March 31, 2015

(Unaudited)

| Corporate Restricted Securities - 86.39%: (A) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|--|---|------------------|--------------|--------------|
| Private Placement | | | | |
| Investments - 65.59% | | | | |
| 1492 Acquisition LLC | | | | |
| A leading producer of premium Italian cured meats and deli meats in the U.S. | | | | |
| 14% Senior Subordinated | | | | |
| Note due 10/17/2019 | \$ 1,634,104 | 10/17/12 | \$ 1,609,933 | \$ 1,612,560 |
| Limited Liability Company | | | | |
| Unit Class A Common (B) | 27,273 uts. | 10/17/12 | 27,273 | — |
| Limited Liability Company | | | | |
| Unit Class A Preferred (B) | 245 uts. | 10/17/12 | 245,450 | 200,727 |
| | | | 1,882,656 | 1,813,287 |
| A S C Group, Inc. | | | | |
| A designer and manufacturer of high reliability encryption equipment, communications products, computing systems and electronic components primarily for the military and aerospace sectors. | | | | |
| 14% Senior Subordinated | | | | |
| Note due 12/21/2020 | \$ 1,981,937 | 12/20/13 | 1,947,838 | 2,001,757 |
| Limited Liability Company | | | | |
| Unit Class A (B) | 5,843 uts. | * | 290,317 | 585,715 |
| Limited Liability Company | | | | |
| Unit Class B (B) | 2,793 uts. | 10/09/09 | 100,114 | 279,976 |
| | | | 2,338,269 | 2,867,448 |
| * 10/09/09 and 12/20/13. | | | | |
| A W X Holdings Corporation | | | | |
| A provider of aerial equipment rental, sales and repair services to non-residential construction and maintenance contractors operating in the State of Indiana. | | | | |
| 10.5% Senior Secured Term | | | | |
| Note due 05/15/2015 (D) | \$ 735,000 | 05/15/08 | 724,402 | 367,500 |
| 13% Senior Subordinated Note | | | | |
| due 05/15/2015 (D) | \$ 735,000 | 05/15/08 | 673,096 | — |
| Common Stock (B) | 105,000 shs. | 05/15/08 | 105,000 | — |
| Warrant, exercisable until | | | | |
| 2015, to purchase | | | | |
| common stock at \$.01 per share | | | | |
| (B) | 36,923 shs. | 05/15/08 | 62,395 | — |
| | | | 1,564,893 | 367,500 |
| ABC Industries, Inc. | | | | |
| A manufacturer of mine and tunneling ventilation products in the U.S. | | | | |
| | \$ 436,364 | 08/01/12 | 402,672 | 440,727 |

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| | | | | |
|---|--------------|----------|-----------|-----------|
| 13% Senior Subordinated Note due 07/31/2019 | | | | |
| Preferred Stock Series A (B) | 300,000 shs. | 08/01/12 | 300,000 | 642,693 |
| Warrant, exercisable until 2022, to purchase common stock at \$.02 per share | | | | |
| (B) | 53,794 shs. | 08/01/12 | 101,870 | 109,970 |
| | | | 804,542 | 1,193,390 |
| ACP Cascade Holdings LLC A manufacturer and distributor of vinyl windows and patio doors throughout the northwestern United States. | | | | |
| Limited Liability Company Unit | | | | |
| Class B (B) | 64 uts. | 11/09/12 | — | — |
| Advanced Manufacturing Enterprises LLC A designer and manufacturer of large, custom gearing products for a number of critical customer applications. | | | | |
| 14% Senior Subordinated Note due 12/17/2018 | | | | |
| | \$ 2,723,077 | 12/07/12 | 2,694,079 | 2,750,308 |
| Limited Liability Company Unit | | | | |
| (B) | 3,434 uts. | * | 343,385 | 482,359 |
| * 12/07/12 and 07/11/13. | | | 3,037,464 | 3,232,667 |

