

EATON VANCE SENIOR FLOATING RATE TRUST  
Form N-Q  
September 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**  
**811-21411**

**Investment Company Act File Number**  
**Eaton Vance Senior Floating-Rate 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)

October 31  
Date of Fiscal Year End

July 31, 2011  
Date of Reporting Period

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**Item 1. Schedule of Investments**

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**Eaton Vance  
Senior Floating-Rate Trust  
July 31, 2011**

**PORTFOLIO OF INVESTMENTS (Unaudited)**

**Senior Floating-Rate Interests 143.7%**

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>	<b>Value</b>
<b>Aerospace and Defense 3.0%</b>	<b>(000 s omitted)</b>	
<b>Aeroflex, Inc.</b>		
Term Loan, 4.25%, Maturing May 9, 2018	675	\$ 673,309
<b>Booz Allen Hamilton, Inc.</b>		
Term Loan, 4.00%, Maturing August 3, 2017	474	475,801
<b>DAE Aviation Holdings, Inc.</b>		
Term Loan, 5.26%, Maturing July 31, 2014	889	887,467
Term Loan, 5.26%, Maturing July 31, 2014	925	923,638
<b>Delos Aircraft, Inc.</b>		
Term Loan, 7.00%, Maturing March 17, 2016	1,425	1,435,179
<b>Doncasters (Dundee HoldCo 4 Ltd.)</b>		
Term Loan, 4.19%, Maturing May 15, 2015	391	368,174
Term Loan, 4.69%, Maturing May 13, 2016	391	368,174
Term Loan - Second Lien, 6.64%, Maturing January 13, 2016	GBP 500	763,275
<b>Ducommun, Inc.</b>		
Term Loan, 5.50%, Maturing June 28, 2017	525	528,117
<b>DynCorp International, LLC</b>		
Term Loan, 6.25%, Maturing July 5, 2016	817	822,871
<b>Evergreen International Aviation</b>		
Term Loan, 12.25%, Maturing July 5, 2016	875	853,125
<b>IAP Worldwide Services, Inc.</b>		
Term Loan, 9.25%, Maturing December 28, 2012	1,782	1,780,781
<b>International Lease Finance Co.</b>		
Term Loan, 6.75%, Maturing March 17, 2015	850	855,388
<b>Spirit AeroSystems, Inc.</b>		
Term Loan, 3.44%, Maturing September 30, 2016	1,553	1,563,653
<b>TransDigm, Inc.</b>		
Term Loan, 4.00%, Maturing February 14, 2017	2,139	2,144,598
<b>Wesco Aircraft Hardware Corp.</b>		
Term Loan, 4.25%, Maturing April 7, 2017	432	434,646
<b>Wyle Services Corp.</b>		
Term Loan, 5.75%, Maturing March 27, 2017	854	858,417
		<b>\$ 15,736,613</b>

**Automotive 5.2%**

<b>Allison Transmission, Inc.</b>		
Term Loan, 2.94%, Maturing August 7, 2014	3,704	\$ 3,633,956
<b>Autoparts Holdings, Ltd.</b>		
Term Loan, Maturing July 28, 2017 <sup>(2)</sup>	400	398,000
<b>Chrysler Group, LLC</b>		
Term Loan, 6.00%, Maturing May 24, 2017	3,250	3,169,767
<b>Delphi Corp.</b>		
Term Loan, 3.50%, Maturing March 31, 2017	1,924	1,934,129
<b>Federal-Mogul Corp.</b>		
Term Loan, 2.13%, Maturing December 29, 2014	2,438	2,328,573
Term Loan, 2.13%, Maturing December 28, 2015	3,064	2,926,197
<b>Ford Motor Co.</b>		
Term Loan, 2.94%, Maturing December 16, 2013	1,405	1,405,553
<b>Goodyear Tire &amp; Rubber Co.</b>		
Term Loan - Second Lien, 1.94%, Maturing April 30, 2014	5,400	5,216,783
<b>HHI Holdings, LLC</b>		
Term Loan, 7.00%, Maturing March 21, 2017	524	524,997
<b>KAR Auction Services, Inc.</b>		
Term Loan, 5.00%, Maturing May 19, 2017	2,850	2,865,778

