

Eaton Vance Floating-Rate Income Trust  
Form N-Q  
April 28, 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

February 28, 2011  
Date of Reporting Period

**Item 1. Schedule of Investments**

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**Eaton Vance  
Floating-Rate Income Trust  
February 28, 2011**

**PORTFOLIO OF INVESTMENTS (Unaudited)**

**Senior Floating-Rate Interests 137.5%**

**Principal  
Amount\***

<b>(000 s omitted)</b>	<b>Borrower/Tranche Description</b>	<b>Value</b>
<b>Aerospace and Defense 2.9%</b>		
	<b>Booz Allen Hamilton, Inc.</b>	
525	Term Loan, 4.00%, Maturing August 3, 2017	\$ 531,563
	<b>DAE Aviation Holdings, Inc.</b>	
932	Term Loan, 5.31%, Maturing July 31, 2014	942,567
965	Term Loan, 5.31%, Maturing July 31, 2014	975,914
	<b>Delos Aircraft, Inc.</b>	
700	Term Loan, 7.00%, Maturing March 17, 2016	708,875
	<b>Doncasters (Dunde HoldCo 4 Ltd.)</b>	
435	Term Loan, 4.26%, Maturing July 13, 2015	423,139
435	Term Loan, 4.76%, Maturing July 13, 2015	423,139
GBP 550	Term Loan - Second Lien, 6.62%, Maturing January 13, 2016	840,460
	<b>DynCorp International, LLC</b>	
998	Term Loan, 6.25%, Maturing July 5, 2016	1,008,722
	<b>Evergreen International Aviation</b>	
966	Term Loan, 10.50%, Maturing October 31, 2011 <sup>(2)</sup>	962,870
	<b>Hawker Beechcraft Acquisition</b>	
2,037	Term Loan, 2.27%, Maturing March 26, 2014	1,828,398
122	Term Loan, 2.30%, Maturing March 26, 2014	109,594
	<b>IAP Worldwide Services, Inc.</b>	
909	Term Loan, 8.25%, Maturing December 30, 2012	907,806
	<b>International Lease Finance Co.</b>	
950	Term Loan, 6.75%, Maturing March 17, 2015	960,009
	<b>Spirit AeroSystems, Inc.</b>	
1,247	Term Loan, 3.55%, Maturing September 30, 2016	1,256,481
	<b>TransDigm, Inc.</b>	
2,450	Term Loan, 5.25%, Maturing February 14, 2017	2,471,183
	<b>Triumph Group, Inc.</b>	
647	Term Loan, 4.50%, Maturing June 16, 2016	650,792
	<b>Wesco Aircraft Hardware Corp.</b>	
1,122	Term Loan, 2.52%, Maturing September 30, 2013	1,122,960
	<b>Wyle Laboratories, Inc.</b>	
995	Term Loan, 7.75%, Maturing March 25, 2016	1,001,215
		<b>\$ 17,125,687</b>

**Air Transport 0.1%**

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**Delta Air Lines, Inc.**

742 Term Loan, 2.25%, Maturing April 30, 2012 \$ 740,259

**\$ 740,259**

**Automotive 5.5%**

**Adesa, Inc.**

3,921 Term Loan, 3.02%, Maturing October 18, 2013 \$ 3,927,738

**Allison Transmission, Inc.**

3,807 Term Loan, 3.02%, Maturing August 7, 2014 3,803,193

**Autotrader.com, Inc.**

1,250 Term Loan, 4.75%, Maturing December 15, 2016 1,261,974

**Federal-Mogul Corp.**

3,600 Term Loan, 2.20%, Maturing December 29, 2014 3,508,158

2,235 Term Loan, 2.20%, Maturing December 28, 2015 2,177,733

**Ford Motor Co.**

832 Term Loan, 3.02%, Maturing December 16, 2013 832,779

3,384 Term Loan, 3.02%, Maturing December 16, 2013 3,388,347

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>Goodyear Tire &amp; Rubber Co.</b>	
7,175	Term Loan - Second Lien, 1.96%, Maturing April 30, 2014	\$ 7,125,672
	<b>HHI Holdings, LLC</b>	
963	Term Loan, 10.50%, Maturing March 30, 2015	979,386
	<b>Keystone Automotive Operations, Inc.</b>	
1,400	Term Loan, 3.82%, Maturing January 12, 2012	1,390,838
	<b>Metaldyne, LLC</b>	
1,022	Term Loan, 7.75%, Maturing October 28, 2016	1,047,998
	<b>TI Automotive, Ltd.</b>	
998	Term Loan, 9.50%, Maturing July 1, 2016	1,019,944
	<b>TriMas Corp.</b>	
88	Term Loan, 6.00%, Maturing August 2, 2011	88,156
2,061	Term Loan, 6.09%, Maturing December 15, 2015	2,076,697
		<b>\$ 32,628,613</b>
<b>Beverage and Tobacco</b>	<b>0.2%</b>	
	<b>Green Mountain Coffee Roasters</b>	
1,225	Term Loan, 5.50%, Maturing December 16, 2016	\$ 1,234,953
		<b>\$ 1,234,953</b>
<b>Building and Development</b>	<b>2.0%</b>	
	<b>Armstrong World Industries, Inc.</b>	
750	Term Loan, 5.00%, Maturing May 23, 2017	\$ 760,590
	<b>Beacon Sales Acquisition, Inc.</b>	
1,145	Term Loan, 2.29%, Maturing September 30, 2013	1,128,446
	<b>Brickman Group Holdings, Inc.</b>	
1,325	Term Loan, 7.25%, Maturing October 14, 2016	1,355,916
	<b>Forestar USA Real Estate Group, Inc.</b>	
268	Revolving Loan, 0.87%, Maturing August 6, 2013 <sup>(3)</sup>	259,995
2,457	Term Loan, 6.50%, Maturing August 6, 2015	2,420,051
	<b>NCI Building Systems, Inc.</b>	
170	Term Loan, 8.00%, Maturing April 18, 2014	169,201
	<b>November 2005 Land Investors, LLC</b>	
305	Term Loan, 0.00%, Maturing March 31, 2011 <sup>(4)(5)</sup>	68,589
	<b>Panolam Industries Holdings, Inc.</b>	
1,662	Term Loan, 8.25%, Maturing December 31, 2013	1,543,930
	<b>RE/MAX International, Inc.</b>	
2,159	Term Loan, 5.50%, Maturing April 15, 2016	2,182,973
	<b>Realogy Corp.</b>	
139	Term Loan, 3.41%, Maturing October 10, 2013	133,893
667	Term Loan, 5.25%, Maturing October 10, 2013	642,486
	<b>South Edge, LLC</b>	
1,644	Term Loan, 0.00%, Maturing October 31, 2009 <sup>(6)</sup>	1,301,303

\$ 11,967,373

**Business Equipment and Services 12.0%**

	<b>Activant Solutions, Inc.</b>	
124	Term Loan, 2.81%, Maturing May 1, 2013	\$ 123,628
224	Term Loan, 2.31%, Maturing May 2, 2013	224,348
2,084	Term Loan, 4.81%, Maturing February 2, 2016	2,102,685
	<b>Axiom Corp.</b>	
1,216	Term Loan, 3.30%, Maturing March 15, 2015	1,226,842
	<b>Advantage Sales &amp; Marketing, Inc.</b>	
2,125	Term Loan, 5.25%, Maturing December 18, 2017	2,144,724
	<b>Affinion Group, Inc.</b>	
5,219	Term Loan, 5.00%, Maturing October 10, 2016	5,258,642
	<b>Allied Security Holdings, LLC</b>	
650	Term Loan, 5.00%, Maturing February 4, 2017	655,688
	<b>Dealer Computer Services, Inc.</b>	
1,771	Term Loan, 5.25%, Maturing April 21, 2017	1,786,209

Principal Amount* (000 s omitted)	Borrower/Tranche Description	Value
3,761	<b>Education Management, LLC</b> Term Loan, 2.06%, Maturing June 3, 2013	\$ 3,712,234
1,025	<b>Fifth Third Processing Solution</b> Term Loan, 5.50%, Maturing November 3, 2016	1,035,506
1,045	<b>First American Corp.</b> Term Loan, 4.75%, Maturing April 12, 2016	1,055,850
821	<b>Infogroup, Inc.</b> Term Loan, 6.25%, Maturing July 1, 2016	831,129
2,295	<b>iPayment, Inc.</b> Term Loan, 2.29%, Maturing May 10, 2013	2,281,016
1,147	<b>Kronos, Inc.</b> Term Loan, 2.05%, Maturing June 11, 2014	1,146,694
2,475	<b>Language Line, LLC</b> Term Loan, 6.25%, Maturing June 20, 2016	2,512,125
970	<b>Mitchell International, Inc.</b> Term Loan, 2.31%, Maturing March 28, 2014	930,175
1,000	Term Loan - Second Lien, 5.56%, Maturing March 30, 2015	910,000
1,848	<b>NE Customer Service</b> Term Loan, 6.00%, Maturing March 23, 2016	1,850,808
1,869	<b>Protection One Alarm Monitor, Inc.</b> Term Loan, 6.00%, Maturing May 16, 2016	1,880,588
172	<b>Quantum Corp.</b> Term Loan, 3.80%, Maturing July 14, 2014	171,191
982	<b>Quintiles Transnational Corp.</b> Term Loan, 2.31%, Maturing March 29, 2013	980,686
1,875	Term Loan - Second Lien, 4.31%, Maturing March 31, 2014	1,872,656
7,307	<b>Sabre, Inc.</b> Term Loan, 2.28%, Maturing September 30, 2014	6,867,776
1,979	<b>Safenet, Inc.</b> Term Loan, 2.76%, Maturing April 12, 2014	1,970,827
991	<b>Serena Software, Inc.</b> Term Loan, 2.30%, Maturing March 10, 2013	991,634
1,790	<b>Sitel (Client Logic)</b> Term Loan, 5.80%, Maturing January 30, 2014	1,776,616
725	<b>Softlayer Tech, Inc.</b> Term Loan, 7.25%, Maturing November 5, 2016	734,062
818	<b>Solera Holdings, LLC</b> Term Loan, 2.81%, Maturing May 16, 2014	1,118,041
2,181	<b>SunGard Data Systems, Inc.</b> Term Loan, 2.01%, Maturing February 28, 2014	2,174,782
9,964	Term Loan, 3.93%, Maturing February 26, 2016	10,010,677
2,250	<b>TransUnion, LLC</b> Term Loan, 4.75%, Maturing February 12, 2018	2,271,375
584	<b>Travelport, LLC</b> Term Loan, 4.80%, Maturing August 21, 2015	569,611

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	972	Term Loan, 4.96%, Maturing August 21, 2015	948,390
	3,218	Term Loan, 4.96%, Maturing August 21, 2015	3,138,791
EUR	1,054	Term Loan, 5.50%, Maturing August 21, 2015	1,403,864
		<b>West Corp.</b>	
	309	Term Loan, 2.74%, Maturing October 24, 2013	308,905
	2,156	Term Loan, 4.59%, Maturing July 15, 2016	2,179,129
	757	Term Loan, 4.61%, Maturing July 15, 2016	764,351
			<b>\$ 71,922,255</b>

**Cable and Satellite Television 9.6%**

		<b>Atlantic Broadband Finance, LLC</b>	
	1,593	Term Loan, 5.00%, Maturing November 27, 2015	\$ 1,596,756
		<b>Bragg Communications, Inc.</b>	
	2,040	Term Loan, 2.81%, Maturing August 31, 2014	2,017,532



