

GLEN BURNIE BANCORP  
Form 10-K  
March 14, 2008

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-K**

Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2007 or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from \_\_\_ to \_\_\_.

**Commission file number: 0-24047**

**GLEN BURNIE BANCORP**

(Exact name of registrant as specified in its charter)

MARYLAND  
(State or other jurisdiction  
of incorporation or organization)

52-1782444  
(I.R.S. Employer  
Identification No.)

101 Crain Highway, S.E., Glen Burnie, Maryland  
(Address of principal executive offices)

21061  
(Zip Code)

Registrant's telephone number, including area code

(410) 766-3300

Securities registered pursuant to Section 12(b) of the Act:

Title of Class  
None

Name of Each Exchange on Which Registered  
None

Securities registered pursuant to Section 12(g) of the Act:

Title of Class  
**Common Stock, \$1.00 par value**  
**Common Stock Purchase Rights**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statement

Edgar Filing: GLEN BURNIE BANCORP - Form 10-K

incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark if the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting stock held by non-affiliates of the registrant as of June 29, 2007 was \$34,966,147.

The number of shares of common stock outstanding as of January 29, 2008 was 2,998,028.

DOCUMENTS INCORPORATED BY REFERENCE

To the extent specified, Part III of this Form 10-K incorporates information by reference to the Registrant's definitive proxy statement for its 2008 Annual Meeting of Shareholders (to be filed).

---

**GLEN BURNIE BANCORP**  
2007 ANNUAL REPORT ON FORM 10-K

Table of Contents

		Page
<b>PART I</b>		
Item 1.	Business	3
Item 1A.	Risk Factors	16
Item 1B.	Unresolved Staff Comments	19
Item 2.	Properties	20
Item 3.	Legal Proceedings	20
Item 4.	Submission of Matters to Vote of Security Holders	20
	Executive Officers of the Registrant	21
<b>PART II</b>		
Item 5.	Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	22
Item 6.	Selected Financial Data	24
Item 7.	Management’s Discussion and Analysis of Financial Condition and Results of Operations	25
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk	35
Item 8.	Financial Statements and Supplementary Data	35
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	35
Item 9A.	Controls and Procedures	35
Item 9B.	Other Information	36
<b>PART III</b>		
Item 10.	Directors, Executive Officers and Corporate Governance	37
Item 11.	Executive Compensation	37
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	37
Item 13.	Certain Relationships and Related Transactions, and Director Independence	37
Item 14.	Principal Accountant Fees and Services	37
<b>PART IV</b>		
Item 15.	Exhibits and Financial Statement Schedules	38
	Signatures	39

## **PART I**

### **ITEM 1. BUSINESS**

#### **General**

Glen Burnie Bancorp (the “Company”) is a bank holding company organized in 1990 under the laws of the State of Maryland. It presently owns all the outstanding shares of capital stock of The Bank of Glen Burnie (the “Bank”), a commercial bank organized in 1949 under the laws of the State of Maryland, serving northern Anne Arundel County and surrounding areas from its main office and branch in Glen Burnie, Maryland and branch offices in Glen Burnie (South Crain location), Odenton, Riviera Beach, Crownsville, Severn, Linthicum and Severna Park, Maryland. The Bank also maintains two remote Automated Teller Machine (“ATM”) locations in Ferndale and Pasadena, Maryland. The Bank maintains a website at [www.thebankofglenburnie.com](http://www.thebankofglenburnie.com). The Bank is the oldest independent commercial bank in Anne Arundel County. The Bank is engaged in the commercial and retail banking business as authorized by the banking statutes of the State of Maryland, including the acceptance of demand and time deposits, and the origination of loans to individuals, associations, partnerships and corporations. The Bank’s real estate financing consists of residential first and second mortgage loans, home equity lines of credit and commercial mortgage loans. Commercial lending consists of both secured and unsecured loans. The Bank also originates automobile loans through arrangements with local automobile dealers. The Bank’s deposits are insured up to applicable limits by the Federal Deposit Insurance Corporation (“FDIC”).

The Company’s principal executive office is located at 101 Crain Highway, S.E., Glen Burnie, Maryland 21061. Its telephone number at such office is (410) 766-3300.

Information on the Company and its subsidiary Bank may be obtained from the Company’s website [www.thebankofglenburnie.com](http://www.thebankofglenburnie.com). Copies of the Company’s annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments thereto are available free of charge on the website as soon as they are filed with the SEC through a link to the SEC’s EDGAR reporting system. Simply select the “Investor Relations” menu item, then click on the “All SEC Filings” or “Insider Transactions” link.

#### **Market Area**

The Bank considers its principal market area for lending and deposit products to consist of Northern Anne Arundel County, Maryland, which consists of those portions of the county north of U.S. Route 50. Northern Anne Arundel County includes mature suburbs of the City of Baltimore, which in recent years have experienced modest population growth and are characterized by an aging population. Management believes that the majority of the working population in its market area either commutes to Baltimore or is employed at businesses located at or around the nearby Baltimore Washington International Airport. Anne Arundel County is generally considered to have more affordable housing than other suburban Baltimore areas and attracts younger persons and minorities on this basis. This inflow, however, has not been sufficient to affect current population trends.

#### **Lending Activities**

The Bank offers a full range of consumer and commercial loans. The Bank’s lending activities include residential and commercial real estate loans, construction loans, land acquisition and development loans, commercial loans and consumer installment lending including indirect automobile lending. Substantially all of the Bank’s loan customers are residents of Anne Arundel County and surrounding areas of Central Maryland. The Bank solicits loan applications for commercial loans from small to medium sized businesses located in its market area. The Company believes that this is a market in which a relatively small community bank, like the Bank, has a competitive advantage in personal service and flexibility. The Bank’s consumer lending currently consists primarily of indirect automobile loans originated

through arrangements with local dealers.

The Company's total loan portfolio increased during the 2007, 2006, 2005, 2004, and 2003 fiscal years. In 2007, the increases were due to residential and commercial mortgages and construction, offset by a decrease in indirect lending and mortgage participations purchased and an increase in mortgage participations sold. In 2006, the increases were primarily due to an increase in commercial mortgages (due to an increase in participations), offset by decreases in residential mortgages and indirect automobile loans. In 2005, the increases were primarily due to an increase in commercial and industrial mortgages and indirect automobile loans. In 2003 and 2004, the increases in loans were primarily due to increases in residential mortgages. The commercial mortgage portfolio declined in 2003 as a result of softening loan demand and increased competition from large financial institutions. From 2003 to 2004, the residential mortgage portfolio achieved steady increases due to a strong housing market environment.

3

---

Edgar Filing: GLEN BURNIE BANCORP - Form 10-K

The following table provides information on the composition of the loan portfolio at the indicated dates.

(Dollars in Thousands)	2007		2006		At December 31, 2005		2004		2003	
	\$	%	\$	%	\$	%	\$	%	\$	%
<b>Mortgage:</b>										
Residential	\$ 76,781	37.98%	\$ 68,341	34.88%	\$ 71,841	37.17%	\$ 71,039	38.27%	\$ 64,471	36.62%
Commercial	47,843	23.66	53,164	27.13	37,666	19.50	31,983	17.23	28,525	16.20
<b>Construction and land development</b>										
	5,876	2.91	1,609	0.83	1,402	0.73	2,080	1.12	3,112	1.77
<b>Consumer:</b>										
Installment	17,087	8.45	15,044	7.67	15,748	8.15	19,019	10.25	19,767	11.23
Credit card	143	0.07	144	0.08	128	0.07	180	0.10	175	0.10
<b>Indirect</b>										
automobile	49,260	24.37	52,539	26.81	60,510	31.31	55,703	30.00	53,883	30.61
Commercial	5,184	2.56	5,077	2.60	5,932	3.07	5,618	3.03	6,113	3.47
<b>Gross loans</b>	<b>202,174</b>	<b>100.00%</b>	<b>195,918</b>	<b>100.00%</b>	<b>193,227</b>	<b>100.00%</b>	<b>185,622</b>	<b>100.00%</b>	<b>176,046</b>	<b>100.00%</b>
<b>Unearned income on loans</b>										
	(816)		(743)		(821)		(919)		(981)	
<b>Gross loans net of unearned income</b>										
	201,357		195,175		192,406		184,703		175,065	
<b>Allowance for credit losses</b>										
	(1,604)		(1,839)		(2,201)		(2,412)		(2,246)	
<b>Loans, net</b>	<b>\$ 199,753</b>		<b>\$ 193,336</b>		<b>\$ 190,205</b>		<b>\$ 182,291</b>		<b>\$ 172,819</b>	

The following table sets forth the maturities for various categories of the loan portfolio at December 31, 2007. Demand loans and loans which have no stated maturity, are treated as due in one year or less. At December 31, 2007, the Bank had \$23,356,106 in loans due after one year with variable rates and \$153,419,843 in such loans with fixed rates.

	<b>Due Within One Year</b>	<b>Due Over One To Five Years</b>	<b>Due Over Five Years</b>	<b>Total</b>
	<b>(In Thousands)</b>			
<b>Real Estate - mortgage:</b>				
Residential	\$ 4,843	\$ 3,138	\$ 68,800	\$ 76,781
Commercial	10,010	20,667	17,166	47,843
<b>Construction and land development</b>				
	1,299	1,712	2,865	5,876
Installment	1,227	10,971	4,889	17,087
Credit Card	143	-	-	143
Indirect automobile	1,265	40,693	7,302	49,260
Commercial	5,177	7	-	5,184

\$	23,964	\$	77,188	\$	101,022	\$	202,174
----	--------	----	--------	----	---------	----	---------

**Real Estate Lending.** The Bank offers long-term mortgage financing for residential and commercial real estate as well as shorter term construction and land development loans. Residential mortgage and residential construction loans are originated with fixed rates, while commercial mortgages may be originated on either a fixed or variable rate basis. Commercial construction loans are generally originated on a variable rate basis. Substantially all of the Bank's real estate loans are secured by properties in Anne Arundel County, Maryland. Under the Bank's loan policies, the maximum permissible loan-to-value ratio for owner-occupied residential mortgages is 80% of the lesser of the purchase price or appraised value. The Bank, however, will make loans secured by owner-occupied residential real estate with loan-to-value ratios up to 95% (some restrictions may apply), provided the borrower obtains private mortgage insurance for the portion of the loan in excess of 80%. For residential investment properties, the maximum loan-to-value ratio is 80%. The maximum permissible loan-to-value ratio for residential and residential construction loans is 80%. The maximum loan-to-value ratio for permanent commercial mortgages is 75%. The maximum loan-to-value ratio for land development loans is 70% and for unimproved land is 65%. The Bank also offers home equity loans secured by the borrower's primary residence, provided that the aggregate indebtedness on the property does not exceed 80% of its value. Because mortgage lending decisions are based on conservative lending policies, the Company has no exposure to the credit issues affecting the sub-prime residential mortgage market.

**Commercial Lending.** The Bank's commercial loan portfolio consists of demand, installment and time loans for commercial purposes. The Bank's business demand, installment and time lending includes various working capital loans, equipment, vehicles, lines of credit and letters of credit for commercial customers. Demand loans require the payment of interest until called, while installment loans require a monthly payment of principal and interest, and time loans require at maturity a single payment of principal and interest due monthly. Such loans may be made on a secured or an unsecured basis. All such loans are underwritten on the basis of the borrower's creditworthiness rather than the value of the collateral.

**Installment Lending.** The Bank makes consumer and commercial installment loans for the purchase of automobiles, boats, other consumer durable goods, capital goods and equipment. Such loans provide for repayment in regular installments and are secured by the goods financed. Also included in installment loans are overdraft loans and other credit repayable in installments. As of December 31, 2007, approximately 65.71% of the installment loans in the Bank's portfolio (other than indirect automobile lending) had been originated for commercial purposes and 34.29% had been originated for consumer purposes.

**Indirect Automobile Lending.** The Bank commenced its indirect automobile lending program in January 1998. The Bank finances new automobiles for terms of up to 72 months and used automobiles for terms of up to 60 months. For used vehicles, the age of the vehicle plus the term of the loan cannot exceed eight years. The Bank does not lend more than the MSRP on new vehicles. On used vehicles, the Bank will not lend more than 110% of the average wholesale published in a nationally recognized used vehicle pricing guide. The Bank requires all borrowers to obtain vendor's single interest coverage protecting the Bank against loss in the case a borrower's automobile insurance lapses. The Bank originates indirect loans through a network of approximately 48 dealers which are primarily new car dealers located in Anne Arundel County and the surrounding counties. Participating dealers take loan applications from their customers and transmit them to the Bank for approval.

**Other Loans.** The Bank offers overdraft protection lines of credit, tied to checking accounts, as a convenience to qualified customers.

