

Eaton Vance Floating-Rate Income Trust  
Form N-Q  
October 26, 2011

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Form N-Q**  
**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED**  
**MANAGEMENT INVESTMENT COMPANIES**  
811-21574  
Investment Company Act File Number  
**Eaton Vance Floating-Rate Income Trust**  
(Exact Name of Registrant as Specified in Charter)  
Two International Place, Boston, Massachusetts 02110  
(Address of Principal Executive Offices)  
Maureen A. Gemma  
Two International Place, Boston, Massachusetts 02110  
(Name and Address of Agent for Services)  
(617) 482-8260  
(Registrant's Telephone Number, Including Area Code)  
May 31  
Date of Fiscal Year End  
August 31, 2011  
Date of Reporting Period

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**Item 1. Schedule of Investments**

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**Eaton Vance  
Floating-Rate Income Trust  
August 31, 2011**

**PORTFOLIO OF INVESTMENTS (Unaudited)**

**Senior Floating-Rate Interests 145.4%**

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>	<b>Value</b>
	<b>(000 s omitted)</b>	
<b>Aerospace and Defense 3.1%</b>		
<b>Aeroflex, Inc.</b>		
Term Loan, 4.25%, Maturing May 9, 2018	775	\$ 732,375
<b>Booz Allen Hamilton, Inc.</b>		
Term Loan, 4.00%, Maturing August 3, 2017	524	513,705
<b>DAE Aviation Holdings, Inc.</b>		
Term Loan, 5.26%, Maturing July 31, 2014	1,417	1,339,349
Term Loan, 5.26%, Maturing July 31, 2014	1,474	1,392,692
<b>Delos Aircraft, Inc.</b>		
Term Loan, 7.00%, Maturing March 17, 2016	1,625	1,616,875
<b>Doncasters (Dundee HoldCo 4 Ltd.)</b>		
Term Loan, 4.22%, Maturing May 15, 2015	432	400,125
Term Loan, 4.72%, Maturing May 13, 2016	432	400,125
Term Loan - Second Lien, 6.67%, Maturing January 13, 2016	GBP 550	800,558
<b>Ducommun, Inc.</b>		
Term Loan, 5.50%, Maturing June 28, 2017	600	585,000
<b>DynCorp International, LLC</b>		
Term Loan, 6.25%, Maturing July 5, 2016	907	872,329
<b>Evergreen International Aviation</b>		
Term Loan, 11.50%, Maturing July 5, 2016	1,000	980,000
<b>IAP Worldwide Services, Inc.</b>		
Term Loan, 9.25%, Maturing December 28, 2012	1,863	1,844,853
<b>International Lease Finance Co.</b>		
Term Loan, 6.75%, Maturing March 17, 2015	950	950,000
<b>Spirit AeroSystems, Inc.</b>		
Term Loan, 3.46%, Maturing September 30, 2016	1,240	1,228,992
<b>TransDigm, Inc.</b>		
Term Loan, 4.00%, Maturing February 14, 2017	2,438	2,348,365
<b>Wesco Aircraft Hardware Corp.</b>		
Term Loan, 4.25%, Maturing April 7, 2017	466	452,325
<b>Wyle Services Corp.</b>		
Term Loan, 5.75%, Maturing March 27, 2017	976	912,716
		<b>\$ 17,370,384</b>

**Automotive 5.7%**  
**Allison Transmission, Inc.**

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Term Loan, 2.96%, Maturing August 7, 2014	3,701	\$	3,478,850
<b>Autoparts Holdings, Ltd.</b>			
Term Loan, 6.50%, Maturing July 28, 2017	475		468,469
<b>Chrysler Group, LLC</b>			
Term Loan, 6.00%, Maturing May 24, 2017	4,675		4,230,875
<b>Delphi Corp.</b>			
Term Loan, 3.50%, Maturing March 31, 2017	2,181		2,138,212
<b>Federal-Mogul Corp.</b>			
Term Loan, 2.14%, Maturing December 29, 2014	3,582		3,259,232
Term Loan, 2.15%, Maturing December 28, 2015	2,223		2,023,209
<b>Ford Motor Co.</b>			
Term Loan, 2.96%, Maturing December 16, 2013	370		365,685
Term Loan, 2.96%, Maturing December 16, 2013	1,469		1,448,297
<b>Goodyear Tire &amp; Rubber Co.</b>			
Term Loan - Second Lien, 1.94%, Maturing April 30, 2014	7,175		6,747,492
<b>HHI Holdings, LLC</b>			
Term Loan, 7.00%, Maturing March 21, 2017	574		547,752

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>KAR Auction Services, Inc.</b>			
Term Loan, 5.00%, Maturing May 19, 2017	3,250	\$	3,120,000
<b>Metaldyne, LLC</b>			
Term Loan, 5.25%, Maturing May 18, 2017	1,696		1,627,920
<b>TI Automotive, Ltd.</b>			
Term Loan, 9.50%, Maturing July 1, 2016	993		985,056
<b>TriMas Corp.</b>			
Term Loan, 4.25%, Maturing June 21, 2017	1,175		1,139,750
		<b>\$</b>	<b>31,580,799</b>
<b>Brokers, Dealers and Investment Houses 0.3%</b>			
<b>Mondrian Investment Partners, Ltd.</b>			
Term Loan, 5.50%, Maturing July 12, 2018	1,575	\$	1,523,812
		<b>\$</b>	<b>1,523,812</b>
<b>Building and Development 2.4%</b>			
<b>Armstrong World Industries, Inc.</b>			
Term Loan, 4.00%, Maturing March 9, 2018	748	\$	708,848
<b>Beacon Sales Acquisition, Inc.</b>			
Term Loan, 2.23%, Maturing September 30, 2013	1,139		1,081,979
<b>Brickman Group Holdings, Inc.</b>			
Term Loan, 7.25%, Maturing October 14, 2016	1,318		1,308,487
<b>CB Richard Ellis Services, Inc.</b>			
Term Loan, 3.47%, Maturing March 5, 2018	771		738,643
Term Loan, 3.71%, Maturing September 4, 2019	729		696,393
<b>Forestar USA Real Estate Group, Inc.</b>			
Revolving Loan, 0.51%, Maturing August 6, 2013 <sup>(2)</sup>	265		256,745
Term Loan, 6.50%, Maturing August 6, 2015	2,457		2,407,767
<b>NCI Building Systems, Inc.</b>			
Term Loan, 8.00%, Maturing April 18, 2014	167		160,893
<b>November 2005 Land Investors, LLC</b>			
Term Loan, 0.00%, Maturing March 31, 2011 <sup>(3)</sup>	305		32,770
<b>Panoram Industries Holdings, Inc.</b>			
Term Loan, 8.25%, Maturing December 31, 2013	1,538		1,421,705
<b>RE/MAX International, Inc.</b>			
Term Loan, 5.50%, Maturing April 15, 2016	2,003		1,942,727
<b>Realogy Corp.</b>			
Term Loan, 3.19%, Maturing October 10, 2013	138		114,378
Term Loan, 3.27%, Maturing October 10, 2013	663		548,845
<b>South Edge, LLC</b>			
Term Loan, 0.00%, Maturing October 31, 2009 <sup>(3)</sup>	1,644		1,561,563
		<b>\$</b>	<b>12,981,743</b>

**Business Equipment and Services 12.7%**

**Axiom Corp.**

Term Loan, 3.28%, Maturing March 15, 2015 836 \$ 825,169

**Advantage Sales & Marketing, Inc.**

Term Loan, 5.25%, Maturing December 18, 2017 2,114 2,012,181

**Affinion Group, Inc.**

Term Loan, 5.00%, Maturing October 10, 2016 5,192 4,751,083

**Allied Security Holdings, LLC**

Term Loan, 5.00%, Maturing February 3, 2017 648 635,408

**BakerCorp.**

Term Loan, 5.00%, Maturing June 1, 2018 950 908,438

**BAR/BRI Review Courses, Inc.**

Term Loan, 6.00%, Maturing June 16, 2017 800 776,000

**Dealer Computer Services, Inc.**

Term Loan, 3.75%, Maturing April 20, 2018 2,725 2,602,375

**Education Management, LLC**

Term Loan, 2.00%, Maturing June 3, 2013 3,741 3,385,588

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 s omitted)	<b>Value</b>
<b>iPayment, Inc.</b>		
Term Loan, 5.75%, Maturing May 8, 2017	1,057	\$ 1,004,593
<b>Kronos, Inc.</b>		
Term Loan, 2.00%, Maturing June 11, 2014	1,141	1,097,917
<b>Language Line, LLC</b>		
Term Loan, 6.25%, Maturing June 20, 2016	2,416	2,270,757
<b>Mercury Payment Systems Canada, LLC</b>		
Term Loan, 6.50%, Maturing July 3, 2017	725	721,375
<b>Mitchell International, Inc.</b>		
Term Loan, 2.25%, Maturing March 28, 2014	965	886,351
Term Loan - Second Lien, 5.50%, Maturing March 30, 2015	1,000	925,000
<b>NE Customer Service</b>		
Term Loan, 6.00%, Maturing March 23, 2016	1,778	1,719,731
<b>Protection One Alarm Monitor, Inc.</b>		
Term Loan, 6.00%, Maturing June 4, 2016	1,758	1,709,289
<b>Quantum Corp.</b>		
Term Loan, 3.75%, Maturing July 14, 2014	118	116,809
<b>Quintiles Transnational Corp.</b>		
Term Loan, 5.00%, Maturing June 8, 2018	4,850	4,522,625
<b>Sabre, Inc.</b>		
Term Loan, 2.23%, Maturing September 30, 2014	7,231	6,227,519
<b>Safenet, Inc.</b>		
Term Loan, 2.72%, Maturing April 12, 2014	1,936	1,853,325
<b>Serena Software, Inc.</b>		
Term Loan, 4.25%, Maturing March 10, 2016	991	921,836
<b>Sitel (Client Logic)</b>		
Term Loan, 7.00%, Maturing January 30, 2017	1,790	1,790,042
<b>Softlayer Tech, Inc.</b>		
Term Loan, 7.25%, Maturing November 5, 2016	721	708,751
<b>Solera Holdings, LLC</b>		
Term Loan, 3.25%, Maturing May 16, 2014	EUR 814	1,133,707
<b>SunGard Data Systems, Inc.</b>		
Term Loan, 1.96%, Maturing February 28, 2014	2,181	2,082,688
Term Loan, 3.86%, Maturing February 26, 2016	9,964	9,228,719
<b>SymphonyIRI Group, Inc.</b>		
Term Loan, 5.00%, Maturing December 1, 2017	950	914,375
<b>TASC, Inc.</b>		
Term Loan, 4.50%, Maturing December 18, 2015	1,647	1,566,782
<b>Town Sports International, Inc.</b>		
Term Loan, 7.00%, Maturing May 4, 2018	1,147	1,112,711
<b>TransUnion, LLC</b>		
Term Loan, 4.75%, Maturing February 12, 2018	2,244	2,145,248
<b>Travelport, LLC</b>		
Term Loan, 4.75%, Maturing August 21, 2015	584	540,169
Term Loan, 4.75%, Maturing August 21, 2015	682	630,682

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Term Loan, 4.75%, Maturing August 21, 2015		2,262	2,092,727
Term Loan, 6.04%, Maturing August 21, 2015	EUR	741	961,805
<b>U.S. Security Holdings, Inc.</b>			
Term Loan, 0.50%, Maturing July 28, 2017 <sup>(2)</sup>		134	133,354
Term Loan, 6.00%, Maturing July 28, 2017		691	684,771
<b>Vantiv, LLC</b>			
Term Loan, 4.50%, Maturing November 3, 2016		1,394	1,331,216
<b>West Corp.</b>			
Term Loan, 4.50%, Maturing July 15, 2016		747	714,563
Term Loan, 4.50%, Maturing July 15, 2016		2,126	2,040,920
			<b>\$ 69,686,599</b>
 <b>Cable and Satellite Television 8.3%</b>			
<b>Atlantic Broadband Finance, LLC</b>			
Term Loan, 4.00%, Maturing March 8, 2016		1,510	\$ 1,451,649