<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>Bresnan Communications, LLC</b>	
1,425	Term Loan, 4.50%, Maturing December 14, 2017	\$ 1,438,261
	<b>Casema NV</b>	
EUR 1,000	Term Loan - Second Lien, 5.62%, Maturing March 14, 2016	1,391,449
	<b>Cequel Communications, LLC</b>	
2,141	Term Loan, 2.26%, Maturing November 5, 2013	2,141,571
	<b>Charter Communications Operating, LLC</b>	
4,268	Term Loan, 2.27%, Maturing March 6, 2014	4,263,581
997	Term Loan, 3.56%, Maturing September 6, 2016	1,002,859
	<b>CSC Holdings, Inc.</b>	
3,768	Term Loan, 2.01%, Maturing March 29, 2016	3,790,053
	<b>Foxco Acquisition Sub, LLC</b>	
1,624	Term Loan, 7.50%, Maturing July 14, 2015	1,627,173
	<b>Insight Midwest Holdings, LLC</b>	
3,677	Term Loan, 2.02%, Maturing April 7, 2014	3,672,174
	<b>Kabel Deutschland GmbH</b>	
EUR 2,000	Term Loan, 4.86%, Maturing December 13, 2016	2,785,200
	<b>MCC Iowa, LLC</b>	
3,802	Term Loan, 2.01%, Maturing January 31, 2015	3,754,443
	<b>Mediacom Broadband, LLC</b>	
1,667	Term Loan, 4.50%, Maturing October 23, 2017	1,677,736
	<b>Mediacom Illinois, LLC</b>	
3,934	Term Loan, 2.01%, Maturing January 31, 2015	3,830,927
988	Term Loan, 5.50%, Maturing March 31, 2017	997,375
	<b>Mediacom, LLC</b>	
920	Term Loan, 4.50%, Maturing October 23, 2017	922,676
	<b>ProSiebenSat.1 Media AG</b>	
EUR 93	Term Loan, 2.58%, Maturing July 2, 2014	123,498
EUR 904	Term Loan, 2.58%, Maturing July 2, 2014	1,206,380
EUR 369	Term Loan, 3.68%, Maturing March 6, 2015	471,634
EUR 3,144	Term Loan, 2.92%, Maturing June 26, 2015	4,227,060
EUR 140	Term Loan, 2.96%, Maturing July 3, 2015	188,569
EUR 369	Term Loan, 3.93%, Maturing March 4, 2016	471,634
EUR 436	Term Loan, 8.30%, Maturing March 6, 2017 <sup>(2)</sup>	536,636
EUR 565	Term Loan - Second Lien, 5.05%, Maturing September 2, 2016	700,934
	<b>UPC Broadband Holding B.V.</b>	
429	Term Loan, 3.76%, Maturing December 30, 2016	430,195
EUR 2,614	Term Loan, 4.63%, Maturing December 31, 2016	3,599,519
1,410	Term Loan, 3.76%, Maturing December 29, 2017	1,414,139
EUR 1,732	Term Loan, 4.88%, Maturing December 31, 2017	2,388,000
	<b>Virgin Media Investment Holding</b>	
GBP 1,000	Term Loan, 4.03%, Maturing June 30, 2015	1,633,777
GBP 1,000	Term Loan, 4.53%, Maturing December 31, 2015	1,633,524
	<b>YPSO Holding SA</b>	
EUR 212	Term Loan, 4.61%, Maturing June 16, 2014 <sup>(2)</sup>	264,588

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EUR	253	Term Loan, 4.61%, Maturing June 16, 2014 <sup>(2)</sup>	315,648
EUR	549	Term Loan, 4.61%, Maturing June 16, 2014 <sup>(2)</sup>	685,607

**\$ 57,201,108**

**Chemicals and Plastics 6.7%**

		<b>Arizona Chemical, Inc.</b>	
618		Term Loan, 6.75%, Maturing November 21, 2016	\$ 626,209
		<b>Brenntag Holding GmbH and Co. KG</b>	
255		Term Loan, 3.77%, Maturing January 20, 2014	255,507
1,729		Term Loan, 3.78%, Maturing January 20, 2014	1,733,407
1,600		Term Loan - Second Lien, 6.45%, Maturing July 17, 2015	1,614,000
		<b>Celanese Holdings, LLC</b>	
1,555		Term Loan, 2.01%, Maturing April 2, 2014	1,562,117
1,800		Term Loan, 3.30%, Maturing October 31, 2016	1,817,286

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>Hexion Specialty Chemicals, Inc.</b>	
483	Term Loan, 4.06%, Maturing May 5, 2015	\$ 482,500
852	Term Loan, 4.06%, Maturing May 5, 2015	852,610
1,908	Term Loan, 4.06%, Maturing May 5, 2015	1,910,675
	<b>Houghton International, Inc.</b>	
921	Term Loan, 6.75%, Maturing January 29, 2016	932,547
	<b>Huntsman International, LLC</b>	
2,136	Term Loan, 1.80%, Maturing April 21, 2014	2,133,327
855	Term Loan, 2.53%, Maturing June 30, 2016	857,780
	<b>INEOS Group</b>	
3,195	Term Loan, 7.50%, Maturing December 16, 2013	3,303,207
3,137	Term Loan, 8.00%, Maturing December 16, 2014	3,243,334
EUR 1,250	Term Loan, 9.00%, Maturing December 16, 2015	1,815,497
	<b>ISP Chemco, Inc.</b>	
1,414	Term Loan, 1.81%, Maturing June 4, 2014	1,407,553
	<b>MacDermid, Inc.</b>	
EUR 685	Term Loan, 3.07%, Maturing April 11, 2014	919,946
515	Term Loan, 2.26%, Maturing April 12, 2014	509,902
	<b>Millenium Inorganic Chemicals</b>	
1,350	Term Loan, 2.55%, Maturing May 15, 2014	1,346,796
	<b>Nalco Co.</b>	
1,571	Term Loan, 4.50%, Maturing October 5, 2017	1,589,392
	<b>Omnova Solutions, Inc.</b>	
998	Term Loan, 5.75%, Maturing May 31, 2017	1,011,839
	<b>Rockwood Specialties Group, Inc.</b>	
2,400	Term Loan, 3.75%, Maturing February 9, 2018	2,431,001
	<b>Schoeller Arca Systems Holding</b>	
EUR 72	Term Loan, 5.53%, Maturing November 16, 2015 <sup>(5)</sup>	68,805
EUR 206	Term Loan, 5.53%, Maturing November 16, 2015 <sup>(5)</sup>	196,175
EUR 222	Term Loan, 5.53%, Maturing November 16, 2015 <sup>(5)</sup>	211,103
	<b>Solutia, Inc.</b>	
2,535	Term Loan, 4.50%, Maturing March 17, 2017	2,546,441
	<b>Styron S.A.R.L.</b>	
3,150	Term Loan, 6.00%, Maturing August 2, 2017	3,186,619
	<b>Univar, Inc.</b>	
1,775	Term Loan, Maturing July 3, 2017 <sup>(7)</sup>	1,784,152
		<b>\$ 40,349,727</b>
<b>Clothing/Textiles</b>	<b>0.2%</b>	
	<b>Phillips-Van Heusen Corp.</b>	
1,084	Term Loan, 5.25%, Maturing May 6, 2016	\$ 1,084,472
		<b>\$ 1,084,472</b>

<b>Conglomerates</b>	<b>2.9%</b>		
		<b>Gentek</b>	
673	Term Loan, 6.75%, Maturing October 6, 2015		\$ 686,779
		<b>Goodman Global Holdings, Inc.</b>	
2,045	Term Loan, 5.75%, Maturing October 28, 2016		2,066,283
		<b>Jarden Corp.</b>	
2,141	Term Loan, 3.55%, Maturing January 26, 2015		2,157,427
		<b>Manitowoc Company, Inc. (The)</b>	
811	Term Loan, 8.00%, Maturing November 6, 2014		820,650
		<b>RBS Global, Inc.</b>	
336	Term Loan, 2.56%, Maturing July 19, 2013		335,157
4,425	Term Loan, 2.81%, Maturing July 19, 2013		4,428,429
		<b>RGIS Holdings, LLC</b>	
134	Term Loan, 2.80%, Maturing April 30, 2014		132,379
2,674	Term Loan, 2.80%, Maturing April 30, 2014		2,647,569
		<b>Service Master Co.</b>	
181	Term Loan, 2.77%, Maturing July 24, 2014		178,505
1,814	Term Loan, 2.77%, Maturing July 24, 2014		1,792,483

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>US Investigations Services, Inc.</b>	
985	Term Loan, 3.05%, Maturing February 21, 2015	\$ 979,360
920	Term Loan, 7.75%, Maturing February 21, 2015	942,234
		<b>\$ 17,167,255</b>
<b>Containers and Glass Products</b>	<b>3.6%</b>	
	<b>Berry Plastics Corp.</b>	
1,866	Term Loan, 2.31%, Maturing April 3, 2015	\$ 1,820,134
	<b>BWAY Corp.</b>	
79	Term Loan, 4.50%, Maturing February 23, 2018	79,651
891	Term Loan, 4.50%, Maturing February 23, 2018	897,144
	<b>Consolidated Container Co.</b>	
1,000	Term Loan - Second Lien, 5.75%, Maturing September 28, 2014	902,500
	<b>Graham Packaging Holdings Co.</b>	
2,804	Term Loan, 6.75%, Maturing April 5, 2014	2,831,406
1,247	Term Loan, 6.00%, Maturing September 23, 2016	1,261,236
	<b>Graphic Packaging International, Inc.</b>	
2,151	Term Loan, 2.30%, Maturing May 16, 2014	2,151,571
1,238	Term Loan, 3.05%, Maturing May 16, 2014	1,242,978
	<b>Hilex Poly Co.</b>	
1,000	Term Loan, 11.25%, Maturing November 16, 2015	1,025,000
	<b>JSG Acquisitions</b>	
1,325	Term Loan, 3.68%, Maturing December 31, 2014	1,327,262
	<b>Pelican Products, Inc.</b>	
875	Term Loan, 5.75%, Maturing November 30, 2016	885,937
	<b>Reynolds Group Holdings, Inc.</b>	
3,025	Term Loan, 4.25%, Maturing February 9, 2018	3,047,687
	<b>Smurfit Kappa Acquisitions</b>	
1,325	Term Loan, 3.43%, Maturing December 31, 2014	1,327,262
	<b>Smurfit-Stone Container Corp.</b>	
2,687	Term Loan, 6.75%, Maturing July 15, 2016	2,713,365
		<b>\$ 21,513,133</b>
<b>Cosmetics/Toiletries</b>	<b>1.8%</b>	
	<b>Alliance Boots Holdings, Ltd.</b>	
GBP 2,000	Term Loan, 3.58%, Maturing July 5, 2015	\$ 3,151,727
EUR 1,000	Term Loan, 3.80%, Maturing July 5, 2015	1,359,683
	<b>Bausch &amp; Lomb, Inc.</b>	
681	Term Loan, 3.51%, Maturing April 24, 2015	683,656
2,806	Term Loan, 3.54%, Maturing April 24, 2015	2,815,657
	<b>KIK Custom Products, Inc.</b>	
1,075	Term Loan - Second Lien, 5.30%, Maturing November 30, 2014	738,167
	<b>Prestige Brands, Inc.</b>	

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1,940	Term Loan, 4.75%, Maturing March 24, 2016	1,960,377
		<b>\$ 10,709,267</b>

**Drugs 0.8%**

	<b>Axcan Pharma, Inc.</b>	
1,625	Term Loan, 3.92%, Maturing February 10, 2017 <sup>(3)</sup>	\$ 1,632,871
	<b>Graceway Pharmaceuticals, LLC</b>	
1,328	Term Loan, 5.01%, Maturing May 3, 2012	599,782
302	Term Loan, 10.01%, Maturing November 3, 2013 <sup>(2)(5)</sup>	3,017
1,500	Term Loan - Second Lien, 0.00%, Maturing May 3, 2013 <sup>(4)</sup>	111,251
	<b>Pharmaceutical Holdings Corp.</b>	
109	Term Loan, 4.52%, Maturing January 30, 2012	108,009
	<b>Warner Chilcott Corp.</b>	
736	Term Loan, 6.00%, Maturing October 30, 2014	738,503
364	Term Loan, 6.25%, Maturing April 30, 2015	367,375
607	Term Loan, 6.25%, Maturing April 30, 2015	611,747