Although the risk of non-payment for any reason exists with respect to all loans, certain other specific risks are associated with each type of loan. The primary risks associated with commercial loans, including commercial real estate loans, are the quality of the borrower's management and a number of economic and other factors which induce business failures and depreciate the value of business assets pledged to secure the loan, including competition, insufficient capital, product obsolescence, changes in the borrowers' cost, environmental hazards, weather, changes in laws and regulations and general changes in the marketplace. Primary risks associated with residential real estate loans include fluctuating land and property values and rising interest rates with respect to fixed-rate, long-term loans. Residential construction lending exposes the Company to risks related to builder performance. Consumer loans, including indirect automobile loans, are affected primarily by domestic economic instability and a variety of factors that may lead to the borrower's unemployment, including deteriorating economic conditions in one or more segments of a local or broader economy. Because the Bank deals with borrowers through an intermediary on indirect automobile loans, this form of lending potentially carries greater risks of defects in the application process for which claims may be made against the Bank. Indirect automobile lending may also involve the Bank in consumer disputes under state "lemon" or other laws. The Bank seeks to control these risks by following strict underwriting and documentation guidelines. In addition, dealerships are contractually obligated to indemnify the Bank for such losses for a limited period of time.

The Bank's lending activities are conducted pursuant to written policies approved by the Board of Directors intended to ensure proper management of credit risk. Loans are subject to a well defined credit process that includes credit evaluation of borrowers, establishment of lending limits and application of lending procedures, including the holding of adequate collateral and the maintenance of compensating balances, as well as procedures for on-going identification and management of credit deterioration. Regular portfolio reviews are performed by the Bank's Senior Credit Officer to identify potential underperforming loans and other credit facilities, estimate loss exposure and to ascertain compliance with the Bank's policies. On a quarterly basis, the Bank's Internal Auditor performs an independent loan review in accordance with the Bank's loan review policy. For significant problem loans, management review consists of evaluation of the financial strengths of the borrower and any guarantor, the related collateral, and the effects of economic conditions.

The Bank's loan approval policy provides for various levels of individual lending authority. The maximum aggregate lending authority granted by the Bank to any one Lending Officer is \$750,000. A combination of approvals from



certain officers may be used to lend up to an aggregate of \$1,000,000. The Bank's Executive Committee is authorized to approve loans up to \$3.0 million. Larger loans must be approved by the full Board of Directors.

Under Maryland law, the maximum amount which the Bank is permitted to lend to any one borrower and their related interests may generally not exceed 10% of the Bank's unimpaired capital and surplus, which is defined to include the Bank's capital, surplus, retained earnings and 50% of its allowance for possible loan losses. Under this authority, the Bank would have been permitted to lend up to \$3.49 million to any one borrower at December 31, 2007. By interpretive ruling of the Commissioner of Financial Regulation, Maryland banks have the option of lending up to the amount that would be permissible for a national bank which is generally 15% of unimpaired capital and surplus (defined to include a bank's total capital for regulatory capital purposes plus any loan loss allowances not included in regulatory capital). Under this formula, the Bank would have been permitted to lend up to \$5.22 million to any one borrower at December 31, 2007. At December 31, 2007, the largest amount outstanding to any one borrower and its related interests was \$4,121,000.

### Non-Performing Loans

It is the policy of the Bank to reverse accrued, and discontinue the accrual of, interest when a loan becomes 90 days or more delinquent and circumstances indicate that collection is doubtful.

The Bank seeks to control delinquencies through diligent collection procedures. For consumer loans, the Bank sends out payment reminders on the seventh and twelfth days after a payment is due. If a consumer loan becomes 15 days past due, the account is transferred to the Bank's collections department, which will contact the borrower by telephone and/or letter before the account becomes 30 days past due. If a consumer loan becomes more than 30 days past due, the Bank will continue its collection efforts and will move to repossession or foreclosure by the 45th day if the Bank has reason to believe that the collateral may be in jeopardy or the borrower has failed to respond to prior communications. The Bank will move to repossess or foreclose in all instances in which a consumer loan becomes more than 60 days delinquent. After repossession of a motor vehicle, the borrower has a 15-day statutory right to redeem the vehicle and is entitled to 10 days' notice before the sale of a repossessed vehicle. The Bank sells the vehicle as promptly as feasible after the expiration of these periods. If the amount realized from the sale of the vehicle is less than the loan amount, the Bank will seek a deficiency judgment against the borrower. The Bank follows similar collection procedures with respect to commercial loans.

The following table sets forth the amount of the Bank's restructured loans, non-accrual loans and accruing loans 90 days or more past due at the dates indicated:

	At December 31,				
	2007	2006	2005	2004	2003
	(Dollars In Thousands)				
Restructured Loans	\$ 578	\$ -	\$ -	\$ 95	\$ -
Non-accrual loans:					
Real estate – mortgage:					
Residential	\$ -	\$ 3	\$ 14	\$ 122	\$ 34
Commercial	-	-	-	255	265
Real estate - construction	-	-	-	-	-
Installment	212	46	159	205	250
Commercial	-	8	12	16	23
Total non-accrual loans	212	57	185	598	572
Accruing loans past due 90 days or more					
Real estate – mortgage:					
Residential	512	2	1	1	5

Edgar Filing: GLEN BURNIE BANCORP - Form 10-K

Commercial	-	-	-	-	-
Real estate - construction	-	-	3	6	6
Installment	-	-	-	-	-
Commercial	128	-	-	-	-
Total accruing loans past due 90 days or more	640	2	4	7	11
Total non-accrual and past due loans	\$ 852	\$ 59	\$ 189	\$ 605	\$ 583
Non-accrual and past due loans to gross loans	0.43%	0.03%	0.10%	0.33%	0.33%
Allowance for credit losses to non-accrual and past due loans	188.27%	3,116.95%	1,164.55%	398.68%	385.25%

For the year ended December 31, 2007, interest of \$20,037 would have been accrued on non-accrual loans if such loans had been current in accordance with their original terms. During that period, interest on non-accrual loans was not included in income. \$209,789, or 99%, of the Bank's total \$212,416 non-accrual loans at December 31, 2007 were attributable to 12 borrowers. No charge-offs have previously been taken on these loans. One of these borrowers with a loan totaling \$508 was in bankruptcy at that date. Because of the legal protections afforded to borrowers in bankruptcy, collections on such loans are difficult and the Bank anticipates that such loans may remain delinquent for an extended period of time. Each of these loans is secured by collateral with a value well in excess of the current active balance of the Bank's loan.

At December 31, 2007, there were no loans outstanding not reflected in the above table as to which known information about the borrower's possible credit problems caused management to have serious doubts as to the ability of the borrowers to comply with present loan repayment terms. These loans consist of loans which were not 90 days or more past due but where the borrower is in bankruptcy or has a history of delinquency or the loan to value ratio is considered excessive due to deterioration of the collateral or other factors.

At December 31, 2007, the Company had \$50,000 in real estate acquired in partial or total satisfaction of debt, compared to the same amount in such properties at December 31, 2006 and 2005, respectively. All such properties are recorded at the lower of cost or fair value at the date acquired and carried on the balance sheet as other real estate owned. Losses arising at the date of acquisition are charged against the allowance for credit losses. Subsequent write-downs that may be required and expense of operation are included in non-interest expense. Gains and losses realized from the sale of other real estate owned are included in non-interest income or expense. For a description of the properties comprising other real estate owned at December 31, 2007, see "Item 2. — Properties."

### **Allowance For Credit Losses**

The Bank's allowance for credit losses is based on the probable estimated losses that may be sustained in its loan portfolio. The allowance is based on two basic principles of accounting. (1) Statement of Financial Accounting Standards (SFAS) No. 5 "Accounting for Contingencies", which requires that losses be accrued when they are probable of occurring and estimable, and (2) SFAS No. 114, "Accounting by Creditors for Impairment of a Loan", which requires that losses be accrued based on the differences between the value of collateral, present value of future cash flows or values that are observable in the secondary market and the loan balance.

The allowance for credit losses is established through a provision for credit losses charged to expense. Loans are charged against the allowance for credit losses when management believes that the collectibility of the principal is unlikely. The allowance, based on evaluations of the collectibility of loans and prior loan loss experience, is an amount that management believes will be adequate to absorb possible losses on existing loans that may become uncollectible. The evaluations take into consideration such factors as changes in the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans, value of collateral, and current economic conditions and trends that may affect the borrower's ability to pay. Because mortgage lending decisions are based on conservative lending policies, the Company has no exposure to the credit issues affecting the sub-prime residential mortgage market.

Transactions in the allowance for credit losses during the last five fiscal years were as follows:

	Year Ended December 31,				
	2007	2006	2005	2004	2003
	(Dollars In Thousands)				
Beginning Balance	\$ 1,839	\$ 2,201	\$ 2,412	\$ 2,246	\$ 2,515
<b>Loans charged off</b>					
Real estate - mortgage:					
Residential	0	1	-	-	-
Commercial	-	-	-	-	-
Real estate - construction					
Installment	591	528	495	502	687
Credit card & related	-	-	-	-	42
Commercial	-	253	127	49	29
Total	591	782	622	551	758
<b>Recoveries</b>					
Real estate - mortgage:					
Residential	-	1	-	35	1
Commercial	-	-	-	-	-
Real estate - construction					
Installment	258	335	276	293	369
Credit card & related	-	-	-	-	30
Commercial	48	22	185	49	49
Total	306	358	461	377	449
Net charge offs/(recoveries)	285	424	161	174	308
Provisions (credited) charged to operations					
	50	62	(50)	340	40
Ending balance	\$ 1,604	\$ 1,839	\$ 2,201	\$ 2,412	\$ 2,246
Average loans	\$ 199,632	\$ 186,706	\$ 191,706	\$ 181,881	\$ 166,786
Net charge-offs to average loans	0.14%	0.23%	0.09%	0.10%	0.18%

The following table shows the allowance for credit losses broken down by loan category as of December 31, 2007, 2006, 2005, 2004, and 2003:

Portfolio	At December 31,			
	2007		2006	
	Allowance For Each Category	Percentage Of Loans In Each Category To Total Loans (Dollars In Thousands)	Allowance For Each Category	Percentage Of Loans In Each Category To Total Loans
Real Estate - mortgage:				
Residential	\$ 117	37.98%	\$ 149	34.88%
Commercial	163	23.66	314	27.13
Real Estate — construction	102	2.91	14	0.83
Installment	55	8.45	103	7.67
Credit Card	-	0.07	-	0.08
Indirect automobile	892	24.37	1,119	26.81
Commercial	257	2.56	260	2.60
Unallocated	18	-	120	-
Total	\$ 1,604	100.00%	\$ 1,839	100.00%

Portfolio	At December 31,					
	2005		2004		2003	
	Allowance For Each Category	Percentage Of Loans In Each Category To Total Loans	Allowance For Each Category	Percentage Of Loans In Each Category To Total Loans	Allowance For Each Category	Percentage Of Loans In Each Category To Total Loans
Real Estate – mortgage:						
Residential	\$ 153	37.17%	\$ 153	38.27%	\$ 143	36.62%
Commercial	277	19.50	328	17.23	314	16.20
Real Estate – construction	8	0.73	13	1.12	29	1.77
Installment	103	8.15	136	10.25	137	11.23
Credit Card	-	0.07	-	0.10	-	0.10
Indirect automobile	1,260	31.31	1,254	30.00	1,357	30.61
Commercial	264	3.07	343	3.03	271	3.47
Unallocated	136	-	185	-	-	-
Common Stock (B)	497 shs.	05/18/05	497,340	-	-	-
Warrant, exercisable until 2012, to purchase common stock at \$.01 per share (B)	130 shs.	05/18/05	112,128 2,495,485	-	1,294,108	-

Associated Diversified  
Services

A provider of routine maintenance and repair services primarily to electric utility companies predominantly on electric power distribution lines.

10% Senior Secured

Term Note due 2016 (C)	\$ 750,857	09/30/10	735,753	750,857
------------------------	------------	----------	---------	---------

Edgar Filing: GLEN BURNIE BANCORP - Form 10-K

13% Senior Subordinated Note due 2017 Limited Liability Company Unit Class B (B)	\$ 853,714	09/30/10	774,053	862,251
Limited Liability Company Unit Class B (B)	92,571 uts.	09/30/10	92,571	125,682
Limited Liability Company Unit Class B (B)	70,765 uts.	09/30/10	70,765	96,077
			1,673,142	1,834,867

Barcodes Group, Inc.

A distributor and reseller of automatic identification and data capture equipment, including mobile computers, scanners, point-of-sale systems, labels, and accessories.

