2005 LIMITED LIABILITY COMPANY ANNUAL REPORT

FILED
May 12, 2005
Secretary of State

DOCUMENT# M04000002198

Entity Name: BABSON CAPITAL MANAGEMENT LLC

Current Principal Place of Business:

ONE MEMORIAL DRIVE
CAMBRIDGE, MA 021421300

New Principal Place of Business:

Current Mailing Address:

ONE MEMORIAL DRIVE
CAMBRIDGE, MA 021421300

New Mailing Address:

FEI Number: 51-0504477 **FEI Number Applied For ( )** **FEI Number Not Applicable ( )** **Certificate of Status Desired ( )**
In accordance with s. 607.193(2)(b), F.S., the limited liability company did not receive the prior notice.

Name and Address of Current Registered Agent:

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324 US

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: _____

Electronic Signature of Registered Agent — Date

MANAGING MEMBERS/MEMBERS:

Title:	MGR	( ) Delete
Name:	REESE, STUART H	
Address:	1295 STATE STREET	
City-St-Zip:	SPRINGFIELD, MA 01111	
Title:	MGR	( ) Delete
Name:	LIGUORI, ROBERT	
Address:	1295 STATE STREET	
City-St-Zip:	SPRINGFIELD, MA 01111	
Title:	MGR	( ) Delete
Name:	CRANDALL, ROGER W	
Address:	1500 MAIN STREET	
City-St-Zip:	SPRINGFIELD, MA 01115	
Title:	MGR	( ) Delete
Name:	GLAVIN, WILLIAM F JR	
Address:	ONE MEMORIAL DRIVE	
City-St-Zip:	CAMBRIDGE, MA 021421300	
Title:	MGR	( ) Delete
Name:	MCCLINTOCK, KEVIN M	
Address:	ONE MEMORIAL DRIVE	
City-St-Zip:	CAMBRIDGE, MA 021421300	
Title:		( ) Delete
Name:		
Address:		
City-St-Zip:		

ADDITIONS/CHANGES:

Title:		( ) Change ( ) Addition
Name:		
Address:		
City-St-Zip:		
Title:		( ) Change ( ) Addition
Name:		
Address:		
City-St-Zip:		
Title:		( ) Change ( ) Addition
Name:		
Address:		
City-St-Zip:		
Title:		( ) Change ( ) Addition
Name:		
Address:		
City-St-Zip:		
Title:		( ) Change ( ) Addition
Name:		
Address:		
City-St-Zip:		
Title:	MGR	( ) Change (X) Addition
Name:	BRENNAN, DAVID J	
Address:	155 BISHOPSGATE	
City-St-Zip:	LONDON, UK EC2M 3XY UK	

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: WILLIAM F. GLAVIN MGR 05/12/2005

Electronic Signature of Signing Managing Member, Manager, or Authorized Representative / Date