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
646	Term Loan, 6.50%, Maturing February 22, 2016	\$ 652,148
		<b>\$ 4,824,703</b>
<b>Ecological Services and Equipment 1.6%</b>		
	<b>Cory Environmental Holdings</b>	
GBP 500	Term Loan - Second Lien, 5.04%, Maturing September 30, 2014	\$ 589,298
	<b>Kemble Water Structure, Ltd.</b>	
GBP 4,500	Term Loan - Second Lien, 5.03%, Maturing October 13, 2013	7,220,926
	<b>Sensus Metering Systems, Inc.</b>	
1,680	Term Loan, 7.00%, Maturing June 3, 2013	1,691,380
		<b>\$ 9,501,604</b>
<b>Electronics/Electrical 5.5%</b>		
	<b>Aspect Software, Inc.</b>	
2,781	Term Loan, 6.25%, Maturing April 19, 2016	\$ 2,809,302
	<b>Attachmate Corp.</b>	
1,075	Term Loan, Maturing February 24, 2017 <sup>(7)</sup>	1,069,625
	<b>Christie/Aix, Inc.</b>	
753	Term Loan, 5.25%, Maturing April 29, 2016	753,356
	<b>Edwards (Cayman Island II), Ltd.</b>	
1,400	Term Loan, 5.50%, Maturing May 31, 2016	1,394,750
	<b>FCI International S.A.S.</b>	
175	Term Loan, 3.68%, Maturing November 1, 2013	173,406
181	Term Loan, 3.68%, Maturing November 1, 2013	180,120
175	Term Loan, 3.68%, Maturing October 31, 2014	173,406
181	Term Loan, 3.68%, Maturing October 31, 2014	180,120
	<b>Freescale Semiconductor, Inc.</b>	
3,772	Term Loan, 4.51%, Maturing December 1, 2016	3,774,300
	<b>Infor Enterprise Solutions Holdings</b>	
1,458	Term Loan, 5.02%, Maturing July 28, 2015	1,407,393
1,634	Term Loan, 6.02%, Maturing July 28, 2015	1,617,096
3,133	Term Loan, 6.02%, Maturing July 28, 2015	3,098,455
500	Term Loan - Second Lien, 5.76%, Maturing March 2, 2014	431,250
183	Term Loan - Second Lien, 6.51%, Maturing March 2, 2014	158,583
317	Term Loan - Second Lien, 6.51%, Maturing March 2, 2014	277,083
	<b>Network Solutions, LLC</b>	
541	Term Loan, 2.52%, Maturing March 7, 2014	538,700
	<b>Open Solutions, Inc.</b>	
2,867	Term Loan, 2.43%, Maturing January 23, 2014	2,592,663
	<b>Sensata Technologies B.V.</b>	
EUR 1,000	Term Loan, 3.06%, Maturing April 26, 2013	1,370,176
	<b>Sensata Technologies Finance Co.</b>	
3,737	Term Loan, 2.05%, Maturing April 26, 2013	3,735,811

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	<b>Shield Finance Co. S.A.R.L.</b>	
960	Term Loan, 7.75%, Maturing June 15, 2016	971,179
	<b>Spansion, LLC</b>	
558	Term Loan, 6.50%, Maturing January 8, 2015	563,852
	<b>Spectrum Brands, Inc.</b>	
3,300	Term Loan, 5.01%, Maturing June 17, 2016	3,340,564
	<b>SS&amp;C Technologies, Inc.</b>	
597	Term Loan, 2.30%, Maturing November 23, 2012	594,429
	<b>VeriFone, Inc.</b>	
748	Term Loan, 3.02%, Maturing October 31, 2013	749,870
	<b>Vertafore, Inc.</b>	
1,120	Term Loan, 5.25%, Maturing July 29, 2016	1,131,200
		<b>\$ 33,086,689</b>
	<b>Equipment Leasing 0.5%</b>	
	<b>Hertz Corp.</b>	
444	Term Loan, 2.01%, Maturing December 21, 2012	444,845



<b>Principal Amount*</b>	<b>Borrower/Tranche Description</b>	<b>Value</b>
(000 s omitted)		
2,391	Term Loan, 2.01%, Maturing December 21, 2012	\$ 2,393,330
		<b>\$ 2,838,175</b>
<b>Farming/Agriculture 0.3%</b>		
	<b>CF Industries, Inc.</b>	
332	Term Loan, 4.25%, Maturing April 6, 2015	\$ 334,056
	<b>WM. Bolthouse Farms, Inc.</b>	
1,721	Term Loan, 5.50%, Maturing February 11, 2016	1,735,871
		<b>\$ 2,069,927</b>
<b>Financial Intermediaries 5.3%</b>		
	<b>Citco III, Ltd.</b>	
2,922	Term Loan, 4.46%, Maturing June 30, 2014	\$ 2,936,935
	<b>Fidelity National Information Services, Inc.</b>	
2,743	Term Loan, 5.25%, Maturing July 18, 2016	2,774,248
	<b>First Data Corp.</b>	
500	Term Loan, 3.01%, Maturing September 24, 2014	474,656
951	Term Loan, 3.01%, Maturing September 24, 2014	902,622
2,406	Term Loan, 3.01%, Maturing September 24, 2014	2,284,794
	<b>Grosvenor Capital Management</b>	
1,397	Term Loan, 4.31%, Maturing December 5, 2016	1,379,417
	<b>HarbourVest Partners, LLC</b>	
1,432	Term Loan, 6.25%, Maturing December 14, 2016	1,446,194
	<b>Interactive Data Corp.</b>	
2,592	Term Loan, 4.75%, Maturing February 12, 2018	2,619,518
	<b>Jupiter Asset Management Group</b>	
GBP 334	Term Loan, 4.37%, Maturing March 17, 2015	542,367
	<b>LPL Holdings, Inc.</b>	
1,012	Term Loan, 2.04%, Maturing June 28, 2013	1,015,589
3,185	Term Loan, 4.25%, Maturing June 25, 2015	3,202,756
2,361	Term Loan, 5.25%, Maturing June 28, 2017	2,392,475
	<b>MSCI, Inc.</b>	
3,543	Term Loan, 4.75%, Maturing June 1, 2016	3,570,447
	<b>Nuveen Investments, Inc.</b>	
1,811	Term Loan, 3.30%, Maturing November 13, 2014	1,764,549
2,116	Term Loan, 5.80%, Maturing May 12, 2017	2,116,013
	<b>Oxford Acquisition III, Ltd.</b>	
374	Term Loan, 2.05%, Maturing May 12, 2014	371,946
	<b>RJO Holdings Corp. (RJ O Brien)</b>	
15	Term Loan, 6.27%, Maturing December 10, 2015 <sup>(5)</sup>	12,549
485	Term Loan, 6.27%, Maturing December 10, 2015 <sup>(5)</sup>	387,143
	<b>Towergate Finance, PLC</b>	
GBP 1,000	Term Loan, 6.50%, Maturing August 4, 2017	1,617,521

		<b>\$ 31,811,739</b>
<b>Food Products</b>	<b>3.9%</b>	
	<b>Acosta, Inc.</b>	
3,201	Term Loan, 4.50%, Maturing July 28, 2013	\$ 3,231,055
	<b>American Seafoods Group, LLC</b>	
783	Term Loan, 5.50%, Maturing May 7, 2015	785,870
	<b>Dean Foods Co.</b>	
3,698	Term Loan, 1.81%, Maturing April 2, 2014	3,602,704
	<b>Dole Food Company, Inc.</b>	
1,821	Term Loan, 5.04%, Maturing March 2, 2017	1,838,816
733	Term Loan, 5.06%, Maturing March 2, 2017	740,339
	<b>Michael Foods Holdings, Inc.</b>	
796	Term Loan, 4.25%, Maturing February 23, 2018	804,378
	<b>Pierre Foods, Inc.</b>	
1,397	Term Loan, 7.00%, Maturing September 30, 2016	1,409,156
	<b>Pinnacle Foods Finance, LLC</b>	
7,425	Term Loan, 2.76%, Maturing April 2, 2014	7,419,731

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>Provimi Group SA</b>	
	220 Term Loan, 2.51%, Maturing June 28, 2015	\$ 216,319
	270 Term Loan, 2.51%, Maturing June 28, 2015	266,207
EUR	284 Term Loan, 3.11%, Maturing June 28, 2015	386,099
EUR	459 Term Loan, 3.11%, Maturing June 28, 2015	622,975
EUR	490 Term Loan, 3.11%, Maturing June 28, 2015	665,395
EUR	632 Term Loan, 3.11%, Maturing June 28, 2015	858,060
	178 Term Loan - Second Lien, 4.51%, Maturing December 28, 2016	165,433
EUR	29 Term Loan - Second Lien, 5.11%, Maturing December 28, 2016	37,241
EUR	397 Term Loan - Second Lien, 5.11%, Maturing December 28, 2016	510,048
		<b>\$ 23,559,826</b>
<b>Food Service 6.0%</b>		
	<b>Aramark Corp.</b>	
	194 Term Loan, 2.14%, Maturing January 27, 2014	\$ 193,783
	2,401 Term Loan, 2.18%, Maturing January 27, 2014	2,402,673
GBP	1,200 Term Loan, 2.76%, Maturing January 27, 2014	1,892,255
	348 Term Loan, 3.51%, Maturing July 26, 2016	350,179
	5,298 Term Loan, 3.55%, Maturing July 26, 2016	5,324,705
	<b>Buffets, Inc.</b>	
	1,413 Term Loan, 12.00%, Maturing April 21, 2015 <sup>(2)</sup>	1,279,052
	132 Term Loan, 7.55%, Maturing April 22, 2015 <sup>(2)</sup>	105,669
	<b>Burger King Corp.</b>	
	5,200 Term Loan, 4.50%, Maturing October 19, 2016	5,235,209
	<b>CBRL Group, Inc.</b>	
	1,005 Term Loan, 1.81%, Maturing April 29, 2013	1,005,877
	642 Term Loan, 2.82%, Maturing April 27, 2016	644,043
	<b>Del Monte Corp.</b>	
	4,175 Term Loan, 4.50%, Maturing February 26, 2018	4,208,271
	<b>Denny's, Inc.</b>	
	816 Term Loan, 7.00%, Maturing September 20, 2016	824,660
	<b>Dunkin Brands, Inc.</b>	
	3,125 Term Loan, 4.25%, Maturing November 23, 2017	3,150,391
	<b>NPC International, Inc.</b>	
	296 Term Loan, 2.04%, Maturing May 3, 2013	294,319
	<b>OSI Restaurant Partners, LLC</b>	
	404 Term Loan, 2.56%, Maturing June 14, 2013	398,138
	4,139 Term Loan, 2.63%, Maturing June 14, 2014	4,079,740
	<b>QCE Finance, LLC</b>	
	1,120 Term Loan, 5.01%, Maturing May 5, 2013	1,065,377
	<b>Sagittarius Restaurants, LLC</b>	
	586 Term Loan, 7.51%, Maturing May 18, 2015	589,705
	<b>Selecta</b>	
EUR	741 Term Loan - Second Lien, 5.24%, Maturing December 28, 2015	746,704

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	<b>U.S. Foodservice, Inc.</b>	
1,000	Term Loan, 2.76%, Maturing July 3, 2014	968,750
	<b>Wendy s/Arby s Restaurants, LLC</b>	
995	Term Loan, 5.00%, Maturing May 24, 2017	1,005,883
		<b>\$ 35,765,383</b>

**Food/Drug Retailers 3.6%**

	<b>General Nutrition Centers, Inc.</b>	
5,647	Term Loan, 3.30%, Maturing September 16, 2013	\$ 5,639,740
	<b>NBTY, Inc.</b>	
2,375	Term Loan, 6.25%, Maturing October 2, 2017	2,405,925
	<b>Pantry, Inc. (The)</b>	
244	Term Loan, 2.02%, Maturing May 15, 2014	240,062
846	Term Loan, 2.02%, Maturing May 15, 2014	833,739
	<b>Rite Aid Corp.</b>	
8,600	Term Loan, 2.02%, Maturing June 4, 2014	8,346,159
1,173	Term Loan, 6.00%, Maturing June 4, 2014	1,177,399