<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>	<b>Value</b>
	<b>(000 s omitted)</b>	
<b>Bragg Communications, Inc.</b>		
Term Loan, 2.82%, Maturing August 31, 2014	2,035	\$ 1,953,780
<b>Bresnan Communications, LLC</b>		
Term Loan, 4.50%, Maturing December 14, 2017	1,418	1,366,477
<b>Cequel Communications, LLC</b>		
Term Loan, 2.21%, Maturing November 5, 2013	2,129	2,050,664
<b>Charter Communications Operating, LLC</b>		
Term Loan, 3.50%, Maturing September 6, 2016	992	943,814
<b>Crown Media Holdings, Inc.</b>		
Term Loan, 5.75%, Maturing July 14, 2018	575	557,750
<b>CSC Holdings, Inc.</b>		
Term Loan, 1.97%, Maturing March 29, 2016	3,749	3,568,911
<b>DG FastChannel, Inc.</b>		
Term Loan, 5.75%, Maturing July 26, 2018	1,825	1,742,875
<b>Foxco Acquisition Sub, LLC</b>		
Term Loan, 4.75%, Maturing July 14, 2015	1,592	1,496,360
<b>Insight Midwest Holdings, LLC</b>		
Term Loan, 1.96%, Maturing April 7, 2014	3,677	3,614,286
<b>Kabel Deutschland GmbH</b>		
Term Loan, 4.60%, Maturing June 15, 2018	EUR 1,400	1,961,829
Term Loan, 5.35%, Maturing December 13, 2016	EUR 2,000	2,836,291
<b>MCC Iowa, LLC</b>		
Term Loan, 1.94%, Maturing January 30, 2015	3,782	3,328,306
<b>Mediacom, LLC</b>		
Term Loan, 4.50%, Maturing October 23, 2017	916	865,384
<b>Mediacom Broadband, LLC</b>		
Term Loan, 4.50%, Maturing October 23, 2017	1,658	1,567,046
<b>Mediacom Illinois, LLC</b>		
Term Loan, 1.94%, Maturing January 30, 2015	3,914	3,395,143
Term Loan, 5.50%, Maturing March 31, 2017	983	943,200
<b>NDS Finance, Ltd.</b>		
Term Loan, 4.00%, Maturing March 12, 2018	1,521	1,422,310
<b>ProSiebenSat.1 Media AG</b>		
Term Loan, 4.20%, Maturing March 6, 2015	EUR 369	423,878
Term Loan, 4.45%, Maturing March 4, 2016	EUR 369	423,878
Term Loan, 8.83%, Maturing March 6, 2017 <sup>(4)</sup>	EUR 443	395,616
Term Loan - Second Lien, 5.58%, Maturing September 2, 2016	EUR 565	528,723
<b>UPC Broadband Holding B.V.</b>		
Term Loan, 3.69%, Maturing December 30, 2016	429	402,873
Term Loan, 5.19%, Maturing December 31, 2016	EUR 2,614	3,516,003
Term Loan, 3.69%, Maturing December 29, 2017	1,410	1,320,137
Term Loan, 5.44%, Maturing December 31, 2017	EUR 1,732	2,344,428
<b>YPSO Holding SA</b>		
Term Loan, 4.85%, Maturing June 16, 2014 <sup>(4)</sup>	EUR 203	243,720
Term Loan, 4.85%, Maturing June 16, 2014 <sup>(4)</sup>	EUR 242	290,753

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Term Loan, 4.85%, Maturing June 16, 2014 <sup>(4)</sup>	EUR	496	594,843
			<b>\$ 45,550,927</b>

**Chemicals and Plastics 5.9%**

**Arizona Chemical, Inc.**

Term Loan, 4.75%, Maturing November 21, 2016		455	\$ 439,722
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**Ashland, Inc.**

Term Loan, 3.75%, Maturing August 23, 2018		2,200	2,159,667
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**General Chemical Corp.**

Term Loan, 5.00%, Maturing October 6, 2015		640	615,866
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**Hexion Specialty Chemicals, Inc.**

Term Loan, 4.00%, Maturing May 5, 2015		480	439,200
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Term Loan, 4.00%, Maturing May 5, 2015		847	783,821
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Term Loan, 4.00%, Maturing May 5, 2015		1,889	1,747,737
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<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>	<b>Value</b>
	<b>(000 s omitted)</b>	
<b>Houghton International, Inc.</b>		
Term Loan, 6.75%, Maturing January 29, 2016	919	\$ 909,534
<b>Huntsman International, LLC</b>		
Term Loan, 1.77%, Maturing April 21, 2014	573	540,703
Term Loan, 2.47%, Maturing June 30, 2016	855	791,550
Term Loan, 2.72%, Maturing April 19, 2017	1,563	1,452,929
<b>INEOS Group</b>		
Term Loan, 7.50%, Maturing December 16, 2013	2,148	2,190,580
Term Loan, 8.00%, Maturing December 16, 2014	2,109	2,150,874
Term Loan, 9.00%, Maturing December 16, 2015	EUR 1,250	1,749,838
<b>MacDermid, Inc.</b>		
Term Loan, 2.22%, Maturing April 11, 2014	482	479,983
<b>Momentive Performance Materials</b>		
Term Loan, 3.75%, Maturing May 5, 2015	1,767	1,629,827
<b>Nalco Co.</b>		
Term Loan, 4.50%, Maturing October 5, 2017	1,563	1,557,977
<b>Norit NV</b>		
Term Loan, 7.50%, Maturing July 7, 2017	1,400	1,396,500
<b>OM Group, Inc.</b>		
Term Loan, 5.75%, Maturing August 2, 2017	575	570,688
<b>Omnova Solutions, Inc.</b>		
Term Loan, 5.75%, Maturing May 31, 2017	993	965,206
<b>Rockwood Specialties Group, Inc.</b>		
Term Loan, 3.75%, Maturing February 9, 2018	2,388	2,339,643
<b>Schoeller Arca Systems Holding</b>		
Term Loan, 5.93%, Maturing November 16, 2015	EUR 72	76,296
Term Loan, 5.93%, Maturing November 16, 2015	EUR 206	217,533
Term Loan, 5.93%, Maturing November 16, 2015	EUR 222	234,086
<b>Solutia, Inc.</b>		
Term Loan, 3.50%, Maturing August 1, 2017	2,351	2,262,557
<b>Styron S.A.R.L.</b>		
Term Loan, 6.00%, Maturing August 2, 2017	3,134	2,899,181
<b>Univar, Inc.</b>		
Term Loan, 5.00%, Maturing June 30, 2017	1,766	1,646,912
		<b>\$ 32,248,410</b>
<b>Clothing/Textiles 0.1%</b>		
<b>Warnaco, Inc.</b>		
Term Loan, 3.75%, Maturing June 15, 2018	550	\$ 539,000
		<b>\$ 539,000</b>
<b>Conglomerates 2.8%</b>		
<b>Goodman Global Holdings, Inc.</b>		

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Term Loan, 5.75%, Maturing October 28, 2016	1,963	\$	1,933,432
<b>Manitowoc Company, Inc. (The)</b>			
Term Loan, 4.25%, Maturing November 13, 2017	775		746,906
<b>RBS Global, Inc.</b>			
Term Loan, 2.50%, Maturing July 19, 2013	334		319,627
Term Loan, 2.79%, Maturing July 19, 2013	4,425		4,256,297
<b>RGIS Holdings, LLC</b>			
Term Loan, 2.75%, Maturing April 30, 2014	128		120,963
Term Loan, 2.75%, Maturing April 30, 2014	2,560		2,419,266
<b>Service Master Co.</b>			
Term Loan, 2.71%, Maturing July 24, 2014	1,805		1,682,947
Term Loan, 2.72%, Maturing July 24, 2014	180		167,596
<b>US Investigations Services, Inc.</b>			
Term Loan, 7.75%, Maturing February 20, 2015	860		842,596
Term Loan, 3.00%, Maturing February 21, 2015	784		713,080

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>	<b>Value</b>
	<b>(000 s omitted)</b>	
<b>Walter Industries, Inc.</b>		
Term Loan, 4.00%, Maturing April 2, 2018	2,618	\$ 2,526,792
		<b>\$ 15,729,502</b>
<b>Containers and Glass Products 3.4%</b>		
<b>Berry Plastics Corp.</b>		
Term Loan, 2.21%, Maturing April 3, 2015	1,857	\$ 1,678,463
<b>BWAY Corp.</b>		
Term Loan, 4.50%, Maturing February 23, 2018	79	74,579
Term Loan, 4.50%, Maturing February 23, 2018	887	840,018
<b>Consolidated Container Co.</b>		
Term Loan - Second Lien, 5.75%, Maturing September 28, 2014	1,000	843,333
<b>Graham Packaging Holdings Co.</b>		
Term Loan, 6.75%, Maturing April 4, 2014	2,790	2,771,002
Term Loan, 6.00%, Maturing September 23, 2016	1,241	1,230,803
<b>Graphic Packaging International, Inc.</b>		
Term Loan, 2.99%, Maturing May 16, 2014	1,136	1,104,132
<b>Hilex Poly Co.</b>		
Term Loan, 11.25%, Maturing November 16, 2015	950	912,000
<b>JSG Acquisitions</b>		
Term Loan, 3.62%, Maturing December 31, 2014	1,325	1,307,390
<b>Pelican Products, Inc.</b>		
Term Loan, 5.00%, Maturing March 7, 2017	871	847,771
<b>Reynolds Group Holdings, Inc.</b>		
Term Loan, 6.50%, Maturing February 9, 2018	3,017	2,914,341
Term Loan, 5.25%, Maturing August 9, 2018 <sup>(2)</sup>	3,175	3,053,293
<b>Smurfit Kappa Acquisitions</b>		
Term Loan, 3.37%, Maturing December 31, 2014	1,325	1,307,390
		<b>\$ 18,884,515</b>
<b>Cosmetics/Toiletries 1.7%</b>		
<b>Alliance Boots Holdings, Ltd.</b>		
Term Loan, 3.61%, Maturing July 9, 2015	GBP 2,000	\$ 2,833,818
Term Loan, 4.11%, Maturing July 9, 2015	EUR 1,000	1,304,972
<b>Bausch &amp; Lomb, Inc.</b>		
Term Loan, 3.47%, Maturing April 24, 2015	680	637,513
Term Loan, 3.49%, Maturing April 24, 2015	2,792	2,619,033
<b>KIK Custom Products, Inc.</b>		
Term Loan - Second Lien, 5.26%, Maturing November 28, 2014	1,075	743,094
<b>Prestige Brands, Inc.</b>		
Term Loan, 4.75%, Maturing March 24, 2016	1,518	1,498,769
		<b>\$ 9,637,199</b>

**Drugs 1.5%****Axcan Pharma, Inc.**

Term Loan, 5.50%, Maturing February 10, 2017	1,617	\$	1,463,272
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**Endo Pharmaceuticals Holdings, Inc.**

Term Loan, 4.00%, Maturing June 18, 2018	1,700		1,666,850
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**Graceway Pharmaceuticals, LLC**

Term Loan, 4.97%, Maturing May 3, 2012	595		304,861
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Term Loan, 9.97%, Maturing November 3, 2013 <sup>(4)</sup>	317		1,349
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Term Loan - Second Lien, 0.00%, Maturing May 3, 2013 <sup>(5)</sup>	1,500		41,250
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**Warner Chilcott Corp.**

Term Loan, 3.75%, Maturing March 17, 2016	855		817,594
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Term Loan, 4.25%, Maturing March 15, 2018	906		872,314
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Term Loan, 4.25%, Maturing March 15, 2018	1,813		1,744,628
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**WC Luxco S.A.R.L.**