13.5% Senior Subordinated Note due 2016	\$ 1,945,304	07/27/10	1,868,416	1,984,210
Preferred Stock (B)	39 shs.	07/27/10	394,487	394,500
Common Stock Class A (B)	131 shs.	07/27/10	1,310	194,118
Warrant, exercisable until 2020, to purchase common stock at \$.01 per share (B)	23 shs.	07/27/10	227	33,666
			2,264,440	2,606,494

Bravo Sports Holding  
Corporation

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

12.5% Senior Subordinated Note due 2014	\$ 2,281,593	06/30/06	2,227,029	570,398
Preferred Stock Class A (B)	879 shs.	06/30/06	268,121	-
Common Stock (B)	1 sh.	06/30/06	286	-
Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B)	309 shs.	06/30/06	92,102	-
			2,587,538	570,398

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Babson Capital Corporate Investors  
 March 31, 2012  
 (Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
<b>C D N T, Inc.</b>				
A value-added converter and distributor of specialty pressure sensitive adhesives, foams, films, and foils.				
10.5% Senior Secured Term Note due 2014	\$ 422,365	08/07/08	\$418,429	\$422,365
12.5% Senior Subordinated Note due 2015	\$ 750,872	08/07/08	707,202	750,872
Common Stock (B)	73,256 shs.	08/07/08	73,256	78,946
Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B)	57,600 shs.	08/07/08	57,689	62,074
			1,256,576	1,314,257
<b>Capital Specialty Plastics, Inc.</b>				
A producer of desiccant strips used for packaging pharmaceutical products.				
Common Stock (B)	109 shs.	*	503	1,190,167
*12/30/97 and 05/29/99.				
<b>CHG Alternative Education Holding Company</b>				
A leading provider of publicly-funded, for profit pre-K-12 education services targeting special needs children at therapeutic day schools and "at risk" youth through alternative education programs.				
13.5% Senior Subordinated Note due 2018	\$ 2,176,704	01/19/11	2,060,732	2,184,518
Common Stock (B)	1,125 shs.	01/19/11	112,500	92,077
Warrant, exercisable until 2021, to purchase common stock at \$.01 per share (B)	884 shs.	01/19/11	87,750	72,378
			2,260,982	2,348,973
<b>Church Services Holding Company</b>				
A provider of diversified residential services to homeowners in the Houston, Dallas, and Austin markets.				
14.5% Senior Subordinated Note due 2018	\$ 1,200,000	03/26/12	1,158,851	1,197,629
Common Stock (B)	3,000 shs.	03/26/12	300,000	285,000
Warrant, exercisable until 2022, to purchase common stock at \$.01 per share (B)	172 shs.	03/26/12	17,220	2
			1,476,071	1,482,631
<b>Clough, Harbour and Associates</b>				
An engineering service firm that is located in Albany, NY.				
12.25% Senior Subordinated Note due 2015	\$ 2,400,000	12/02/08	2,287,972	2,400,000
Preferred Stock (B)	277 shs.	12/02/08	276,900	361,733
			2,564,872	2,761,733



Edgar Filing: GLEN BURNIE BANCORP - Form 10-K

Coeur, Inc.

A producer of proprietary, disposable power injection syringes.

12% Senior Subordinated Note due 2016	\$	1,214,286	10/10/08	1,134,217	1,214,286
Common Stock (B)		607 shs.	10/10/08	60,714	57,961
Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B)		934 shs.	10/10/08	91,071	89,172
				1,286,002	1,361,419

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2012

(Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
<b>Connecticut Electric, Inc.</b>				
A supplier and distributor of electrical products sold into the retail and wholesale markets.				
10% Senior Subordinated Note due 2014 (D)	\$1,456,429 156,046	01/12/07	\$1,358,675	\$1,310,786
Limited Liability Company Unit Class A (B)	112,873 uts.	01/12/07	156,046	12,447
Limited Liability Company Unit Class C (B)	1,268,437 uts.	01/12/07	112,873	9,004
Limited Liability Company Unit Class D (B)	uts.	05/03/10	-	101,179
Limited Liability Company Unit Class E (B)	2,081 uts.	05/03/10	-	166
			1,627,594	1,433,582
<b>Connor Sport Court International, Inc.</b>				
A designer and manufacturer of outdoor and indoor synthetic sports flooring and other temporary flooring products.				
Preferred Stock Series B-2 (B)	17,152 shs.	07/05/07	700,392	1,288,175
Preferred Stock Series C (B)	8,986 shs.	07/05/07	300,168	674,832
Common Stock (B)	718 shs.	07/05/07	7	-
Limited Partnership Interest (B)	12.64% int.	*	189,586	-
*08/12/04 and 01/14/05.			1,190,153	1,963,007
<b>CorePharma LLC</b>				
A manufacturer of oral dose generic pharmaceuticals targeted at niche applications.				
14.5% Senior Subordinated Note due 2016	\$2,643,438	08/04/05	2,643,438	2,643,438
Warrant, exercisable until 2013, to purchase common stock at \$.001 per share (B)	20 shs.	08/04/05	137,166	677,761
			2,780,604	3,321,199
<b>Crane Rental Corporation</b>				
A crane rental company since 1960, headquartered in Florida.				
13% Senior Subordinated Note due 2015	\$2,295,000 255,000	08/21/08	2,147,162	2,213,798
Common Stock (B)	shs.	08/21/08	255,000	-
Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B)	136,070 shs.	08/21/08	194,826	-
			2,596,988	2,213,798

Edgar Filing: GLEN BURNIE BANCORP - Form 10-K

Custom Engineered Wheels, Inc.

A manufacturer of custom engineered, non-pneumatic plastic wheels and plastic tread cap tires used primarily for lawn and garden products and wheelchairs.

12.5% Senior Subordinated Note due 2016	\$2,182,212	10/27/09	1,960,697	2,158,322
Preferred Stock PIK (B)	296 shs.	10/27/09	295,550	101,067
Preferred Stock Series A (B)	216 shs.	10/27/09	197,152	73,843
Common Stock (B)	72 shs.	10/27/09	72,238	-
Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B)	53 shs.	10/27/09	48,608	-
			2,574,245	2,333,232

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Babson Capital Corporate Investors  
 March 31, 2012  
 (Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
<b>DPC Holdings LLC</b>				
A provider of accounts receivable management and revenue cycle management services to customers in the healthcare, financial and utility industries.				
14% Senior Subordinated Note due 2017	\$2,690,423	10/21/11	\$2,639,700	\$2,688,369
Limited Liability Company Unit Class A (B)	33,333 uts.	10/21/11	333,333	292,981
			2,973,033	2,981,350
<b>Duncan Systems, Inc.</b>				
A distributor of windshields and side glass for the recreational vehicle market.				
10% Senior Secured Term Note due 2013	\$270,000	11/01/06	268,822	269,699
13% Senior Subordinated Note due 2014	\$855,000	11/01/06	811,151	853,310
	180,000			
Common Stock (B)	shs.	11/01/06	180,000	27,728
Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B)	56,514 shs.	11/01/06	78,160	8,706
			1,338,133	1,159,443
<b>E S P Holdco, Inc.</b>				
A manufacturer of power protection technology for commercial office equipment, primarily supplying the office equipment dealer network.				
14% Senior Subordinated Note due 2015	\$2,415,649	01/08/08	2,387,836	2,415,649
Common Stock (B)	660 shs.	01/08/08	329,990	426,980
			2,717,826	2,842,629
<b>E X C Acquisition Corporation</b>				
A manufacturer of pre-filled syringes and pump systems used for intravenous drug delivery.				
Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B)	22 shs.	06/28/04	77,208	47,946
<b>Eatem Holding Company</b>				
A developer and manufacturer of savory flavor systems for soups, sauces, gravies, and other products produced by food manufacturers for retail and foodservice end products.				
12.5% Senior Subordinated Note due 2018	\$2,850,000	02/01/10	2,534,031	2,748,454
Common Stock (B)	150 shs.	02/01/10	150,000	134,009
Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B)	358 shs.	02/01/10	321,300	319,521
			3,005,331	3,201,984

Edgar Filing: GLEN BURNIE BANCORP - Form 10-K

ELT Holding Company

A provider of web-based ethics and compliance training solutions for companies in the United States.

14% Senior Subordinated Note due 2019	\$2,731,818	03/01/12	2,677,619	2,703,263
Common Stock (B)	122 shs.	03/01/12	272,727	259,105
			2,950,346	2,962,368

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2012

(Unaudited)

Corporate Restricted Securities: (A) (Continued)		Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
<b>F C X Holdings Corporation</b>					
A distributor of specialty/technical valves, actuators, accessories, and process instrumentation supplying a number of industrial, high purity, and energy end markets in North America.					
15% Senior Subordinated Note due 2015	\$ 2,344,883	10/06/08	\$ 2,318,823	\$ 2,344,883	
14% Senior Subordinated Note due 2017	\$ 638,527	03/02/12	625,923	632,855	
Preferred Stock Series A (B)	441 shs.	*	44,100	59,650	
Preferred Stock Series B (B)	4,341 shs.	10/06/08	434,074	587,165	
Common Stock (B)	3,069 shs.	10/06/08	3,069	37,747	
* 12/30/10 and 07/01/11.			3,425,989	3,662,300	
<b>F F C Holding Corporation</b>					
A leading U.S. manufacturer of private label frozen novelty and ice cream products.					
16% Senior Subordinated Note due 2017	\$ 2,622,316	09/27/10	2,580,258	2,674,762	
Limited Liability Company Units Preferred (B)	512 uts.	09/27/10	460,976	510,076	
Limited Liability Company Units (B)	512 uts.	09/27/10	51,220	114,454	
			3,092,454	3,299,292	
<b>F G I Equity LLC</b>					
A manufacturer of a broad range of filters and related products that are used in commercial, light industrial, healthcare, gas turbine, nuclear, laboratory, clean room, hotel, educational system, and food processing settings.					
14.25% Senior Subordinated Note due 2016	\$ 2,665,590	12/15/10	2,602,241	2,718,902	
14.25% Senior Subordinated Note due 2016	\$ 661,279	02/29/12	661,268	655,673	
Limited Liability Company Unit Class B-1 (B)	394,737 uts.	12/15/10	394,737	701,062	
Limited Liability Company Unit Class B-2 (B)	49,488 uts.	12/15/10	49,488	87,892	
			3,707,734	4,163,529	

**F H Equity LLC**

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

Edgar Filing: GLEN BURNIE BANCORP - Form 10-K

14% Senior Subordinated Note due 2017	\$ 3,078,645	12/20/10	2,968,557	3,154,370
Limited Liability Company Unit Class C (B)	9,449 uts.	12/20/10	96,056 3,064,613	99,419 3,253,789

Flutes, Inc.

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

10% Senior Secured Term Note due 2013 (D)	\$ 918,385	04/13/06	908,339	459,192
14% Senior Subordinated Note due 2013 (D)	\$ 555,059	04/13/06	509,089 1,417,428	- 459,192

G C Holdings

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

12.5% Senior Subordinated Note due 2017	\$ 3,000,000	10/19/10	2,826,877	3,060,000
Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B)	594 shs.	10/19/10	140,875 2,967,752	- 3,060,000

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Babson Capital Corporate Investors  
 March 31, 2012  
 (Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
<b>Golden County Foods Holding, Inc.</b>				
A manufacturer of frozen appetizers and snacks.				
16% Senior Subordinated Note due 2015 (D)	\$ 1,912,500	11/01/07	\$ 1,772,199	\$-
14% PIK Note due 2015 (D)	\$ 472,711	12/31/08	411,209	-
8% Series A Convertible Preferred Stock, convertible into common shares (B)	287,658 shs.	11/01/07	146,658	-
			2,330,066	-
<b>H M Holding Company</b>				
A designer, manufacturer, and importer of promotional and wood furniture.				
7.5% Senior Subordinated Note due 2014 (D)	\$ 685,100	10/15/09	512,231	342,550
Preferred Stock (B)	40 shs.	*	40,476	-
Preferred Stock Series B (B)	2,055 shs.	10/15/09	1,536,694	-
Common Stock (B)	340 shs.	02/10/06	340,000	-
Common Stock Class C (B)	560 shs.	10/15/09	-	-
Warrant, exercisable until 2013, to purchase common stock at \$.02 per share (B)	126 shs.	02/10/06	116,875	-
* 09/18/07 and 06/27/08.			2,546,276	342,550
<b>Handi Quilter Holding Company</b>				
A designer and manufacturer of long-arm quilting machines and related components for the consumer quilting market.				
12% Senior Subordinated Note due 2017	\$ 1,384,615	11/14/11	1,284,565	1,390,795
Common Stock (B)	115 shs.	11/14/11	115,385	79,037
Warrant, exercisable until 2021, to purchase common stock at \$.01 per share (B)	83 shs.	11/14/11	76,788	56,584
			1,476,738	1,526,416
<b>Healthcare Direct Holding Company</b>				
A direct-to-consumer marketer of discount dental plans.				
14% Senior Subordinated Note due 2019	\$ 2,097,505	03/09/12	2,055,811	2,080,999
Common Stock (B)	1,552 shs.	03/09/12	155,172	147,413
			2,210,983	2,228,412
<b>HGGC Citadel Plastics Holdings</b>				



Edgar Filing: GLEN BURNIE BANCORP - Form 10-K

A world-leading source for thermoset and thermoplastic compounds.

