

Special Value Continuation Fund, LLC
Form N-CSRS
September 01, 2009

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 811-21936

SPECIAL VALUE CONTINUATION FUND, LLC
(Exact Name of Registrant as Specified in Charter)

2951 28TH STREET, SUITE 1000
SANTA MONICA, CALIFORNIA 90405
(Address of Principal Executive Offices) (Zip Code)

ELIZABETH GREENWOOD, SECRETARY
SPECIAL VALUE CONTINUATION FUND, LLC
2951 28TH STREET, SUITE 1000
SANTA MONICA, CALIFORNIA 90405
(Name and Address of Agent for Service)

Registrant's telephone number, including area code: (310) 566-1000

Copies to:
RICHARD T. PRINS, ESQ.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
FOUR TIMES SQUARE
NEW YORK, NEW YORK 10036

Date of fiscal year end: DECEMBER 31, 2009

Date of reporting period: JUNE 30, 2009

ITEM 1. REPORTS TO STOCKHOLDERS.

Semi-Annual Shareholder Report

Special Value Continuation Fund, LLC
(A Delaware Limited Liability Company)
June 30, 2009

Special Value Continuation Fund, LLC
(A Delaware Limited Liability Company)

Semi-Annual Shareholder Report

June 30, 2009

Contents

Performance Summary	1
Consolidated Portfolio Asset Allocation	2
Unaudited Consolidated Financial Statements	
Consolidated Statement of Assets and Liabilities	3
Consolidated Statement of Investments	4
Consolidated Statement of Operations	9
Consolidated Statements of Changes in Net Assets	10
Consolidated Statement of Cash Flows	11
Notes to Consolidated Financial Statements	12
Consolidated Schedule of Changes in Investments in Affiliates	25
Supplemental Information	
Consolidating Statement of Assets and Liabilities	26
Consolidating Statement of Operations	27
Approval of Investment Management Agreements	28

Special Value Continuation Fund, LLC (the “Company”) files a schedule of its investment in Special Value Continuation Partners, LP (the “Partnership”) with the Securities and Exchange Commission (“SEC”) for the first and third quarters of each fiscal year on Form N-Q. Investments listed in the Consolidated Statement of Investments are held by the Partnership, which also files its complete schedule of portfolio holdings with the Securities and Exchange Commission (“SEC”) for the first and third quarters of each fiscal year on Form N-Q. The Forms N-Q of the Company and the Partnership are available on the SEC’s website at <http://www.sec.gov>. The Forms N-Q of the Company and the Partnership may also be reviewed and copied at the SEC’s Public Reference Room in Washington, D.C. Information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330.

A free copy of the proxy voting guidelines of the Company and the Partnership and information regarding how the Company and the Partnership voted proxies relating to portfolio investments during the most recent twelve-month period may be obtained without charge on the SEC’s website at <http://www.sec.gov> or by calling the advisor of the Company and the Partnership, Tennenbaum Capital Partners, LLC, at (310) 566-1000. Collect calls for this purpose are accepted.

Special Value Continuation Fund, LLC
(A Delaware Limited Liability Company)

Performance Summary

Fund Inception (July 31, 2006) through June 30, 2009

Fund Returns v. Merrill Lynch US High Yield and S&P 500 Indices (Unaudited)

	Return on Equity (1)				IRR (2)
	2006*	2007	2008	2009**	Annualized Inception-to-Date
Special Value Continuation Fund	8.2%	9.2%	-48.8%	5.5%	-11.6%
Merrill Lynch US High Yield Index	7.3%	2.2%	-26.2%	29.0%	1.4%
S&P 500 Total Return Index	12.0%	5.5%	-37.0%	3.2%	-8.6%

* Period from inception (July 31, 2006) through December 31, 2006

** Year to date

Past performance of Special Value Continuation Fund, LLC (the "Company") is not a guarantee of future performance. Company returns are net of dividends to preferred shareholders, performance allocations and Company expenses, including financing costs and management fees.