Term Loan, 4.25%, Maturing March 15, 2018	1,246		1,199,431
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		\$	<b>8,111,549</b>
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<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Ecological Services and Equipment 0.3%</b>			
<b>Cory Environmental Holdings</b>			
Term Loan - Second Lien, 5.04%, Maturing September 30, 2014 <sup>(4)</sup>	GBP	513	\$ 209,051
<b>Sensus Metering Systems, Inc.</b>			
Term Loan, 4.75%, Maturing May 9, 2017		773	746,971
Term Loan - Second Lien, 8.50%, Maturing May 9, 2018		1,000	987,500
			<b>\$ 1,943,522</b>
<b>Electronics/Electrical 7.2%</b>			
<b>Aspect Software, Inc.</b>			
Term Loan, 6.25%, Maturing May 6, 2016		2,767	\$ 2,684,451
<b>Attachmate Corp.</b>			
Term Loan, 6.50%, Maturing April 27, 2017		1,075	1,050,140
<b>Christie/Aix, Inc.</b>			
Term Loan, 5.25%, Maturing April 29, 2016		677	649,544
<b>Eagle Parent, Inc.</b>			
Term Loan, 5.00%, Maturing May 16, 2018		2,950	2,750,875
<b>Edwards (Cayman Island II), Ltd.</b>			
Term Loan, 5.50%, Maturing May 31, 2016		1,393	1,288,525
<b>FCI International S.A.S.</b>			
Term Loan, 3.62%, Maturing November 1, 2013		175	170,785
Term Loan, 3.62%, Maturing November 1, 2013		175	170,785
Term Loan, 3.62%, Maturing November 1, 2013		181	177,398
Term Loan, 3.62%, Maturing November 1, 2013		181	177,398
<b>Financiere SPIE S.A.S.</b>			
Term Loan, Maturing June 29, 2018 <sup>(6)</sup>	EUR	2,000	2,783,220
<b>Freescale Semiconductor, Inc.</b>			
Term Loan, 4.44%, Maturing December 1, 2016		3,748	3,425,865
<b>Infor Enterprise Solutions Holdings</b>			
Term Loan, 5.72%, Maturing March 3, 2014		500	382,500
Term Loan, 4.98%, Maturing July 28, 2015		1,451	1,291,284
Term Loan, 5.98%, Maturing July 28, 2015		1,626	1,550,728
Term Loan, 5.98%, Maturing July 28, 2015		3,116	2,867,050
Term Loan - Second Lien, 6.47%, Maturing March 3, 2014		183	142,542
Term Loan - Second Lien, 6.47%, Maturing March 3, 2014		317	251,750
<b>Network Solutions, LLC</b>			
Term Loan, 2.48%, Maturing March 7, 2014		456	446,510
<b>NXP B.V.</b>			
Term Loan, 4.50%, Maturing March 3, 2017		3,067	2,948,454
<b>Open Solutions, Inc.</b>			
Term Loan, 2.38%, Maturing January 23, 2014		2,853	2,362,875
<b>Sensata Technologies Finance Co., LLC</b>			
Term Loan, 4.00%, Maturing May 11, 2018		3,975	3,840,844
<b>Shield Finance Co. S.A.R.L.</b>			

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Term Loan, 7.75%, Maturing June 15, 2016		946	931,564
<b>Ship US Bidco, Inc.</b>			
Term Loan, 6.01%, Maturing November 30, 2017	GBP	1,000	1,569,866
<b>Spanion, LLC</b>			
Term Loan, 4.75%, Maturing February 9, 2015		555	537,183
<b>Spectrum Brands, Inc.</b>			
Term Loan, 5.00%, Maturing June 17, 2016		2,798	2,695,604
<b>SS&amp;C Technologies, Inc.</b>			
Term Loan, 2.25%, Maturing November 23, 2012		461	450,461
<b>VeriFone, Inc.</b>			
Term Loan, 2.98%, Maturing October 31, 2013		740	735,802
<b>Vertafore, Inc.</b>			
Term Loan, 5.25%, Maturing July 29, 2016		1,114	1,069,824
			<b>\$ 39,403,827</b>



Borrower/Tranche Description	Principal Amount*	Value
	(000 s omitted)	
<b>Farming/Agriculture 0.3%</b>		
<b>WM. Bolthouse Farms, Inc.</b>		
Term Loan, 5.50%, Maturing February 11, 2016	1,657	\$ 1,625,902
		<b>\$ 1,625,902</b>
<b>Financial Intermediaries 5.0%</b>		
<b>Citco III, Ltd.</b>		
Term Loan, 6.25%, Maturing June 29, 2018	1,875	\$ 1,781,250
<b>Fidelity National Information Services, Inc.</b>		
Term Loan, 5.25%, Maturing July 18, 2016	1,729	1,712,081
<b>First Data Corp.</b>		
Term Loan, 2.97%, Maturing September 24, 2014	257	228,173
Term Loan, 2.97%, Maturing September 24, 2014	489	433,645
Term Loan, 2.97%, Maturing September 24, 2014	1,238	1,098,192
Term Loan, 4.22%, Maturing March 23, 2018	1,636	1,381,143
<b>Grosvenor Capital Management</b>		
Term Loan, 4.25%, Maturing December 5, 2016	1,397	1,396,878
<b>HarbourVest Partners, LLC</b>		
Term Loan, 6.25%, Maturing December 14, 2016	1,314	1,287,440
<b>Interactive Data Corp.</b>		
Term Loan, 4.50%, Maturing February 12, 2018	2,585	2,449,544
<b>Jupiter Asset Management Group</b>		
Term Loan, 4.50%, Maturing March 17, 2015	GBP 240	376,872
<b>LPL Holdings, Inc.</b>		
Term Loan, 1.98%, Maturing June 28, 2013	1,007	984,737
Term Loan, 4.25%, Maturing June 25, 2015	3,168	3,124,756
Term Loan, 5.25%, Maturing June 28, 2017	2,349	2,325,738
<b>MSCI, Inc.</b>		
Term Loan, 3.75%, Maturing March 14, 2017	3,308	3,261,178
<b>Nuveen Investments, Inc.</b>		
Term Loan, 3.25%, Maturing November 13, 2014	1,811	1,675,491
Term Loan, 5.75%, Maturing May 12, 2017	2,116	1,978,884
<b>RJO Holdings Corp. (RJ O Brien)</b>		
Term Loan, 6.21%, Maturing December 10, 2015 <sup>(7)</sup>	15	12,549
Term Loan, 6.21%, Maturing December 10, 2015 <sup>(7)</sup>	485	384,717
<b>Towergate Finance, PLC</b>		
Term Loan, 6.50%, Maturing August 4, 2017	GBP 1,000	1,548,223
		<b>\$ 27,441,491</b>
<b>Food Products 4.5%</b>		
<b>Acosta, Inc.</b>		
Term Loan, 4.75%, Maturing March 1, 2018	2,444	\$ 2,303,352
<b>American Seafoods Group, LLC</b>		

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Term Loan, 4.25%, Maturing March 8, 2018		741	674,450
<b>Dean Foods Co.</b>			
Term Loan, 1.75%, Maturing April 2, 2014		3,679	3,605,449
<b>Dole Food Company, Inc.</b>			
Term Loan, 5.05%, Maturing July 6, 2018		1,103	1,069,425
Term Loan, 5.06%, Maturing July 6, 2018		2,048	1,986,075
<b>JBS USA Holdings, Inc.</b>			
Term Loan, 4.25%, Maturing May 25, 2018		1,125	1,068,750
<b>Liberator Midco, Ltd.</b>			
Term Loan, 5.29%, Maturing April 29, 2016	GBP	1,000	1,601,386
<b>Michael Foods Holdings, Inc.</b>			
Term Loan, 4.25%, Maturing February 23, 2018		794	754,403
<b>Pierre Foods, Inc.</b>			
Term Loan, 7.00%, Maturing September 30, 2016		1,888	1,850,479
<b>Pinnacle Foods Finance, LLC</b>			
Term Loan, 2.69%, Maturing April 2, 2014		7,425	7,025,747
<b>Provimi Group SA</b>			
Term Loan, 2.10%, Maturing June 28, 2015		220	218,105

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>	<b>Value</b>
	<b>(000 s omitted)</b>	
Term Loan, 2.10%, Maturing June 28, 2015	270	\$ 268,405
Term Loan, 3.22%, Maturing June 28, 2015	EUR 31	43,649
Term Loan, 3.22%, Maturing June 28, 2015	EUR 284	405,239
Term Loan, 3.22%, Maturing June 28, 2015	EUR 422	601,609
Term Loan, 3.22%, Maturing June 28, 2015	EUR 462	658,384
Term Loan - Second Lien, 4.47%, Maturing December 28, 2016	178	173,660
Term Loan - Second Lien, 5.60%, Maturing December 28, 2016	EUR 29	40,695
Term Loan - Second Lien, 5.60%, Maturing December 28, 2016	EUR 397	557,354
		<b>\$ 24,906,616</b>
<b>Food Service 6.6%</b>		
<b>Aramark Corp.</b>		
Term Loan, 2.06%, Maturing January 27, 2014	194	\$ 182,687
Term Loan, 2.12%, Maturing January 27, 2014	2,401	2,265,105
Term Loan, 2.83%, Maturing January 27, 2014	GBP 1,194	1,821,546
Term Loan, 3.44%, Maturing July 26, 2016	348	324,482
Term Loan, 3.50%, Maturing July 26, 2016	5,298	4,933,962
<b>Buffets, Inc.</b>		
Term Loan, 12.00%, Maturing April 21, 2015 <sup>(4)</sup>	1,410	979,790
Term Loan, 7.50%, Maturing April 22, 2015 <sup>(4)(7)</sup>	137	77,175
<b>Burger King Corp.</b>		
Term Loan, 4.50%, Maturing October 19, 2016	6,171	5,886,062
<b>Del Monte Corp.</b>		
Term Loan, 4.50%, Maturing March 8, 2018	4,175	3,981,906
<b>Denny s, Inc.</b>		
Term Loan, 5.28%, Maturing September 30, 2016	748	733,040
<b>DineEquity, Inc.</b>		
Term Loan, 4.25%, Maturing October 19, 2017	1,805	1,748,907
<b>Dunkin Brands, Inc.</b>		
Term Loan, 4.00%, Maturing November 23, 2017	3,483	3,368,792
<b>NPC International, Inc.</b>		
Term Loan, 1.99%, Maturing May 3, 2013	296	293,949
<b>OSI Restaurant Partners, LLC</b>		
Term Loan, 2.50%, Maturing June 14, 2013	558	516,971
Term Loan, 2.56%, Maturing June 14, 2014	5,701	5,278,529
<b>Sagittarius Restaurants, LLC</b>		
Term Loan, 7.51%, Maturing May 18, 2015	523	497,623
<b>Selecta</b>		
Term Loan - Second Lien, 5.77%, Maturing December 28, 2015	EUR 741	721,402
<b>U.S. Foodservice, Inc.</b>		
Term Loan, 2.72%, Maturing July 3, 2014	1,992	1,807,941
<b>Wendy s/Arby s Restaurants, LLC</b>		
Term Loan, 5.00%, Maturing May 24, 2017	941	931,097