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 s omitted)	<b>Value</b>
<b>Metaldyne, LLC</b>		
Term Loan, 5.25%, Maturing May 18, 2017	1,496	\$ 1,495,315
<b>TriMas Corp.</b>		
Term Loan, 4.25%, Maturing June 21, 2017	1,050	1,051,313
		<b>\$ 26,950,361</b>
 <b>Brokers, Dealers and Investment Houses 0.3%</b>		
<b>Mondrian Investment Partners, Ltd.</b>		
Term Loan, 5.50%, Maturing July 12, 2018	1,400	\$ 1,400,000
		<b>\$ 1,400,000</b>
 <b>Building and Development 2.4%</b>		
<b>Armstrong World Industries, Inc.</b>		
Term Loan, 4.00%, Maturing March 9, 2018	648	\$ 649,726
<b>Beacon Sales Acquisition, Inc.</b>		
Term Loan, 2.22%, Maturing September 30, 2013	1,072	1,055,181
<b>Brickman Group Holdings, Inc.</b>		
Term Loan, 7.25%, Maturing October 14, 2016	1,169	1,185,566
<b>CB Richard Ellis Services, Inc.</b>		
Term Loan, 3.25%, Maturing March 5, 2018 <sup>(3)</sup>	694	688,211
Term Loan, 3.69%, Maturing September 4, 2019	656	649,567
<b>Forestar USA Real Estate Group, Inc.</b>		
Revolving Loan, 2.43%, Maturing August 6, 2013 <sup>(3)</sup>	244	240,720
Term Loan, 6.50%, Maturing August 6, 2015	2,240	2,228,918
<b>NCI Building Systems, Inc.</b>		
Term Loan, 8.00%, Maturing April 18, 2014	247	244,662
<b>November 2005 Land Investors, LLC</b>		
Term Loan, 0.00%, Maturing March 31, 2011 <sup>(4)</sup>	305	32,008
<b>Panolam Industries Holdings, Inc.</b>		
Term Loan, 8.25%, Maturing December 31, 2013	1,563	1,516,310
<b>RE/MAX International, Inc.</b>		
Term Loan, 5.50%, Maturing April 15, 2016	1,750	1,755,049
<b>Realogy Corp.</b>		
Term Loan, 3.19%, Maturing October 10, 2013	138	130,965
Term Loan, 3.27%, Maturing October 10, 2013	663	628,436
<b>South Edge, LLC</b>		
Term Loan, 0.00%, Maturing October 31, 2009 <sup>(4)</sup>	1,588	1,529,291
		<b>\$ 12,534,610</b>
 <b>Business Equipment and Services 12.1%</b>		

<b>Advantage Sales &amp; Marketing, Inc.</b>		
Term Loan, 5.25%, Maturing December 18, 2017	1,841	\$ 1,854,316
<b>Affinion Group, Inc.</b>		
Term Loan, 5.00%, Maturing October 10, 2016	4,624	4,615,599
<b>Allied Security Holdings, LLC</b>		
Term Loan, 5.00%, Maturing February 3, 2017	574	576,789
<b>BakerCorp.</b>		
Term Loan, 5.00%, Maturing June 1, 2018	850	852,656
<b>BAR/BRI Review Courses, Inc.</b>		
Term Loan, 6.00%, Maturing June 16, 2017	725	723,188
<b>Dealer Computer Services, Inc.</b>		
Term Loan, 3.75%, Maturing April 20, 2018	2,400	2,407,500
<b>Education Management, LLC</b>		
Term Loan, 2.00%, Maturing June 3, 2013	3,999	3,946,526
<b>Fifth Third Processing Solutions, LLC</b>		
Term Loan, 4.50%, Maturing November 3, 2016	1,245	1,244,879
<b>iPayment, Inc.</b>		
Term Loan, 5.75%, Maturing May 8, 2017	943	946,419
<b>Kronos, Inc.</b>		
Term Loan, 2.00%, Maturing June 11, 2014	1,004	990,426