14% Senior Subordinated Note due 2019	\$ 2,697,581	02/29/12	2,644,031	2,669,403
Common Stock (B)	302 shs.	02/29/12	302,419	287,299
			2,946,450	2,956,702

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2012

(Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
<b>Home Décor Holding Company</b>				
A designer, manufacturer and marketer of framed art and wall décor products.				
Common Stock (B)	63 shs.	*	\$ 62,742	\$ 123,138
Warrant, exercisable until 2012, to purchase common stock at \$.02 per share (B)	200 shs.	*	199,501	391,553
			262,243	514,691
* 06/30/04 and 08/19/04.				
<b>HOP Entertainment LLC</b>				
A provider of post production equipment and services to producers of television shows and motion pictures.				
Limited Liability Company Unit				
Class F (B)	89 uts.	10/14/11	-	-
Limited Liability Company Unit				
Class G (B)	215 uts.	10/14/11	-	-
Limited Liability Company Unit				
Class H (B)	89 uts.	10/14/11	-	-
Limited Liability Company Unit				
Class I (B)	89 uts.	10/14/11	-	-
			-	-
<b>Hospitality Mints Holding Company</b>				
A manufacturer of individually-wrapped imprinted promotional mints.				
14% Senior Subordinated Note due 2016				
	\$ 2,863,626	08/19/08	2,732,688	2,720,444
Common Stock (B)	474 shs.	08/19/08	474,419	-
Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B)	123 shs.	08/19/08	113,773	-
			3,320,880	2,720,444
<b>Ideal Tridon Holdings, Inc.</b>				
A designer and manufacturer of clamps and couplings used in automotive and industrial end markets.				
13.5% Senior Subordinated Note due 2018				
	\$ 2,739,043	10/27/11	2,686,703	2,740,225
Common Stock (B)	279 shs.	10/27/11	278,561	287,252
			2,965,264	3,027,477
<b>Insurance Claims Management, Inc.</b>				
A third party administrator providing auto and property claim administration services for insurance companies.				
Common Stock (B)	89 shs.	02/27/07	2,689	494,905

International Offshore Services LLC

A leading provider of marine transportation services, platform decommissioning, and salvage services to oil and gas producers in the shallow waters of the Gulf of Mexico.

14.25% Senior Subordinated Secured

Note due 2017 (D)	\$ 2,550,000	07/07/09	2,335,431	1,275,000
Limited Liability Company Unit (B)	3,112 uts.	07/07/09	186,684	-
			2,522,115	1,275,000

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Babson Capital Corporate Investors  
 March 31, 2012  
 (Unaudited)

		Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
Corporate Restricted Securities: (A) (Continued)					
J A C Holding Enterprises, Inc.					
A supplier of luggage racks and accessories to the original equipment manufacturers.					
12.5% Senior Subordinated Note due 2017	\$ 2,500,000		12/20/10	\$ 2,174,097	\$ 2,265,417
Preferred Stock A (B)	495 shs.		12/20/10	495,000	-
Preferred Stock B (B)	0.17 shs.		12/20/10	-	-
Common Stock (B)	100 shs.		12/20/10	5,000	-
Warrant, exercisable until 2020, to purchase common stock at \$.01 per share (B)	36 shs.		12/20/10	316,931	-
				2,991,028	2,265,417
Jason Partners Holdings LLC					
A diversified manufacturing company serving various industrial markets.					
Limited Liability Company Unit (B)	90 uts.		09/21/10	848,275	48,185
K & N Parent, Inc.					
A manufacturer and supplier of automotive aftermarket performance air filters and intake systems.					
14% Senior Subordinated Note due 2017	\$ 2,608,696		12/23/11	2,557,739	2,614,331
Preferred Stock Series A (B)	305 shs.		12/23/11	289,733	247,101
Preferred Stock Series B (B)	86 shs.		12/23/11	82,006	69,938
Common Stock (B)	391 shs.		12/23/11	19,565	-
				2,949,043	2,931,370
K N B Holdings Corporation					
A designer, manufacturer and marketer of products for the custom framing market.					
15% Senior Subordinated Note due 2017	\$ 4,414,253		04/12/11	4,078,094	4,414,253
Common Stock (B)	134,210 shs.		05/25/06	134,210	47,650
Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B)	82,357 shs.		05/25/06	71,534	29,240
				4,283,838	4,491,143
K P H I Holdings, Inc.					
A manufacturer of highly engineered plastic and metal components for a diverse range of end-markets, including medical, consumer and industrial, automotive and defense.					
15% Senior Subordinated Note due 2017	\$ 2,694,958		12/10/10	2,648,430	2,691,901
Common Stock (B)	698,478 shs.		12/10/10	698,478	371,856
				3,346,908	3,063,757



## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2012

(Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
<b>K P I Holdings, Inc.</b>				
The largest player in the U.S. non-automotive, non-ferrous die casting segment.				
6% Senior Subordinated Note due 2015	\$2,549,767	07/16/08	\$2,412,404	\$2,422,279
Convertible Preferred Stock Series C (B)	55 shs.	06/30/09	55,435	110,000
Convertible Preferred Stock Series D (B)	24 shs.	09/17/09	24,476	73,410
Common Stock (B)	443 shs.	07/15/08	443,478	-
Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B)	96 shs.	07/16/08	96,024	-
Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B)	128 shs.	09/17/09	-	-
			3,031,817	2,605,689
<b>K W P I Holdings Corporation</b>				
A manufacturer and distributor of vinyl windows and patio doors throughout the northwestern United States.				
12% Senior Subordinated Note due 2015 (D)	\$3,162,920	03/14/07	2,878,056	2,530,336
Preferred Stock PIK (B)	1,499 shs.	02/07/11	579,500	-
Common Stock (B)	232 shs.	03/13/07	232,000	-
Warrant, exercisable until 2019, to purchase preferred stock at \$.01 per share (B)	134 shs.	07/07/09	-	-
Warrant, exercisable until 2017, to purchase common stock at \$.01 per share (B)	167 shs.	03/14/07	162,260	-
			3,851,816	2,530,336
<b>LPC Holding Company</b>				
A designer and manufacturer of precision-molded silicone rubber components that are utilized in the medical and automotive end markets.				
13.5% Senior Subordinated Note due 2018	\$2,732,510	08/15/11	2,681,587	2,781,627
Common Stock (B)	283 shs.	08/15/11	283,019	253,600
			2,964,606	3,035,227
<b>M V I Holding, Inc.</b>				
A manufacturer of large precision machined metal components used in equipment which services a variety of industries, including the oil and gas, mining, and defense markets.				
13% Senior Subordinated Note due 2016	\$1,264,386	09/12/08	1,200,432	1,264,386
Common Stock (B)	61 shs.	09/12/08	60,714	77,450
Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B)	66 shs.	09/12/08	65,571	83,650
			1,326,717	1,425,486

Mail Communications Group, Inc.

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

Limited Liability Company Unit (B)	24,109 uts.	*	314,464	408,153
Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B)	3,375 shs.	05/04/07	43,031	57,137
* 05/04/07 and 01/02/08.			357,495	465,290

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Babson Capital Corporate Investors  
 March 31, 2012  
 (Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
<b>Manhattan Beachwear Holding Company</b>				
A designer and distributor of women's swimwear.				
12.5% Senior Subordinated Note due 2018	\$1,259,914	01/15/10	\$1,126,799	\$1,259,914
15% Senior Subordinated Note due 2018	\$318,857	10/05/10	313,325	318,857
Common Stock (B)	106 shs.	10/05/10	106,200	189,566
Common Stock Class B (B)	353 shs.	01/15/10	352,941	629,995
Warrant, exercisable until 2019, to purchase common stock at \$.01 per share (B)	312 shs.	01/15/10	283,738	557,542
			2,183,003	2,955,874
<b>Marshall Physicians Services LLC</b>				
A provider of emergency department and hospital medicine services to hospitals located in the state of Kentucky. The Company was founded in 1999 and is owned by seven practicing physicians.				
13% Senior Subordinated Note due 2016	\$1,326,976	09/20/11	1,301,907	1,338,152
Limited Liability Company Unit Class A (B)	8,700 uts.	09/20/11	180,000	136,162
Limited Liability Company Unit Class D (B)	874 uts.	09/20/11	-	13,684
			1,481,907	1,487,998
<b>MBWS Ultimate Holdco, Inc.</b>				
A provider of services throughout North Dakota that address the fluid management and related transportation needs of an oil well.				
12% Senior Subordinated Note due 2016	\$3,352,486	*	3,083,743	3,419,536
Preferred Stock Series A (B)	4,164 shs.	09/07/10	416,392	1,368,218
Common Stock (B)	487 shs.	03/01/11	48,677	160,020
Common Stock (B)	458 shs.	09/07/10	45,845	150,491
Warrant, exercisable until 2020, to purchase common stock at \$.01 per share (B)	310 shs.	03/01/11	30,975	101,861
Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B)	1,158 shs.	09/07/10	115,870	380,499
* 09/07/10 and 03/01/11.			3,741,502	5,580,625
<b>MedSystems Holdings LLC</b>				
A manufacturer of enteral feeding products, such as feeding tubes and other products related to assisted feeding.				
13% Senior Subordinated Note due 2015	\$1,190,084	08/29/08	1,098,105	1,190,084
Preferred Unit (B)	126 uts.	08/29/08	125,519	122,679
Common Unit Class A (B)	1,268 uts.	08/29/08	1,268	-
Common Unit Class B (B)	472 uts.	08/29/08	120,064	-
			1,344,956	1,312,763





## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2012

(Unaudited)

Corporate Restricted Securities: (A) (Continued)		Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
<b>MEGTEC Holdings, Inc.</b>					
A supplier of industrial and environmental products and services to a broad array of industries.					
Preferred Stock (B)	107 shs.	09/24/08	\$	103,255	\$ 142,601
Limited Partnership Interest (B)	1.40% int.	09/16/08		388,983	457,634
Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B)	35 shs.	09/24/08		33,268	31,770
				525,506	632,005
<b>Merex Holding Corporation</b>					
A provider of after-market spare parts and components, as well as Maintenance, Repair and Overhaul services for "out of production" or "legacy" aerospace and defense systems that are no longer effectively supported by the original equipment manufacturers.					
14% Senior Subordinated Note due 2018	\$ 1,103,774	09/22/11		1,082,828	1,111,323
Limited Liability Company Unit Series B (B)	396,226 uts.	09/22/11		396,226	435,364
				1,479,054	1,546,687
<b>MicroGroup, Inc.</b>					
A manufacturer of precision parts and assemblies, and a value-added supplier of metal tubing and bars.					
12% Senior Subordinated Note due 2013 (D)	\$ 2,685,614	*		2,577,220	671,403
Common Stock (B)	450 shs.	*		450,000	-
Warrant, exercisable until 2013, to purchase common stock at \$.02 per share (B)	164 shs.	*		162,974	-
* 08/12/05 and 09/11/06.				3,190,194	671,403
<b>Monessen Holding Corporation</b>					
A designer and manufacturer of a broad line of gas, wood, and electric hearth products and accessories.					
15% Senior Subordinated Note due 2015 (D)	\$ 1,556,056	06/28/11		1,034,632	-
7% Senior Subordinated Note due 2014 (D)	\$ 2,550,000	06/28/11		2,420,572	-
Warrant, exercisable until 2014, to purchase common stock at \$.02 per share (B)	152 shs.	03/31/06		138,125	-

Edgar Filing: GLEN BURNIE BANCORP - Form 10-K

3,593,329 -

Motion Controls Holdings

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

14.25% Senior Subordinated Note due 2017	\$ 2,783,876	11/30/10	2,738,348	2,839,554
Limited Liability Company Unit Class B-1 (B)	281,250 uts.	11/30/10	-	338,944
Limited Liability Company Unit Class B-2 (B)	25,504 uts.	11/30/10	-	30,735
			2,738,348	3,209,233

NABCO, Inc.

A producer of explosive containment vessels in the United States.

14% Senior Subordinated Note due 2014 (D)	\$ 625,000	02/24/06	578,174	156,250
Limited Liability Company Unit (B)	825 uts.	*	825,410	-
Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B)	129 shs.	02/24/06	37,188	-
* 02/24/06 and 06/22/07.			1,440,772	156,250

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Babson Capital Corporate Investors  
 March 31, 2012  
 (Unaudited)

Corporate Restricted Securities: (A) (Continued)		Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
NetShape Technologies, Inc.					
A manufacturer of powder metal and metal injection molded precision components used in industrial, consumer, and other applications.					
14% Senior Subordinated Note due 2014	\$ 1,946,587		02/02/07	\$ 1,764,746	\$ 1,557,270
Limited Partnership Interest of Saw Mill PCG Partners LLC (B) Limited Liability Company Unit Class D of	2.73% int.		02/01/07	1,110,810	-
Saw Mill PCG Partners LLC (B) Limited Liability Company Unit Class D-1 of	17 uts.	*		16,759	-
Saw Mill PCG Partners LLC (B) Limited Liability Company Unit Class D-2 of	229 uts.		09/30/09	228,858	-
Saw Mill PCG Partners LLC (B) * 12/18/08 and 09/30/09.	128 uts.		04/29/11	65,256	-
				3,186,429	1,557,270
Newark Group, Inc.					
A major producer of paper products from recycled materials.					
Common Stock (B)	134,520 shs.		09/02/10	796,863	259,422
Nicoat Acquisitions LLC					
A manufacturer of water-based and ultraviolet coatings for high-performance graphic arts, packaging and other specialty coating applications.					
12.5% Senior Subordinated Note due 2016	\$ 1,448,276		11/05/10	1,333,413	1,462,123
Limited Liability Company Unit Series B (B)	51,724 uts.		11/05/10	51,724	56,746
Limited Liability Company Unit Series B (B)	104,792 uts.		11/05/10	104,792	114,967
Limited Liability Company Unit Series F (B)	156,516 uts.		11/05/10	-	40,653
				1,489,929	1,674,489
Northwest Mailing Services, Inc.					

Edgar Filing: GLEN BURNIE BANCORP - Form 10-K

A producer of promotional materials for companies that use direct mail as part of their customer retention and loyalty programs.

