

Special Value Continuation Fund, LLC  
Form N-Q  
May 31, 2011

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

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number 811-21936

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

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

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

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

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

Date of fiscal year end: DECEMBER 31, 2011

Date of reporting period: MARCH 31, 2011

ITEM 1.

SCHEDULE OF INVESTMENTS.

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

Statement of Investments (Unaudited)

March 31, 2011

Security	Shares	Amount of Equity in Net Profit and Loss	Fair Value
Equity and Equity Related Securities			
Other Investment Pools and Funds			
Special Value Continuation Partners, LP			
Common Limited Partner Interest (1), (2)			
(Acquired 7/31/06, Cost \$416,827,931)	1	100%	\$ 265,921,730

Notes to Statement of Investments

- (1) Restricted security.
- (2) For information regarding the portfolio holdings of Special Value Continuation Partners, LP, including applicable fair valuation disclosures, please see the Statement of Investments included in Special Value Continuation Partners, LP's Form N-Q.

ITEM 2.

CONTROLS AND PROCEDURES.

- (a) The Registrant's Chief Executive Officer and Chief Financial Officer have evaluated the Registrant's disclosure controls and procedures within 90 days of this filing and have concluded that the Registrant's disclosure controls and procedures were effective, as of that date, in ensuring that information required to be disclosed by the Registrant in this Form N-Q was recorded, processed, summarized, and reported in a timely manner.
- (b) Not applicable.

ITEM 3.

EXHIBITS.

Certification pursuant to Rule 30a-2(a) under the Investment Company Act of 1940 (17 CFR 270.30a-2(a)) is filed and attached hereto as Exhibit 99.CERT.



SIGNATURES

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

Special Value Continuation Fund, LLC

By: /s/ Hugh Steven Wilson  
Name: Hugh Steven Wilson  
Title: Chief Executive Officer  
Date: May 31, 2011

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

By: /s/ Hugh Steven Wilson  
Name: Hugh Steven Wilson  
Title: Chief Executive Officer  
Date: May 31, 2011

By: /s/ Paul L. Davis  
Name: Paul L. Davis  
Title: Chief Financial Officer  
Date: May 31, 2011

---