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> <b>(000 s omitted)</b>	<b>Value</b>
<b>Language Line, LLC</b> Term Loan, 6.25%, Maturing June 20, 2016	2,127	\$ 2,141,261
<b>Mercury Payment Systems Canada, LLC</b> Term Loan, 6.50%, Maturing July 3, 2017	650	654,875
<b>Mitchell International, Inc.</b> Term Loan - Second Lien, 5.50%, Maturing March 30, 2015	1,000	955,000
<b>NE Customer Service</b> Term Loan, 6.00%, Maturing March 23, 2016	1,636	1,635,536
<b>Protection One Alarm Monitor, Inc.</b> Term Loan, 6.00%, Maturing June 4, 2016	1,575	1,579,932
<b>Quantum Corp.</b> Term Loan, 3.75%, Maturing July 14, 2014	105	104,952
<b>Quintiles Transnational Corp.</b> Term Loan, 5.00%, Maturing June 8, 2018	4,325	4,314,187
<b>Sabre, Inc.</b> Term Loan, 2.21%, Maturing September 30, 2014	5,937	5,351,604
<b>Safenet, Inc.</b> Term Loan, 2.69%, Maturing April 12, 2014	1,936	1,891,230
<b>Serena Software, Inc.</b> Term Loan, 4.25%, Maturing March 10, 2016	474	462,743
<b>Sitel (Client Logic)</b> Term Loan, 7.00%, Maturing January 30, 2017	1,567	1,574,535
<b>Softlayer Tech, Inc.</b> Term Loan, 7.25%, Maturing November 5, 2016	647	653,016
<b>Solera Holdings, LLC</b> Term Loan, 3.25%, Maturing May 16, 2014	EUR 723	1,030,751
<b>SunGard Data Systems, Inc.</b> Term Loan, 1.94%, Maturing February 28, 2014	2,166	2,116,392
<b>SunGard Data Systems, Inc.</b> Term Loan, 3.85%, Maturing February 26, 2016	6,642	6,624,481
<b>SymphonyIRI Group, Inc.</b> Term Loan, 5.00%, Maturing December 1, 2017	825	827,063
<b>TASC, Inc.</b> Term Loan, 4.50%, Maturing December 18, 2015	1,447	1,449,090
<b>Town Sports International, Inc.</b> Term Loan, 7.00%, Maturing May 4, 2018	1,022	1,027,550
<b>TransUnion, LLC</b> Term Loan, 4.75%, Maturing February 12, 2018	1,895	1,899,988
<b>Travelport, LLC</b> Term Loan, 4.75%, Maturing August 21, 2015	553	533,838
<b>Travelport, LLC</b> Term Loan, 4.75%, Maturing August 21, 2015	2,856	2,758,391
<b>Travelport, LLC</b> Term Loan, 6.04%, Maturing August 21, 2015	EUR 741	1,025,086
<b>U.S. Security Holdings, Inc.</b> Term Loan, Maturing July 28, 2017 <sup>(2)</sup>	118	116,993
<b>U.S. Security Holdings, Inc.</b> Term Loan, Maturing July 28, 2017 <sup>(2)</sup>	607	600,757
<b>West Corp.</b>		

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Term Loan, 2.63%, Maturing October 24, 2013	281	279,677
Term Loan, 4.50%, Maturing July 15, 2016	683	686,262
Term Loan, 4.50%, Maturing July 15, 2016	1,943	1,950,607
		<b>\$ 62,404,095</b>

**Cable and Satellite Television 9.6%**

**Atlantic Broadband Finance, LLC**

Term Loan, 4.00%, Maturing March 8, 2016	1,321	\$ 1,324,809
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**Bragg Communications, Inc.**

Term Loan, 2.75%, Maturing August 31, 2014	2,069	2,049,975
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**Bresnan Communications, LLC**

Term Loan, 4.50%, Maturing December 14, 2017	1,244	1,245,446
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**Cequel Communications, LLC**