(1) Return on equity (net of dividends to preferred shareholders, performance allocations and Company expenses, including financing costs and management fees) calculated on a monthly geometrically liked, time-weighted basis. Returns are reduced in earlier periods because organizational costs and other expenses are high relative to assets.

(2) Internal rate of return ("IRR") is the imputed annual return over an investment period and, mathematically, is the rate of return at which the discounted cash flows equal the initial outlays. The IRR presented assumes a liquidation of the Company at net asset value as of the period end date.

Special Value Continuation Fund, LLC
(A Delaware Limited Liability Company)

Consolidated Portfolio Asset Allocation (Unaudited)

June 30, 2009

Portfolio Holdings by Investment Type (% of Cash and Investments)

Portfolio Holdings by Industry (% of Cash and Investments)

Wired Telecommunications Carriers	13.9%
Other Electrical Equipment and Component Manufacturing	12.1%
Data Processing, Hosting, and Related Services	11.2%
Satellite Telecommunications	9.7%
Architectural, Engineering, and Related Services	8.9%
Nonferrous Metal (except Aluminum) Production and Processing	7.5%
Other Information Services	5.4%
Communications Equipment Manufacturing	3.9%
Offices of Real Estate Agents and Brokers	2.1%
Industrial Machinery Manufacturing	1.8%
Semiconductor and Other Electronic Component Manufacturing	1.7%
Motor Vehicle Manufacturing	1.1%
Depository Credit Intermediation	1.0%
Full-Service Restaurants	1.0%
Nondepository Credit Intermediation	0.8%
Grocery Stores	0.7%
Other Amusement and Recreation Industries	0.6%
Securities and Commodity Contracts Intermediation and Brokerage	0.4%
Petroleum and Coal Products Manufacturing	0.3%
Plastics Product Manufacturing	0.3%
Computer and Peripheral Equipment Manufacturing	0.2%
Radio and Television Broadcasting	0.2%
Resin, Synthetic Rubber, and Artificial Synthetic Fibers and Filaments Manufacturing	0.2%
Electric Power Generation, Transmission and Distribution	0.1%
Gambling Industries	0.1%
Metalworking Machinery Manufacturing	0.1%
Support Activities for Air Transportation	0.1%
Couriers and Express Delivery Services	0.0%
Management, Scientific, and Technical Consulting Services	0.0%
Other General Merchandise Stores	0.0%
Tobacco Manufacturing	0.0%
Cash and Cash Equivalents	14.6%
Total	100.0%

Special Value Continuation Fund, LLC
(A Delaware Limited Liability Company)

Consolidated Statement of Assets and Liabilities

June 30, 2009

Assets	
Investments, at fair value:	
Unaffiliated issuers (cost \$311,678,136)	\$ 191,839,211
Controlled companies (cost \$36,752,796)	11,874,828
Other affiliates (cost \$123,842,333)	133,258,499
Total investments (cost \$472,273,265)	336,972,538
Cash and cash equivalents	57,935,624
Accrued interest income:	
Unaffiliated issuers	3,553,743
Controlled companies	10,978
Other affiliates	320,807
Receivable for investment securities sold	10,384,197
Deferred debt issuance costs	2,240,044
Prepaid expenses and other assets	278,729
Total assets	411,696,660
Liabilities	
Credit facility payable	64,000,000
Payable for investment securities purchased	4,989,066
Management and advisory fees payable	565,599
Unrealized depreciation on swaps	474,069
Interest payable	69,314
Payable to affiliate	88,754
Accrued expenses and other liabilities	540,618
Total liabilities	70,727,420
Preferred stock	
Series Z; \$500/share liquidation preference; 400 shares authorized, 47 shares issued and outstanding	23,500
Accumulated dividends on Series Z preferred stock	948
Total Series Z preferred stock	24,448
Preferred equity facility	
Series A preferred limited partner interests in Special Value Continuation Partners, LP; \$20,000/interest liquidation preference; 6,700 interests authorized, issued and outstanding	134,000,000
Accumulated dividends on Series A preferred equity facility	443,834
Total preferred limited partner interests	134,443,834
Minority interest	
General partner interest in Special Value Continuation Partners, LP	-
Net assets applicable to common shareholders	\$ 206,500,958