Principal Amount* (000 \$ omitted)	Borrower/Tranche Description	Value
	<b>Roundy's Supermarkets, Inc.</b>	
3,042	Term Loan, 7.00%, Maturing November 3, 2013	\$ 3,065,753
		<b>\$ 21,708,777</b>
<b>Forest Products</b>	<b>1.3%</b>	
	<b>Georgia-Pacific Corp.</b>	
1,912	Term Loan, 2.30%, Maturing December 20, 2012	\$ 1,916,153
4,291	Term Loan, 2.30%, Maturing December 21, 2012	4,300,165
1,537	Term Loan, 3.55%, Maturing December 23, 2014	1,543,339
		<b>\$ 7,759,657</b>
<b>Health Care</b>	<b>17.2%</b>	
	<b>1-800-Contacts, Inc.</b>	
910	Term Loan, 7.70%, Maturing March 4, 2015	\$ 915,248
	<b>Alliance Healthcare Services</b>	
1,337	Term Loan, 5.50%, Maturing June 1, 2016	1,347,777
	<b>Ardent Medical Services, Inc.</b>	
1,265	Term Loan, 6.50%, Maturing September 15, 2015	1,277,564
	<b>Ascend Learning</b>	
1,250	Term Loan, 7.75%, Maturing December 6, 2016	1,246,875
	<b>Aveta Holdings, LLC</b>	
619	Term Loan, 8.50%, Maturing April 14, 2015	623,381
619	Term Loan, 8.50%, Maturing April 14, 2015	623,381
	<b>Biomet, Inc.</b>	
6,859	Term Loan, 3.29%, Maturing March 25, 2015	6,868,563
	<b>Bright Horizons Family Solutions, Inc.</b>	
1,048	Term Loan, 7.50%, Maturing May 28, 2015	1,056,548
	<b>Cardinal Health 409, Inc.</b>	
2,364	Term Loan, 2.51%, Maturing April 10, 2014	2,340,608
	<b>Carestream Health, Inc.</b>	
1,725	Term Loan, Maturing February 25, 2017 <sup>(7)</sup>	1,716,529
	<b>Carl Zeiss Vision Holding GmbH</b>	
1,170	Term Loan, 1.87%, Maturing October 24, 2014	1,073,475
130	Term Loan, 4.00%, Maturing September 30, 2019	104,000
	<b>CDRL MS, Inc.</b>	
934	Term Loan, 6.75%, Maturing September 29, 2016	943,738
	<b>Community Health Systems, Inc.</b>	
350	Term Loan, 2.56%, Maturing July 25, 2014	348,294
6,804	Term Loan, 2.56%, Maturing July 25, 2014	6,760,991
3,421	Term Loan, 3.81%, Maturing January 25, 2017	3,436,545
	<b>ConMed Corp.</b>	
488	Term Loan, 1.77%, Maturing April 12, 2013	459,033
	<b>CRC Health Corp.</b>	

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2,042	Term Loan, 4.80%, Maturing November 16, 2015	2,042,371
	<b>Dako EQT Project Delphi</b>	
500	Term Loan - Second Lien, 4.05%, Maturing December 12, 2016	441,875
	<b>DaVita, Inc.</b>	
3,400	Term Loan, 4.50%, Maturing October 20, 2016	3,433,368
	<b>DJO Finance, LLC</b>	
720	Term Loan, 3.26%, Maturing May 20, 2014	716,779
	<b>Fresenius Medical Care Holdings</b>	
2,807	Term Loan, 1.68%, Maturing March 31, 2013	2,803,986
	<b>Fresenius SE</b>	
310	Term Loan, 4.50%, Maturing September 10, 2014	312,434
690	Term Loan, 4.50%, Maturing September 10, 2014	695,691
	<b>Grifols SA</b>	
2,400	Term Loan, Maturing November 23, 2016 <sup>(7)</sup>	2,433,490
	<b>Hanger Orthopedic Group, Inc.</b>	
750	Term Loan, 5.25%, Maturing November 17, 2016	760,313
	<b>Harvard Drug Group, LLC</b>	
116	Term Loan, 6.50%, Maturing April 8, 2016	115,764

Principal Amount* (000 \$ omitted)	Borrower/Tranche Description	Value
846	Term Loan, 6.50%, Maturing April 8, 2016 <b>HCA, Inc.</b>	\$ 841,923
2,690	Term Loan, 2.55%, Maturing November 18, 2013	2,686,178
6,452	Term Loan, 3.55%, Maturing March 31, 2017 <b>Health Management Associates, Inc.</b>	6,486,027
9,075	Term Loan, 2.05%, Maturing February 28, 2014 <b>Iasis Healthcare, LLC</b>	9,030,803
154	Term Loan, 2.26%, Maturing March 14, 2014	153,733
563	Term Loan, 2.26%, Maturing March 14, 2014	562,088
1,627	Term Loan, 2.26%, Maturing March 14, 2014 <b>Ikaria Acquisition, Inc.</b>	1,623,954
895	Term Loan, 7.00%, Maturing May 16, 2016 <b>IM U.S. Holdings, LLC</b>	871,506
970	Term Loan, 2.26%, Maturing June 26, 2014	965,757
700	Term Loan - Second Lien, 4.51%, Maturing June 26, 2015 <b>IMS Health, Inc.</b>	697,375
1,436	Term Loan, 5.25%, Maturing February 26, 2016 <b>inVentiv Health, Inc.</b>	1,452,300
817	Term Loan, 1.63%, Maturing August 4, 2016 <sup>(3)</sup>	821,771
408	Term Loan, 4.75%, Maturing August 4, 2016	410,885
920	Term Loan, 4.75%, Maturing August 14, 2016 <b>Lifepoint Hospitals, Inc.</b>	926,127
2,251	Term Loan, 3.07%, Maturing April 15, 2015 <b>MedAssets, Inc.</b>	2,257,318
1,050	Term Loan, 5.25%, Maturing November 16, 2016 <b>MPT Operating Partnership, L.P.</b>	1,060,062
1,166	Term Loan, 5.00%, Maturing May 17, 2016 <b>MultiPlan, Inc.</b>	1,171,621
2,885	Term Loan, 4.75%, Maturing August 26, 2017 <b>Mylan, Inc.</b>	2,912,562
936	Term Loan, 3.56%, Maturing October 2, 2014 <b>Nyco Holdings</b>	942,723
EUR 472	Term Loan, 4.86%, Maturing December 29, 2014	644,762
EUR 471	Term Loan, 5.36%, Maturing December 29, 2015 <b>Physiotherapy Associates, Inc.</b>	644,603
725	Term Loan, 7.50%, Maturing June 27, 2013 <b>Prime Healthcare Services, Inc.</b>	725,757
2,630	Term Loan, 7.25%, Maturing April 22, 2015 <b>RadNet Management, Inc.</b>	2,584,098
1,216	Term Loan, 5.75%, Maturing April 1, 2016 <b>ReAble Therapeutics Finance, LLC</b>	1,220,752
2,630	Term Loan, 2.27%, Maturing November 18, 2013 <b>RehabCare Group, Inc.</b>	2,617,088
814	Term Loan, 6.00%, Maturing November 24, 2015 <b>Renal Advantage Holdings, Inc.</b>	820,106

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	825	Term Loan, 5.75%, Maturing December 16, 2016 <b>Select Medical Holdings Corp.</b>	837,891
	2,466	Term Loan, 4.14%, Maturing August 22, 2014 <b>Skillsoft Corp.</b>	2,479,823
	995	Term Loan, 6.50%, Maturing May 26, 2017 <b>Sunquest Information Systems, Inc.</b>	1,011,169
	850	Term Loan, 6.25%, Maturing December 16, 2016 <b>Sunrise Medical Holdings, Inc.</b>	854,781
EUR	272	Term Loan, 6.75%, Maturing May 13, 2014 <b>TZ Merger Sub., Inc.</b>	347,195
	723	Term Loan, 6.75%, Maturing August 4, 2015 <b>Universal Health Services, Inc.</b>	725,762
	2,575	Term Loan, 5.50%, Maturing November 15, 2016 <b>Vanguard Health Holding Co., LLC</b>	2,605,032
	1,787	Term Loan, 5.00%, Maturing January 29, 2016	1,803,952



<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>VWR Funding, Inc.</b>	
2,148	Term Loan, 2.76%, Maturing June 30, 2014	\$ 2,143,080
		<b>\$ 102,839,185</b>
	<b>Home Furnishings 0.6%</b>	
	<b>Hunter Fan Co.</b>	
413	Term Loan, 2.77%, Maturing April 16, 2014	\$ 383,998
	<b>National Bedding Co., LLC</b>	
1,449	Term Loan, 3.81%, Maturing November 28, 2013	1,452,005
2,050	Term Loan - Second Lien, 5.31%, Maturing February 28, 2014	2,039,750
		<b>\$ 3,875,753</b>
	<b>Industrial Equipment 4.1%</b>	
	<b>Alliance Laundry Systems, LLC</b>	
979	Term Loan, 6.25%, Maturing September 30, 2016	\$ 988,125
	<b>Brand Energy and Infrastructure Services, Inc.</b>	
688	Term Loan, 2.56%, Maturing February 7, 2014	677,464
830	Term Loan, 3.56%, Maturing February 7, 2014	824,056
	<b>Bucyrus International, Inc.</b>	
1,449	Term Loan, 4.25%, Maturing February 19, 2016	1,458,655
	<b>Butterfly Wendel US, Inc.</b>	
304	Term Loan, 3.46%, Maturing June 23, 2014	295,217
304	Term Loan, 4.21%, Maturing June 22, 2015	295,122
	<b>EPD Holdings, (Goodyear Engineering Products)</b>	
242	Term Loan, 2.77%, Maturing July 31, 2014	227,262
1,691	Term Loan, 2.77%, Maturing July 31, 2014	1,586,732
850	Term Loan - Second Lien, 6.01%, Maturing July 13, 2015	748,000
	<b>Excelitas Technologies Corp.</b>	
998	Term Loan, 5.50%, Maturing November 23, 2016	1,007,475
	<b>Generac Acquisition Corp.</b>	
1,364	Term Loan, 2.80%, Maturing November 11, 2013	1,362,347
	<b>Gleason Corp.</b>	
700	Term Loan, 2.04%, Maturing June 30, 2013	692,652
	<b>Jason, Inc.</b>	
77	Term Loan, 8.25%, Maturing September 21, 2014	76,892
195	Term Loan, 8.25%, Maturing September 21, 2014	195,864
	<b>John Maneely Co.</b>	
4,296	Term Loan, 3.55%, Maturing December 9, 2013	4,283,350
	<b>KION Group GmbH</b>	
1,018	Term Loan, 2.51%, Maturing December 23, 2014 <sup>(2)</sup>	983,241
1,018	Term Loan, 2.76%, Maturing December 23, 2015 <sup>(2)</sup>	983,241
	<b>Pinafore, LLC</b>	
2,393	Term Loan, 4.25%, Maturing September 29, 2016	2,406,764

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	<b>Polypore, Inc.</b>	
4,627	Term Loan, 2.27%, Maturing July 3, 2014	4,554,812
	<b>Sequa Corp.</b>	
794	Term Loan, 3.56%, Maturing December 3, 2014	788,750
		<b>\$ 24,436,021</b>
<b>Insurance 3.0%</b>		
	<b>Alliant Holdings I, Inc.</b>	
3,753	Term Loan, 3.30%, Maturing August 21, 2014	\$ 3,658,953
	<b>AmWINS Group, Inc.</b>	
956	Term Loan, 2.82%, Maturing June 8, 2013	954,705
500	Term Loan - Second Lien, 5.81%, Maturing June 8, 2014	456,250
	<b>Applied Systems, Inc.</b>	
1,575	Term Loan, 5.50%, Maturing December 8, 2016	1,586,156
	<b>CCC Information Services Group, Inc.</b>	
1,625	Term Loan, 5.50%, Maturing November 11, 2015	1,644,805
	<b>Conseco, Inc.</b>	
1,625	Term Loan, 7.50%, Maturing September 30, 2016	1,638,541