Term Loan, 2.19%, Maturing November 5, 2013	2,140	2,121,562
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<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 s omitted)	<b>Value</b>
<b>Charter Communications Operating, LLC</b> Term Loan, 3.50%, Maturing September 6, 2016	992	\$ 989,342
<b>Crown Media Holdings, Inc.</b> Term Loan, 5.75%, Maturing July 14, 2018	525	521,719
<b>CSC Holdings, Inc.</b> Term Loan, 1.94%, Maturing March 29, 2016	2,871	2,842,792
<b>DG FastChannel, Inc.</b> Term Loan, Maturing July 26, 2018 <sup>(2)</sup>	1,625	1,613,828
<b>Foxco Acquisition Sub, LLC</b> Term Loan, 4.75%, Maturing July 14, 2015	550	550,425
<b>Insight Midwest Holdings, LLC</b> Term Loan, 1.96%, Maturing April 7, 2014	3,304	3,279,662
<b>Kabel Deutschland GmbH</b> Term Loan, 5.44%, Maturing December 13, 2016	EUR 2,000	2,882,779
Term Loan, 4.69%, Maturing June 15, 2018	EUR 1,300	1,860,445
<b>MCC Iowa, LLC</b> Term Loan, 1.91%, Maturing January 30, 2015	5,630	5,404,949
<b>Mediacom, LLC</b> Term Loan, 4.50%, Maturing October 23, 2017	817	814,912
<b>Mediacom Broadband, LLC</b> Term Loan, 4.50%, Maturing October 23, 2017	1,460	1,451,732
<b>Mediacom Illinois, LLC</b> Term Loan, 1.91%, Maturing January 30, 2015	3,627	3,461,065
Term Loan, 5.50%, Maturing March 31, 2017	983	982,910
<b>NDS Finance, Ltd.</b> Term Loan, 4.00%, Maturing March 12, 2018	1,347	1,335,263
<b>ProSiebenSat.1 Media AG</b> Term Loan, 2.69%, Maturing July 2, 2014	EUR 93	126,577
Term Loan, 2.69%, Maturing July 2, 2014	EUR 904	1,236,457
Term Loan, 4.20%, Maturing March 6, 2015	EUR 369	484,727
Term Loan, 3.31%, Maturing June 26, 2015	EUR 2,187	3,004,195
Term Loan, 3.31%, Maturing July 3, 2015	EUR 97	133,513
Term Loan, 4.45%, Maturing March 4, 2016	EUR 369	484,727
Term Loan, 8.83%, Maturing March 6, 2017 <sup>(5)</sup>	EUR 384	457,727
Term Loan - Second Lien, 5.58%, Maturing September 2, 2016	EUR 520	636,171
<b>UPC Broadband Holding B.V.</b> Term Loan, 3.69%, Maturing December 30, 2016	409	409,500
Term Loan, 5.07%, Maturing December 31, 2016	EUR 2,353	3,298,099
Term Loan, 3.69%, Maturing December 29, 2017	1,264	1,265,741
Term Loan, 5.32%, Maturing December 31, 2017	EUR 1,619	2,282,383
<b>YPSO Holding SA</b> Term Loan, 5.19%, Maturing June 16, 2014 <sup>(5)</sup>	EUR 203	266,189
Term Loan, 5.19%, Maturing June 16, 2014 <sup>(5)</sup>	EUR 242	317,559
Term Loan, 5.19%, Maturing June 16, 2014 <sup>(5)</sup>	EUR 494	648,942