12% Senior Subordinated Note due 2016	\$2,818,421	*	2,402,656	2,793,509
Limited Partnership Interest (B)	3,287 uts.	*	328,679	85,814
Warrant, exercisable until 2019, to purchase common stock at \$.01 per share (B)	4,920 shs.	*	492,016	128,460
* 07/09/09 and 08/09/10.			3,223,351	3,007,783

NT Holding Company

A leading developer, manufacturer and provider of medical products used primarily in interventional pain management.

12% Senior Subordinated Note due 2019	\$2,649,351	02/02/11	2,456,175	2,681,432
Common Stock (B)	377 shs.	*	377,399	251,018
Warrant, exercisable until 2021, to purchase common stock at \$.01 per share (B)	176 shs.	02/02/11	158,961	117,235
* 02/02/11 and 06/30/11.			2,992,535	3,049,685

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2012

(Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
<b>Nyloncraft, Inc.</b>				
A supplier of engineered plastic components for the automotive industry.				
Common Stock (B)	312,500 shs.	01/28/02	\$ 312,500	\$450,260
Warrant, exercisable until 2015, to purchase common stock at \$.01 per share (B)	243,223 shs.	01/28/02	162,045 474,545	350,443 800,703
<b>O E C Holding Corporation</b>				
A provider of elevator maintenance, repair and modernization services.				
13% Senior Subordinated Note due 2017	\$ 1,333,333	06/04/10	1,233,442	1,323,677
Preferred Stock Series A (B)	1,661 shs.	06/04/10	166,062	80,732
Preferred Stock Series B (B)	934 shs.	06/04/10	93,376	45,396
Common Stock (B)	1,032 shs.	06/04/10	1,032 1,493,912	- 1,449,805
<b>OakRiver Technology, Inc.</b>				
Designs, engineers and assembles high precision automated process equipment for the medical device industry with a focus on defibrillators and stents.				
Common Stock (B)	322,307 shs.	01/03/06	322,307	742,896
Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B)	75,378 shs.	01/03/06	62,824 385,131	173,741 916,637
<b>Ontario Drive &amp; Gear Ltd.</b>				
A manufacturer of all-wheel drive, off-road amphibious vehicles and related accessories.				
Limited Liability Company Unit (B)	3,667 uts.	01/17/06	572,115	1,564,276
Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B)	619 shs.	01/17/06	170,801 742,916	264,105 1,828,381
<b>P K C Holding Corporation</b>				
A manufacturer of plastic film and badges for the general industrial, medical, and food industries.				
14% Senior Subordinated Note due 2016	3,008,156	12/21/10	2,945,747	3,038,131
Preferred Stock Class A (B)	54 shs.	12/21/10	340,718	542,180
Common Stock (B)	54 shs.	12/21/10	25,500 3,311,965	- 3,580,311

P P T Holdings LLC

A high-end packaging solutions provider that targets customers who have multiple packaging needs, require a high number of low volume SKUs, short lead times, technical expertise, and overall supply chain management.

15% Senior Subordinated Note due 2017	\$2,784,217	12/20/10	2,737,176	2,767,321
Limited Liability Company Unit Class A (B)	99 uts.	12/20/10	318,215	214,310
Limited Liability Company Unit Class B (B)	99 uts.	12/20/10	3,214	214,310
			3,058,605	3,195,941

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Babson Capital Corporate Investors  
 March 31, 2012  
 (Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
<b>Pacific Consolidated Holdings LLC</b>				
A manufacturer of rugged, mobile liquid and gaseous oxygen and nitrogen generating systems used in the global defense, oil and gas, and medical sectors.				
14% Senior Subordinated Note due 2012				
(D)	\$ 1,393,591	04/27/07	\$ 1,359,161	\$ 487,757
5% Senior Subordinated Note due 2012	\$ 79,688	07/21/10	79,688	79,688
Preferred Shares Series E (B)	79,688 uts. 1,754,707	07/21/10	-	-
Limited Liability Company Unit (B)	uts.	04/27/07	63,233 1,502,082	- 567,445
<b>Paradigm Packaging, Inc.</b>				
A manufacturer of plastic bottles and closures for the nutritional, pharmaceutical, personal care, and food packaging markets.				
12% Senior Subordinated Note due 2015	\$ 1,593,750	12/19/00	1,589,925	1,593,750
Warrant, exercisable until 2015, to purchase common stock at \$.01 per share (B)	372 shs.	12/21/00	265,625 1,855,550	641 1,594,391
<b>Pearlman Enterprises, Inc.</b>				
A developer and distributor of tools, equipment, and supplies to the natural and engineered stone industry.				
Preferred Stock Series A (B)	2,334 shs.	05/22/09	111,508	-
Preferred Stock Series B (B)	13,334 shs.	05/22/09	547,872	-
Common Stock (B)	40,540 shs.	05/22/09	1,877,208 2,536,588	- -
<b>Postle Aluminum Company LLC</b>				
A manufacturer and distributor of aluminum extruded products.				
15% Senior Subordinated Note due 2013	\$ 1,615,917	06/03/10	1,599,980	1,632,076
3% Senior Subordinated PIK Note due 2014	\$ 2,283,699	10/02/06	2,057,261	2,283,699
Limited Liability Company Unit Class A (B)	1,384 uts.	10/02/06	510,000	170,077
Limited Liability Company Unit (B)	143 uts.	05/22/09	642	17,572
Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B)	8,595 shs.	10/02/06	124,644 4,292,527	1,056,187 5,159,611
<b>Power Services Holding Company</b>				



Edgar Filing: GLEN BURNIE BANCORP - Form 10-K

A provider of industrial motor repair services, predictive and preventative maintenance, and performance improvement consulting serving the petrochemical, mining, power generation, metals, and paper industries.

12% Senior Subordinated Note due 2016	\$ 1,780,638	02/11/08	1,681,063	1,780,638
Limited Partnership Interest (B)	23.70% int.	02/11/08	177,729	192,080
Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B)	1,322 shs.	02/11/08	167,588	390,771
			2,026,380	2,363,489

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2012

(Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
<b>Precision Wire Holding Company</b>				
A manufacturer of specialty medical wires that are used in non-elective minimally invasive surgical procedures.				
14.25% Senior Subordinated Note due 2016	\$ 2,642,859	11/12/09	\$ 2,441,009	\$ 2,695,716
Warrant, exercisable until 2019, to purchase common stock at \$.01 per share (B)	206 shs.	11/12/09	203,944	192,986
			2,644,953	2,888,702
<b>Qualis Automotive LLC</b>				
A distributor of aftermarket automotive brake and chassis products.				
Common Stock (B)	354,167 shs.	05/28/04	354,166	477,723
Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B)	377,719 shs.	05/28/04	377,719	509,491
			731,885	987,214
<b>R A J Manufacturing Holdings LLC</b>				
A designer and manufacturer of women's swimwear sold under a variety of licensed brand names.				
12.5% Senior Subordinated Note due 2014	\$ 1,411,274	12/15/06	1,357,582	1,411,274
Limited Liability Company Unit (B)	2,828 uts.	12/15/06	282,810	120,878
Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B)	3 shs.	12/15/06	131,483	57,004
			1,771,875	1,589,156
<b>RM Holding Company</b>				
A specialty distributor of home medical care equipment.				
13% Senior Subordinated Note due 2018	\$ 1,380,952	02/09/12	1,297,485	1,383,757
Common Stock (B)	1,108 shs.	02/09/12	11	10
Preferred Stock (B)	119,037 shs.	02/09/12	119,037	113,085
Warrant, exercisable until 2022, to purchase preferred stock A at \$.01 per share (B)	36,263 shs.	02/09/12	35,940	363
Warrant, exercisable until 2022, to purchase preferred stock B at \$.01 per share (B)	21,202 shs.	02/09/12	21,202	212
Warrant, exercisable until 2022, to purchase common stock at \$.01 per share (B)	556 shs.	02/09/12	-	6
			1,473,675	1,497,433
<b>Royal Baths Manufacturing Company</b>				

Edgar Filing: GLEN BURNIE BANCORP - Form 10-K

A manufacturer and distributor of acrylic and cultured marble bathroom products.

12.5% Senior Subordinated Note due 2016	\$ 531,250	11/14/03	522,644	531,250
Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B)	140 shs.	11/14/03	122,946 645,590	42,301 573,551

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Babson Capital Corporate Investors  
 March 31, 2012  
 (Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
<b>Safety Infrastructure Solutions</b>				
A provider of trench safety equipment to a diverse customer base across multiple end markets in Texas and the Southwestern United States.				
15% Senior Subordinated Note due 2018	\$ 1,968,750	03/30/12	\$ 1,939,236	\$ 1,967,980
Preferred Stock (B)	6,294 shs.	03/30/12	251,758	239,170
Common Stock (B)	2,949 shs.	03/30/12	29,492	28,017
			2,220,486	2,235,167
<b>Sencore Holding Company</b>				
A designer, manufacturer, and marketer of decoders, receivers and modulators sold to broadcasters, satellite, cable and telecom operators for encoding/decoding analog and digital transmission video signals.				
12.5% Senior Subordinated Note due 2014 (D)	\$ 2,185,882	01/15/09	1,560,231	-
<b>Smart Source Holdings LLC</b>				
A short-term computer rental company.				
12% Senior Subordinated Note due 2015	\$ 2,223,076	*	2,105,066	2,223,076
Limited Liability Company Unit (B)	619 uts.	*	631,592	556,750
Warrant, exercisable until 2015, to purchase common stock at \$.01 per share (B)	157 shs.	*	164,769	141,043
* 08/31/07 and 03/06/08.			2,901,427	2,920,869
<b>Snacks Parent Corporation</b>				
The world's largest provider of trail mixes and a leading provider of snack nuts, dried fruits, and other healthy snack products.				
13% Senior Subordinated Note due 2017		\$2,642,013	11/12/10	2,511,831
Preferred Stock A (B)		3,395 shs.	11/12/10	322,495
Preferred Stock B (B)		1,575 shs.	11/12/10	149,650
Common Stock (B)		19,737 shs.	11/12/10	19,737
Warrant, exercisable until 2020, to purchase common stock at \$.01 per share (B)		5,418 shs.	11/12/10	5,418
				3,009,131
				2,933,626
<b>SouthernCare Holdings, Inc.</b>				
A hospice company providing palliative care services to terminally ill patients.				

Edgar Filing: GLEN BURNIE BANCORP - Form 10-K

14% Senior Subordinated Note due 2018	\$2,745,478	12/01/11	2,692,520	2,747,834
Common Stock (B)	2,727 shs.	12/01/11	272,727	284,604
			2,965,247	3,032,438
Spartan Foods Holding Company				
A manufacturer of branded pizza crusts and pancakes.				
12.25% Senior Subordinated Note due 2017	\$2,267,934	12/15/09	2,000,712	2,154,538
Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B)	257 shs.	12/15/09	227,109	20,012
			2,227,821	2,174,550

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2012

(Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
<b>Specialty Commodities, Inc.</b>				
A distributor of specialty food ingredients.				
13.25% Senior Subordinated Note due 2016	\$2,348,591	10/23/08	\$2,246,958	\$2,348,591
Common Stock (B)	30,000 shs.	10/23/08	300,000	349,155
Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B)	11,054 shs.	10/23/08	100,650	128,652
			2,647,608	2,826,398
<b>Stanton Carpet Holding Company</b>				
A designer and marketer of high and mid-priced decorative carpets and rugs.				
12.13% Senior Subordinated Note due 2015	\$1,492,683	08/01/06	1,451,373	1,492,683
Common Stock (B)	311 shs.	08/01/06	310,976	434,780
Warrant, exercisable until 2014, to purchase common stock at \$.02 per share (B)	104 shs.	08/01/06	93,293	144,801
			1,855,642	2,072,264
<b>Strata/WLA Holding Corporation</b>				
A leading independent anatomic pathology laboratory that conducts over 320,000 tests annually to customers in 40 U.S. states, Canada and Venezuela.				
14.5% Senior Subordinated Note due 2018	\$2,824,161	07/01/11	2,772,406	2,804,734
Preferred Stock Series A (B)	228 shs.	07/01/11	228,137	122,752
			3,000,543	2,927,486
<b>Sundance Investco LLC</b>				
A provider of post-production services to producers of movies and television shows.				
Limited Liability Company Unit Class A (B)	6,429 shs.	03/31/10	-	-
<b>Sunrise Windows Holding Company</b>				
A manufacturer and marketer of premium vinyl windows exclusively selling to the residential remodeling and replacement market.				
14% Senior Subordinated Note due 2017	\$ 3,144,624	12/14/10	2,984,248	2,987,393
Common Stock (B)	115 shs.	12/14/10	114,504	13,206
Warrant, exercisable until 2020, to purchase common stock at \$.01 per share (B)	112 shs.	12/14/10	111,747	12,889
			3,210,499	3,013,488

Synteract Holdings Corporation

A provider of outsourced clinical trial management services to pharmaceutical and biotechnology companies.