Composition of net assets applicable to common shareholders

Common stock, \$0.001 par value; unlimited shares authorized, 418,955.777 shares issued and outstanding	\$ 419
Paid-in capital in excess of par, net of contributed unrealized gains	364,767,103
Accumulated net investment income	6,737,333
Accumulated net realized losses	(29,169,276)
Accumulated net unrealized depreciation	(135,833,673)
Accumulated dividends to Series Z preferred shareholders	(948)
Net assets applicable to common shareholders	\$ 206,500,958
Common stock, NAV per share	\$ 492.89

See accompanying notes.

Special Value Continuation Fund, LLC
(A Delaware Limited Liability Company)

Consolidated Statement of Investments (Unaudited)

June 30, 2009

Showing Percentage of Total Cash and Investments of the Company

Investment	Principal Amount	Fair Value	Percent of Cash and Investments
Debt Investments (55.15%)			
Bank Debt (30.85%) (1)			
Architectural, Engineering, and Related Services (0.82%)			
Alion Science & Technology Corporation, 1st Lien Term Loan, LIBOR + 6%, due 2/6/13 (Acquired 4/14/08, Amortized Cost \$3,042,537)	\$ 3,886,228	\$ 3,244,777	0.82%
Communications Equipment Manufacturing (3.88%)			
Mitel Networks Corporation, 1st Lien Term Loan, LIBOR + 3.25%, due 8/10/14 (Acquired 12/13/07, Amortized Cost \$18,649,293)	\$ 19,839,674	15,326,148	3.88%
Computer and Peripheral Equipment Manufacturing (0.25%)			
Palm, Inc., Tranche B Term Loan, LIBOR + 3.5%, due 4/24/14 (Acquired 5/24/07, Amortized Cost \$1,181,604)	\$ 1,312,893	978,106	0.25%
Data Processing, Hosting, and Related Services (5.07%)			
GXS Worldwide, Inc., 1st Lien Term Loan, Prime + 4.75%, due 3/31/13 (Acquired 10/12/07, Amortized Cost \$6,902,432)	\$ 7,043,299	6,585,484	1.67%
GXS Worldwide, Inc., 2nd Lien Term Loan, LIBOR + 10.25%, due 9/30/13 (Acquired 10/12/07, Amortized Cost \$14,379,238)	\$ 14,598,211	13,430,354	3.40%
Total Data Processing, Hosting, and Related Services		20,015,838	
Electric Power Generation, Transmission and Distribution (0.05%)			
La Paloma Generating Company Residual Bank Debt (Acquired 2/2/05, 3/18/05, and 5/6/05, Cost \$1,885,234) (3)	\$ 23,218,324	211,508	0.05%
Metalworking Machinery Manufacturing (0.14%)			
Mold-Masters Group, 1st Lien Term Loan, LIBOR + 3.5%, due 10/11/14 (Acquired 6/22/09, Amortized Cost \$433,861)	\$ 774,752	561,695	0.14%
Motor Vehicle Manufacturing (1.13%)			
General Motors Corporation, Revolver, LIBOR + 2.5%, due 7/20/11	\$ 4,500,000	4,454,656	1.13%

Edgar Filing: Special Value Continuation Fund, LLC - Form N-CSRS

(Acquired 9/27/07, 11/27/07, and 12/14/07, Amortized Cost \$4,055,281)

Offices of Real Estate Agents and Brokers (1.51%)