\$ 49,786,122

**Chemicals and Plastics 6.6%****Arizona Chemical, Inc.**

Term Loan, 4.75%, Maturing November 21, 2016 400 \$ 401,392

**Ashland, Inc.**Term Loan, Maturing July 30, 2018<sup>(2)</sup> 1,950 1,955,637**Celanese Holdings, LLC**

Term Loan, 3.25%, Maturing October 31, 2016 1,470 1,476,750

**General Chemical Corp.**

Term Loan, 5.00%, Maturing October 6, 2015 583 588,407

**Hexion Specialty Chemicals, Inc.**

Term Loan, 3.94%, Maturing May 5, 2015 1,700 1,681,093

Term Loan, 4.00%, Maturing May 5, 2015 480 475,200

Term Loan, 4.00%, Maturing May 5, 2015 762 753,933

**Houghton International, Inc.**

Term Loan, 6.75%, Maturing January 29, 2016 819 827,594

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 s omitted)	<b>Value</b>
<b>Huntsman International, LLC</b>		
Term Loan, 1.72%, Maturing April 21, 2014	573	\$ 557,899
Term Loan, 2.46%, Maturing June 30, 2016	855	833,364
Term Loan, 2.72%, Maturing April 19, 2017	1,563	1,520,812
<b>INEOS Group</b>		
Term Loan, 7.50%, Maturing December 16, 2013	1,723	1,785,577
Term Loan, 8.00%, Maturing December 16, 2014	1,665	1,725,915
Term Loan, 9.00%, Maturing December 16, 2015	EUR 1,250	1,871,337
<b>ISP Chemco, Inc.</b>		
Term Loan, 1.69%, Maturing June 4, 2014	1,529	1,523,777
<b>MacDermid, Inc.</b>		
Term Loan, 2.19%, Maturing April 11, 2014	463	461,023
<b>Momentive Performance Materials</b>		
Term Loan, 3.69%, Maturing May 5, 2015	1,647	1,619,576
<b>Nalco Co.</b>		
Term Loan, 4.50%, Maturing October 5, 2017	1,390	1,392,430
<b>Norit NV</b>		
Term Loan, 7.50%, Maturing July 7, 2017	1,250	1,256,250
<b>OM Group, Inc.</b>		
Term Loan, Maturing July 28, 2017 <sup>(2)</sup>	525	525,000
<b>Omnova Solutions, Inc.</b>		
Term Loan, 5.75%, Maturing May 31, 2017	995	999,975
<b>Rockwood Specialties Group, Inc.</b>		
Term Loan, 3.75%, Maturing February 9, 2018	2,125	2,138,116
<b>Schoeller Arca Systems Holding</b>		
Term Loan, 5.93%, Maturing November 16, 2015	EUR 145	148,999
Term Loan, 5.93%, Maturing November 16, 2015	EUR 412	424,824
Term Loan, 5.93%, Maturing November 16, 2015	EUR 443	457,152
<b>Solutia, Inc.</b>		
Term Loan, 3.50%, Maturing August 1, 2017	2,077	2,083,067
<b>Styron S.A.R.L.</b>		
Term Loan, 6.00%, Maturing August 2, 2017	2,886	2,890,610
<b>Univar, Inc.</b>		
Term Loan, 5.00%, Maturing June 30, 2017	1,567	1,566,426
		<b>\$ 33,942,135</b>
 <b>Clothing/Textiles 0.1%</b>		
<b>Warnaco, Inc.</b>		
Term Loan, 3.75%, Maturing June 15, 2018	500	\$ 501,875
		<b>\$ 501,875</b>
 <b>Conglomerates 2.9%</b>		

<b>Goodman Global Holdings, Inc.</b>		
Term Loan, 5.75%, Maturing October 28, 2016	1,787	\$ 1,797,537
<b>Manitowoc Company, Inc. (The)</b>		
Term Loan, 4.25%, Maturing November 13, 2017	675	678,372
<b>RBS Global, Inc.</b>		
Term Loan, 2.44%, Maturing July 19, 2013	770	763,306
Term Loan, 2.77%, Maturing July 19, 2013	3,785	3,761,181
<b>RGIS Holdings, LLC</b>		
Term Loan, 2.75%, Maturing April 30, 2014	122	118,863
Term Loan, 2.75%, Maturing April 30, 2014	2,438	2,377,255
<b>Service Master Co.</b>		
Term Loan, 2.69%, Maturing July 24, 2014	135	130,546
Term Loan, 2.71%, Maturing July 24, 2014	1,354	1,310,901
<b>US Investigations Services, Inc.</b>		
Term Loan, 7.75%, Maturing February 20, 2015	767	772,833
Term Loan, 3.00%, Maturing February 21, 2015	784	769,402
<b>Walter Industries, Inc.</b>		
Term Loan, 4.00%, Maturing April 2, 2018	2,294	2,298,937
		<b>\$ 14,779,133</b>