Principal Amount* (000 \$ omitted)	Borrower/Tranche Description	Value
	<b>Crawford &amp; Company</b>	
1,275	Term Loan, 5.25%, Maturing October 30, 2013	\$ 1,280,420
	<b>Crump Group, Inc.</b>	
737	Term Loan, 3.27%, Maturing August 1, 2014	730,729
	<b>HUB International Holdings, Inc.</b>	
430	Term Loan, 2.80%, Maturing June 13, 2014	429,556
1,911	Term Loan, 2.80%, Maturing June 13, 2014	1,911,507
617	Term Loan, 6.75%, Maturing June 13, 2014	622,974
	<b>U.S.I. Holdings Corp.</b>	
3,340	Term Loan, 2.76%, Maturing May 5, 2014	3,323,011
		<b>\$ 18,237,607</b>
<b>Leisure Goods/Activities/Movies 7.7%</b>		
	<b>24 Hour Fitness Worldwide, Inc.</b>	
995	Term Loan, 6.75%, Maturing April 22, 2016	\$ 973,856
	<b>Alpha D2, Ltd.</b>	
1,016	Term Loan, Maturing December 31, 2013 <sup>(7)</sup>	1,003,819
1,484	Term Loan, Maturing December 31, 2013 <sup>(7)</sup>	1,465,243
2,000	Term Loan - Second Lien, 3.96%, Maturing June 30, 2014	1,965,000
	<b>AMC Entertainment, Inc.</b>	
5,432	Term Loan, 3.51%, Maturing December 16, 2016	5,473,429
	<b>Bombardier Recreational Products</b>	
3,028	Term Loan, 2.81%, Maturing June 28, 2013	3,015,074
	<b>Carmike Cinemas, Inc.</b>	
2,643	Term Loan, 5.50%, Maturing January 27, 2016	2,677,328
	<b>Cedar Fair, L.P.</b>	
2,265	Term Loan, 4.00%, Maturing December 15, 2017	2,279,019
	<b>Cinemark, Inc.</b>	
3,903	Term Loan, 3.54%, Maturing April 29, 2016	3,936,243
	<b>ClubCorp Club Operations, Inc.</b>	
725	Term Loan, 6.00%, Maturing November 9, 2016	734,063
	<b>Dave &amp; Buster's, Inc.</b>	
993	Term Loan, 6.00%, Maturing June 1, 2016	999,323
	<b>Deluxe Entertainment Services Group, Inc.</b>	
62	Term Loan, 6.25%, Maturing May 11, 2013	62,008
992	Term Loan, 6.25%, Maturing May 11, 2013	992,126
	<b>Fender Musical Instruments Corp.</b>	
288	Term Loan, 2.52%, Maturing June 9, 2014	271,056
569	Term Loan, 2.52%, Maturing June 9, 2014	536,546
	<b>Miramax Film NY, LLC</b>	
1,125	Term Loan, 7.75%, Maturing May 20, 2016	1,150,312
	<b>National CineMedia, LLC</b>	
2,850	Term Loan, 2.06%, Maturing February 13, 2015	2,841,687
	<b>Regal Cinemas Corp.</b>	

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4,050	Term Loan, Maturing August 23, 2017 <sup>(7)</sup> <b>Revolution Studios Distribution Co., LLC</b>	4,076,155
1,066	Term Loan, 4.02%, Maturing December 21, 2014	836,596
900	Term Loan - Second Lien, 7.27%, Maturing June 21, 2015 <sup>(5)</sup> <b>SeaWorld Parks &amp; Entertainment, Inc.</b>	297,000
2,005	Term Loan, 4.00%, Maturing August 17, 2017 <b>Six Flags Theme Parks, Inc.</b>	2,018,845
3,506	Term Loan, 5.50%, Maturing June 30, 2016 <b>Universal City Development Partners, Ltd.</b>	3,546,382
2,822	Term Loan, 5.50%, Maturing November 6, 2014 <b>Zuffa, LLC</b>	2,857,356
1,947	Term Loan, 2.31%, Maturing June 19, 2015	1,913,113
		<b>\$ 45,921,579</b>

**Lodging and Casinos 2.9%**

	<b>Ameristar Casinos, Inc.</b>	
1,164	Term Loan, 3.55%, Maturing November 10, 2012	1,167,751

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>Harrah's Operating Co.</b>	
408	Term Loan, 3.30%, Maturing January 28, 2015	\$ 378,685
2,772	Term Loan, 3.30%, Maturing January 28, 2015	2,581,505
2,970	Term Loan, 9.50%, Maturing October 31, 2016	3,158,099
	<b>Isle of Capri Casinos, Inc.</b>	
440	Term Loan, 5.00%, Maturing November 25, 2013	440,495
598	Term Loan, 5.00%, Maturing November 25, 2013	598,174
1,494	Term Loan, 5.00%, Maturing November 25, 2013	1,495,431
	<b>Las Vegas Sands, LLC</b>	
177	Term Loan, 2.04%, Maturing May 23, 2014	176,017
821	Term Loan, 2.04%, Maturing May 23, 2014	816,485
395	Term Loan, 3.04%, Maturing November 23, 2016	394,488
1,349	Term Loan, 3.04%, Maturing November 23, 2016	1,345,263
	<b>LodgeNet Entertainment Corp.</b>	
1,859	Term Loan, 2.31%, Maturing April 4, 2014	1,732,738
	<b>Penn National Gaming, Inc.</b>	
1,002	Term Loan, 2.03%, Maturing October 3, 2012	1,001,595
	<b>Tropicana Entertainment, Inc.</b>	
191	Term Loan, 15.00%, Maturing December 29, 2012	215,527
	<b>VML US Finance, LLC</b>	
185	Term Loan, 4.79%, Maturing May 25, 2012	185,897
431	Term Loan, 4.79%, Maturing May 27, 2013	432,655
991	Term Loan, 4.79%, Maturing May 27, 2013	993,434
		<b>\$ 17,114,239</b>
<b>Nonferrous Metals/Minerals 1.1%</b>		
	<b>Euramax International, Inc.</b>	
343	Term Loan, 10.00%, Maturing June 29, 2013	\$ 333,654
334	Term Loan, 14.00%, Maturing June 29, 2013 <sup>(2)</sup>	324,834
	<b>Fairmount Minerals, Ltd.</b>	
1,093	Term Loan, 6.25%, Maturing August 5, 2016	1,107,617
	<b>Noranda Aluminum Acquisition</b>	
300	Term Loan, 2.01%, Maturing May 18, 2014	299,424
	<b>Novelis, Inc.</b>	
2,325	Term Loan, 5.25%, Maturing December 19, 2016	2,358,629
	<b>Oxbow Carbon and Mineral Holdings</b>	
2,306	Term Loan, 3.80%, Maturing May 8, 2016	2,331,977
		<b>\$ 6,756,135</b>
<b>Oil and Gas 2.9%</b>		
	<b>Big West Oil, LLC</b>	
825	Term Loan, 7.00%, Maturing March 31, 2016	\$ 837,547
	<b>CITGO Petroleum Corp.</b>	

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634	Term Loan, 8.00%, Maturing June 24, 2015	666,230
2,861	Term Loan, 9.00%, Maturing June 23, 2017	3,020,342
	<b>Crestwood Holdings, LLC</b>	
566	Term Loan, 10.50%, Maturing September 30, 2016	582,165
	<b>Dynegy Holdings, Inc.</b>	
368	Term Loan, 4.02%, Maturing April 2, 2013	366,825
5,623	Term Loan, 4.02%, Maturing April 2, 2013	5,599,711
	<b>Obsidian Natural Gas Trust</b>	
3,568	Term Loan, 7.00%, Maturing November 2, 2015	3,674,912
	<b>SemGroup Corp.</b>	
471	Term Loan, 1.85%, Maturing November 30, 2012	475,687
	<b>Sheridan Production Partners I, LLC</b>	
121	Term Loan, 7.50%, Maturing April 20, 2017	121,683
198	Term Loan, 7.50%, Maturing April 20, 2017	199,217
1,493	Term Loan, 7.50%, Maturing April 20, 2017	1,503,432
		<b>\$ 17,047,751</b>

Principal Amount* (000 s omitted)	Borrower/Tranche Description	Value
<b>Publishing 6.1%</b>		
	<b>Aster Zweite Beteiligungs GmbH</b>	
1,850	Term Loan, 2.71%, Maturing September 27, 2013	\$ 1,853,469
	<b>Cengage Learning, Inc.</b>	
1,000	Term Loan, 2.55%, Maturing July 3, 2014	965,063
	<b>GateHouse Media Operating, Inc.</b>	
649	Term Loan, 2.27%, Maturing August 28, 2014	308,425
1,522	Term Loan, 2.27%, Maturing August 28, 2014	723,612
748	Term Loan, 2.52%, Maturing August 28, 2014	355,875
	<b>Getty Images, Inc.</b>	
2,494	Term Loan, 5.25%, Maturing November 7, 2016	2,531,156
	<b>IWCO Direct, Inc.</b>	
189	Term Loan, 3.64%, Maturing August 5, 2014	161,423
1,811	Term Loan, 3.64%, Maturing August 7, 2014	1,548,577
	<b>Lamar Media Corp.</b>	
811	Term Loan, 4.25%, Maturing December 30, 2016	817,931
	<b>Laureate Education, Inc.</b>	
495	Term Loan, 3.55%, Maturing August 17, 2014	486,105
3,304	Term Loan, 3.55%, Maturing August 17, 2014	3,246,900
1,481	Term Loan, 7.00%, Maturing August 31, 2014	1,496,063
	<b>MediaNews Group, Inc.</b>	
309	Term Loan, 8.50%, Maturing March 19, 2014	304,304
	<b>Merrill Communications, LLC</b>	
5,113	Term Loan, 7.50%, Maturing December 24, 2012	5,113,132
	<b>Nelson Education, Ltd.</b>	
473	Term Loan, 2.80%, Maturing July 5, 2014	430,247
	<b>Nielsen Finance, LLC</b>	
6,253	Term Loan, 2.26%, Maturing August 9, 2013	6,258,668
1,978	Term Loan, 4.01%, Maturing May 2, 2016	1,992,138
	<b>SGS International, Inc.</b>	
528	Term Loan, 3.96%, Maturing September 30, 2013	529,039
	<b>Source Interlink Companies, Inc.</b>	
902	Term Loan, 10.75%, Maturing June 18, 2013	861,621
583	Term Loan, 15.00%, Maturing March 18, 2014 <sup>(2)</sup>	425,744
	<b>Trader Media Corp.</b>	
GBP 1,475	Term Loan, 2.62%, Maturing March 23, 2015	2,319,739
	<b>Xsys, Inc.</b>	
1,642	Term Loan, 2.71%, Maturing December 31, 2014	1,644,588
1,834	Term Loan, 2.71%, Maturing December 31, 2014	1,837,789
		<b>\$ 36,211,608</b>
<b>Radio and Television 2.4%</b>		
	<b>Block Communications, Inc.</b>	
903	Term Loan, 2.30%, Maturing December 22, 2011	\$ 882,194

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	<b>CMP KC, LLC</b>	
1,047	Term Loan, 6.42%, Maturing May 3, 2011 <sup>(2)(5)</sup>	300,545
	<b>Gray Television, Inc.</b>	
713	Term Loan, 3.77%, Maturing December 31, 2014	710,432
	<b>HIT Entertainment, Inc.</b>	
960	Term Loan, 5.56%, Maturing June 1, 2012	943,254
	<b>Live Nation Worldwide, Inc.</b>	
2,605	Term Loan, 4.50%, Maturing November 7, 2016	2,623,745
	<b>Mission Broadcasting, Inc.</b>	
592	Term Loan, 5.00%, Maturing September 30, 2016	593,256
	<b>New Young Broadcasting Holding Co., Inc.</b>	
216	Term Loan, 8.00%, Maturing June 30, 2015	217,689
	<b>Nexstar Broadcasting, Inc.</b>	
926	Term Loan, 5.00%, Maturing September 30, 2016	930,227
	<b>Raycom TV Broadcasting, LLC</b>	
1,119	Term Loan, 1.81%, Maturing June 25, 2014	1,099,786