Realty Corporation, Revolver, LIBOR + 2.25%, due 4/10/13

(Acquired 6/28/07, 7/9/07, and 7/13/07, Amortized Cost \$9,893,333) \$ 13,000,000 5,958,333 1.51%

Other Electrical Equipment and Component Manufacturing (1.91%)

EaglePicher Corporation, 1st Lien Tranche B Term Loan, LIBOR + 4.5%, due 12/31/12

(Acquired 12/31/07, Amortized Cost \$7,867,657) (2), (14) \$ 7,867,657 7,533,281 1.91%

Petroleum and Coal Products Manufacturing (0.33%)

Building Materials Corporation of America, 2nd Lien Term Loan, LIBOR + 5.75%, due 9/15/14

(Acquired 5/20/09, 5/28/09, and 6/2/09, Amortized Cost \$1,223,609) \$ 1,599,318 1,283,453 0.33%

Radio and Television Broadcasting (0.17%)

High Plains Broadcasting Operating Company, Term Loan, Prime + 4%, due 9/14/16

(Acquired 9/15/08, Amortized Cost \$179,919) \$ 197,713 138,399 0.04%

Newport Television LLC, Term Loan B, Prime + 5%, due 9/14/16

(Acquired 5/1/08 and 5/29/08, Amortized Cost \$679,615) \$ 746,829 522,781 0.13%

Total Radio and Television Broadcasting 661,180

Satellite Telecommunications (8.05%)

WildBlue Communications, Inc., 1st Lien Delayed Draw Term Loan, LIBOR + 4% Cash

+ 2.5% PIK, due 12/31/09

(Acquired 9/29/06, Amortized Cost \$13,928,218) (4) \$ 13,861,797 13,434,853 3.40%

WildBlue Communications, Inc., 2nd Lien Delayed Draw Term Loan, 8.5% Cash

+ 7.25% PIK, due 8/15/11

(Acquired 9/29/06, Amortized Cost \$17,785,409) (4) \$ 18,197,700 18,354,200 4.65%

Total Satellite Telecommunications 31,789,053

Semiconductor and Other Electronic Component Manufacturing (1.66%)

Celerity, Inc., Senior Secured Notes, LIBOR + 12%, due 11/30/09

(Acquired 4/15/08, 1/21/09, 2/2/09, 2/27/09, and 4/28/09, Amortized Cost \$22,079,264) (3) \$ 22,116,385 6,192,588 1.57%

Celerity, Inc., Senior 2nd Lien Secured Convertible Notes, 12% PIK, due 12/31/09

(Acquired 4/15/08, Amortized Cost \$7,316,697) (3) \$ 7,316,697 365,835 0.09%

Total Semiconductor and Other Electronic Component Manufacturing

6,558,423

Special Value Continuation Fund, LLC
(A Delaware Limited Liability Company)

Consolidated Statement of Investments (Unaudited) (Continued)