Borrower/Tranche Description	Principal Amount*	Value
Containers and Glass Products 3.4%	(000 s omitted)	
<b>Berry Plastics Corp.</b>		
Term Loan, 2.26%, Maturing April 3, 2015	1,954	\$ 1,846,486
<b>BWAY Corp.</b>		
Term Loan, 4.50%, Maturing February 23, 2018	71	70,823
Term Loan, 4.50%, Maturing February 23, 2018	796	797,705
<b>Graham Packaging Holdings Co.</b>		
Term Loan, 6.75%, Maturing April 4, 2014	1,672	1,677,108
Term Loan, 6.00%, Maturing September 23, 2016	2,233	2,239,476
<b>Graphic Packaging International, Inc.</b>		
Term Loan, 2.23%, Maturing May 16, 2014	808	804,169
Term Loan, 2.99%, Maturing May 16, 2014	367	367,355
<b>Hilex Poly Co.</b>		
Term Loan, 11.25%, Maturing November 16, 2015	950	950,000
<b>JSG Acquisitions</b>		
Term Loan, 3.62%, Maturing December 31, 2014	1,189	1,189,399
<b>Pelican Products, Inc.</b>		
Term Loan, 5.00%, Maturing March 7, 2017	771	771,767
<b>Reynolds Group Holdings, Inc.</b>		
Term Loan, 4.25%, Maturing February 9, 2018	2,818	2,801,500
Term Loan, Maturing August 9, 2018 <sup>(2)</sup>	2,825	2,798,516
<b>Smurfit Kappa Acquisitions</b>		
Term Loan, 3.37%, Maturing December 31, 2014	1,189	1,189,399
		<b>\$ 17,503,703</b>
<b>Cosmetics/Toiletries 1.5%</b>		
<b>Alliance Boots Holdings, Ltd.</b>		
Term Loan, 3.60%, Maturing July 9, 2015	GBP 1,775	\$ 2,733,299
Term Loan, 4.30%, Maturing July 9, 2015	EUR 1,000	1,393,792
<b>Bausch &amp; Lomb, Inc.</b>		
Term Loan, 3.44%, Maturing April 24, 2015	291	289,150
Term Loan, 3.48%, Maturing April 24, 2015	1,195	1,187,885
<b>KIK Custom Products, Inc.</b>		
Term Loan - Second Lien, 5.27%, Maturing November 28, 2014	975	695,175
<b>Prestige Brands, Inc.</b>		
Term Loan, 4.76%, Maturing March 24, 2016	1,398	1,406,031
		<b>\$ 7,705,332</b>
<b>Drugs 1.3%</b>		
<b>Axcan Pharma, Inc.</b>		

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Term Loan, 5.50%, Maturing February 10, 2017	1,493	\$	1,472,911
<b>Endo Pharmaceuticals Holdings, Inc.</b>			
Term Loan, 4.00%, Maturing June 18, 2018	1,525		1,530,854
<b>Graceway Pharmaceuticals, LLC</b>			
Term Loan, 4.94%, Maturing May 3, 2012	550		304,799
Term Loan, 9.94%, Maturing November 3, 2013 <sup>(5)</sup>	315		1,579
Term Loan - Second Lien, 0.00%, Maturing May 3, 2013 <sup>(6)</sup>	1,500		42,750
<b>Warner Chilcott Corp.</b>			
Term Loan, 4.25%, Maturing March 15, 2018	804		805,332
Term Loan, 4.25%, Maturing March 15, 2018	1,607		1,610,665
<b>WC Luxco S.A.R.L.</b>			
Term Loan, 4.25%, Maturing March 15, 2018	1,105		1,107,332
		\$	<b>6,876,222</b>

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>		<b>Value</b>
<b>Ecological Services and Equipment 0.5%</b>	<b>(000 s omitted)</b>		
<b>Cory Environmental Holdings</b>			
Term Loan - Second Lien, 5.04%, Maturing September 30, 2014 <sup>(5)(7)</sup>	GBP	513	\$ 296,574
<b>Environmental Systems Products Holdings, Inc.</b>			
Term Loan - Second Lien, 13.50%, Maturing September 12, 2014		621	571,346
<b>Sensus Metering Systems, Inc.</b>			
Term Loan, 4.75%, Maturing May 9, 2017		673	676,679
Term Loan - Second Lien, 8.50%, Maturing May 9, 2018		1,000	1,022,500
			<b>\$ 2,567,099</b>
<b>Electronics/Electrical 6.3%</b>			
<b>Aspect Software, Inc.</b>			
Term Loan, 6.25%, Maturing May 6, 2016		1,555	\$ 1,559,201
<b>Attachmate Corp.</b>			
Term Loan, 6.50%, Maturing April 27, 2017		950	954,354
<b>Christie/Aix, Inc.</b>			
Term Loan, 5.25%, Maturing April 29, 2016		606	603,864
<b>Eagle Parent, Inc.</b>			
Term Loan, 5.00%, Maturing May 16, 2018		2,600	2,541,500
<b>Edwards (Cayman Island II), Ltd.</b>			
Term Loan, 5.50%, Maturing May 31, 2016		1,244	1,241,677
<b>FCI International S.A.S.</b>			
Term Loan, 3.62%, Maturing November 1, 2013		156	154,631
Term Loan, 3.62%, Maturing November 1, 2013		156	154,631
Term Loan, 3.62%, Maturing November 1, 2013		162	160,619
Term Loan, 3.62%, Maturing November 1, 2013		162	160,619
<b>Freescale Semiconductor, Inc.</b>			
Term Loan, 4.44%, Maturing December 1, 2016		2,757	2,747,941
<b>Infor Enterprise Solutions Holdings</b>			
Term Loan, 5.69%, Maturing March 3, 2014		500	432,500
Term Loan, 5.94%, Maturing July 28, 2015		1,479	1,434,601
Term Loan, 5.94%, Maturing July 28, 2015		2,835	2,767,357
Term Loan - Second Lien, 6.44%, Maturing March 3, 2014		183	160,722
Term Loan - Second Lien, 6.44%, Maturing March 3, 2014		317	277,182
<b>Network Solutions, LLC</b>			
Term Loan, 2.44%, Maturing March 7, 2014		404	391,445
<b>NXP B.V.</b>			
Term Loan, 4.50%, Maturing March 7, 2017		2,693	2,696,617
<b>Open Solutions, Inc.</b>			
Term Loan, 2.38%, Maturing January 23, 2014		2,011	1,751,684
<b>Sensata Technologies Finance Co., LLC</b>			
Term Loan, 4.00%, Maturing May 11, 2018		3,525	3,526,572