Babson Capital Corporate Investors

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2015

(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|---|---|---------------------|-----------|---------------|
| Advanced Technologies Holdings | | | | |
| A provider of factory maintenance services to industrial companies. | | | | |
| Preferred Stock Series A (B) | 626 shs. | 12/27/07 | \$309,806 | \$953,575 |
| Convertible Preferred Stock Series B (B) | 52 shs. | 01/04/11 | 40,800 | 79,950 |
| | | | 350,606 | 1,033,525 |
| AFC - Dell Holding Corporation | | | | |
| A distributor and provider of inventory management services for "C-Parts" used by OEMs in their manufacturing and production facilities. | | | | |
| 12.5% Senior Subordinated Note due 09/27/2020 | | | | |
| | \$ 2,396,739 | 03/27/15 | 2,348,888 | 2,395,795 |
| Preferred Stock (B) | 2,276 shs. | 03/27/15 | 227,558 | 216,180 |
| Common Stock (B) | 703 shs. | 03/27/15 | 703 | 668 |
| | | | 2,577,149 | 2,612,643 |
| Airxcel Holdings | | | | |
| A leading manufacturer of a broad range of climate control solutions, including air-conditioners, heat pumps, cooking appliances, furnaces, powered vents, and water heaters. | | | | |
| 12.5% Senior Subordinated Note due 11/18/2020 | | | | |
| | \$ 2,933,185 | 11/18/14 | 2,877,302 | 2,978,251 |
| Limited Liability Company Unit | 583 uts. | 11/18/14 | 583,000 | 583,839 |
| | | | 3,460,302 | 3,562,090 |
| American Hospice Management Holding LLC | | | | |
| A for-profit hospice care provider in the United States. | | | | |
| 12% Senior Subordinated Note due 03/31/2020 (D) | | | | |
| | \$ 2,337,496 | * | 2,337,236 | 2,337,496 |
| Preferred Class A Unit (B) | 3,223 uts. | ** | 322,300 | — |
| Preferred Class B Unit (B) | 1,526 uts. | 06/09/08 | 152,626 | 154,997 |
| Common Class B Unit (B) | 30,420 uts. | 01/22/04 | 1 | — |
| Common Class D Unit (B) | 6,980 uts. | 09/12/06 | 1 | — |
| | | | 2,812,164 | 2,492,493 |
| * 01/22/04 and 06/09/08. | | | | |
| ** 01/22/04 and 09/16/06. | | | | |
| AMS Holding LLC | | | | |
| A leading multi-channel direct marketer of high-value collectible coins and proprietary-branded jewelry and watches. | | | | |
| Limited Liability Company Unit Class A Preferred (B) | 273 uts. | 10/04/12 | 272,727 | 826,455 |

Animal Supply Company

A distributor of pet products to independent pet stores, veterinary clients and other pet specialty retailers.

9.5% Senior Subordinated

| | | | | |
|---------------------|--------------|----------|-----------|-----------|
| Note due 09/05/2019 | \$ 3,500,000 | 03/30/15 | 3,447,565 | 3,447,033 |
|---------------------|--------------|----------|-----------|-----------|

Arch Global Precision LLC

A leading manufacturer of high tolerance precision components and consumable tools.

Limited Liability Company

| | | | | |
|------------------|---------|----------|--------|---------|
| Unit Class B (B) | 60 uts. | 12/21/11 | 85,250 | 289,833 |
|------------------|---------|----------|--------|---------|

Limited Liability Company

| | | | | |
|------------------|----------|----------|---------|-----------|
| Unit Class C (B) | 690 uts. | 12/21/11 | 664,750 | 2,887,206 |
| | | | 750,000 | 3,177,039 |

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2015

(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|--|--|---------------------|--------------|--------------|
| ARI Holding Corporation | | | | |
| A leading national supplier of products used primarily by specialty contractors. | | | | |
| 11.5% Senior Subordinated Note due 02/01/2020 | \$ 3,396,394 | * | \$ 3,347,555 | \$ 3,437,699 |
| Limited Partnership Interest * 05/21/13 and 08/01/14. | 1,048 uts. | 08/01/14 | 1,047,900 | 1,011,502 |
| | | | 4,395,455 | 4,449,201 |
| Arrow Tru-Line Holdings, Inc. | | | | |
| A manufacturer of hardware for residential and commercial overhead garage doors in North America. | | | | |
| Preferred Stock (B) | 51 shs. | 10/16/09 | 50,670 | 198,715 |
| Common Stock (B) | 402 shs. | 05/18/05 | 401,555 | 121,619 |
| Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B) | 105 shs. | 05/18/05 | 90,532 | 31,883 |
| | | | 542,757 | 352,217 |
| Avantech Testing Services LLC | | | | |
| A manufacturer of custom Non-Destructive Testing ("NDT") systems and provider of NDT and inspections services primarily to the oil country tubular goods market. | | | | |
| 15% Senior Subordinated Note due 07/31/2021 | \$ 1,025,206 | 07/31/14 | 1,006,848 | 886,711 |
| Limited Liability Company Unit | 75,000 uts. | 07/31/14 | 750,000 | 680,510 |
| | | | 1,756,848 | 1,567,221 |
| Blue Wave Products, Inc. | | | | |
| A distributor of pool supplies. | | | | |
| 10% Senior Secured Term Note due 09/30/2018 | \$ 625,532 | 10/12/12 | 617,307 | 625,532 |
| 13% Senior Subordinated Note due 09/30/2019 | \$ 732,765 | 10/12/12 | 692,967 | 747,420 |
| Common Stock (B) | 114,894 shs. | 10/12/12 | 114,894 | 294,116 |
| Warrant, exercisable until 2022, to purchase common stock at \$.01 per share (B) | 45,486 shs. | 10/12/12 | 45,486 | 116,439 |
| | | | 1,470,654 | 1,783,507 |
| BP SCI LLC | | | | |
| A leading value-added distributor of branded pipes, valves, and fittings (PVF) to diversified end markets. | | | | |