\$ 36,350,966

**Food/Drug Retailers 4.5%****General Nutrition Centers, Inc.**

Term Loan, 4.25%, Maturing March 2, 2018 4,238 \$ 4,046,812

**NBTY, Inc.**

Term Loan, 4.25%, Maturing October 2, 2017 3,361 3,224,094

**Pantry, Inc. (The)**

Term Loan, 1.98%, Maturing May 15, 2014 242 237,011

Term Loan, 1.98%, Maturing May 15, 2014 842 823,106

**Rite Aid Corp.**

Term Loan, 1.97%, Maturing June 4, 2014 8,358 7,700,119

Term Loan, 4.50%, Maturing March 2, 2018 2,405 2,249,135

**Roundy s Supermarkets, Inc.**

Term Loan, 7.00%, Maturing November 3, 2013 3,026 2,919,775

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 s omitted)	<b>Value</b>
<b>Supervalu, Inc.</b>		
Term Loan, 4.50%, Maturing April 28, 2018	3,666	\$ 3,425,244
		<b>\$ 24,625,296</b>
<b>Forest Products 0.3%</b>		
<b>Georgia-Pacific Corp.</b>		
Term Loan, 3.57%, Maturing December 23, 2014	1,529	\$ 1,525,601
		<b>\$ 1,525,601</b>
<b>Health Care 18.9%</b>		
<b>1-800-Contacts, Inc.</b>		
Term Loan, 7.70%, Maturing March 4, 2015	904	\$ 895,371
<b>Alere, Inc.</b>		
Term Loan, 4.50%, Maturing June 30, 2017	2,650	2,504,250
<b>Alliance Healthcare Services</b>		
Term Loan, 5.50%, Maturing June 1, 2016	1,330	1,223,370
<b>Ardent Medical Services, Inc.</b>		
Term Loan, 6.50%, Maturing September 15, 2015	1,259	1,221,291
Term Loan, 6.50%, Maturing September 18, 2015	750	727,500
<b>Ascend Learning</b>		
Term Loan, 7.01%, Maturing December 6, 2016	1,244	1,200,219
<b>Aveta Holdings, LLC</b>		
Term Loan, 8.50%, Maturing April 14, 2015	594	569,767
Term Loan, 8.50%, Maturing April 14, 2015	594	569,767
<b>Biomet, Inc.</b>		
Term Loan, 3.24%, Maturing March 25, 2015	6,823	6,391,341
<b>Bright Horizons Family Solutions, Inc.</b>		
Term Loan, 4.23%, Maturing May 28, 2015	1,034	989,680
<b>Capsugel Healthcare, Ltd.</b>		
Term Loan, 5.25%, Maturing August 1, 2018	1,450	1,405,775
<b>Cardinal Health 409, Inc.</b>		
Term Loan, 2.47%, Maturing April 10, 2014	2,352	2,040,360
<b>Carestream Health, Inc.</b>		
Term Loan, 5.00%, Maturing February 25, 2017	1,721	1,413,115
<b>Carl Zeiss Vision Holding GmbH</b>		
Term Loan, 4.00%, Maturing September 30, 2019	130	112,775
<b>CDRL MS, Inc.</b>		
Term Loan, 6.75%, Maturing September 29, 2016	878	860,334
<b>Community Health Systems, Inc.</b>		
Term Loan, 2.57%, Maturing July 25, 2014	349	325,477
Term Loan, 2.57%, Maturing July 25, 2014	6,778	6,328,583
Term Loan, 3.82%, Maturing January 25, 2017	3,403	3,126,853
<b>ConMed Corp.</b>		

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Term Loan, 1.73%, Maturing April 12, 2013	482	472,687
<b>ConvaTec, Inc.</b>		
Term Loan, 5.75%, Maturing December 22, 2016	997	933,903
<b>CRC Health Corp.</b>		
Term Loan, 4.75%, Maturing November 16, 2015	2,034	1,952,713
<b>Dako EQT Project Delphi</b>		
Term Loan - Second Lien, 4.00%, Maturing December 12, 2016	500	434,375
<b>DaVita, Inc.</b>		
Term Loan, 4.50%, Maturing October 20, 2016	3,383	3,287,430
<b>DJO Finance, LLC</b>		
Term Loan, 3.22%, Maturing May 20, 2014	716	665,999
<b>Fresenius SE</b>		
Term Loan, 3.50%, Maturing September 10, 2014	308	301,078
Term Loan, 3.50%, Maturing September 10, 2014	686	672,121
<b>Grifols SA</b>		
Term Loan, 6.00%, Maturing June 1, 2017	2,400	2,367,000
<b>Hanger Orthopedic Group, Inc.</b>		
Term Loan, 4.00%, Maturing December 1, 2016	746	711,736

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>	<b>Value</b>
	<b>(000 s omitted)</b>	
<b>Harvard Drug Group, LLC</b>		
Term Loan, 6.50%, Maturing April 8, 2016	113	\$ 109,641
Term Loan, 6.50%, Maturing April 8, 2016	824	797,390
<b>HCA, Inc.</b>		
Term Loan, 3.50%, Maturing March 31, 2017	6,452	5,999,292
Term Loan, 3.50%, Maturing May 1, 2018	2,690	2,542,499
<b>Health Management Associates, Inc.</b>		
Term Loan, 2.00%, Maturing February 28, 2014	9,025	8,422,986
<b>Iasis Healthcare, LLC</b>		
Term Loan, 5.00%, Maturing May 3, 2018	1,895	1,764,951
<b>Immucor, Inc.</b>		
Term Loan, 7.25%, Maturing August 17, 2018	775	754,656
<b>IMS Health, Inc.</b>		
Term Loan, 4.50%, Maturing August 25, 2017	1,432	1,371,036
<b>inVentiv Health, Inc.</b>		
Term Loan, 6.50%, Maturing August 4, 2016	2,137	2,027,192
Term Loan, 6.75%, Maturing May 15, 2018	1,325	1,252,125
<b>Kindred Healthcare, Inc.</b>		
Term Loan, 5.25%, Maturing June 1, 2018	2,075	1,945,312
<b>Lifepoint Hospitals, Inc.</b>		
Term Loan, 3.08%, Maturing April 15, 2015	2,251	2,197,937
<b>MedAssets, Inc.</b>		
Term Loan, 5.25%, Maturing November 16, 2016	962	918,779
<b>Medpace, Inc.</b>		
Term Loan, 6.50%, Maturing June 22, 2017	975	936,000
<b>Meritus, LLC</b>		
Term Loan, 7.50%, Maturing July 28, 2017	925	906,500
<b>MultiPlan, Inc.</b>		
Term Loan, 4.75%, Maturing August 26, 2017	2,885	2,691,707
<b>Nyco Holdings</b>		
Term Loan, 5.10%, Maturing December 29, 2014	EUR 472	670,978
Term Loan, 5.85%, Maturing December 29, 2015	EUR 471	670,813
<b>Physiotherapy Associates, Inc.</b>		
Term Loan, 7.50%, Maturing June 27, 2013	721	699,041
<b>Prime Healthcare Services, Inc.</b>		
Term Loan, 7.25%, Maturing April 22, 2015	2,617	2,499,116
<b>RadNet Management, Inc.</b>		
Term Loan, 5.75%, Maturing April 1, 2016	1,210	1,185,494
<b>ReAble Therapeutics Finance, LLC</b>		
Term Loan, 2.23%, Maturing November 18, 2013	2,616	2,576,378
<b>Renal Advantage Holdings, Inc.</b>		
Term Loan, 5.75%, Maturing December 16, 2016	821	811,640
<b>Royalty Pharma Finance Trust</b>		
Term Loan, 4.00%, Maturing May 9, 2018	3,950	3,841,375
<b>Select Medical Holdings Corp.</b>		

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Term Loan, 5.50%, Maturing May 25, 2018 <b>Skillsoft Corp.</b>	3,400	3,081,250
Term Loan, 6.50%, Maturing May 26, 2017 <b>Sunquest Information Systems, Inc.</b>	978	956,373
Term Loan, 6.25%, Maturing December 16, 2016 <b>Sunrise Medical Holdings, Inc.</b>	848	835,157
Term Loan, 6.75%, Maturing May 13, 2014 <b>TriZetto Group, Inc. (The)</b>	EUR 264	351,108
Term Loan, 4.75%, Maturing May 2, 2018 <b>Universal Health Services, Inc.</b>	1,675	1,574,500
Term Loan, 4.00%, Maturing November 15, 2016 <b>Vanguard Health Holding Co., LLC</b>	2,361	2,267,695
Term Loan, 5.00%, Maturing January 29, 2016	1,778	1,696,139



<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>	<b>Value</b>
	<b>(000 s omitted)</b>	
<b>VWR Funding, Inc.</b>		
Term Loan, 2.72%, Maturing June 30, 2014	2,148	\$ 1,995,752
		<b>\$ 104,055,682</b>
<b>Home Furnishings 0.7%</b>		
<b>Hunter Fan Co.</b>		
Term Loan, 2.72%, Maturing April 16, 2014	413	\$ 379,869
<b>National Bedding Co., LLC</b>		
Term Loan, 3.75%, Maturing November 28, 2013	1,441	1,419,305
Term Loan - Second Lien, 5.31%, Maturing February 28, 2014	2,050	1,886,000
		<b>\$ 3,685,174</b>
<b>Industrial Equipment 3.5%</b>		
<b>Alliance Laundry Systems, LLC</b>		
Term Loan, 6.25%, Maturing September 30, 2016	933	\$ 910,000
<b>Brand Energy and Infrastructure Services, Inc.</b>		
Term Loan, 2.50%, Maturing February 7, 2014	682	622,776
Term Loan, 3.62%, Maturing February 7, 2014	823	738,835
<b>Brock Holdings III, Inc.</b>		
Term Loan, 6.00%, Maturing March 16, 2017	1,297	1,186,526
<b>Butterfly Wendel US, Inc.</b>		
Term Loan, 3.44%, Maturing June 23, 2014	301	285,512
Term Loan, 4.19%, Maturing June 22, 2015	300	285,419
<b>EPD Holdings, (Goodyear Engineering Products)</b>		
Term Loan, 2.73%, Maturing July 31, 2014	241	213,287
Term Loan, 2.73%, Maturing July 31, 2014	1,683	1,489,142
Term Loan - Second Lien, 5.97%, Maturing July 31, 2015	850	718,250
<b>Excelitas Technologies Corp.</b>		
Term Loan, 6.00%, Maturing November 23, 2016	993	992,500
<b>Generac Acquisition Corp.</b>		
Term Loan, 2.74%, Maturing November 11, 2013	1,312	1,271,990
<b>Jason, Inc.</b>		
Term Loan, 8.25%, Maturing September 21, 2014	77	75,168
Term Loan, 8.25%, Maturing September 21, 2014	193	191,963
<b>JMC Steel Group, Inc.</b>		
Term Loan, 4.75%, Maturing April 3, 2017	773	730,061
<b>KION Group GmbH</b>		
Term Loan, 3.72%, Maturing December 23, 2014 <sup>(4)</sup>	1,026	854,030
Term Loan, 3.97%, Maturing December 23, 2015 <sup>(4)</sup>	1,026	854,030
<b>Pinafore, LLC</b>		
Term Loan, 4.25%, Maturing September 29, 2016	2,209	2,153,434
<b>Polypore, Inc.</b>		
Term Loan, 2.22%, Maturing July 3, 2014	4,603	4,418,472

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<b>Sequa Corp.</b>		
Term Loan, 3.50%, Maturing December 3, 2014	794	749,442
<b>Terex Corp.</b>		
Term Loan, 5.50%, Maturing April 28, 2017	800	784,666
		<b>\$ 19,525,503</b>
<b>Insurance 3.1%</b>		
<b>Alliant Holdings I, Inc.</b>		
Term Loan, 3.25%, Maturing August 21, 2014	3,657	\$ 3,382,645
<b>AmWINS Group, Inc.</b>		
Term Loan, 4.54%, Maturing June 8, 2013	948	900,713
Term Loan - Second Lien, 5.75%, Maturing June 8, 2014	500	457,500
<b>Applied Systems, Inc.</b>		
Term Loan, 5.50%, Maturing December 8, 2016	1,567	1,535,783
<b>CCC Information Services Group, Inc.</b>		
Term Loan, 5.50%, Maturing November 11, 2015	1,617	1,578,474
<b>CNO Financial Group, Inc.</b>		
Term Loan, 6.25%, Maturing September 30, 2016	1,338	1,314,640