June 30, 2009

Showing Percentage of Total Cash and Investments of the Company

Investment	Principal Amount	Fair Value	Percent of Cash and Investments
Debt Investments (continued)			
Wired Telecommunications Carriers (5.88%)			
Cavalier Telephone Corporation, Senior Secured 1st Lien Term Loan, PRIME + 6.25% PIK, due 12/31/12 (Acquired 4/24/08, Amortized Cost \$677,323)			
	\$ 866,750	\$ 486,825	0.12%
Global Crossing Limited, Tranche B Term Loan, LIBOR + 6.25%, due 5/9/12 (Acquired 5/13/09, Amortized Cost \$245,897)			
	\$ 330,063	280,224	0.07%
Integra Telecom, Inc., 1st Lien Term Loan, Prime + 3.75%, due 8/31/13 (Acquired 5/20/09 and 6/20/09, Amortized Cost \$137,413)			
	\$ 157,655	143,460	0.04%
Integra Telecom, Inc., 2nd Lien Term Loan, Prime + 6%, due 2/28/14 (Acquired 9/05/07, 6/17/09, and 6/30/09, Amortized Cost \$3,649,072) (3)			
	\$ 4,210,144	3,043,934	0.77%
Integra Telecom, Inc., Term Loan, LIBOR + 10% PIK, due 8/31/14 (Acquired 9/05/07, Amortized Cost \$5,035,778)			
	\$ 5,035,778	820,832	0.21%
Interstate Fibernet, Inc., 1st Lien Term Loan, LIBOR + 4%, due 7/31/13 (Acquired 8/01/07, Amortized Cost \$10,940,248) (2), (4)			
	\$ 11,249,612	9,304,835	2.36%
Interstate Fibernet, Inc., 2nd Lien Term Loan, LIBOR + 7.5%, due 7/31/14 (Acquired 7/31/07, Amortized Cost \$8,281,636) (2), (4)			
	\$ 8,281,636	7,540,429	1.91%
NEF Telecom Company BV, 2nd Lien Tranche D Term Loan, EURIBOR + 5.5%, due 2/16/17 (Acquired 8/29/07 and 11/29/07, Amortized Cost \$2,111,865) - (Netherlands) (4), (9)			
	€ 1,538,600	1,568,598	0.40%
Total Wired Telecommunications Carriers		23,189,137	
Total Bank Debt (Cost \$162,562,433)		121,765,588	
Other Corporate Debt Securities (24.30%)			
Architectural, Engineering, and Related Services (2.51%)			
Alion Science & Technology Corporation, Senior Notes, 10.25%, due 2/1/15			
	\$ 9,978,000	3,991,200	1.01%

Edgar Filing: Special Value Continuation Fund, LLC - Form N-CSRS

ESP Holdings, Inc., Junior Unsecured Subordinated Promissory Notes, 18% PIK, due 3/31/15 (2), (4)			
	\$ 6,162,958	5,913,358	1.50%
Total Architectural, Engineering, and Related Services			
		9,904,558	
Couriers and Express Delivery Services (0.03%)			
Federal Express Corporation, Fixed Rate Notes, 5.5%, due 8/15/09	\$ 100,000	100,508	0.03%
Data Processing, Hosting, and Related Services (5.45%)			
Anacomp, Inc., Promissory Note, LIBOR + 6.5% PIK, due 8/31/09 (2), (10)	\$ 1,225,124	1,212,873	0.31%
Anacomp, Inc., Senior Secured Subordinated Notes, 14% PIK, due 3/12/13 (2), (10)	\$ 8,616,624	7,846,795	1.99%
Terremark Worldwide, Inc., Senior Secured Notes, 12%, due 6/15/17			
(Acquired 6/17/09, Amortized Cost \$12,462,554) (5)	\$ 13,100,000	12,445,000	3.15%
Total Data Processing, Hosting, and Related Services			
		21,504,668	
Depository Credit Intermediation (0.55%)			
Wells Fargo & Company, FDIC Guaranteed Notes, 3%, due 12/9/11	\$ 2,000,000	2,059,480	0.52%
Wells Fargo & Company, Senior Unsecured FRN, LIBOR + 0.1%, due 9/15/09	\$ 100,000	100,049	0.03%
Total Depository Credit Intermediation			
		2,159,529	
Full-Service Restaurants (1.00%)			
Landry's Restaurant, Inc., Senior Secured Notes, 14%, due 8/15/11			
(Acquired 6/9/09, Amortized Cost \$3,948,480) (5)	\$ 4,113,000	3,948,480	1.00%
Gambling Industries (0.05%)			
Harrah's Operating Company Inc., Senior Secured Notes, 10%, due 12/15/18			
(Acquired 6/25/09, Amortized Cost \$189,175) (5)	\$ 329,000	194,100	0.05%
Grocery Stores (0.66%)			
Safeway, Inc., Senior Unsecured Notes, 7.5%, due 9/15/09	\$ 2,600,000	2,624,544	0.66%
Industrial Machinery Manufacturing (1.74%)			
GSI Group Corporation, Senior Notes, 11%, due 8/20/13			
(Acquired 8/20/08, Amortized Cost \$6,783,482) (5)	\$ 7,778,000	6,852,418	1.74%
Management, Scientific, and Technical Consulting Services (0.03%)			
IBM Corporation, Senior Unsecured Notes, 4.25%, due 9/15/09	\$ 100,000	100,607	0.03%
Nondepository Credit Intermediation (0.77%)			
Fannie Mae, Fixed Rate Notes, 5.125%, due 7/13/09	\$ 100,000	100,165	0.03%
Federal Farm Credit Bank, Fixed Rate Notes, 5.25%, due 8/3/09	\$ 100,000	100,430	0.03%
Federal Home Loan Bank, Fixed Rate Notes, 6.5%, due 8/14/09	\$ 100,000	100,738	0.03%
Freddie Mac, Fixed Rate Notes, 4.25%, due 7/15/09	\$ 100,000	100,154	0.03%
General Electric Capital Corp., FDIC Guaranteed Notes, 1.8%, due 3/11/11	\$ 500,000	504,940	0.13%
	\$ 2,000,000	2,066,280	0.52%