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| | | | | |
|---|------------|----------|---------|-----------|
| Limited Liability Company Unit Class A (B) | 1,000 uts. | 10/17/12 | 100,000 | 634,596 |
| Limited Liability Company Unit Class B (B) | 400 uts. | 10/17/12 | 400,000 | 521,059 |
| | | | 500,000 | 1,155,655 |

Bravo Sports Holding Corporation

A designer and marketer of niche branded consumer products including canopies, trampolines, in-line skates, skateboards, and urethane wheels.

12.5% Senior Subordinated Note due

| | | | | |
|---|--------------|----------|-----------|-----------|
| 06/30/2015 | \$ 2,281,593 | 06/30/06 | 2,280,357 | 2,281,593 |
| Preferred Stock Class A (B) | 879 shs. | 06/30/06 | 268,121 | — |
| Common Stock (B) | 1 sh. | 06/30/06 | 286 | — |
| Warrant, exercisable until 2015, to purchase common stock at \$.01 per share (B) | 309 shs. | 06/30/06 | 92,102 | — |
| | | | 2,640,866 | 2,281,593 |

Babson Capital Corporate Investors

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2015

(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|---|--|---------------------|--------------|--------------|
| CG Holdings Manufacturing Company | | | | |
| A coating provider serving the automotive, agricultural, heavy truck and other end markets. | | | | |
| 13% Senior Subordinated Note | | | | |
| 11/01/2019 | \$ 3,390,252 | * | \$ 3,231,966 | \$ 3,472,549 |
| Preferred Stock (B) | 3,241 shs. | * | 324,054 | 356,003 |
| Preferred Stock (B) | 1,174 shs. | * | 116,929 | 128,983 |
| Common Stock (B) | 337 shs. | * | 35,673 | 119,680 |
| Warrant, exercisable until 2023, to purchase common stock at \$.01 per share (B) | 137 shs. | * | 13,033 | 48,693 |
| * 05/09/13 and 11/01/13. | | | 3,721,655 | 4,125,908 |
| CHG Alternative Education Holding Company | | | | |
| A leading provider of publicly-funded, for profit pre-K-12 education services targeting special needs children at therapeutic day schools and "at risk" youth through alternative education programs. | | | | |
| 13.5% Senior Subordinated Note due 01/19/2018 | | | | |
| | \$ 2,278,120 | 01/19/11 | 2,210,908 | 2,278,120 |
| 14% Senior Subordinated Note due 08/03/2019 | | | | |
| | \$ 593,565 | 08/03/12 | 585,366 | 599,501 |
| Common Stock (B) | 1,125 shs. | 01/19/11 | 112,500 | 161,873 |
| Warrant, exercisable until 2021, to purchase common stock at \$.01 per share (B) | 884 shs. | 01/19/11 | 87,750 | 127,242 |
| | | | 2,996,524 | 3,166,736 |
| Church Services Holding Company | | | | |
| A provider of diversified residential services to homeowners in the Houston, Dallas, and Austin markets. | | | | |
| 14.5% Senior Subordinated Note due 03/26/2018 | | | | |
| | \$ 1,274,295 | 03/26/12 | 1,249,367 | 1,274,295 |
| 10% Senior Subordinated Note due 09/12/2015 | | | | |
| | \$ 20,045 | 09/15/14 | 20,045 | 20,079 |
| Common Stock (B) | 3,981 shs. | * | 398,100 | 342,411 |
| Warrant, exercisable until 2022, to purchase common stock at \$.01 per share (B) | 172 shs. | 03/26/12 | 17,220 | 14,794 |

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* 03/26/12, 05/25/12 and 06/19/12. 1,684,732 1,651,579

Clarion Brands Holding Corp.