14.5% Senior Subordinated Note due 2017	\$ 2,669,209	09/02/08	2,543,068	2,669,209
Redeemable Preferred Stock Series A (B)	1,280 shs.	09/02/08	12,523	71,227
Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B)	12,803 shs.	09/02/08	112,693	-
			2,668,284	2,740,436

## Babson Capital Corporate

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Investors

March 31, 2012

(Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
<b>THI Acquisition, Inc.</b>				
A machine servicing company providing value-added steel services to long steel products.				
Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B)	9 shs.	01/14/08	\$88,054	\$319,134
<b>Terra Renewal LLC</b>				
A provider of wastewater residual management and required environmental reporting, permitting, nutrient management planning and record keeping to companies involved in poultry and food processing.				
12% Senior Subordinated Note due 2014 (D)	\$1,162,110	*	1,127,650	-
6.9% Term Note due 2012 (C)	\$1,319,316	05/31/11	1,319,316	1,187,385
Common Stock Class B	55 shs.	*	6,254	-
Limited Partnership Interest of Saw Mill Capital Fund V, LLC (B)	3.97% int.	**	205,558	-
Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B)	72 shs.	04/28/06	59,041	-
* 04/28/06 and 09/13/06.			2,717,819	1,187,385
** 03/01/05 and 10/10/08.				
<b>Torrent Group Holdings, Inc.</b>				
A contractor specializing in the sales and installation of engineered drywells for the retention and filtration of stormwater and nuisance water flow.				
12.5% Senior Subordinated Note due 2014 (D)	\$2,455,561	10/26/07	2,147,354	-
Series B Preferred Stock (B)	182 shs.	03/31/10	-	-
Common Stock (B)	515 shs.	03/31/10	414,051	-
			2,561,405	-
<b>Transpac Holding Company</b>				
A designer, importer and wholesaler of home décor and seasonal gift products.				
12% Senior Subordinated Note due 2015	\$1,773,006	10/31/07	1,670,231	1,790,736
Common Stock (B)	209 shs.	10/31/07	208,589	50,550
Warrant, exercisable until 2015, to purchase common stock at \$.01 per share (B)	94 shs.	10/31/07	87,607	22,824
			1,966,427	1,864,110
<b>Tranzonic Companies (The)</b>				



Edgar Filing: GLEN BURNIE BANCORP - Form 10-K

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 2013	\$2,712,000	02/05/98	2,698,170	2,712,000
Common Stock (B)	630 shs.	02/04/98	630,000	598,791
Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B)	444 shs.	02/05/98	368,832	422,005
			3,697,002	3,732,796

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2012

(Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
<b>Truck Bodies &amp; Equipment International</b>				
A designer and manufacturer of accessories for heavy and medium duty trucks, primarily dump bodies, hoists, various forms of flat-bed bodies, landscape bodies and other accessories.				
12% Senior Subordinated Note due 2013	\$ 2,309,541	*	\$ 2,137,368	\$ 2,194,064
Preferred Stock Series B (B)	241 shs.	10/20/08	241,172	-
Common Stock (B)	742 shs.	*	800,860	-
Warrant, exercisable until 2014, to purchase common stock at \$.02 per share (B)	153 shs.	*	159,894	-
Warrant, exercisable until 2018, to purchase common stock at \$.01 per share (B)	1,054 shs.	10/20/08	-	-
* 07/19/05 and 12/22/05.			3,339,294	2,194,064
<b>TruStile Doors, Inc.</b>				
A manufacturer and distributor of interior doors.				
Limited Liability Company Unit	11,775 uts.	02/28/11	250,000	217,254
Warrant, exercisable until 2013, to purchase common stock at \$.01 per share (B)	5,781 shs.	04/11/03	68,059	-
			318,059	217,254
<b>U-Line Corporation</b>				
A manufacturer of high-end, built-in, undercounter ice making, wine storage and refrigeration appliances.				
12.5% Senior Subordinated Note due 2016	\$ 893,998	04/30/04	880,062	893,997
Common Stock (B)	182 shs.	04/30/04	182,200	116,114
Warrant, exercisable until 2016, to purchase common stock at \$.01 per share (B)	230 shs.	04/30/04	211,736	146,844
			1,273,998	1,156,955
<b>U M A Enterprises, Inc.</b>				
An importer and wholesaler of home décor products.				
Convertible Preferred Stock (B)	887 shs.	02/08/08	886,956	727,217

Visioneering, Inc.

A designer and manufacturer of tooling and fixtures for the aerospace industry.

10.5% Senior Secured Term Loan due

2013	\$ 753,529	05/17/07	751,351	728,832
13% Senior Subordinated Note due 2014	\$ 648,530	05/17/07	619,536	616,569
18% PIK Convertible Preferred Stock (B)	37,381 shs.	03/13/09	72,519	-
Common Stock (B)	123,529 shs.	05/17/07	123,529	-
Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B)	35,006 shs.	05/17/07	55,055	-
			1,621,990	1,345,401

## CONSOLIDATED SCHEDULE

OF INVESTMENTS  
(CONTINUED)Babson Capital Corporate  
InvestorsMarch 31, 2012  
(Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
Vitex Packaging Group, Inc. A manufacturer of specialty packaging, primarily envelopes and tags used on tea bags.				
10% Senior Subordinated Note due 2012	\$ 196,330	10/29/09	\$ 195,435	\$ 190,452
5% Senior Subordinated PIK Note due 2012 (D)	\$ 850,000	06/30/07	741,532	841,967
Class B Unit (B)	767,881 uts.	10/29/09	348,058	-
Class C Unit (B)	850,000 uts.	10/29/09	780,572	658,878
Limited Liability Company Unit Class A (B)	723,465 uts.	*	433,222	-
Limited Liability Company Unit Class B (B)	182,935 uts.	07/19/04	182,935	-
* 07/19/04 and 10/29/09.			2,681,754	1,691,297
Wellborn Forest Holding Company A manufacturer of semi-custom kitchen and bath cabinetry.				
12.13% Senior Subordinated Note due 2014	\$ 1,721,250	11/30/06	1,638,669	1,549,125
Common Stock (B)	191 shs.	11/30/06	191,250	-
Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B)	95 shs.	11/30/06	86,493	-
			1,916,412	1,549,125
Wheaton Holding Corporation A distributor and manufacturer of laboratory supply products and packaging.				
13% Senior Subordinated Note due 2017	\$ 3,000,000	06/08/10	2,774,151	3,045,000
Preferred Stock Series B (B)	2,109 shs.	06/08/10	210,924	259,169
Common Stock (B)	1,058 shs.	06/08/10	1,058	129,962
			2,986,133	3,434,131
Whitcraft Holdings, Inc. A leading independent manufacturer of precision formed, machined, and fabricated flight-critical aerospace components.				
12% Senior Subordinated Note due 2018	\$ 2,383,562	12/16/10	2,207,268	2,431,233
Common Stock (B)	616 shs.	12/16/10	616,438	549,771
Warrant, exercisable until 2018, to purchase				

Edgar Filing: GLEN BURNIE BANCORP - Form 10-K

common stock at \$.02 per share (B)	166 shs.	12/16/10	148,003	147,726
			2,971,709	3,128,730

Workplace Media Holding Company

A direct marketer specializing in providing advertisers with access to consumers in the workplace.

13% Senior Subordinated Note due 2015

(D)	\$ 1,235,800	05/14/07	1,136,081	-
Limited Partnership Interest (B)	23.16% int.	05/14/07	115,804	-
Warrant, exercisable until 2015, to purchase				
common stock at \$.02 per share (B)	88 shs.	05/14/07	83,462	-
			1,335,347	-

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2012

(Unaudited)

Corporate Restricted Securities: (A) (Continued)	Principal Amount, Shares, Units or Ownership Percentage	Acquisition Date	Cost	Fair Value
WP Supply Holding Corporation				
A distributor of fresh fruits and vegetables to grocery wholesalers and foodservice distributors in the upper Midwest.				
14.5% Senior Subordinated Note due 2018	\$2,576,273	11/03/11	\$2,526,908	\$2,559,039
Common Stock (B)	4,500 shs.	11/03/11	450,000	331,024
			2,976,908	2,890,063
Xaloy Superior Holdings, Inc.				
A provider of melt processing components and ancillary equipment for both plastic injection molding and extrusion applications.				
15% Senior Subordinated Note due 2015	\$2,376,501	09/08/08	2,315,355	2,376,501
Common Stock (B)	283 shs.	09/08/08	283,333	476,763
			2,598,688	2,853,264
Total Private Placement Investments (E)			\$253,156,358	\$231,732,822

Babson Capital Corporate  
Investors

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)  
March 31, 2012  
(Unaudited)

Corporate Restricted Securities: (A) (Continued)	Interest Rate	Due Date	Shares or Principal Amount	Cost	Market Value
Rule 144A Securities - 3.14%:					
Bonds - 3.09%					
Arch Coal, Inc.	7.000	% 06/15/19	\$150,000	\$150,000	\$138,375
Audatex North America, Inc.	6.750	06/15/18	250,000	250,000	262,500
Calpine Corporation	7.500	02/15/21	750,000	771,149	800,625
Coffeyville Resources LLC	9.000	04/01/15	54,000	53,828	57,780
Community Choice Financial, Inc.	10.750	05/01/19	505,000	515,362	493,006
First Data Corporation	7.375	06/15/19	850,000	853,233	865,938
FMG Resources	7.000	11/01/15	750,000	776,325	765,000
Georgia Gulf Corporation	9.000	01/15/17	190,000	193,948	210,900
Hilcorp Energy Company	7.625	04/15/21	725,000	693,471	783,000
International Automotive Component	9.125	06/01/18	375,000	375,000	326,250
Nexeo Solutions LLC	8.375	03/01/18	40,000	40,000	39,600
Northern Tier Energy LLC	10.500	12/01/17	675,000	703,574	735,750
Pittsburgh Glass Works, LLC	8.500	04/15/16	70,000	70,000	69,650
Reynolds Group Escrow, LLC	7.750	10/15/16	750,000	793,325	793,125
SandRidge Energy, Inc.	8.000	06/01/18	360,000	363,193	367,200
Valeant Pharmaceuticals International	6.750	10/01/17	70,000	69,693	70,875
Valeant Pharmaceuticals International	7.000	10/01/20	880,000	881,836	875,600
Total Bonds				7,553,937	7,655,174
Convertible Preferred Stock - 0.00%					
ETEX Corporation (B)			777	-	-
Total Convertible Preferred Stock				-	-
Preferred Stock - 0.04%					
Ally Financial			143	45,009	119,132
TherOX, Inc. (B)			103	-	-
Total Preferred Stock				45,009	119,132
Common Stock - 0.00%					
Touchstone Health Partnership (B)			1,168	-	-
Total Common Stock				-	-
Total Rule 144A Securities				7,598,946	7,774,306
Total Corporate Restricted Securities				\$260,755,304	\$239,507,128





## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2012

(Unaudited)

Corporate Public Securities -9.55%: (A)	Interest Rate	Due Date	Principal Amount	Cost	Market Value
Bonds - 9.37%					
Affinia Group, Inc.	9.000	% 11/30/14	\$ 50,000	\$ 49,121	\$ 50,500
Alere, Inc.	9.000	05/15/16	700,000	741,526	729,750
American Axle & Manufacturing Holding, Inc.	7.875	03/01/17	750,000	640,963	774,375
Avis Budget Car Rental	9.750	03/15/20	750,000	750,000	819,375
B E Aerospace, Inc.	6.875	10/01/20	850,000	870,702	930,750
Berry Plastics Corporation (C)	5.039	02/15/15	500,000	480,480	500,000
Calumet Specialty Products Partners L.P.	9.375	05/01/19	750,000	697,941	780,000
CCO Holdings Capital Corporation	7.250	10/30/17	750,000	769,909	804,375
Chaparral Energy, Inc.	8.875	02/01/17	1,000,000	995,097	1,045,000
Chemtura Corporation	7.875	09/01/18	500,000	529,531	537,500
Clean Harbors, Inc.	7.625	08/15/16	60,000	62,255	63,150
Cooper-Standard Automotive	8.500	05/01/18	750,000	799,291	806,250
Crosstex Energy L.P.	8.875	02/15/18	225,000	221,225	239,063
Energy Future Holdings	10.000	01/15/20	400,000	403,248	434,000
Energy Transfer Equity LP	7.500	10/15/20	100,000	100,000	111,000
Evertec, Inc.	11.000	10/01/18	585,000	603,649	636,188
Fidelity National Information	7.875	07/15/20	125,000	125,000	138,750
Goodrich Petroleum Corporation	8.875	03/15/19	360,000	360,000	349,200
HCA Holdings, Inc.	7.750	05/15/21	1,000,000	1,047,437	1,033,750
Headwaters, Inc.	7.625	04/01/19	850,000	850,227	826,625
Health Management Association	6.125	04/15/16	750,000	773,069	784,688
Huntington Ingalls Industries	7.125	03/15/21	750,000	780,373	803,438
Inergy, L.P.	7.000	10/01/18	200,000	200,000	195,000
Landry's Restaurants, Inc.	11.625	12/01/15	165,000	174,113	183,769
Libbey Glass, Inc.	10.000	02/15/15	113,000	116,666	120,769
Mediacom Broadband LLC	8.500	10/15/15	750,000	767,339	772,500
Michael Foods, Inc.	9.750	07/15/18	75,000	75,000	82,406
Nexstar Broadcasting Group, Inc.	8.875	04/15/17	175,000	174,124	187,688
NRG Energy, Inc.	8.500	06/15/19	750,000	774,304	755,625
Pinnacle Foods Finance LLC	9.250	04/01/15	300,000	305,572	308,250
Precision Drilling Corporation	6.625	11/15/20	750,000	774,088	785,625
Pregis Corporation	12.375	10/15/13	1,000,000	995,133	1,005,600
Quebecor Media, Inc.	7.750	03/15/16	1,050,000	1,008,115	1,077,563
Quiksilver, Inc.	6.875	04/15/15	315,000	298,950	316,575
Spectrum Brands, Inc.	9.500	06/15/18	125,000	123,569	140,938
Sprint Nextel Corporation	6.000	12/01/16	1,000,000	1,027,215	892,500
Tekni-Plex, Inc.	8.750	11/15/13	579,000	580,703	496,493
Thermadyne Holdings Corporation	9.000	12/15/17	750,000	799,218	768,750