Principal Amount* (000 \$ omitted)	Borrower/Tranche Description	Value
	<b>Univision Communications, Inc.</b>	
1,940	Term Loan, 2.51%, Maturing September 29, 2014	\$ 1,897,217
1,940	Term Loan, 4.51%, Maturing March 31, 2017	1,897,063
	<b>Weather Channel</b>	
2,275	Term Loan, 4.25%, Maturing February 13, 2017	2,300,878
		<b>\$ 14,396,286</b>
<b>Retailers (Except Food and Drug) 4.2%</b>		
	<b>Amscan Holdings, Inc.</b>	
1,746	Term Loan, 6.75%, Maturing December 4, 2017	\$ 1,767,437
	<b>FTD, Inc.</b>	
1,161	Term Loan, 6.75%, Maturing August 26, 2014	1,168,413
	<b>Harbor Freight Tools USA, Inc.</b>	
2,075	Term Loan, 6.50%, Maturing December 22, 2017	2,101,369
	<b>J Crew Operating Corp.</b>	
1,825	Term Loan, 4.75%, Maturing January 26, 2018	1,827,852
	<b>Michaels Stores, Inc.</b>	
1,852	Term Loan, 2.58%, Maturing October 31, 2013	1,849,643
	<b>Neiman Marcus Group, Inc.</b>	
3,412	Term Loan, 4.30%, Maturing April 6, 2016	3,437,629
	<b>Orbitz Worldwide, Inc.</b>	
2,177	Term Loan, 3.29%, Maturing July 25, 2014	2,040,030
	<b>PETCO Animal Supplies, Inc.</b>	
1,400	Term Loan, Maturing November 24, 2017 <sup>(7)</sup>	1,407,875
	<b>Pilot Travel Centers, LLC</b>	
1,159	Term Loan, 5.25%, Maturing June 30, 2016	1,172,967
	<b>Rent-A-Center, Inc.</b>	
3	Term Loan, 2.06%, Maturing June 30, 2012	2,596
622	Term Loan, 3.31%, Maturing March 31, 2015	623,930
	<b>Savers, Inc.</b>	
1,340	Term Loan, 5.75%, Maturing March 11, 2016	1,350,483
	<b>Visant Corp.</b>	
1,222	Term Loan, 7.00%, Maturing December 22, 2016	1,236,316
	<b>Visant Holding Corp.</b>	
1,600	Term Loan, Maturing December 31, 2016 <sup>(7)</sup>	1,600,000
	<b>Vivarte</b>	
EUR 29	Term Loan, 2.78%, Maturing March 9, 2015	38,378
EUR 62	Term Loan, 2.78%, Maturing March 9, 2015	83,911
EUR 347	Term Loan, 2.78%, Maturing March 9, 2015	466,388
EUR 441	Term Loan, 3.40%, Maturing March 8, 2016	591,929
EUR 18	Term Loan, 3.40%, Maturing May 29, 2016	24,718
EUR 71	Term Loan, 3.40%, Maturing May 29, 2016	95,619
	<b>Yankee Candle Company, Inc. (The)</b>	
2,151	Term Loan, 2.27%, Maturing February 6, 2014	2,148,462

			<b>\$ 25,035,945</b>
<b>Steel</b>	<b>0.1%</b>		
		<b>Niagara Corp.</b>	
766		Term Loan, 10.50%, Maturing June 29, 2014 <sup>(2)(5)</sup>	\$ 725,860
			<b>\$ 725,860</b>
<b>Surface Transport</b>	<b>0.4%</b>		
		<b>Swift Transportation Co., Inc.</b>	
2,571		Term Loan, 6.00%, Maturing December 21, 2016	\$ 2,589,518
			<b>\$ 2,589,518</b>
<b>Telecommunications</b>	<b>6.1%</b>		
		<b>Alaska Communications Systems Holdings, Inc.</b>	
2,075		Term Loan, 5.50%, Maturing October 21, 2016	\$ 2,090,563
		<b>Asurion Corp.</b>	
4,271		Term Loan, 3.27%, Maturing July 3, 2014	4,212,212

<b>Principal Amount*</b> (000 s omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
2,000	Term Loan, 6.75%, Maturing March 31, 2015 <b>CommScope, Inc.</b>	\$ 2,030,358
2,300	Term Loan, 5.00%, Maturing January 14, 2018 <b>Intelsat Jackson Holdings SA</b>	2,337,853
11,775	Term Loan, 5.25%, Maturing April 2, 2018 <b>Macquarie UK Broadcast Ventures, Ltd.</b>	11,885,391
GBP 828	Term Loan, 2.62%, Maturing December 1, 2014 <b>MetroPCS Wireless</b>	1,248,371
995	Term Loan, 3.81%, Maturing November 4, 2016 <b>NTelos, Inc.</b>	1,001,541
1,979	Term Loan, 6.00%, Maturing August 7, 2015 <b>Telesat Canada, Inc.</b>	1,993,584
157	Term Loan, 3.27%, Maturing October 31, 2014	156,638
1,823	Term Loan, 3.27%, Maturing October 31, 2014 <b>TowerCo Finance, LLC</b>	1,823,581
750	Term Loan, 5.25%, Maturing February 2, 2017 <b>Wind Telecomunicazioni SpA</b>	756,094
EUR 4,100	Term Loan, Maturing December 15, 2017 <sup>(7)</sup> <b>Windstream Corp.</b>	5,680,188
1,363	Term Loan, 3.06%, Maturing December 17, 2015	1,371,228
		<b>\$ 36,587,602</b>
<b>Utilities 2.4%</b>		
500	<b>Astoria Generating Co.</b> Term Loan - Second Lien, 4.06%, Maturing August 23, 2013	\$ 498,021
967	<b>BRSP, LLC</b> Term Loan, 7.50%, Maturing June 4, 2014	978,844
261	<b>Covanta Energy Corp.</b> Term Loan, 1.80%, Maturing February 10, 2014	260,335
510	Term Loan, 1.81%, Maturing February 10, 2014	508,975
625	<b>EquiPower Resources Holdings, LLC</b> Term Loan, 5.75%, Maturing January 26, 2018	632,031
987	<b>New Development Holdings, Inc.</b> Term Loan, 7.00%, Maturing July 3, 2017	999,785
285	<b>NRG Energy, Inc.</b> Term Loan, 2.04%, Maturing February 1, 2013	284,990
1	Term Loan, 2.05%, Maturing February 1, 2013	945
1,358	Term Loan, 3.55%, Maturing August 31, 2015	1,369,743
2,470	Term Loan, 3.55%, Maturing August 31, 2015	2,492,473
801	<b>Pike Electric, Inc.</b> Term Loan, 2.06%, Maturing July 2, 2012	796,760
217	Term Loan, 2.06%, Maturing December 10, 2012	216,299
987	<b>TXU Texas Competitive Electric Holdings Co., LLC</b> Term Loan, 3.77%, Maturing October 10, 2014	834,469

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1,451	Term Loan, 3.77%, Maturing October 10, 2014	1,224,171
3,803	Term Loan, 3.79%, Maturing October 10, 2014	3,214,310
		<b>\$ 14,312,151</b>

**Total Senior Floating-Rate Interests**  
**(identified cost \$812,805,250)** **\$ 822,657,822**

**Corporate Bonds & Notes 10.4%****Principal  
Amount\***

<b>(000 s omitted)</b>	<b>Security</b>	<b>Value</b>
<b>Aerospace and Defense 0.2%</b>		
<b>International Lease Finance Corp., Sr. Notes</b>		
400	6.50%, 9/1/14 <sup>(8)</sup>	\$ 433,400
400	6.75%, 9/1/16 <sup>(8)</sup>	435,000
400	7.125%, 9/1/18 <sup>(8)</sup>	438,500
		<b>\$ 1,306,900</b>
<b>Automotive 0.2%</b>		
<b>Allison Transmission, Inc.</b>		
25	11.00%, 11/1/15 <sup>(8)</sup>	\$ 27,312
670	11.25%, 11/1/15 <sup>(2)(8)</sup>	733,650
<b>American Axle &amp; Manufacturing Holdings, Inc., Sr. Notes</b>		
150	9.25%, 1/15/17 <sup>(8)</sup>	169,500
<b>Commercial Vehicle Group, Inc., Sr. Notes</b>		
110	8.00%, 7/1/13	110,825
		<b>\$ 1,041,287</b>
<b>Broadcast Radio and Television 0.5%</b>		
<b>Clear Channel Communications, Inc., Sr. Notes</b>		
1,000	6.25%, 3/15/11	\$ 1,002,500
<b>Entravision Communications Corp., Sr. Notes</b>		
1,000	8.75%, 8/1/17 <sup>(8)</sup>	1,085,000
<b>Rainbow National Services, LLC, Sr. Sub. Notes</b>		
335	10.375%, 9/1/14 <sup>(8)</sup>	349,656
<b>XM Satellite Radio Holdings, Inc.</b>		
480	13.00%, 8/1/13 <sup>(8)</sup>	574,800
		<b>\$ 3,011,956</b>
<b>Building and Development 0.9%</b>		
<b>AMO Escrow Corp., Sr. Notes</b>		
2,150	11.50%, 12/15/17 <sup>(8)</sup>	\$ 2,311,250
<b>Grohe Holding GmbH, Variable Rate</b>		
EUR 2,000	3.873%, 1/15/14 <sup>(9)</sup>	2,770,249
		<b>\$ 5,081,499</b>
<b>Business Equipment and Services 0.6%</b>		
<b>Brocade Communications Systems, Inc., Sr. Notes</b>		
40	6.625%, 1/15/18	\$ 42,250
40	6.875%, 1/15/20	43,100

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	<b>Education Management, LLC, Sr. Notes</b>	
445	8.75%, 6/1/14	459,462
	<b>Education Management, LLC, Sr. Sub. Notes</b>	
97	10.25%, 6/1/16	101,850
	<b>MediMedia USA, Inc., Sr. Sub. Notes</b>	
180	11.375%, 11/15/14 <sup>(8)</sup>	155,700
	<b>RSC Equipment Rental, Inc., Sr. Notes</b>	
750	10.00%, 7/15/17 <sup>(8)</sup>	866,250
	<b>SunGard Data Systems, Inc., Sr. Notes</b>	
1,380	10.625%, 5/15/15	1,535,250
	<b>Ticketmaster Entertainment, Inc.</b>	
220	10.75%, 8/1/16	242,550
		<b>\$ 3,446,412</b>
	<b>Cable and Satellite Television 0.5%</b>	
	<b>Virgin Media Finance PLC, Sr. Notes</b>	
2,500	6.50%, 1/15/18	\$ 2,750,000
		<b>\$ 2,750,000</b>

<b>Principal Amount*</b> (000 s omitted)	<b>Security</b>	<b>Value</b>
<b>Chemicals and Plastics 0.1%</b>		
	<b>CII Carbon, LLC</b>	
195	11.125%, 11/15/15 <sup>(8)</sup>	\$ 204,019
	<b>INEOS Group Holdings PLC, Sr. Sub. Notes</b>	
345	8.50%, 2/15/16 <sup>(8)</sup>	350,175
	<b>Wellman Holdings, Inc., Sr. Sub. Notes</b>	
161	5.00%, 1/29/19 <sup>(2)(5)</sup>	0
		<b>\$ 554,194</b>
<b>Conglomerates 0.0%</b> <sup>(0)</sup>		
	<b>RBS Global &amp; Rexnord Corp.</b>	
175	11.75%, 8/1/16	\$ 190,313
		<b>\$ 190,313</b>
<b>Containers and Glass Products 0.3%</b>		
	<b>Berry Plastics Corp., Sr. Notes, Variable Rate</b>	
1,000	5.053%, 2/15/15	\$ 1,005,000
	<b>Intertape Polymer US, Inc., Sr. Sub. Notes</b>	
865	8.50%, 8/1/14	750,387
		<b>\$ 1,755,387</b>
<b>Cosmetics/Toiletries 0.3%</b>		
	<b>Revlon Consumer Products Corp.</b>	
1,420	9.75%, 11/15/15 <sup>(8)</sup>	\$ 1,547,800
		<b>\$ 1,547,800</b>
<b>Electronics/Electrical 0.1%</b>		
	<b>NXP BV/NXP Funding, LLC, Variable Rate</b>	
875	3.053%, 10/15/13	\$ 873,906
		<b>\$ 873,906</b>
<b>Equipment Leasing 0.0%</b> <sup>(0)</sup>		
	<b>Hertz Corp.</b>	
22	8.875%, 1/1/14	\$ 22,688
		<b>\$ 22,688</b>
<b>Financial Intermediaries 1.0%</b>		
	<b>Ford Motor Credit Co., Sr. Notes</b>	
2,250	12.00%, 5/15/15	\$ 2,844,880