A portfolio of six over-the-counter (OTC) pharmaceutical brands whose products are used to treat tinnitus or ringing of the ear, excessive sweating, urinary tract infections, muscle pain, and skin conditions.

12.5% Senior Subordinated Note due

| | | | | |
|------------------|--------------|----------|-----------|-----------|
| 09/30/2021 | \$ 3,205,726 | 10/01/14 | 3,145,014 | 3,240,788 |
| Common Stock (B) | 3,182 | 10/01/14 | 318,182 | 206,820 |
| | | | 3,463,196 | 3,447,608 |

Clough, Harbour and Associates

An engineering service firm that is located in Albany, NY.

| | | | | |
|---------------------|----------|----------|---------|---------|
| Preferred Stock (B) | 277 shs. | 12/02/08 | 276,900 | 729,198 |
|---------------------|----------|----------|---------|---------|

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2015

(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|--|---|------------------|----------------------|----------------------|
| C o m p a s s C h e m i c a l | | | | |
| International LLC | | | | |
| A manufacturer and supplier of standard and specialty formulated chemicals, primarily phosphoric acid derivatives called phosphonates. | | | | |
| 13% Senior Subordinated Note due 10/4/2020 | \$ 3,037,681 | 03/04/15 | \$ 2,977,174 | \$ 3,055,478 |
| Limited Liability Company Unit | 467 uts. | 03/04/15 | 466,700 3,443,874 | 443,365 3,498,843 |
| C o n n e c t i c u t E l e c t r i c , I n c . | | | | |
| A supplier and distributor of electrical products sold into the retail and wholesale markets. | | | | |
| Limited Liability Company Unit Class A (B) | 156,046 uts. | 01/12/07 | 156,046 | 143,137 |
| Limited Liability Company Unit Class C (B) | 112,873 uts. | 01/12/07 | 112,873 | 110,953 |
| Limited Liability Company Unit Class D (B) | 1,268,437 uts. | 05/03/10 | — | 1,444,660 |
| Limited Liability Company Unit Class E (B) | 2,081 uts. | 05/03/10 | — 268,919 | — 1,698,750 |
| C r a n e R e n t a l C o r p o r a t i o n | | | | |
| A crane rental company since 1960, headquartered in Florida. | | | | |
| 13% Senior Subordinated Note due 11/30/2015 | \$ 1,313,250 | 08/21/08 | 1,295,633 | 1,313,250 |
| Common Stock (B) | 255,000 shs. | 08/21/08 | 255,000 | 247,524 |
| Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B) | 136,070 shs. | 08/21/08 | 194,826 1,745,459 | 132,080 1,692,854 |
| C T M H o l d i n g , I n c . | | | | |
| A leading owner and operator of coin-operated children's rides, penny presses and candy kiosks in the U.S. | | | | |
| 15% Senior Subordinated Note due 11/22/2019 | \$ 2,461,586 | 11/22/13 | 2,421,597 | 2,510,818 |
| Common Stock (B) | 62,088 shs. | 11/22/13 | 886,364 | 702,183 |

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| | | | | |
|--|--------------|----------|-----------|-----------|
| | | | 3,307,961 | 3,213,001 |
| Custom Engineered Wheels, Inc. | | | | |
| A manufacturer of custom engineered, non-pneumatic plastic wheels and plastic tread cap tires used primarily for lawn and garden products and wheelchairs. | | | | |
| Preferred Stock PIK (B) | 296 shs. | 10/26/09 | 295,550 | 340,790 |
| Preferred Stock Series A (B) | 216 shs. | 10/27/09 | 197,152 | 248,994 |
| Common Stock (B) | 72 shs. | 10/26/09 | 72,238 | — |
| Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B) | 53 shs. | 10/27/09 | 48,608 | — |
| | | | 613,548 | 589,784 |
| DPL Holding Corporation | | | | |
| A distributor and manufacturer of aftermarket undercarriage parts for medium and heavy duty trucks and trailers. | | | | |
| 14% Senior Subordinated Note due 05/04/2019 | | | | |
| | \$ 3,253,895 | 05/04/12 | 3,210,812 | 3,286,434 |
| Preferred Stock (B) | 61 shs. | 05/04/12 | 605,841 | 719,447 |
| Common Stock (B) | 61 shs. | 05/04/12 | 67,316 | 340,060 |
| | | | 3,883,969 | 4,345,941 |