## Babson Capital Corporate

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Investors

March 31, 2012

(Unaudited)

Corporate Public Securities - (A) (Continued)	Interest	Due	Shares or			Market
	Rate	Date	Principal	Amount	Cost	Value
Tomkins, Inc.	9.250	% 10/01/18	\$ 297,000	\$ 297,000	\$ 297,000	\$ 328,928
Trimas Corporation	9.750	02/01/15	75,000	73,806		82,875
Tutor Perini Corporation	7.625	11/01/18	700,000	720,259		707,000
United Rentals, Inc.	10.875	06/15/16	125,000	122,447		141,563
Venoco, Inc.	8.875	02/15/19	500,000	509,511		457,500
Visteon Corporation	6.750	04/15/19	200,000	200,000		203,000
Total Bonds				22,768,176		23,208,644
Common Stock - 0.18%						
Bally Total Fitness Holding Corporation (B) (F)			29	2		5
Chase Packaging Corporation (B)			9,541	-		477
Intrepid Potash, Inc. (B)			365	11,680		8,880
Nortek, Inc. (B)			175	1		7,698
Rue21, Inc. (B)			650	12,350		19,071
Supreme Industries, Inc. (B)			125,116	267,319		400,371
Total Common Stock				291,352		436,502
Total Corporate Public Securities				\$ 23,059,528	\$ 23,645,146	
Short-Term Securities:	Interest	Due	Principal			Market
	Rate/Yield^	Date	Amount	Cost		Value
Commercial Paper - 3.23%						
Glencore Funding LLC	0.550	% 04/13/12	\$ 3,000,000	\$ 2,999,450	\$ 2,999,450	\$ 2,999,450
Harris Corporation	0.400	04/12/12	2,000,000	1,999,755		1,999,755
Ryder System, Inc.	0.400	04/05/12	3,000,000	2,999,867		2,999,867
Total Short-Term Securities				\$ 7,999,072	\$ 7,999,072	
Total Investments	109.48	%		\$ 291,813,904	\$ 271,151,346	
Other Assets	3.57					8,837,003
Liabilities	(13.05)	)				(32,304,707)
Total Net Assets	100.00	%				\$ 247,683,642

(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.

(C) Variable rate security; rate indicated is as of March 31, 2012.

(D) Defaulted security; interest not accrued.

(E) Illiquid security. As of March 31, 2012, the value of these securities amounted to \$231,732,822 or 93.56% of net assets.

(F) Security valued at fair value using methods determined in good faith by or under the direction of the Boards of Trustees.

^ Effective yield at purchase

PIK - Payment-in-kind

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2012

(Unaudited)

Industry Classification:	Fair Value/ Market Value	Fair Value/ Market Value
AEROSPACE - 2.95%		BROADCASTING & ENTERTAINMENT - 0.08%
A E Company, Inc.	\$ 366,847	HOP Entertainment LLC
		\$ -
B E Aerospace, Inc.	930,750	Nexstar Broadcasting
Merex Holding Corporation	1,546,687	Group, Inc.
		187,688
Visioneering, Inc.	1,345,401	Sundance Investco LLC
Whitcraft Holdings, Inc.	3,128,730	Workplace Media Holding
	7,318,415	Company
		-
		187,688
AUTOMOBILE - 6.34%		BUILDINGS & REAL ESTATE - 2.61%
American Axle & Manufacturing		K W P I Holdings
Holding, Inc.	774,375	Corporation
Audatex North America, Inc.	262,500	2,530,336
Avis Budget Car Rental	819,375	Sunrise Windows Holding
Cooper-Standard Automotive	806,250	Company
F H Equity LLC	3,253,789	3,013,488
		TruStile Doors, Inc.
International Automotive Component	326,250	217,254
J A C Holding Enterprises, Inc.	2,265,417	Tutor Perini Corporation
Jason Partners Holdings LLC	48,185	707,000
		6,468,078
K & N Parent, Inc.	2,931,370	CHEMICAL, PLASTICS & RUBBER -1.16%
Nyloncraft, Inc.	800,703	Capital Specialty Plastics,
		Inc.
Ontario Drive & Gear Ltd.	1,828,381	1,190,167
		Nicoat Acquisitions LLC
Pittsburgh Glass Works, LLC	69,650	1,674,489
		2,864,656
Qualis Automotive LLC	987,214	CONSUMER PRODUCTS -
Tomkins, Inc.	328,928	9.25%
		Aero Holdings, Inc.
Visteon Corporation	203,000	2,809,688
		Bravo Sports Holding
BEVERAGE, DRUG & FOOD - 7.03%		Corporation
Eatem Holding Company	3,201,984	570,398
F F C Holding Corporation	3,299,292	Custom Engineered Wheels,
Golden County Foods Holding, Inc.	-	Inc.
Hospitality Mints Holding Company	2,720,444	2,333,232
Landry's Restaurants, Inc.	183,769	Handi Quilter Holding
		Company
		1,526,416
		K N B Holdings Corporation
		4,491,143
		Manhattan Beachwear
		Holding Company
		2,955,874
		R A J Manufacturing
		Holdings LLC
		1,589,156
		Tranzonic Companies (The)
		3,732,796
		WP Supply Holding
		Corporation
		2,890,063
		22,898,766
		CONTAINERS, PACKAGING & GLASS -5.06%
		Berry Plastics Corporation
		500,000
		477

Edgar Filing: GLEN BURNIE BANCORP - Form 10-K

Michael Foods, Inc.	82,406	Chase Packaging Corporation	459,192
Snacks Parent Corporation	2,933,626	Flutes, Inc.	3,580,311
Spartan Foods Holding Company	2,174,550	P K C Holding Corporation	3,195,941
Specialty Commodities, Inc.	2,826,398	P P T Holdings LLC	1,594,391
	17,422,469	Paradigm Packaging, Inc.	1,005,600
		Pregis Corporation	496,493
		Tekni-Plex, Inc.	1,691,297
		Vitex Packaging Group, Inc.	12,523,702

## Babson Capital Corporate

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Investors

March 31, 2012

(Unaudited)

Industry Classification: (Continued)	Fair Value/ Market Value	Fair Value/ Market Value	
DISTRIBUTION - 2.55%		DIVERSIFIED/CONGLOMERATE, SERVICE - 10.17%	
Duncan Systems, Inc.	\$ 1,159,443	A S C Group, Inc.	\$ 3,248,305
F C X Holdings Corporation	3,662,300	A W X Holdings Corporation	661,500
		Advanced Technologies	
RM Holding Company	1,497,433	Holdings	1,238,106
	6,319,176	Affinia Group, Inc.	50,500
		Apex Analytix Holding	
DIVERSIFIED/CONGLOMERATE,		Corporation	2,511,999
		Associated Diversified	
MANUFACTURING - 16.91%		Services	1,834,867
		Church Services Holding	
A H C Holding Company, Inc.	2,974,523	Company	1,482,631
		Clough, Harbour and	
Arrow Tru-Line Holdings, Inc.	1,294,108	Associates	2,761,733
C D N T, Inc.	1,314,257	Crane Rental Corporation	2,213,798
F G I Equity LLC	4,163,529	ELT Holding Company	2,962,368
		Insurance Claims	
G C Holdings	3,060,000	Management, Inc.	494,905
		Mail Communications Group,	
Harris Corporation	1,999,755	Inc.	465,290
HGGC Citadel Plastics Holdings	2,956,702	Nexeo Solutions LLC	39,600
		Northwest Mailing Services,	
Ideal Tridon Holdings, Inc.	3,027,477	Inc.	3,007,783
K P H I Holdings, Inc.	3,063,757	Pearlman Enterprises, Inc.	-
K P I Holdings, Inc.	2,605,689	Safety Infrastructure Solutions	2,235,167
LPC Holding Company	3,035,227		25,208,552
MEGTEC Holdings, Inc.	632,005	ELECTRONICS - 1.63%	
Nortek, Inc.	7,698	Barcodes Group, Inc.	2,606,494
O E C Holding Corporation	1,449,805	Connecticut Electric, Inc.	1,433,582
Postle Aluminum Company LLC	5,159,611		4,040,076
		FINANCIAL SERVICES -	
Trimas Corporation	82,875	1.77%	
Truck Bodies & Equipment			
International	2,194,064	Ally Financial	119,132
		Community Choice Financial,	
Xaloy Superior Holdings, Inc.	2,853,264	Inc.	493,006
	41,874,346	DPC Holdings LLC	2,981,350
		Reynolds Group Escrow, LLC	793,125
			4,386,613





## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

March 31, 2012

(Unaudited)

Industry Classification: (Continued)	Fair Value/ Market Value		Fair Value/ Market Value
HEALTHCARE, EDUCATION & CHILDCARE - 9.32%			
Alere, Inc.	\$ 729,750	MACHINERY - 6.95%	
American Hospice Management Holding LLC	4,149,439	A S A P Industries LLC	\$ 1,117,777
CHG Alternative Education Holding Company	2,348,973	Arch Global Precision LLC	2,965,980
Healthcare Direct Holding Company	2,228,412	E S P Holdco, Inc.	2,842,629
Marshall Physicians Services LLC	1,487,998	M V I Holding, Inc.	1,425,486
SouthernCare Holdings, Inc.	3,032,438	Motion Controls Holdings	3,209,233
Strata/WLA Holding Corporation	2,927,486	NetShape Technologies, Inc.	1,557,270
Synteract Holdings Corporation	2,740,436	Pacific Consolidated Holdings LLC	567,445
Touchstone Health Partnership	-	Power Services Holding Company	2,363,489
Wheaton Holding Corporation	3,434,131	Supreme Industries, Inc.	400,371
	23,079,063	Thermadyne Holdings Corporation	768,750
			17,218,430
HOME & OFFICE FURNISHINGS, HOUSEWARES & DURABLE CONSUMER PRODUCTS - 4.58%		MEDICAL DEVICES/BIOTECH - 5.35%	
Connor Sport Court International, Inc.	1,963,007	Chemtura Corporation	537,500
H M Holding Company	342,550	Coeur, Inc.	1,361,419
Home Décor Holding Company	514,691	E X C Acquisition Corporation	47,946
Libbey Glass, Inc.	120,769	ETEX Corporation	-
Monessen Holding Corporation	-	Evertec, Inc.	636,188
Quiksilver, Inc.	316,575	HCA Holdings, Inc.	1,033,750
Royal Baths Manufacturing Company	573,551	Health Management Association	784,688
Spectrum Brands, Inc.	140,938	MedSystems Holdings LLC	1,312,763
Stanton Carpet Holding Company	2,072,264	MicroGroup, Inc.	671,403
Transpac Holding Company	1,864,110	NT Holding Company	3,049,685
		OakRiver Technology, Inc.	916,637
		Precision Wire Holding Company	2,888,702

Edgar Filing: GLEN BURNIE BANCORP - Form 10-K

U-Line Corporation	1,156,955	TherOX, Inc.	-
U M A Enterprises, Inc.	727,217		13,240,681
Wellborn Forest Holding Company	1,549,125 11,341,752	MINING, STEEL, IRON & NON-PRECIOUS METALS - 1.65%	
LEISURE, AMUSEMENT & ENTERTAINMENT- 0.00%		FMG Resources	765,000
Bally Total Fitness Holding Corporation	5	Glencore Funding LLC T H I Acquisition, Inc.	2,999,450 319,134 4,083,584

## Babson Capital Corporate

## CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED) Investors

March 31, 2012

(Unaudited)