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Crawford &amp; Company</b>			
Term Loan, 5.00%, Maturing October 30, 2013	1,256	\$	1,249,661
<b>Crump Group, Inc.</b>			
Term Loan, 3.23%, Maturing August 1, 2014	685		654,561
<b>HUB International Holdings, Inc.</b>			
Term Loan, 2.75%, Maturing June 13, 2014	427		393,102
Term Loan, 2.75%, Maturing June 13, 2014	1,901		1,749,256
Term Loan, 6.75%, Maturing June 13, 2014	614		594,105
<b>U.S.I. Holdings Corp.</b>			
Term Loan, 2.73%, Maturing May 5, 2014	3,322		3,206,121
		<b>\$</b>	<b>17,016,561</b>
 <b>Leisure Goods/Activities/Movies 7.4%</b>			
<b>Alpha D2, Ltd.</b>			
Term Loan, 2.65%, Maturing December 31, 2013	864	\$	816,037
Term Loan, 2.65%, Maturing December 31, 2013	1,582		1,493,409
Term Loan - Second Lien, 3.90%, Maturing June 30, 2014	2,000		1,818,334
<b>AMC Entertainment, Inc.</b>			
Term Loan, 3.50%, Maturing December 16, 2016	5,403		5,070,051
<b>AMC Networks, Inc.</b>			
Term Loan, 4.00%, Maturing December 31, 2018	1,500		1,455,000
<b>Bombardier Recreational Products</b>			
Term Loan, 2.75%, Maturing June 28, 2013	3,015		2,826,135
<b>Carmike Cinemas, Inc.</b>			
Term Loan, 5.50%, Maturing January 27, 2016	924		878,607
<b>Cedar Fair, L.P.</b>			
Term Loan, 4.00%, Maturing December 15, 2017	2,219		2,157,992
<b>Cinemark, Inc.</b>			
Term Loan, 3.48%, Maturing April 29, 2016	3,883		3,749,446
<b>ClubCorp Club Operations, Inc.</b>			
Term Loan, 6.00%, Maturing November 9, 2016	721		681,699
<b>Dave &amp; Buster's, Inc.</b>			
Term Loan, 5.50%, Maturing May 12, 2016	988		957,875
<b>Deluxe Entertainment Services Group, Inc.</b>			
Term Loan, 6.25%, Maturing May 11, 2013	62		61,737
Term Loan, 6.25%, Maturing May 11, 2013	918		913,702
<b>Fender Musical Instruments Corp.</b>			
Term Loan, 2.48%, Maturing June 9, 2014	286		264,476
Term Loan, 2.48%, Maturing June 9, 2014	566		523,490
<b>Miramax Film NY, LLC</b>			
Term Loan, 7.75%, Maturing May 20, 2016	1,004		998,827
<b>National CineMedia, LLC</b>			
Term Loan, 1.75%, Maturing February 13, 2015	2,162		2,043,155
<b>Regal Cinemas Corp.</b>			

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Term Loan, 3.50%, Maturing August 23, 2017	4,030	3,813,151
<b>Revolution Studios Distribution Co., LLC</b>		
Term Loan, 3.98%, Maturing December 21, 2014	1,036	766,489
Term Loan - Second Lien, 7.23%, Maturing June 21, 2015 <sup>(7)</sup>	900	277,200
<b>SeaWorld Parks &amp; Entertainment, Inc.</b>		
Term Loan, 4.00%, Maturing August 17, 2017	1,890	1,840,513
<b>Six Flags Theme Parks, Inc.</b>		
Term Loan, 5.25%, Maturing June 30, 2016	3,506	3,444,492
<b>SRAM, LLC</b>		
Term Loan, 4.77%, Maturing June 7, 2018	1,475	1,408,625
Term Loan - Second Lien, 8.50%, Maturing December 7, 2018	500	492,500
<b>Zuffa, LLC</b>		
Term Loan, 2.31%, Maturing June 19, 2015	1,937	1,835,401
		<b>\$ 40,588,343</b>

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Lodging and Casinos 3.2%</b>			
<b>Ameristar Casinos, Inc.</b>			
Term Loan, 4.00%, Maturing April 13, 2018	1,172	\$	1,126,156
<b>Gala Electric Casinos, Ltd.</b>			
Term Loan, 5.71%, Maturing May 30, 2018	GBP 1,850		2,485,070
<b>Harrah s Operating Co.</b>			
Term Loan, 3.24%, Maturing January 28, 2015	408		352,659
Term Loan, 3.25%, Maturing January 28, 2015	2,756		2,385,443
Term Loan, 9.50%, Maturing October 31, 2016	2,955		2,969,775
<b>Isle of Capri Casinos, Inc.</b>			
Term Loan, 4.75%, Maturing November 1, 2013	1,045		1,004,702
<b>Las Vegas Sands, LLC</b>			
Term Loan, 1.72%, Maturing May 23, 2014	176		164,438
Term Loan, 1.72%, Maturing May 23, 2014	816		762,774
Term Loan, 2.72%, Maturing November 23, 2016	393		366,837
Term Loan, 2.72%, Maturing November 23, 2016	1,342		1,248,347
<b>LodgeNet Entertainment Corp.</b>			
Term Loan, 6.50%, Maturing April 4, 2014	1,833		1,650,098
<b>Penn National Gaming, Inc.</b>			
Term Loan, 3.75%, Maturing July 16, 2018	1,275		1,249,500
<b>Tropicana Entertainment, Inc.</b>			
Term Loan, 15.00%, Maturing March 8, 2013	189		206,559
<b>VML US Finance, LLC</b>			
Term Loan, 4.73%, Maturing May 25, 2012	182		181,435
Term Loan, 4.73%, Maturing May 27, 2013	425		422,272
Term Loan, 4.73%, Maturing May 27, 2013	976		969,785
		\$	<b>17,545,850</b>
<b>Nonferrous Metals/Minerals 1.5%</b>			
<b>Fairmount Minerals, Ltd.</b>			
Term Loan, 5.25%, Maturing March 15, 2017	3,162	\$	3,023,662
<b>Noranda Aluminum Acquisition</b>			
Term Loan, 1.97%, Maturing May 16, 2014	300		289,427
<b>Novelis, Inc.</b>			
Term Loan, 3.75%, Maturing March 10, 2017	2,313		2,223,732
<b>Oxbow Carbon and Mineral Holdings</b>			
Term Loan, 3.74%, Maturing May 8, 2016	2,256		2,160,520
<b>SunCoke Energy, Inc.</b>			
Term Loan, 4.00%, Maturing July 26, 2018	575		552,000
		\$	<b>8,249,341</b>
<b>Oil and Gas 3.0%</b>			
<b>Big West Oil, LLC</b>			

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Term Loan, 7.00%, Maturing March 31, 2016	579	\$	577,500
<b>CITGO Petroleum Corp.</b>			
Term Loan, 8.00%, Maturing June 24, 2015	246		247,097
Term Loan, 9.00%, Maturing June 23, 2017	2,846		2,912,661
<b>Crestwood Holdings, LLC</b>			
Term Loan, 10.50%, Maturing September 30, 2016	541		546,228
<b>Frac Tech International, LLC</b>			
Term Loan, 6.25%, Maturing May 6, 2016	2,364		2,277,589
<b>Gibson Energy</b>			
Term Loan, 5.75%, Maturing June 14, 2018	2,325		2,223,281
<b>MEG Energy Corp.</b>			
Term Loan, 4.00%, Maturing March 16, 2018	1,375		1,321,719
<b>Obsidian Natural Gas Trust</b>			
Term Loan, 7.00%, Maturing November 2, 2015	4,461		4,438,684
<b>Sheridan Production Partners I, LLC</b>			
Term Loan, 6.50%, Maturing April 20, 2017	120		116,009
Term Loan, 6.50%, Maturing April 20, 2017	196		189,928

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>	<b>Value</b>
	<b>(000 s omitted)</b>	
Term Loan, 6.50%, Maturing April 20, 2017	1,478	\$ 1,433,333
		<b>\$ 16,284,029</b>
<b>Publishing 6.6%</b>		
<b>Aster Zweite Beteiligungs GmbH</b>		
Term Loan, 4.71%, Maturing December 30, 2016	1,850	\$ 1,661,531
<b>Cengage Learning, Inc.</b>		
Term Loan, 2.50%, Maturing July 3, 2014	995	831,182
<b>GateHouse Media Operating, Inc.</b>		
Term Loan, 2.23%, Maturing August 28, 2014	643	182,045
Term Loan, 2.23%, Maturing August 28, 2014	1,507	427,107
Term Loan, 2.47%, Maturing August 28, 2014	741	210,052
<b>Getty Images, Inc.</b>		
Term Loan, 5.25%, Maturing November 7, 2016	2,452	2,421,076
<b>IWCO Direct, Inc.</b>		
Term Loan, 3.60%, Maturing August 7, 2014	188	165,287
Term Loan, 3.60%, Maturing August 7, 2014	1,802	1,585,620
<b>Lamar Media Corp.</b>		
Term Loan, 4.00%, Maturing December 30, 2016	631	615,483
<b>Laureate Education, Inc.</b>		
Term Loan, 5.25%, Maturing August 15, 2018	5,253	4,701,299
<b>MediaNews Group, Inc.</b>		
Term Loan, 8.50%, Maturing March 19, 2014	306	302,392
<b>Merrill Communications, LLC</b>		
Term Loan, 7.50%, Maturing December 24, 2012	5,113	4,959,738
<b>Nelson Education, Ltd.</b>		
Term Loan, 2.75%, Maturing July 3, 2014	473	390,059
<b>Nielsen Finance, LLC</b>		
Term Loan, 2.21%, Maturing August 9, 2013	6,201	5,927,822
Term Loan, 3.96%, Maturing May 2, 2016	1,968	1,886,413
<b>SGS International, Inc.</b>		
Term Loan, 3.77%, Maturing September 30, 2013	513	513,233
<b>Source Interlink Companies, Inc.</b>		
Term Loan, 10.75%, Maturing June 18, 2013	898	866,224
Term Loan, 15.00%, Maturing March 18, 2014 <sup>(4)</sup>	628	580,862
<b>Springer Science+Business Media S.A.</b>		
Term Loan, 4.22%, Maturing June 17, 2016	1,000	977,500
<b>Trader Media Corp., Ltd.</b>		
Term Loan, 4.66%, Maturing June 8, 2017	GBP 1,475	2,266,510
Term Loan, 5.66%, Maturing December 1, 2017	GBP 1,000	1,509,669
<b>Xsys, Inc.</b>		
Term Loan, 4.71%, Maturing December 31, 2014	1,834	1,647,476
Term Loan, 4.71%, Maturing December 30, 2016	1,642	1,474,281

