

Special Value Continuation Fund, LLC  
Form N-6F/A  
February 14, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM N-6F/A**

**AMENDMENT NO. 3 TO**

**NOTICE OF INTENT TO ELECT TO BE SUBJECT TO SECTIONS 55 THROUGH 65**  
**OF THE INVESTMENT COMPANY ACT OF 1940**

The undersigned previously notified the Securities and Exchange Commission on Form N-6F, filed on May 2, 2011, and Amendment Nos. 1 and 2 to the Form N-6F, filed on August 24, 2011 and November 18, 2011, respectively, that it intended to file a notification of election to be subject to sections 55 through 65 of the Investment Company Act of 1940 (the Act ) and in connection with such notice submitted the following information:

Name: Special Value Continuation Fund, LLC

Address of Principal Office: c/o Tennenbaum Capital Partners, LLC  
2951 28th Street, Suite 1000  
Santa Monica, California 90405

Telephone Number: (310) 566-1094

Name and address for agent for service of process: Howard M. Levkowitz  
Tennenbaum Capital Partners, LLC  
2951 28th Street, Suite 1000  
Santa Monica, California 90405

This Amendment No. 3 to the Form N-6F, filed on May 2, 2011, and Amendment Nos. 1 and 2 to the Form N-6F, filed on August 24, 2011 and November 18, 2011, respectively, is necessary because of delays in the completion of the undersigned's registration statement, which delays were unforeseen at the time of the original filing.

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The undersigned hereby notifies the Securities and Exchange Commission that it intends to file a notification of election to be subject to sections 55 through 65 of the Act within ninety days of the date of this filing. The company would be excluded from the definition of an investment company by section 3(c)(1) of the Act, except that it presently proposes to make a public offering of its securities as a business development company.

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SIGNATURE

Pursuant to the requirements of section 6(f) of the Act, the undersigned company has caused this notice of intent to elect to be subject to sections 55 through 65 of the Act pursuant to section 54(a) of the Act to be duly executed on its behalf in the City of Santa Monica and the State of California on the 14th day of February, 2012.

SPECIAL VALUE CONTINUATION FUND, LLC

By: /s/ Howard M. Levkowitz  
Name: Howard M. Levkowitz  
Title: President and Director

By: /s/ Elizabeth Greenwood  
Name: Elizabeth Greenwood  
Title: Secretary and  
Chief Compliance Officer

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