**Shield Finance Co. S.A.R.L.**

Term Loan, 7.75%, Maturing June 15, 2016	849	853,524
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**Ship US Bidco, Inc.**

Term Loan, Maturing November 30, 2017 <sup>(2)</sup>	GBP 1,000	1,622,985
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**Spansion, LLC**

Term Loan, 4.75%, Maturing February 9, 2015	555	556,616
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**Spectrum Brands, Inc.**

Term Loan, 5.00%, Maturing June 17, 2016	2,675	2,695,724
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**VeriFone, Inc.**

Term Loan, 2.94%, Maturing October 31, 2013	1,979	1,974,252
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**Vertafore, Inc.**

Term Loan, 5.25%, Maturing July 29, 2016	995	996,244
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**\$ 32,417,062**

**Equipment Leasing 0.7%**

**Hertz Corp.**

Term Loan, 3.75%, Maturing March 9, 2018	3,516	\$ 3,512,604
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**\$ 3,512,604**



<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>	<b>Value</b>
<b>Farming/Agriculture 0.3%</b>	<b>(000 s omitted)</b>	
<b>WM. Bolthouse Farms, Inc.</b>		
Term Loan, 5.50%, Maturing February 11, 2016	1,613	\$ 1,614,029
		<b>\$ 1,614,029</b>
<b>Financial Intermediaries 5.2%</b>		
<b>Citco III, Ltd.</b>		
Term Loan, 6.25%, Maturing June 29, 2018	1,650	\$ 1,644,844
<b>Fidelity National Information Services, Inc.</b>		
Term Loan, 5.25%, Maturing July 18, 2016	2,432	2,443,776
<b>First Data Corp.</b>		
Term Loan, 2.94%, Maturing September 24, 2014	257	240,265
Term Loan, 2.94%, Maturing September 24, 2014	489	456,837
Term Loan, 2.94%, Maturing September 24, 2014	1,238	1,156,739
Term Loan, 4.19%, Maturing March 23, 2018	1,636	1,507,003
<b>Grosvenor Capital Management</b>		
Term Loan, 4.19%, Maturing December 5, 2016	1,353	1,353,226
<b>HarbourVest Partners, LLC</b>		
Term Loan, 6.25%, Maturing December 14, 2016	1,155	1,162,382
<b>Interactive Data Corp.</b>		
Term Loan, 4.75%, Maturing February 12, 2018	2,262	2,264,254
<b>Jupiter Asset Management Group</b>		
Term Loan, 4.46%, Maturing March 17, 2015	GBP 217	351,617
<b>LPL Holdings, Inc.</b>		
Term Loan, 1.95%, Maturing June 28, 2013	918	916,596
Term Loan, 4.25%, Maturing June 25, 2015	2,889	2,906,850
Term Loan, 5.25%, Maturing June 28, 2017	2,086	2,100,205
<b>MSCI, Inc.</b>		
Term Loan, 3.75%, Maturing March 14, 2017	2,908	2,925,986
<b>Nuveen Investments, Inc.</b>		
Term Loan, 3.25%, Maturing November 13, 2014	1,651	1,622,898
Term Loan, 5.75%, Maturing May 12, 2017	1,929	1,929,573
<b>RJO Holdings Corp. (RJ O Brien)</b>		
Term Loan, 6.19%, Maturing December 10, 2015 <sup>(7)</sup>	7	5,801
Term Loan, 6.19%, Maturing December 10, 2015 <sup>(7)</sup>	224	177,848
<b>Towergate Finance, PLC</b>		
Term Loan, 6.50%, Maturing August 4, 2017	GBP 1,000	1,592,208
		<b>\$ 26,758,908</b>
<b>Food Products 3.7%</b>		