Babson Capital Corporate Investors

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2015

(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|--|---|------------------|--------------|--------------|
| Dunn Paper | | | | |
| A provider of specialty paper for niche product applications. | | | | |
| 11.25% Senior Subordinated Note due 06/30/2020 | | | | |
| | \$ 2,969,697 | 12/30/14 | \$ 2,912,306 | \$ 2,995,473 |
| Preferred Stock (B) | | | | |
| | 530 shs. | 12/30/14 | 530,303 | 503,785 |
| | | | 3,442,609 | 3,499,258 |
| E S P Holdco, Inc. | | | | |
| A manufacturer of power protection technology for commercial office equipment, primarily supplying the office equipment dealer network. | | | | |
| Common Stock (B) | | | | |
| | 660 shs. | 01/08/08 | 329,990 | 658,798 |
| Eatem Holding Company | | | | |
| A developer and manufacturer of savory flavor systems for soups, sauces, gravies, and other products produced by food manufacturers for retail and foodservice end products. | | | | |
| Common Stock (B) | | | | |
| | 150 shs. | 02/01/10 | 150,000 | 277,064 |
| Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B) | | | | |
| | 358 shs. | 02/01/10 | 321,300 | 660,614 |
| | | | 471,300 | 937,678 |
| ECG Consulting Group | | | | |
| A healthcare management consulting company who provides strategic, financial, operational, and technology related consulting services to healthcare providers. | | | | |
| 11.75% Senior Subordinated Note due 11/21/2020 | | | | |
| | \$ 2,632,059 | 11/19/14 | 2,574,780 | 2,668,953 |
| Limited Liability Company Unit (B) | | | | |
| | 467 uts. | 11/19/14 | 145,833 | 128,868 |
| | | | 2,720,613 | 2,797,821 |
| EPM Holding Company | | | | |
| A provider of non-discretionary regulatory driven engineering services that support mission critical safety and operational aspects of nuclear power plants. | | | | |
| 14.5% Senior Subordinated Note due 07/26/2019 | | | | |
| | \$ 883,970 | 07/26/13 | 869,882 | 901,650 |
| Common Stock | | | | |
| | 3,069 shs. | 07/26/13 | 306,947 | 475,636 |
| | | | 1,176,829 | 1,377,286 |
| ERG Holding Company LLC | | | | |

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A provider of inpatient and outpatient clinical trial services to pharmaceutical companies and contract research organizations.

13.5% Senior Subordinated

| | | | | | |
|---------------------|----|-----------|----------|-----------|-----------|
| Note due 10/04/2019 | \$ | 1,915,925 | 04/04/14 | 1,883,042 | 1,919,125 |
| Common Stock (B) | | 63 shs. | 04/04/14 | 157,314 | 157,325 |
| | | | | 2,040,356 | 2,076,450 |

F F C Holding Corporation

A leading U.S. manufacturer of private label frozen novelty and ice cream products.

Limited Liability Company

| | | | | | |
|--------------------|--|----------|----------|---------|---------|
| Unit Preferred (B) | | 512 uts. | 09/27/10 | 175,035 | 205,807 |
|--------------------|--|----------|----------|---------|---------|

Limited Liability Company

| | | | | | |
|----------|--|----------|----------|---------|---------|
| Unit (B) | | 512 uts. | 09/27/10 | 51,220 | 439,003 |
| | | | | 226,255 | 644,810 |

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2015

(Unaudited)

| Corporate Restricted Securities: (A) (Continued) | Principal Amount, Shares, Units or Ownership Percentage | Acquisition Date | Cost | Fair Value |
|---|--|---------------------|---------|------------|
| F G I Equity LLC | | | | |
| A manufacturer of a broad range of filters and related products that are used in commercial, light industrial, healthcare, gas turbine, nuclear, laboratory, clean room, hotel, educational system, and food processing settings. | | | | |
| Limited Liability Company Unit Preferred (B) | 483,355 uts. | 04/15/14 | \$ — | \$ 483,355 |
| Limited Liability Company Unit Class B-1 (B) | 394,737 uts. | 12/15/10 | 394,737 | 703,506 |
| Limited Liability Company Unit Class B-2 (B) | 49,488 uts. | 12/15/10 | 49,488 | 88,198 |
| Limited Liability Company Unit Class B-3 (B) | 39,130 uts. | 08/30/12 | 90,000 | 79,404 |
| Limited Liability Company Unit Class C (B) | 9,449 uts. | 12/20/10 | 96,056 | 145,726 |
| | | | 630,281 | 1,500,189 |

G C Holdings

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