\$ 36,102,861

**Radio and Television 4.6%****Block Communications, Inc.**

Term Loan, 2.22%, Maturing December 21, 2012 898 \$ 884,284

**Cumulus Media, Inc.**Term Loan, Maturing August 30, 2018<sup>(6)</sup> 4,700 4,394,500**Gray Television, Inc.**

Term Loan, 3.71%, Maturing December 31, 2014 710 658,309

**HIT Entertainment, Inc.**

Term Loan, 5.51%, Maturing June 1, 2012 955 928,492

**Hubbard Radio, LLC**

Term Loan, 5.25%, Maturing April 28, 2017 1,000 955,000

**Live Nation Worldwide, Inc.**

Term Loan, 4.50%, Maturing November 7, 2016 2,592 2,456,098

**Mission Broadcasting, Inc.**

Term Loan, 5.00%, Maturing September 30, 2016 589 568,194



<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 s omitted)	<b>Value</b>
<b>New Young Broadcasting Holding Co., Inc.</b> Term Loan, 8.00%, Maturing June 30, 2015	216	\$ 214,363
<b>Nexstar Broadcasting, Inc.</b> Term Loan, 5.00%, Maturing September 30, 2016	921	888,722
<b>P7S1 Broadcasting Holding II B.V.</b> Term Loan, 4.03%, Maturing July 1, 2016	EUR 4,281	5,778,044
<b>Raycom TV Broadcasting, LLC</b> Term Loan, 4.50%, Maturing May 31, 2017	1,000	947,500
<b>Univision Communications, Inc.</b> Term Loan, 2.22%, Maturing September 29, 2014	3,423	3,063,697
Term Loan, 4.47%, Maturing March 31, 2017	1,923	1,656,291
<b>Weather Channel</b> Term Loan, 4.25%, Maturing February 13, 2017	2,269	2,192,723
		<b>\$ 25,586,217</b>
 <b>Retailers (Except Food and Drug) 4.0%</b>		
<b>Amscan Holdings, Inc.</b> Term Loan, 6.75%, Maturing December 4, 2017	1,737	\$ 1,667,400
<b>FTD, Inc.</b> Term Loan, 4.75%, Maturing June 6, 2018	1,450	1,393,812
<b>Harbor Freight Tools USA, Inc.</b> Term Loan, 6.50%, Maturing December 22, 2017	2,065	2,031,075
<b>J. Crew Operating Corp.</b> Term Loan, 4.75%, Maturing March 7, 2018	1,820	1,636,118
<b>Michaels Stores, Inc.</b> Term Loan, 2.50%, Maturing October 31, 2013	1,852	1,761,267
<b>Neiman Marcus Group, Inc.</b> Term Loan, 4.75%, Maturing May 16, 2018	3,450	3,206,775
<b>Orbitz Worldwide, Inc.</b> Term Loan, 3.26%, Maturing July 25, 2014	2,090	1,859,941
<b>PETCO Animal Supplies, Inc.</b> Term Loan, 4.50%, Maturing November 24, 2017	1,386	1,299,375
<b>Phillips-Van Heusen Corp.</b> Term Loan, 3.50%, Maturing May 6, 2016	623	617,976
<b>Pilot Travel Centers, LLC</b> Term Loan, 4.25%, Maturing March 30, 2018	2,050	1,955,187
<b>Savers, Inc.</b> Term Loan, 4.25%, Maturing March 3, 2017	1,372	1,326,987
<b>Visant Holding Corp.</b> Term Loan, 5.25%, Maturing December 22, 2016	1,592	1,459,334
<b>Vivarte</b> Term Loan, 3.28%, Maturing March 9, 2015	EUR 29	34,538
Term Loan, 3.28%, Maturing March 9, 2015	EUR 62	75,515
Term Loan, 3.28%, Maturing March 9, 2015	EUR 347	419,721

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Term Loan, 3.90%, Maturing March 8, 2016	EUR	441	532,700
Term Loan, 3.90%, Maturing May 29, 2016	EUR	18	22,245
Term Loan, 3.90%, Maturing May 29, 2016	EUR	71	86,052
<b>Yankee Candle Company, Inc. (The)</b>			
Term Loan, 2.23%, Maturing February 6, 2014		651	612,661
			<b>\$ 21,998,679</b>

**Steel 0.1%**

**Niagara Corp.**

Term Loan, 10.50%, Maturing June 29, 2014 <sup>(4)(7)</sup>		770	\$ 722,436
			<b>\$ 722,436</b>

**Surface Transport 1.1%**

**Hertz Corp.**

Term Loan, 3.75%, Maturing March 9, 2018		3,965	\$ 3,776,722
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<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> <b>(000 s omitted)</b>	<b>Value</b>
<b>Swift Transportation Co., Inc.</b>		
Term Loan, 6.00%, Maturing December 21, 2016	2,571	\$ 2,456,567
		<b>\$ 6,233,289</b>
<b>Telecommunications 7.6%</b>		
<b>Alaska Communications Systems Holdings, Inc.</b>		
Term Loan, 5.50%, Maturing October 21, 2016	2,065	\$ 1,970,427
<b>Asurion Corp.</b>		
Term Loan, 5.50%, Maturing May 24, 2018	6,343	5,962,003
Term Loan - Second Lien, 9.00%, Maturing May 24, 2019	1,250	1,207,813
<b>Cellular South, Inc.</b>		
Term Loan, 4.50%, Maturing July 27, 2017	950	933,375
<b>CommScope, Inc.</b>		
Term Loan, 5.00%, Maturing January 14, 2018	2,294	2,213,951
<b>Intelsat Jackson Holdings SA</b>		
Term Loan, 5.25%, Maturing April 2, 2018	11,746	11,285,524
<b>Macquarie UK Broadcast Ventures, Ltd.</b>		
Term Loan, 2.91%, Maturing December 1, 2014	GBP 828	1,098,727
<b>MetroPCS Wireless</b>		
Term Loan, 4.07%, Maturing November 4, 2016	990	926,523
Term Loan, 4.00%, Maturing March 16, 2018	4,539	4,215,239
<b>NTelos, Inc.</b>		
Term Loan, 4.00%, Maturing August 7, 2015	1,969	1,870,300
<b>SBA Communications Corp.</b>		
Term Loan, 3.75%, Maturing June 29, 2018	1,050	1,013,250
<b>Syniverse Technologies, Inc.</b>		
Term Loan, 5.25%, Maturing December 21, 2017	997	969,232
<b>Telesat Canada, Inc.</b>		
Term Loan, 3.23%, Maturing October 31, 2014	156	148,425
Term Loan, 3.23%, Maturing October 31, 2014	1,814	1,727,920
<b>TowerCo Finance, LLC</b>		
Term Loan, 5.25%, Maturing February 2, 2017	748	718,200
<b>Wind Telecomunicazioni SpA</b>		
Term Loan, 5.60%, Maturing December 15, 2017	EUR 4,100	5,516,644
		<b>\$ 41,777,553</b>
<b>Utilities 3.5%</b>		
<b>AES Corp.</b>		
Term Loan, 4.25%, Maturing June 1, 2018	2,918	\$ 2,821,646
<b>BRSP, LLC</b>		
Term Loan, 7.50%, Maturing June 4, 2014	962	949,738
<b>Calpine Corp.</b>		
Term Loan, 4.50%, Maturing April 2, 2018	1,075	999,750

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Term Loan, 4.50%, Maturing April 2, 2018	3,167	2,945,368
<b>Dynegy Holdings, Inc.</b>		
Term Loan, 9.25%, Maturing August 4, 2016	575	559,547
Term Loan, 9.25%, Maturing August 4, 2016	1,050	1,032,500
<b>EquiPower Resources Holdings, LLC</b>		
Term Loan, 5.75%, Maturing January 26, 2018	623	601,617
<b>NRG Energy, Inc.</b>		
Term Loan, 4.00%, Maturing July 2, 2018	4,975	4,838,187
<b>TXU Texas Competitive Electric Holdings Co., LLC</b>		
Term Loan, 4.74%, Maturing October 10, 2017	6,000	4,425,259
		<b>\$ 19,173,612</b>
<b>Total Senior Floating-Rate Interests</b>		
<b>(identified cost \$837,151,920)</b>		<b>\$ 800,212,790</b>

**Corporate Bonds & Notes 9.5%**

	<b>Principal Amount* (000 s omitted)</b>	<b>Value</b>
<b>Security</b>		
<b>Aerospace and Defense 0.3%</b>		
<b>International Lease Finance Corp., Sr. Notes</b>		
5.65%, 6/1/14	1,000	\$ 953,750
6.75%, 9/1/16 <sup>(8)</sup>	400	406,000
7.125%, 9/1/18 <sup>(8)</sup>	400	406,000
		<b>\$ 1,765,750</b>
<b>Automotive 0.0%</b>		
<b>American Axle &amp; Manufacturing Holdings, Inc., Sr. Notes</b>		
9.25%, 1/15/17 <sup>(8)</sup>	135	\$ 143,775
		<b>\$ 143,775</b>
<b>Broadcast Radio and Television 0.3%</b>		
<b>Entravision Communications Corp., Sr. Notes</b>		
8.75%, 8/1/17 <sup>(8)</sup>	1,000	\$ 980,000
<b>XM Satellite Radio Holdings, Inc.</b>		
13.00%, 8/1/13 <sup>(8)</sup>	480	541,200
		<b>\$ 1,521,200</b>
<b>Building and Development 0.7%</b>		
<b>AMO Escrow Corp., Sr. Notes</b>		
11.50%, 12/15/17 <sup>(8)</sup>	2,038	\$ 1,971,765
<b>Grohe Holding GmbH, Variable Rate</b>		
4.48%, 1/15/14 <sup>(10)</sup>	EUR 1,575	2,089,974
		<b>\$ 4,061,739</b>
<b>Business Equipment and Services 0.5%</b>		
<b>Brocade Communications Systems, Inc., Sr. Notes</b>		
6.625%, 1/15/18	40	\$ 40,500
6.875%, 1/15/20	40	40,900
<b>Education Management, LLC, Sr. Notes</b>		
8.75%, 6/1/14	445	437,212
<b>RSC Equipment Rental, Inc., Sr. Notes</b>		
10.00%, 7/15/17 <sup>(8)</sup>	750	810,000
<b>SunGard Data Systems, Inc., Sr. Notes</b>		
10.625%, 5/15/15	1,380	1,469,700
<b>Ticketmaster Entertainment, Inc.</b>		
10.75%, 8/1/16	45	47,925

			<b>\$ 2,846,237</b>
<b>Cable and Satellite Television 0.5%</b>			
<b>Virgin Media Finance PLC, Sr. Notes</b>			
6.50%, 1/15/18	2,500	\$	2,675,000
			<b>\$ 2,675,000</b>
<b>Chemicals and Plastics 0.3%</b>			
<b>INEOS Group Holdings PLC, Sr. Sub. Notes</b>			
8.50%, 2/15/16 <sup>(8)</sup>	345	\$	301,875
<b>Styrolution Group GmbH, Sr. Notes</b>			
7.625%, 5/15/16 <sup>(8)</sup>	1,225	EUR	1,486,958
<b>Wellman Holdings, Inc.</b>			
5.00%, 1/29/19 <sup>(4)(7)</sup>	166		91,862
			<b>\$ 1,880,695</b>
<b>Conglomerates 0.0%</b>			
<b>RBS Global &amp; Rexnord Corp.</b>			
11.75%, 8/1/16	175	\$	185,063
			<b>\$ 185,063</b>

	<b>Principal Amount* (000 s omitted)</b>	<b>Value</b>
<b>Security</b>		
<b>Containers and Glass Products 0.2%</b>		
<b>Berry Plastics Corp., Sr. Notes, Variable Rate</b> 4.999%, 2/15/15	1,000	\$ 945,000
		<b>\$ 945,000</b>
<b>Cosmetics/Toiletries 0.3%</b>		
<b>Revlon Consumer Products Corp.</b> 9.75%, 11/15/15 <sup>(8)</sup>	1,420	\$ 1,519,400
		<b>\$ 1,519,400</b>
<b>Electronics/Electrical 0.1%</b>		
<b>NXP BV/NXP Funding, LLC, Variable Rate</b> 2.999%, 10/15/13	761	\$ 741,024
		<b>\$ 741,024</b>
<b>Financial Intermediaries 1.2%</b>		
<b>First Data Corp., Sr. Notes</b> 7.375%, 6/15/19 <sup>(8)</sup>	1,000	\$ 945,000
<b>Ford Motor Credit Co., LLC, Sr. Notes</b> 12.00%, 5/15/15	2,250	2,716,875
8.00%, 12/15/16	260	288,937
<b>UPCB Finance II, Ltd., Sr. Notes</b> 6.375%, 7/1/20 <sup>(8)</sup>	EUR 1,000	1,282,077
<b>UPCB Finance III, Ltd., Sr. Notes</b> 6.625%, 7/1/20 <sup>(8)</sup>	1,375	1,361,250
		<b>\$ 6,594,139</b>
<b>Food Service 0.1%</b>		
<b>NPC International, Inc., Sr. Sub. Notes</b> 9.50%, 5/1/14	280	\$ 282,450
		<b>\$ 282,450</b>
<b>Forest Products 0.0%</b>		
<b>Verso Paper Holdings, LLC/Verso Paper, Inc.</b> 11.375%, 8/1/16	165	\$ 129,525
		<b>\$ 129,525</b>
<b>Health Care 0.2%</b>		