Industry Classification: (Continued)	Fair Value/ Market Value		Fair Value/ Market Value
<b>NATURAL RESOURCES - 0.63%</b>			
Arch Coal, Inc.	\$ 138,375		
Georgia Gulf Corporation	210,900		
Headwaters, Inc.	826,625		
Intrepid Potash, Inc.	8,880		
SandRidge Energy, Inc.	367,200		
	1,551,980		
<b>OIL &amp; GAS - 4.83%</b>			
Calumet Specialty Products Partners L.P.	780,000		
Chaparral Energy, Inc.	1,045,000		
Coffeyville Resources LLC	57,780		
Energy Transfer Equity LP	111,000		
Goodrich Petroleum Corporation	349,200		
Hilcorp Energy Company	783,000		
International Offshore Services LLC	1,275,000		
MBWS Ultimate Holdco, Inc.	5,580,625		
Northern Tier Energy LLC	735,750		
Precision Drilling Corporation	785,625		
Venoco, Inc.	457,500		
	11,960,480		
<b>PHARMACEUTICALS - 1.72%</b>			
CorePharma LLC	3,321,199		
Valeant Pharmaceuticals International	946,475		
	4,267,674		
<b>PUBLISHING/PRINTING - 0.54%</b>			
Newark Group, Inc.	259,422		
Quebecor Media, Inc.	1,077,563		
	1,336,985		
<b>RETAIL STORES - 0.19%</b>			
Pinnacle Foods Finance LLC	308,250		
Rue21, Inc.	19,071		
United Rentals, Inc.	141,563		
	468,884		
<b>TECHNOLOGY - 1.59%</b>			
Fidelity National Information	138,750		
First Data Corporation	865,938		
Sencore Holding Company	-		
<b>TELECOMMUNICATIONS - 1.54%</b>			
All Current Holding Company		\$ 1,354,569	
CCO Holdings Capital Corporation		804,375	
Mediacom Broadband LLC		772,500	
Sprint Nextel Corporation		892,500	
		3,823,944	
<b>TRANSPORTATION - 1.6%</b>			
Huntington Ingalls Industries		803,438	
<b>NABCO, Inc.</b>			
Ryder System, Inc.		156,250	
		2,999,867	
		3,959,555	
<b>UTILITIES - 0.98%</b>			
Calpine Corporation		800,625	
Crosstex Energy L.P.		239,063	
<b>Energy Future Holdings</b>			
Inergy, L.P.		434,000	
NRG Energy, Inc.		195,000	
		755,625	
		2,424,313	
<b>WASTE MANAGEMENT/POLLUTION - 0.5%</b>			
Clean Harbors, Inc.		63,150	
Terra Renewal LLC		1,187,385	
Torrent Group Holdings, Inc.		-	
		1,250,535	
		<b>Total Investments - 109.48%</b>	<b>\$ 271,151,346</b>

Smart Source Holdings LLC	2,920,869
	3,925,557

NOTES TO CONSOLIDATED FINANCIAL  
STATEMENTS  
(Unaudited)

1. History

Babson Capital Corporate Investors (the “Trust”) commenced operations in 1971 as a Delaware corporation. Effective December 16, 2011, the Trust’s name was changed to Babson Capital Corporate Investors. Prior to December 16, 2011, the Trust’s name was MassMutual Corporate Investors. 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 diversified closed-end management investment company. Babson Capital Management LLC (“Babson Capital”), a wholly-owned indirect subsidiary of Massachusetts Mutual Life Insurance Company (“MassMutual”), acts as its investment adviser. The Trust’s investment objective is to 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 debt obligations with equity features such as common stock, warrants, conversion rights, or other equity features and, occasionally, preferred stocks. The Trust typically purchases these investments, which are not publicly tradable, directly from their issuers in private placement transactions. These investments are typically mezzanine debt instruments with accompanying private equity securities made to small or middle market 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. Below-investment grade or high yield securities have predominantly speculative characteristics with respect to the capacity of the issuer to pay interest and repay capital.

On January 27, 1998, the Board of Trustees authorized the formation of a wholly-owned subsidiary of the Trust (“CI Subsidiary Trust”) for the purpose of holding certain investments. The results of

Determination of Fair Value

The determination of the fair value of the Trust’s investments is the responsibility of the Trust’s Board of Trustees (the “Trustees”). The Trustees have adopted procedures for the valuation of the Trust’s securities and has delegated responsibility for determination of fair value under those procedures to Babson Capital. Babson Capital has established a Pricing Committee which is responsible for setting the guidelines used in following the procedures adopted by the Trustees and ensuring that those guidelines are being followed. Babson Capital considers all relevant factors that are reasonably available, through either public information or information directly available to Babson Capital, when determining the fair value of a security. The Trustees meet at least once each quarter to approve the value of the Trust’s portfolio securities as of the close of business on the last business day of the preceding quarter. This valuation requires the approval of a majority of the Trustees of the Trust, including a majority of the Trustees who are not interested persons of the Trust or of Babson Capital. In approving valuations, the Trustees will consider reports by Babson Capital analyzing each portfolio security in accordance with the procedures and guidelines referred to above, which include the relevant factors referred to below. Babson Capital has agreed to provide such reports to the Trust at least quarterly. The consolidated financial statements include private placement restricted securities valued at \$231,732,822 (93.56% of net assets) as of March 31, 2012 whose values have been estimated by the Trustees based on the process described above in the absence of readily ascertainable market values. Due to the inherent uncertainty of valuation, those estimated values may differ significantly from the values that would have been used had a ready market for the securities existed, and the differences could be material.

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

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

CI Subsidiary Trust are consolidated in the accompanying financial statements. Footnote 2.D below discusses the Federal tax consequences of the CI Subsidiary Trust.

## 2. Significant Accounting Policies

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

### A. Fair Value Measurements:

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

The Trust uses external independent third-party pricing services to determine the fair values of its Corporate Public Securities. At March 31, 2012, 100% of the carrying value of these investments was from external pricing services. In the event that the primary pricing service does not provide a price, the Trust utilizes the pricing provided by a secondary pricing service.

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(CONTINUED)  
(Unaudited)

Babson Capital Corporate Investors

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

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

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

#### Corporate Restricted Securities – Corporate Bonds

The fair value of certain notes is determined using an internal model that discounts the anticipated cash flows of those notes using a specific discount rate. Changes to that discount rate are driven by changes in general interest rates, probabilities of default and credit adjustments. The discount rate used within the models

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

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

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

#### Short-Term Securities

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

#### Quantitative Information about Level 3 Fair Value Measurements

The following table represents quantitative information about Level 3 fair value measurements as of March 31, 2012.

to discount the future anticipated cash flows is considered a significant unobservable input. Significant increases/(decreases) in the discount rate would result in a significant (decrease)/increase to the notes fair value.

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

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

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

	Valuation Technique	Unobservable Inputs	Range
Corporate Bonds	Discounted Cash Flows	Probability of Default	-1.00% to +1.00%
		Credit Adjustments	+0.25% to -0.75%
Equity Securities	Market Approach	Valuation Multiple	3.2x to 9.9x
		Discount for lack of marketability	0% to 5%

Fair Value Hierarchy

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

Level 1 – quoted prices in active markets for identical securities

Level 2 – other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.)

Level 3 – significant unobservable inputs (including the Trust’s own assumptions in determining the fair value of investments)





## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

The following is a summary of the inputs used to value the Trust's net assets as of March 31, 2012:

Assets:	Total	Level 1	Level 2	Level 3
<b>Restricted Securities</b>				
Corporate Bonds	\$ 196,367,082	\$ -	\$ 7,655,174	\$ 188,711,908
Common Stock - U.S.	19,864,183	-	-	19,864,183
Preferred Stock	9,847,708	-	119,132	9,728,576
Partnerships and LLCs	13,428,155	-	-	13,428,155
<b>Public Securities</b>				
Corporate Bonds	23,208,644	-	23,208,644	-
Common Stock - U.S.	436,502	436,497	-	5
Short-term Securities	7,999,072	-	7,999,072	-
<b>Total</b>	<b>\$ 271,151,346</b>	<b>\$ 436,497</b>	<b>\$ 38,982,022</b>	<b>\$ 231,732,827</b>

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

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

Assets:	Beginning balance at 12/31/2011	Included in earnings	Purchases	Sales	Prepayments	Transfers in and/or out of Level 3	Ending balance at 03/31/2012
<b>Restricted Securities</b>							
Corporate Bonds	\$ 190,217,815	\$(568,003 )	\$ 15,641,308	\$(5,253,776)	\$(11,325,436)	\$-	\$ 188,711,908
Common Stock - U.S.	21,607,181	(132,804 )	1,134,180	(2,744,374)	-	-	19,864,183
Preferred Stock	12,275,194	(1,487,099)	370,796	(1,430,315)	-	-	9,728,576
Partnerships and LLCs	13,205,570	222,585	-	-	-	-	13,428,155
<b>Public Securities</b>							
Common Stock	7	(2 )	-	-	-	-	5
	\$ 237,305,767	\$(1,965,233)	\$ 17,146,284	\$(9,428,465)	\$(11,325,436)	\$-	\$ 231,732,827

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

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

	Net Increase in Net Assets Resulting from Operations	Change in Unrealized Gains & (Losses) in Net Assets from assets still held
Interest (Amortization)	366,353	-
Net realized gain on investments before taxes	2,137,334	-
Net change in unrealized depreciation of investments before taxes.	(4,469,010 )	(1,421,455 )

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

**B. Accounting for Investments:**

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

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

**C. Use of Estimates:**

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

**D. Federal Income Taxes:**

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

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

at prevailing corporate tax rates. As of March 31, 2012, the CI Subsidiary Trust has incurred income tax expense of \$175.

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of the existing assets and liabilities and their respective tax basis. As of March 31, 2012, the CI Subsidiary Trust has a deferred tax liability of \$1,101,499.

Beginning with the 2009 annual financial statements, the Trust recognizes a tax benefit from an uncertain position only if it is more likely than not that the position is sustainable, based solely on its technical merits and consideration of the relevant taxing authority’s widely understood administrative practices and precedents. If this threshold is met, the Trust measures the tax benefit as the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. The Trust has evaluated and determined that the tax positions did not have a material effect on the Trust’s financial position and results of operations for the three months ended March 31, 2012.

**E. Distributions to Shareholders:**

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

**3. Investment Services Contract**

**A. Services:**

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

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

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

**B. Fee:**

For its services under the Contract, Babson Capital is paid a quarterly investment advisory fee of 0.3125% of the net asset value of the Trust as of the last business day of each fiscal quarter, which is approximately equal to 1.25% annually. A majority of the Trustees, including a majority of the Trustees who are not interested persons of the Trust or of Babson Capital, approve the valuation of the Trust's net assets as of such day.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
(Unaudited)

4. Senior Indebtedness

MassMutual holds the Trust's \$30,000,000 Senior Fixed Rate Convertible Note (the "Note") issued by the Trust on November 15, 2007. The Note is due November 15, 2017 and accrues interest at 5.28% 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 three months ended March 31, 2012, the Trust incurred total interest expense on the Note of \$396,295.

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 a Make Whole Premium. The Make Whole Premium equals the excess of (i) the present value of the scheduled payments of principal and interest which the Trust would have paid but for the proposed redemption, discounted at the rate of interest of U.S. Treasury obligations whose maturity approximates that of the Note plus 0.50% over (ii) the principal of the Note proposed to be redeemed.

5. Purchases and Sales of Investments

	For the three months ended 03/31/2012	Proceeds from Sales or Maturities
Corporate restricted securities	\$ 15,914,343	\$ 21,285,449
	—	451,013

Corporate public  
securities

The aggregate cost of investments is substantially the same for financial reporting and Federal income tax purposes as of March 31, 2012. The net unrealized depreciation of investments for financial reporting and Federal tax purposes as of March 31, 2012 is \$20,662,558 and consists of \$24,378,943 appreciation and \$45,041,501 depreciation.

Net unrealized depreciation of investments on the Statement of Assets and Liabilities reflects the balance net of a deferred tax accrual of \$1,101,499 on net unrealized gains on the CI Subsidiary Trust.

This page intentionally left blank.

---



This page intentionally left blank.

---

Babson Capital Corporate Investors

MEMBER OF THE  
BOARD OF TRUSTEES

Donald Glickman  
Robert E. Joyal  
William J. Barrett  
Michael H. Brown\*  
Donald E. Benson\*  
Clifford M. Noreen  
Martin T. Hart  
Maleyne M. Syracuse\*  
Edward P. Grace III  
Susan B. Sweeney

\*Member of the Audit  
Committee

Officers

Clifford M. Noreen  
Chairman

Michael L. Klofas  
President

James M. Roy  
Vice President & Chief  
Financial Officer

Christopher A. DeFrancis  
Vice President  
& Secretary

Sean Feeley  
Vice President

Michael P. Hermsen  
Vice President

Mary Wilson Kibbe  
Vice President

Richard E. Spencer, II  
Vice President

Daniel J. Florence

DIVIDEND REINVESTMENT AND SHARE PURCHASE PLAN

Babson Capital Corporate Investors offers a Dividend Reinvestment and Share Purchase Plan (the "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 investment 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 DST Systems, 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. Cash contributions must be received by the Transfer Agent at least five days (but no more than 30 days) before the payment date of a dividend or distribution.

Whenever the Trust declares a dividend payable in cash or shares, the Transfer Agent, acting on behalf of each participating shareholder, will take the dividend in shares only if the net asset value is lower than the market price plus an estimated brokerage commission as of the close of business on the valuation day. The valuation day is the last day preceding the day of dividend payment.

When the dividend is to be taken in shares, the number of shares to be received is determined by dividing the cash dividend by the net asset value as of the close of business on the valuation date or, if greater than net asset value, 95% of the closing share price. If the net asset value of the shares is higher than the market value plus an estimated commission, the Transfer Agent, consistent with obtaining the best price and execution, will buy shares on the open market at current prices promptly after the dividend payment date.

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

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

Any questions regarding the Plan should be addressed to DST Systems, Inc., Agent for Babson Capital Corporate Investors' Dividend Reinvestment and Share Purchase Plan, P.O. Box 219086, Kansas City, MO 64121-9086.

Treasurer

John T. Davitt, Jr.  
Comptroller

Melissa M. LaGrant  
Chief Compliance Officer

---