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	260	8.00%, 12/15/16		294,866
		<b>UPCB Finance II, Ltd., Sr. Notes</b>		
EUR	1,000	6.375%, 7/1/20 <sup>(8)</sup>		1,366,150
		<b>UPCB Finance III, Ltd., Sr. Notes</b>		
	1,375	6.625%, 7/1/20 <sup>(8)</sup>		1,376,719
				<b>\$ 5,882,615</b>
<b>Food Products</b>	<b>0.2%</b>			
		<b>Smithfield Foods, Inc., Sr. Notes</b>		
	1,000	10.00%, 7/15/14 <sup>(8)</sup>	\$	1,185,000
				<b>\$ 1,185,000</b>
<b>Food Service</b>	<b>0.2%</b>			
		<b>NPC International, Inc., Sr. Sub. Notes</b>		
	280	9.50%, 5/1/14	\$	290,150
		<b>U.S. Foodservice, Inc., Sr. Notes</b>		
	940	10.25%, 6/30/15 <sup>(8)</sup>		982,300
				<b>\$ 1,272,450</b>
<b>Food/Drug Retailers</b>	<b>0.1%</b>			
		<b>General Nutrition Center, Sr. Notes, Variable Rate</b>		
	245	5.75%, 3/15/14 <sup>(2)</sup>	\$	245,766



<b>Principal Amount*</b> (000 \$ omitted)	<b>Security</b>	<b>Value</b>
	<b>General Nutrition Center, Sr. Sub. Notes</b>	
430	10.75%, 3/15/15	\$ 434,300
		<b>\$ 680,066</b>
<b>Forest Products</b>	<b>0.0%</b>	
	<b>Verso Paper Holdings, LLC/Verso Paper, Inc.</b>	
255	11.375%, 8/1/16	\$ 272,213
		<b>\$ 272,213</b>
<b>Health Care</b>	<b>0.2%</b>	
	<b>Accellent, Inc., Sr. Notes</b>	
180	8.375%, 2/1/17	\$ 191,700
	<b>Biomet, Inc.</b>	
125	10.375%, 10/15/17 <sup>(2)</sup>	140,469
600	11.625%, 10/15/17	679,500
	<b>DJO Finance, LLC/DJO Finance Corp.</b>	
240	10.875%, 11/15/14 <sup>(8)</sup>	264,300
	<b>HCA, Inc.</b>	
145	9.25%, 11/15/16	157,325
		<b>\$ 1,433,294</b>
<b>Industrial Equipment</b>	<b>0.3%</b>	
	<b>CEVA Group PLC, Sr. Notes</b>	
205	11.50%, 4/1/18 <sup>(8)</sup>	\$ 226,012
	<b>Chart Industries, Inc., Sr. Sub. Notes</b>	
215	9.125%, 10/15/15	221,450
	<b>Terex Corp., Sr. Notes</b>	
1,000	10.875%, 6/1/16	1,175,000
		<b>\$ 1,622,462</b>
<b>Insurance</b>	<b>0.1%</b>	
	<b>Alliant Holdings I, Inc.</b>	
115	11.00%, 5/1/15 <sup>(8)</sup>	\$ 122,188
	<b>HUB International Holdings, Inc., Sr. Notes</b>	
140	9.00%, 12/15/14 <sup>(8)</sup>	147,350
	<b>U.S.I. Holdings Corp., Sr. Notes, Variable Rate</b>	
115	4.188%, 11/15/14 <sup>(8)</sup>	111,550
		<b>\$ 381,088</b>
<b>Leisure Goods/Activities/Movies</b>	<b>0.1%</b>	

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	<b>AMC Entertainment, Inc., Sr. Notes</b>		
85	8.75%, 6/1/19	\$	91,694
	<b>HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp.</b>		
220	12.50%, 4/1/13 <sup>(4)(5)(8)</sup>		0
	<b>HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp., Variable Rate</b>		
405	0.00%, 4/1/12 <sup>(4)(5)(8)</sup>		0
	<b>Royal Caribbean Cruises, Sr. Notes</b>		
105	7.00%, 6/15/13		113,137
40	6.875%, 12/1/13		43,050
25	7.25%, 6/15/16		27,000
50	7.25%, 3/15/18		53,750
		\$	<b>328,631</b>
<b>Lodging and Casinos 0.7%</b>			
	<b>Buffalo Thunder Development Authority</b>		
535	9.375%, 12/15/14 <sup>(8)</sup>	\$	184,575
	<b>CCM Merger, Inc.</b>		
105	8.00%, 8/1/13 <sup>(8)</sup>		106,575
	<b>Chukchansi EDA, Sr. Notes, Variable Rate</b>		
310	3.943%, 11/15/12 <sup>(8)</sup>		234,825

<b>Principal Amount*</b> (000 s omitted)	<b>Security</b>	<b>Value</b>
	<b>Fontainebleau Las Vegas Casino, LLC</b>	
525	10.25%, 6/15/15 <sup>(8)</sup>	\$ 2,625
	<b>Harrah s Operating Co., Inc., Sr. Notes</b>	
1,000	11.25%, 6/1/17	1,140,000
	<b>Inn of the Mountain Gods Resort &amp; Casino, Sr. Notes</b>	
381	1.25%, 11/30/20 <sup>(2)(5)(8)</sup>	174,628
169	8.75%, 11/30/20 <sup>(5)(8)</sup>	169,000
	<b>Majestic HoldCo, LLC</b>	
150	12.50%, 11/15/11 <sup>(4)(8)</sup>	15
	<b>Mohegan Tribal Gaming Authority, Sr. Sub. Notes</b>	
165	8.00%, 4/1/12	142,312
240	7.125%, 8/15/14	177,000
260	6.875%, 2/15/15	190,450
	<b>Peninsula Gaming, LLC</b>	
1,000	10.75%, 8/15/17 <sup>(8)</sup>	1,110,000
	<b>San Pasqual Casino</b>	
125	8.00%, 9/15/13 <sup>(8)</sup>	125,938
	<b>Seminole Hard Rock Entertainment, Variable Rate</b>	
95	2.802%, 3/15/14 <sup>(8)</sup>	93,100
	<b>Tunica-Biloxi Gaming Authority, Sr. Notes</b>	
345	9.00%, 11/15/15 <sup>(8)</sup>	345,862
	<b>Waterford Gaming, LLC, Sr. Notes</b>	
258	8.625%, 9/15/14 <sup>(5)(8)</sup>	166,384
		<b>\$ 4,363,289</b>
<b>Oil and Gas 0.4%</b>		
	<b>Cloud Peak Energy Resources, LLC/Cloud Peak Energy Finance Corp.</b>	
1,000	8.25%, 12/15/17	\$ 1,092,500
335	8.50%, 12/15/19	371,012
	<b>Compton Petroleum Finance Corp.</b>	
165	10.00%, 9/15/17	131,325
	<b>El Paso Corp., Sr. Notes</b>	
127	9.625%, 5/15/12	135,235
	<b>Forbes Energy Services, Sr. Notes</b>	
325	11.00%, 2/15/15	335,969
	<b>Petroleum Development Corp., Sr. Notes</b>	
135	12.00%, 2/15/18	153,225
	<b>Petroplus Finance, Ltd.</b>	
160	7.00%, 5/1/17 <sup>(8)</sup>	157,200
	<b>Quicksilver Resources, Inc., Sr. Notes</b>	
135	11.75%, 1/1/16	158,288
	<b>SESI, LLC, Sr. Notes</b>	
65	6.875%, 6/1/14	66,625

			<b>\$ 2,601,379</b>
<b>Publishing</b>	<b>0.4%</b>		
		<b>Laureate Education, Inc.</b>	
1,100	10.00%, 8/15/15 <sup>(8)</sup>		\$ 1,157,750
1,384	10.25%, 8/15/15 <sup>(2)(8)</sup>		1,480,890
			<b>\$ 2,638,640</b>
<b>Rail Industries</b>	<b>0.2%</b>		
		<b>American Railcar Industry, Sr. Notes</b>	
195	7.50%, 3/1/14		\$ 200,850
		<b>Kansas City Southern Mexico, Sr. Notes</b>	
315	7.625%, 12/1/13		321,300
100	7.375%, 6/1/14		104,750
500	8.00%, 2/1/18		548,750
			<b>\$ 1,175,650</b>

<b>Principal Amount*</b> (000 s omitted)	<b>Security</b>	<b>Value</b>
<b>Retailers (Except Food and Drug) 0.6%</b>		
	<b>Amscan Holdings, Inc., Sr. Sub. Notes</b>	
455	8.75%, 5/1/14	\$ 464,100
	<b>Neiman Marcus Group, Inc.</b>	
718	9.00%, 10/15/15	755,736
	<b>Sally Holdings, LLC, Sr. Notes</b>	
670	9.25%, 11/15/14	706,850
510	10.50%, 11/15/16	563,550
	<b>Toys R Us</b>	
1,000	10.75%, 7/15/17	1,147,500
		<b>\$ 3,637,736</b>
<b>Steel 0.0%</b> <sup>(10)</sup>		
	<b>RathGibson, Inc., Sr. Notes</b>	
495	11.25%, 2/15/14 <sup>(4)</sup>	\$ 50
		<b>\$ 50</b>
<b>Telecommunications 0.6%</b>		
	<b>Avaya, Inc., Sr. Notes</b>	
1,000	9.75%, 11/1/15	\$ 1,040,000
	<b>Clearwire Communications, LLC/Clearwire Finance, Inc., Sr. Notes</b>	
500	12.00%, 12/1/15 <sup>(8)</sup>	547,500
	<b>Intelsat Bermuda, Ltd.</b>	
900	11.25%, 6/15/16	967,500
	<b>NII Capital Corp.</b>	
335	10.00%, 8/15/16	381,062
	<b>Telesat Canada/Telesat, LLC, Sr. Notes</b>	
590	11.00%, 11/1/15	665,225
		<b>\$ 3,601,287</b>
<b>Utilities 1.6%</b>		
	<b>Calpine Corp., Sr. Notes</b>	
5,100	7.50%, 2/15/21 <sup>(8)</sup>	\$ 5,240,250
3,825	7.875%, 1/15/23 <sup>(8)</sup>	3,934,969
	<b>NGC Corp.</b>	
430	7.625%, 10/15/26	288,100
	<b>Reliant Energy, Inc., Sr. Notes</b>	
20	7.625%, 6/15/14	21,000
		<b>\$ 9,484,319</b>

**Total Corporate Bonds & Notes**  
**(identified cost \$60,521,023)** **\$ 62,142,511**

**Asset-Backed Securities 0.8%**

**Principal  
Amount**

<b>(000 s omitted)</b>	<b>Security</b>	<b>Value</b>
\$ 462	Alzette European CLO SA, Series 2004-1A, Class E2, 6.802%, 12/15/20 <sup>(11)</sup>	\$ 395,735
589	Avalon Capital Ltd. 3, Series 1A, Class D, 2.263%, 2/24/19 <sup>(8)(11)</sup>	477,157
753	Babson Ltd., Series 2005-1A, Class C1, 2.253%, 4/15/19 <sup>(8)(11)</sup>	617,080
1,000	Bryant Park CDO Ltd., Series 2005-1A, Class C, 2.353%, 1/15/19 <sup>(8)(11)</sup>	707,957
985	Centurion CDO 8 Ltd., Series 2005-8A, Class D, 5.803%, 3/8/17 <sup>(11)</sup>	883,613
750	Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 5.053%, 7/17/19 <sup>(11)</sup>	628,626
692	Comstock Funding Ltd., Series 2006-1A, Class D, 4.544%, 5/30/20 <sup>(8)(11)</sup>	571,766
1,000	First CLO Ltd., Series 2004-1A1, Class C, 2.604%, 7/27/16 <sup>(8)(11)</sup>	894,551