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<b>Accellent, Inc., Sr. Notes</b>			
8.375%, 2/1/17	180	\$	179,775
<b>Biomet, Inc.</b>			
10.375%, 10/15/17 <sup>(4)</sup>	125		132,500
11.625%, 10/15/17	600		645,000
<b>DJO Finance, LLC/DJO Finance Corp.</b>			
10.875%, 11/15/14 <sup>(8)</sup>	205		212,944
		\$	<b>1,170,219</b>
<b>Industrial Equipment 0.3%</b>			
<b>Chart Industries, Inc., Sr. Sub. Notes</b>			
9.125%, 10/15/15	215	\$	223,600
<b>Terex Corp., Sr. Notes</b>			
10.875%, 6/1/16	1,000		1,117,500
		\$	<b>1,341,100</b>
<b>Insurance 0.1%</b>			
<b>Alliant Holdings I, Inc.</b>			
11.00%, 5/1/15 <sup>(8)</sup>	50	\$	51,500
<b>HUB International Holdings, Inc., Sr. Notes</b>			
9.00%, 12/15/14 <sup>(8)</sup>	140		137,200
<b>U.S.I. Holdings Corp., Sr. Notes, Variable Rate</b>			
4.161%, 11/15/14 <sup>(8)</sup>	75		67,500
		\$	<b>256,200</b>



	<b>Principal Amount* (000 s omitted)</b>	<b>Value</b>
<b>Security</b>		
<b>Leisure Goods/Activities/Movies 0.1%</b>		
<b>AMC Entertainment, Inc., Sr. Notes</b>		
8.75%, 6/1/19	85	\$ 86,062
<b>Royal Caribbean Cruises, Sr. Notes</b>		
7.00%, 6/15/13	105	109,331
6.875%, 12/1/13	40	41,300
7.25%, 6/15/16	25	25,938
7.25%, 3/15/18	50	50,625
		<b>\$ 313,256</b>
<b>Lodging and Casinos 0.7%</b>		
<b>Buffalo Thunder Development Authority</b>		
9.375%, 12/15/14 <sup>(5)(8)</sup>	535	\$ 197,950
<b>CCM Merger, Inc.</b>		
8.00%, 8/1/13 <sup>(8)</sup>	65	63,375
<b>Harrah s Operating Co., Inc., Sr. Notes</b>		
11.25%, 6/1/17	1,000	1,082,500
<b>Inn of the Mountain Gods Resort &amp; Casino, Sr. Notes</b>		
1.25%, 11/30/20 <sup>(4)(8)</sup>	358	203,446
8.75%, 11/30/20 <sup>(8)</sup>	155	152,675
<b>Mohegan Tribal Gaming Authority, Sr. Sub. Notes</b>		
8.00%, 4/1/12	165	120,450
7.125%, 8/15/14	240	133,800
6.875%, 2/15/15	260	142,350
<b>Peninsula Gaming, LLC</b>		
10.75%, 8/15/17 <sup>(8)</sup>	1,000	1,032,500
<b>Tunica-Biloxi Gaming Authority, Sr. Notes</b>		
9.00%, 11/15/15 <sup>(8)</sup>	345	348,450
<b>Waterford Gaming, LLC, Sr. Notes</b>		
8.625%, 9/15/14 <sup>(7)(8)</sup>	239	153,603
		<b>\$ 3,631,099</b>
<b>Nonferrous Metals/Minerals 0.3%</b>		
<b>CII Carbon, LLC</b>		
11.125%, 11/15/15 <sup>(8)</sup>	195	\$ 195,000
<b>Cloud Peak Energy Resources, LLC/Cloud Peak Energy Finance Corp.</b>		
8.25%, 12/15/17	1,000	1,035,000
8.50%, 12/15/19	335	344,212
		<b>\$ 1,574,212</b>

**Oil and Gas 0.1%**

**Petroleum Development Corp., Sr. Notes**

12.00%, 2/15/18 135 \$ 145,125

**Petroplus Finance, Ltd.**

7.00%, 5/1/17<sup>(8)</sup> 160 140,000

**Quicksilver Resources, Inc., Sr. Notes**

11.75%, 1/1/16 135 149,513

**SESI, LLC, Sr. Notes**

6.875%, 6/1/14 65 65,650

**\$ 500,288**

**Publishing 0.5%**

**Laureate Education, Inc.**

10.00%, 8/15/15<sup>(8)</sup> 1,100 \$ 1,108,250

10.25%, 8/15/15<sup>(4)(8)</sup> 1,349 1,372,968

11.75%, 8/15/17<sup>(8)</sup> 105 111,037

**\$ 2,592,255**

**Rail Industries 0.1%**

**American Railcar Industry, Sr. Notes**

7.50%, 3/1/14 195 \$ 194,512

	<b>Principal Amount* (000 s omitted)</b>	<b>Value</b>
<b>Security</b>		
<b>Kansas City Southern Mexico, Sr. Notes</b>		
8.00%, 2/1/18	500	\$ 540,000
		<b>\$ 734,512</b>
<b>Retailers (Except Food and Drug) 0.5%</b>		
<b>Amscan Holdings, Inc., Sr. Sub. Notes</b>		
8.75%, 5/1/14	455	\$ 450,450
<b>Sally Holdings, LLC, Sr. Notes</b>		
9.25%, 11/15/14	670	693,450
10.50%, 11/15/16	510	541,875
<b>Toys R Us</b>		
10.75%, 7/15/17	1,000	1,085,000
		<b>\$ 2,770,775</b>
<b>Steel 0.0%</b>		
<b>RathGibson, Inc., Sr. Notes</b>		
11.25%, 2/15/14 <sup>(5)(7)</sup>	495	\$ 50
		<b>\$ 50</b>
<b>Surface Transport 0.0%</b>		
<b>CEVA Group PLC, Sr. Notes</b>		
11.50%, 4/1/18 <sup>(8)</sup>	205	\$ 190,138
<b>Hertz Corp.</b>		
8.875%, 1/1/14	5	5,088
		<b>\$ 195,226</b>
<b>Telecommunications 0.4%</b>		
<b>Avaya, Inc., Sr. Notes</b>		
9.75%, 11/1/15	840	\$ 718,200
<b>EH Holding Corp., Sr. Notes</b>		
6.50%, 6/15/19 <sup>(8)</sup>	1,000	1,005,000
<b>Intelsat Bermuda, Ltd.</b>		
11.25%, 6/15/16	205	214,737
<b>Telesat Canada/Telesat, LLC, Sr. Notes</b>		
11.00%, 11/1/15	405	436,894
		<b>\$ 2,374,831</b>
<b>Utilities 1.7%</b>		
<b>Calpine Corp., Sr. Notes</b>		

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7.50%, 2/15/21 <sup>(8)</sup>	5,100	\$	5,176,500
7.875%, 1/15/23 <sup>(8)</sup>	3,825		3,906,281
<b>NGC Corp.</b>			
7.625%, 10/15/26	430		245,100
<b>Reliant Energy, Inc., Sr. Notes</b>			
7.625%, 6/15/14	20		20,300
		\$	<b>9,348,181</b>
<b>Total Corporate Bonds &amp; Notes</b>			
<b>(identified cost \$52,567,902)</b>		\$	<b>52,093,201</b>

**Asset-Backed Securities 0.8%**

<b>Security</b>	<b>Principal Amount (000 s omitted)</b>		<b>Value</b>
Alzette European CLO SA, Series 2004-1A, Class E2, 6.747%, 12/15/20 <sup>(11)</sup>	\$ 443	\$	354,486
Avalon Capital Ltd. 3, Series 1A, Class D, 2.258%, 2/24/19 <sup>(8)(11)</sup>	589		422,507
Babson Ltd., Series 2005-1A, Class C1, 2.199%, 4/15/19 <sup>(8)(11)</sup>	753		514,983
Bryant Park CDO Ltd., Series 2005-1A, Class C, 2.299%, 1/15/19 <sup>(8)(11)</sup>	1,000		800,801
Centurion CDO 8 Ltd., Series 2005-8A, Class D, 5.752%, 3/8/17 <sup>(11)</sup>	985		728,663
Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 5.00%, 7/17/19 <sup>(11)</sup>	750		516,032

	<b>Principal Amount</b>		<b>\$Value</b>
<b>Security</b>	<b>(000 s omitted)</b>		
Comstock Funding Ltd., Series 2006-1A, Class D, 4.569%, 5/30/20 <sup>(8)(11)</sup>	\$ 692	\$	455,858
First CLO Ltd., Series 2004-1A1, Class C, 2.552%, 7/27/16 <sup>(8)(11)</sup>	1,000		860,836
<b>Total Asset-Backed Securities (identified cost \$6,041,562)</b>		<b>\$</b>	<b>4,654,166</b>

**Common Stocks 2.0%**

<b>Security</b>		<b>Shares</b>		<b>Value</b>
<b>Automotive 0.5%</b>				
Dayco Products, LLC <sup>(7)(12)(13)</sup>		20,780	\$	966,270
Hayes Lemmerz International, Inc. <sup>(7)(12)(13)</sup>		35,798		2,004,688
			<b>\$</b>	<b>2,970,958</b>

**Building and Development 0.1%**

Panolam Holdings Co. <sup>(7)(13)(14)</sup>		280	\$	269,542
United Subcontractors, Inc. <sup>(7)(12)(13)</sup>		569		43,694
			<b>\$</b>	<b>313,236</b>

**Chemicals and Plastics 0.0%**

Wellman Holdings, Inc. <sup>(7)(12)(13)</sup>		146	\$	0
			<b>\$</b>	<b>0</b>

**Diversified Manufacturing 0.0%**

MEGA Brands, Inc. <sup>(13)</sup>		17,863	\$	131,295
			<b>\$</b>	<b>131,295</b>

**Financial Intermediaries 0.0%**

RTS Investor Corp. <sup>(7)(12)(13)</sup>		168	\$	37,163
			<b>\$</b>	<b>37,163</b>

**Food Service 0.0%**

Buffets, Inc. <sup>(7)(13)</sup>		25,547	\$	53,649
			<b>\$</b>	<b>53,649</b>

**Leisure Goods/Activities/Movies 0.2%**

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Metro-Goldwyn-Mayer Holdings, Inc. <sup>(12)(13)</sup>	66,174	\$	1,328,992
		\$	<b>1,328,992</b>
<b>Lodging and Casinos 0.1%</b>			
Greektown Superholdings, Inc. <sup>(13)</sup>	83	\$	5,727
Tropicana Entertainment, Inc. <sup>(7)(12)(13)</sup>	37,016		527,478
		\$	<b>533,205</b>
<b>Nonferrous Metals/Minerals 0.0%</b>			
Euramax International, Inc. <sup>(7)(12)(13)</sup>	701	\$	210,360
		\$	<b>210,360</b>
<b>Oil and Gas 0.0%</b>			
SemGroup Corp. <sup>(13)</sup>	1,565	\$	35,886
		\$	<b>35,886</b>
<b>Publishing 0.7%</b>			
Ion Media Networks, Inc. <sup>(7)(12)(13)</sup>	4,429	\$	3,100,300
MediaNews Group, Inc. <sup>(7)(12)(13)</sup>	29,104		551,522
Source Interlink Companies, Inc. <sup>(7)(12)(13)</sup>	2,290		80,470
SuperMedia, Inc. <sup>(13)</sup>	10,855		23,013
		\$	<b>3,755,305</b>
<b>Radio and Television 0.2%</b>			
New Young Broadcasting Holding Co., Inc. <sup>(12)(13)</sup>	355	\$	971,813
		\$	<b>971,813</b>

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<b>Security</b>	<b>Shares</b>	<b>Value</b>
<b>Steel 0.2%</b>		
KNIA Holdings, Inc. <sup>(7)(12)(13)</sup>	13,108	\$ 176,559
RathGibson Acquisition Co., LLC <sup>(7)(13)(14)</sup>	22,100	739,245
		<b>\$ 915,804</b>
<b>Total Common Stocks</b> <b>(identified cost \$6,050,247)</b>		<b>\$ 11,257,666</b>