General Electric Capital Corp., FDIC Guaranteed Notes, 3%, due
12/9/11

Total Nondepository Credit Intermediation

2,972,707

Special Value Continuation Fund, LLC
(A Delaware Limited Liability Company)

Consolidated Statement of Investments (Unaudited) (Continued)

June 30, 2009

Showing Percentage of Total Cash and Investments of the Company

Investment	Principal Amount or Shares	Fair Value	Percent of Cash and Investments
Debt Investments (continued)			
Offices of Real Estate Agents and Brokers (0.57%)			
Realogy Corporation, Senior Note, 10.5%, due 4/15/14	\$ 1,965,000	\$ 854,775	0.22%
Realogy Corporation, Senior Subordinated Notes, 12.375%, due 4/15/15	\$ 4,915,000	1,376,200	0.35%
Total Offices of Real Estate Agents and Brokers		2,230,975	
Other Amusement and Recreation Industries (0.57%)			
Bally Total Fitness Holdings, Inc., Senior Subordinated Notes, 14%			
Cash or 15.625% PIK, due 10/1/13 (Acquired 10/1/07, Amortized Cost \$45,025,305) (3), (5)	\$ 44,090,666	2,248,624	0.57%
Other General Merchandise Stores (0.03%)			
Walmart Stores, Inc., Senior Unsecured Notes, 6.875%, due 8/10/09	\$ 100,000	100,620	0.03%
Other Information Services (4.90%)			
IRI Holdco (RW), LLC, Note Receivable, 8%, due 12/12/11 (Acquired 10/31/08, Cost \$18,874,300) (4), (5)	20,044,707	19,343,142	4.90%
Plastics Product Manufacturing (0.34%)			
Pliant Corporation, Senior Secured 2nd Lien Notes, 11.125%, due 9/1/09 (3)	\$ 13,477,000	1,347,700	0.34%
Resin, Synthetic Rubber, and Artificial Synthetic Fibers and Filaments Manufacturing (0.21%)			
AGY Holding Corp., Senior Secured 2nd Lien Notes, 11%, due 11/15/14	\$ 1,029,000	825,773	0.21%
Securities and Commodity Contracts Intermediation and Brokerage (0.38%)			
Goldman Sachs Group, Inc., FDIC Guaranteed Notes, 1.7%, due 3/15/11	\$ 500,000	503,110	0.13%
JP Morgan Chase & Co., FDIC Guaranteed Notes, 1.65%, due 2/23/11	\$ 1,000,000	1,005,840	0.25%