**Total Asset-Backed Securities**  
**(identified cost \$6,057,427)** **\$ 5,176,485**

**Common Stocks 1.9%**

<b>Shares</b>	<b>Security</b>	<b>Value</b>
<b>Automotive 0.5%</b>		
20,780	Dayco Products, LLC <sup>(12)(13)</sup>	\$ 1,212,166
35,798	Hayes Lemmerz International, Inc. <sup>(5)(12)(13)</sup>	1,968,890
		<b>\$ 3,181,056</b>
<b>Building and Development 0.1%</b>		
280	Panolam Holdings Co. <sup>(5)(12)(14)</sup>	\$ 222,631
569	United Subcontractors, Inc. <sup>(5)(12)(13)</sup>	58,722
		<b>\$ 281,353</b>
<b>Chemicals and Plastics 0.0%</b>		
146	Wellman Holdings, Inc. <sup>(5)(12)(13)</sup>	\$ 0
		<b>\$ 0</b>
<b>Diversified Manufacturing 0.0%</b> <sup>(10)</sup>		
357,266	MEGA Brands, Inc. <sup>(12)</sup>	\$ 233,162
		<b>\$ 233,162</b>
<b>Financial Intermediaries 0.0%</b> <sup>(10)</sup>		
168	RTS Investor Corp. <sup>(5)(12)(13)</sup>	\$ 3,954
		<b>\$ 3,954</b>
<b>Food Service 0.0%</b> <sup>(10)</sup>		
25,547	Buffets, Inc. <sup>(5)(12)</sup>	\$ 123,903
		<b>\$ 123,903</b>
<b>Leisure Goods/Activities/Movies 0.3%</b>		
66,174	Metro-Goldwyn-Mayer Holdings, Inc. <sup>(12)(13)</sup>	\$ 1,591,485
		<b>\$ 1,591,485</b>
<b>Lodging and Casinos 0.1%</b>		
83	Greektown Superholdings, Inc. <sup>(12)</sup>	\$ 6,433
37,016	Tropicana Entertainment, Inc. <sup>(12)(13)</sup>	640,839
		<b>\$ 647,272</b>
<b>Nonferrous Metals/Minerals 0.0%</b> <sup>(10)</sup>		
701	Euramax International, Inc. <sup>(12)(13)</sup>	\$ 212,113

			<b>\$ 212,113</b>
<b>Oil and Gas</b>	<b>0.0%</b>		
	1,565	SemGroup Corp. <sup>(12)</sup>	\$ 50,252
			<b>\$ 50,252</b>
<b>Publishing</b>	<b>0.6%</b>		
	4,429	Ion Media Networks, Inc. <sup>(5)(12)(13)</sup>	\$ 2,546,675
	29,104	MediaNews Group, Inc. <sup>(5)(12)(13)</sup>	785,810
	2,290	Source Interlink Companies, Inc. <sup>(5)(12)(13)</sup>	28,854
	10,855	SuperMedia, Inc. <sup>(12)</sup>	91,399
			<b>\$ 3,452,738</b>
<b>Radio and Television</b>	<b>0.2%</b>		
	355	New Young Broadcasting Holding Co., Inc. <sup>(5)(12)(13)</sup>	\$ 838,687
			<b>\$ 838,687</b>
<b>Steel</b>	<b>0.1%</b>		
	13,108	KNIA Holdings, Inc. <sup>(5)(12)(13)</sup>	\$ 151,917
	22,100	RathGibson Acquisition Co., LLC <sup>(5)(12)(14)</sup>	518,024
			<b>\$ 669,941</b>
<b>Total Common Stocks</b>			
<b>(identified cost \$6,050,247)</b>			<b>\$ 11,285,916</b>



**Warrants 0.0%**

Shares	Security	Value
<b>Oil and Gas 0.0%</b>		
1,647	SemGroup Corp., Expires 11/30/14 <sup>(12)</sup>	\$ 13,588
		<b>\$ 13,588</b>
<b>Publishing 0.0%</b>		
1,609	Reader's Digest Association, Inc. (The), Expires 2/19/14 <sup>(12)(13)</sup>	\$ 0
		<b>\$ 0</b>
<b>Radio and Television 0.0%</b>		
4	New Young Broadcasting Holding Co., Inc., Expires 12/24/24 <sup>(5)(12)(13)</sup>	\$ 9,450
		<b>\$ 9,450</b>
<b>Retailers (Except Food and Drug) 0.0%</b>		
6,680	Oriental Trading Co., Inc., Expires 2/11/16 <sup>(12)(13)</sup>	\$ 0
7,328	Oriental Trading Co., Inc., Expires 2/11/16 <sup>(12)(13)</sup>	0
		<b>\$ 0</b>
<b>Total Warrants</b>		
<b>(identified cost \$6,891)</b>		<b>\$ 23,038</b>

**Short-Term Investments 6.4%**

Interest/ Principal Amount (000's Omitted)	Description	Value
\$ 36,558	Eaton Vance Cash Reserves Fund, LLC, 0.18% <sup>(15)</sup>	\$ 36,557,562
1,739	State Street Bank and Trust Euro Time Deposit, 0.01%, 3/1/11	1,738,594
<b>Total Short-Term Investments</b>		
<b>(identified cost \$38,296,156)</b>		<b>\$ 38,296,156</b>
<b>Total Investments 157.0%</b>		
<b>(identified cost \$923,736,994)</b>		<b>\$ 939,581,928</b>

<b>Less Unfunded Loan Commitments</b>	<b>(0.2)%</b>	<b>\$ (1,443,620)</b>
<b>Net Investments</b>	<b>156.8%</b>	
<b>(identified cost \$922,293,374)</b>		<b>\$ 938,138,308</b>
<b>Other Assets, Less Liabilities</b>	<b>(43.4)%</b>	<b>\$ (259,785,394)</b>
<b>Auction Preferred Shares Plus Cumulative Unpaid Dividends</b>	<b>(13.4)%</b>	<b>\$ (80,029,474)</b>
<b>Net Assets Applicable to Common Shares</b>	<b>100.0%</b>	<b>\$ 598,323,440</b>

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) Represents a payment-in-kind security which may pay all or a portion of interest/dividends in additional par/shares.

- (3) 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.
- (4) 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.
- (5) Security valued at fair value using methods determined in good faith by or at the direction of the Trustees.
- (6) Defaulted matured security. For a variable rate security, interest rate has been adjusted to reflect non-accrual status.
- (7) This Senior Loan will settle after February 28, 2011, at which time the interest rate will be determined.
- (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 February 28, 2011, the aggregate value of these securities is \$33,964,178 or 5.7% of the Trust's net assets applicable to common shares.
- (9) 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.
- (10) Amount is less than 0.05%.
- (11) Variable rate security. The stated interest rate represents the rate in effect at February 28, 2011.
- (12) Non-income producing security.
- (13) Security was acquired in connection with a restructuring of a Senior Loan and may be subject to restrictions on resale.
- (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 February 28, 2011. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended February 28, 2011 was \$28,975.

A summary of open financial instruments at February 28, 2011 is as follows:

#### **Forward Foreign Currency Exchange Contracts**

#### **Sales**

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<b>Settlement Date</b>	<b>Deliver</b>	<b>In Exchange For</b>	<b>Counterparty</b>	<b>Net Unrealized Depreciation</b>
3/31/11	British Pound Sterling 990,000	United States Dollar 1,589,613	Deutsche Bank	\$ (19,405)
3/31/11	British Pound Sterling 3,855,000	United States Dollar 6,139,974	Goldman Sachs, Inc.	(125,445)
3/31/11	Euro 10,000,000	United States Dollar 13,725,000	HSBC Bank USA	(69,490)
4/28/11	British Pound Sterling 3,972,049	United States Dollar 6,322,788	JPMorgan Chase Bank	(131,051)
4/29/11	Euro 10,446,555	United States Dollar 14,337,792	Deutsche Bank	(67,778)
5/31/11	British Pound Sterling 5,131,694	United States Dollar 8,245,042	JPMorgan Chase Bank	(89,169)
5/31/11	Euro 11,701,029	United States Dollar 16,104,535	Citigroup Global Markets	(23,138)
				<b>\$ (525,476)</b>

At February 28, 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 objectives. 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 February 28, 2011, the aggregate fair value of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) in a liability position and whose primary underlying risk exposure is foreign exchange risk was \$525,476.

The cost and unrealized appreciation (depreciation) of investments of the Trust at February 28, 2011, as determined on a federal income tax basis, were as follows:

<b>Aggregate cost</b>	<b>\$ 923,168,396</b>
Gross unrealized appreciation	\$ 30,460,580
Gross unrealized depreciation	(15,490,668)
<b>Net unrealized appreciation</b>	<b>\$ 14,969,912</b>



**Restricted Securities**

At February 28, 2011, the Trust owned the following securities (representing 0.1% 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.

<b>Description</b>	<b>Date of Acquisition</b>	<b>Shares</b>	<b>Cost</b>	<b>Value</b>
<b>Common Stocks</b>				
Panolam Holdings Co.	12/30/09	280	\$ 153,860	\$ 222,631
RathGibson Acquisition Co., LLC	6/14/10	22,100	117,286	518,024
<b>Total Restricted Securities</b>			<b>\$ 271,146</b>	<b>\$ 740,655</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.

At February 28, 2011, the hierarchy of inputs used in valuing the Trust's investments, 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)	\$	\$ 818,943,416	\$ 2,270,786	\$ 821,214,202
Corporate Bonds & Notes		61,632,499	510,012	62,142,511
Asset-Backed Securities		5,176,485		5,176,485
Common Stocks	374,813	3,663,036	7,248,067	11,285,916
Warrants		13,588	9,450	23,038

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Short-Term Investments		38,296,156		38,296,156
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<b>Total</b>	<b>\$ 374,813</b>	<b>\$ 927,725,180</b>	<b>\$ 10,038,315</b>	<b>\$ 938,138,308</b>
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**Liability Description**

Forward Foreign Currency Exchange Contracts	\$	\$ (525,476)	\$	\$ (525,476)
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<b>Total</b>	<b>\$</b>	<b>\$ (525,476)</b>	<b>\$</b>	<b>\$ (525,476)</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:

	<b>Investments in Senior Floating-Rate Interests</b>	<b>Investments in Corporate Bonds &amp; Notes</b>	<b>Investments in Common Stocks and Warrants</b>	<b>Total</b>
<b>Balance as of May 31, 2010</b>	<b>\$ 1,057,240</b>	<b>\$ 427,089</b>	<b>\$ 1,793,084</b>	<b>\$ 3,277,413</b>
Realized gains (losses)	(500,058)	1,250	63,493	(435,315)
Change in net unrealized appreciation (depreciation)	21,530	(99,661)	4,205,037	4,126,906
Cost of purchases	526,135	330,710	1,238,291	2,095,136
Proceeds from sales	(27,717)	(36,763)	(563,588)	(628,068)
Accrued discount (premium)	10,100	8,662		18,762
Transfers to Level 3*	1,183,556		606,174	1,789,730
Transfers from Level 3*		(121,275)	(84,974)	(206,249)
<b>Balance as of February 28, 2011</b>	<b>\$ 2,270,786</b>	<b>\$ 510,012</b>	<b>\$ 7,257,517</b>	<b>\$ 10,038,315</b>
<b>Change in net unrealized appreciation (depreciation) on investments still held as of February 28, 2011</b>	<b>\$ (478,470)</b>	<b>\$ (106,724)</b>	<b>\$ 4,205,037</b>	<b>\$ 3,619,843</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. Transfers from Level 3 to Level 2 were due to increased market trading activity resulting in the availability of significant observable inputs in determining the fair value of these investments.

At February 28, 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.

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**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: April 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: April 25, 2011

By: /s/ Barbara E. Campbell  
Barbara E. Campbell  
Treasurer

Date: April 25, 2011