**Warrants 0.0%**

<b>Security</b>	<b>Shares</b>	<b>Value</b>
<b>Oil and Gas 0.0%</b>		
SemGroup Corp., Expires 11/30/14 <sup>(13)</sup>	1,647	\$ 8,647
		<b>\$ 8,647</b>
<b>Publishing 0.0%</b>		
Reader s Digest Association, Inc., (The), Expires 2/19/14 <sup>(7)(12)(13)</sup>	1,609	\$ 0
		<b>\$ 0</b>
<b>Radio and Television 0.0%</b>		
New Young Broadcasting Holding Co., Inc., Expires 12/24/24 <sup>(12)(13)</sup>	4	\$ 10,950
		<b>\$ 10,950</b>
<b>Retailers (Except Food and Drug) 0.0%</b>		
Oriental Trading Co., Inc., Expires 2/11/16 <sup>(7)(12)(13)</sup>	6,680	\$ 0
Oriental Trading Co., Inc., Expires 2/11/16 <sup>(7)(12)(13)</sup>	7,328	0
		<b>\$ 0</b>
<b>Total Warrants</b> <b>(identified cost \$6,891)</b>		<b>\$ 19,597</b>

**Short-Term Investments 2.6%**

**Interest/  
Principal  
Amount**

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<b>Description</b>	<b>(000 s omitted)</b>	<b>Value</b>
Eaton Vance Cash Reserves Fund, LLC, 0.08% <sup>(15)</sup>	\$ 12,204	\$ 12,204,349
State Street Bank and Trust Euro Time Deposit, 0.01%, 9/1/11	2,047	2,046,610
<b>Total Short-Term Investments</b> <b>(identified cost \$14,250,959)</b>		<b>\$ 14,250,959</b>
<b>Total Investments 160.3%</b> <b>(identified cost \$916,069,481)</b>		<b>\$ 882,488,379</b>
<b>Less Unfunded Loan Commitments (0.6)%</b>		<b>\$ (3,574,160)</b>
<b>Net Investments 159.7%</b> <b>(identified cost \$912,495,321)</b>		<b>\$ 878,914,219</b>
<b>Other Assets, Less Liabilities (45.2)%</b>		<b>\$ (248,479,620)</b>
<b>Auction Preferred Shares Plus Cumulative Unpaid Dividends (14.5)%</b>		<b>\$ (80,030,339)</b>
<b>Net Assets Applicable to Common Shares 100.0%</b>		<b>\$ 550,404,260</b>



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The percentage shown for each investment category in the Portfolio of Investments is based on net assets applicable to common shares.

EUR - Euro

GBP - British Pound Sterling

\* In U.S. dollars unless otherwise indicated.

- (1) Senior floating-rate interests (Senior Loans) often require prepayments from excess cash flows or permit the borrowers to repay at their election. The degree to which borrowers repay, whether as a contractual requirement or at their election, cannot be predicted with accuracy. As a result, the actual remaining maturity may be substantially less than the stated maturities shown. However, Senior Loans will have an expected average life of approximately two to four years. The stated interest rate represents the weighted average interest rate of all contracts within the senior loan facility and includes commitment fees on unfunded loan commitments, if any. Senior Loans typically have rates of interest which are redetermined either daily, monthly, quarterly or semi-annually by reference to a base lending rate, plus a premium. These base lending rates are primarily the London Interbank Offered Rate ( LIBOR ) and secondarily, the prime rate offered by one or more major United States banks (the Prime Rate ) and the certificate of deposit ( CD ) rate or other base lending rates used by commercial lenders.
- (2) Unfunded or partially unfunded loan commitments. The Trust may enter into certain credit agreements all or a portion of which may be unfunded. The Trust is obligated to fund these commitments at the borrower s discretion.
- (3) Defaulted matured security. For a variable rate security, interest rate has been adjusted to reflect non-accrual status.
- (4) Represents a payment-in-kind security which may pay all or a portion of interest in additional par.
- (5) Currently the issuer is in default with respect to interest payments. For a variable rate security, interest rate has been adjusted to reflect non-accrual status.
- (6) This Senior Loan will settle after August 31, 2011, at which time the interest rate will be determined.
- (7) Security valued at fair value using methods determined in good faith by or at the direction of the Trustees.
- (8) Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933. These securities may be sold in certain transactions (normally to qualified institutional buyers) and remain exempt from registration. At August 31, 2011, the aggregate value of these securities is \$31,036,602 or 5.6% of the Trust s net assets applicable to common shares.
- (9) Amount is less than 0.05%.
- (10) Security exempt from registration under Regulation S of the Securities Act of 1933, which exempts from registration securities offered and sold outside the United States. Security may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act of 1933.

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- (11) Variable rate security. The stated interest rate represents the rate in effect at August 31, 2011.
- (12) Security was acquired in connection with a restructuring of a Senior Loan and may be subject to restrictions on resale.
- (13) Non-income producing security.
- (14) Restricted security.
- (15) Affiliated investment company available to Eaton Vance portfolios and funds which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of August 31, 2011. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended August 31, 2011 was \$3,588.

A summary of open financial instruments at August 31, 2011 is as follows:

**Forward Foreign Currency Exchange Contracts**

**Sales**

<b>Settlement Date</b>	<b>Deliver</b>	<b>In Exchange For</b>	<b>Counterparty</b>	<b>Net Unrealized Appreciation (Depreciation)</b>
9/30/11	British Pound Sterling 7,334,476	United States Dollar 11,736,923	Goldman Sachs, Inc.	\$ (165,425)
9/30/11	Euro 10,633,420	United States Dollar 15,230,619	HSBC Bank USA	(38,919)
10/31/11	Euro 9,929,053	United States Dollar 14,222,127	Deutsche Bank	(30,772)
11/30/11	British Pound Sterling 3,872,388	United States Dollar 6,321,577	JPMorgan Chase Bank	41,848
11/30/11	Euro 10,823,847	United States Dollar 15,658,101	Citigroup Global Markets	125,857
				<b>\$ (67,411)</b>

At August 31, 2011, the Trust had sufficient cash and/or securities to cover commitments under these contracts.

The Trust is subject to foreign exchange risk in the normal course of pursuing its investment objective. Because the Trust holds foreign currency denominated investments, the value of these investments and related receivables and payables may change due to future changes in foreign currency exchange rates. To hedge against this risk, the Trust enters into forward foreign currency exchange contracts. The Trust also enters into such contracts to hedge the currency risk of investments it anticipates purchasing.

At August 31, 2011, the aggregate fair value of open derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) in an asset position and in a liability position and whose primary underlying risk exposure is foreign exchange risk was \$167,705 and \$235,116, respectively.

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The cost and unrealized appreciation (depreciation) of investments of the Trust at August 31, 2011, as determined on a federal income tax basis, were as follows:

<b>Aggregate cost</b>	<b>\$ 912,871,347</b>
Gross unrealized appreciation	\$ 11,202,535
Gross unrealized depreciation	(45,159,663)
<b>Net unrealized depreciation</b>	<b>\$ (33,957,128)</b>

**Restricted Securities**

At August 31, 2011, the Trust owned the following securities (representing 0.2% of net assets applicable to common shares) which were restricted as to public resale and not registered under the Securities Act of 1933 (excluding Rule 144A securities). The Trust has various registration rights (exercisable under a variety of circumstances) with respect to these securities. The value of these securities is determined based on valuations provided by brokers when available, or if not available, they are valued at fair value using methods determined in good faith by or at the direction of the Trustees.

Description	Date of Acquisition	Shares	Cost	Value
<b>Common Stocks</b>				
Panolam Holdings Co.	12/30/09	280	\$ 153,860	\$ 269,542
RathGibson Acquisition Co., LLC	6/14/10	22,100	117,286	739,245
<b>Total Restricted Securities</b>			<b>\$ 271,146</b>	<b>\$ 1,008,787</b>

Under generally accepted accounting principles for fair value measurements, a three-tier hierarchy to prioritize the assumptions, referred to as inputs, is used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

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

Level 3 significant unobservable inputs (including a fund's own assumptions in determining the fair value of investments)

In cases where the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level disclosed is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

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At August 31, 2011, the hierarchy of inputs used in valuing the Trust's investments and open derivative instruments, which are carried at value, were as follows:

<b>Asset Description</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Senior Floating-Rate Interests (Less Unfunded Loan Commitments)	\$	\$ 795,164,553	\$ 1,474,077	\$ 796,638,630
Corporate Bonds & Notes		51,847,686	245,515	52,093,201
Asset-Backed Securities		4,654,166		4,654,166
Common Stocks	190,194	2,306,532	8,760,940	11,257,666
Warrants		19,597	0	19,597
Short-Term Investments		14,250,959		14,250,959
<b>Total Investments</b>	<b>\$ 190,194</b>	<b>\$ 868,243,493</b>	<b>\$ 10,480,532</b>	<b>\$ 878,914,219</b>
Forward Foreign Currency Exchange Contracts	\$	\$ 167,705	\$	\$ 167,705
<b>Total</b>	<b>\$ 190,194</b>	<b>\$ 868,411,198</b>	<b>\$ 10,480,532</b>	<b>\$ 879,081,924</b>
<b>Liability Description</b>				
Forward Foreign Currency Exchange Contracts	\$	\$ (235,116)	\$	\$ (235,116)
<b>Total</b>	<b>\$</b>	<b>\$ (235,116)</b>	<b>\$</b>	<b>\$ (235,116)</b>

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

	Investments in Senior Floating-Rate Interests	Investments in Corporate Bonds & Notes	Investments in Common Stocks and Warrants	Total
<b>Balance as of May 31, 2011</b>	<b>\$ 1,630,220</b>	<b>\$ 164,959</b>	<b>\$ 8,431,442</b>	<b>\$ 10,226,621</b>
Realized gains (losses)	(813,364)	269		(813,095)
Change in net unrealized appreciation (depreciation)	797,835	92,034	(843,273)	46,596
Cost of purchases	6,327	4,037		10,364
Proceeds from sales	(255,482)	(17,928)		(273,410)
Accrued discount (premium)	6,627	2,094		8,721
Transfers to Level 3*	101,914	50	1,172,771	1,274,735
Transfers from Level 3*				
<b>Balance as of August 31, 2011</b>	<b>\$ 1,474,077</b>	<b>\$ 245,515</b>	<b>\$ 8,760,940</b>	<b>\$ 10,480,532</b>
<b>Change in net unrealized appreciation (depreciation) on investments still held as of August 31, 2011</b>	<b>\$ 809,273</b>	<b>\$ 85,735</b>	<b>\$ (843,273)</b>	<b>\$ 51,735</b>

\* Transfers are reflected at the value of the securities at the beginning of the period. Transfers from Level 2 to Level 3 were due to a reduction in the availability of significant observable inputs in determining the fair value of these investments.

At August 31, 2011, the value of investments transferred between Level 1 and Level 2, if any, during the fiscal year to date then ended was not significant.

For information on the Trust's policy regarding the valuation of investments and other significant accounting policies, please refer to the Trust's most recent financial statements included in its semiannual or annual report to shareholders.

**Item 2. Controls and Procedures**

- (a) It is the conclusion of the registrant's principal executive officer and principal financial officer that the effectiveness of the registrant's current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant on this Form N-Q has been recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms and that the information required to be disclosed by the registrant on this Form N-Q has been accumulated and communicated to the registrant's principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.
- (b) There have been no changes in the registrant's internal controls over financial reporting during the fiscal quarter for which the report is being filed that have materially affected, or are reasonably likely to materially affect the registrant's internal control over financial reporting.
-

**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.

Eaton Vance Floating-Rate Income Trust

By: /s/ Scott H. Page

Scott H. Page  
President

Date: October 25, 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/ Scott H. Page

Scott H. Page  
President

Date: October 25, 2011

By: /s/ Barbara E. Campbell

Barbara E. Campbell  
Treasurer

Date: October 25, 2011