Edgar Filing: Special Value Continuation Fund, LLC - Form N-CSRS

Total Securities and Commodity Contracts Intermediation and Brokerage		1,508,950	
Tobacco Manufacturing (0.03%)			
Philip Morris Capital Corporation, Senior Unsecured Notes, 7.5%, due 7/16/09	\$	115,000	115,107 0.03%
Wired Telecommunications Carriers (4.48%)			
NEF Telecom Company BV, Mezzanine Term Loan, EURIBOR + 10% PIK, due 8/16/17 (Acquired 8/29/07, Amortized Cost \$20,949,884) - (Netherlands) (4), (5), (9)	€	15,156,885	17,685,729 4.48%
Total Other Corporate Debt Securities (Cost \$155,112,510)		95,768,739	
Total Debt Investments (Cost \$317,674,943)		217,534,327	
Equity Securities (30.21%)			
Architectural, Engineering, and Related Services(5.58%)			
ESP Holdings, Inc., Common Stock (Acquired 9/12/07, Cost \$9,311,782) (2), (3), (5), (6), (8)		88,670	16,871,337 4.27%
ESP Holdings, Inc., 15% PIK, Preferred Stock (Acquired 9/12/07, Cost \$4,502,521) (2), (3), (4), (5), (6)		40,618	5,160,563 1.31%
Total Architectural, Engineering, and Related Services		22,031,900	
Data Processing, Hosting, and Related Services (0.71%)			
Anacomp, Inc., Common Stock (Acquired during 2002, 2003, 2005, and 2006, Cost \$26,711,048) (2), (3), (5), (10)		1,253,969	2,815,160 0.71%
Depository Credit Intermediation (0.45%)			
Doral Holdings, LP Interest (Acquired 7/12/07, Cost \$11,138,132) (3), (5)		11,138,132	1,792,013 0.45%
Industrial Machinery Manufacturing (0.03%)			
GSI Group Inc. Common Stock (Acquired 8/20/08, Amortized Cost \$1,136,228) (3), (5)		216,987	107,409 0.03%
Nonferrous Metal (except Aluminum) Production and Processing (7.52%)			
International Wire Group, Inc., Common Stock (Acquired 10/20/04, Cost \$29,012,690) (2), (4), (5), (6)		1,979,441	29,691,615 7.52%
Other Electrical Equipment and Component Manufacturing (10.21%)			
EaglePicher Holdings, Inc., Common Stock (Acquired 3/9/05, Cost \$24,285,461) (2), (3), (4), (5), (6), (7)		1,312,720	40,353,013 10.21%

Special Value Continuation Fund, LLC
(A Delaware Limited Liability Company)

Consolidated Statement of Investments (Unaudited) (Continued)

June 30, 2009

Showing Percentage of Total Cash and Investments of the Company

Investment	Principal Amount or Shares	Fair Value	Percent of Cash and Investments
Equity Securities (continued)			
Other Information Services (0.49%)			
IRI Holdco (RW), LLC, Warrants to Purchase IRI Preferred Stock (Acquired 10/31/08, Cost \$1,170,406) (3), (4), (5)	4,063,914	\$ 1,950,679	0.49%
Plastics Product Manufacturing (0.00%)			
Pliant Corporation, Common Stock (Acquired 7/18/06, Cost \$177) (3), (5), (13)	422	-	0.00%
Pliant Corporation, 13% PIK, Preferred Stock (3)	5,570,318	-	0.00%
Total Plastics Product Manufacturing		-	
Satellite Telecommunications (1.69%)			
WildBlue Communications, Inc., Warrants to Purchase Common Stock (Acquired 10/23/06, Cost \$673,094) (3), (4), (5)	51,896	6,688,356	1.69%
Semiconductor and Other Electronic Component Manufacturing (0.00%)			
Celerity, Inc., Common Stock (Acquired 12/23/04, 9/8/05, and 2/1/06, Cost \$12,135,924) (3), (5)	2,427,185	-	0.00%
Kinetics Holdings, LLC, Common Units			