<b>Acosta, Inc.</b>			
Term Loan, 4.75%, Maturing March 1, 2018	1,272	\$	1,267,838
<b>American Seafoods Group, LLC</b>			
Term Loan, 4.25%, Maturing March 8, 2018	642		641,530
<b>Dole Food Company, Inc.</b>			
Term Loan, 5.05%, Maturing July 6, 2018	971		974,487
Term Loan, 5.06%, Maturing July 6, 2018	1,804		1,809,762
<b>JBS USA Holdings, Inc.</b>			
Term Loan, 4.25%, Maturing May 25, 2018	1,000		1,000,313
<b>Liberator Midco, Ltd.</b>			
Term Loan, 5.26%, Maturing April 29, 2016	1,000	GBP	1,645,555
<b>Michael Foods Holdings, Inc.</b>			
Term Loan, 4.25%, Maturing February 23, 2018	698		698,900
<b>Pierre Foods, Inc.</b>			
Term Loan, 7.00%, Maturing September 30, 2016	1,241		1,253,807
<b>Pinnacle Foods Finance, LLC</b>			
Term Loan, 2.69%, Maturing April 2, 2014	6,568		6,514,600
<b>Provimi Group SA</b>			
Term Loan, 2.44%, Maturing June 28, 2015	205		199,975
Term Loan, 2.44%, Maturing June 28, 2015	252		246,094
Term Loan, 3.69%, Maturing June 28, 2015	265	EUR	371,658

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 s omitted)	<b>Value</b>
Term Loan, 3.69%, Maturing June 28, 2015	EUR 394	\$ 551,754
Term Loan, 3.69%, Maturing June 28, 2015	EUR 457	640,506
Term Loan, 3.69%, Maturing June 28, 2015	EUR 590	825,964
Term Loan - Second Lien, 4.44%, Maturing December 28, 2016	148	144,810
Term Loan - Second Lien, 5.69%, Maturing December 28, 2016	EUR 24	33,944
Term Loan - Second Lien, 5.69%, Maturing December 28, 2016	EUR 331	464,888
		<b>\$ 19,286,385</b>
 <b>Food Service 6.3%</b>		
<b>Aramark Corp.</b>		
Term Loan, 2.06%, Maturing January 27, 2014	169	\$ 166,641
Term Loan, 2.12%, Maturing January 27, 2014	2,094	2,065,881
Term Loan, 2.83%, Maturing January 27, 2014	GBP 955	1,524,477
Term Loan, 3.44%, Maturing July 26, 2016	304	302,662
Term Loan, 3.50%, Maturing July 26, 2016	4,621	4,602,179
<b>Buffets, Inc.</b>		
Term Loan, 12.00%, Maturing April 21, 2015 <sup>(5)</sup>	1,237	1,069,694
Term Loan, 7.50%, Maturing April 22, 2015 <sup>(5)</sup>	123	97,269
<b>Burger King Corp.</b>		
Term Loan, 4.50%, Maturing October 19, 2016	4,801	4,796,554
<b>Del Monte Corp.</b>		
Term Loan, 4.50%, Maturing March 8, 2018	3,675	3,663,843
<b>Denny s, Inc.</b>		
Term Loan, 5.25%, Maturing September 30, 2016	660	661,237
<b>DineEquity, Inc.</b>		
Term Loan, 4.25%, Maturing October 19, 2017	1,583	1,584,728
<b>Dunkin Brands, Inc.</b>		
Term Loan, 4.25%, Maturing November 23, 2017	3,110	3,113,670
<b>NPC International, Inc.</b>		
Term Loan, 1.95%, Maturing May 3, 2013	268	265,954
<b>OSI Restaurant Partners, LLC</b>		
Term Loan, 2.50%, Maturing June 14, 2013	418	403,595
Term Loan, 2.50%, Maturing June 14, 2014	4,263	4,114,306
<b>Sagittarius Restaurants, LLC</b>		
Term Loan, 7.51%, Maturing May 18, 2015	469	466,406
<b>Selecta</b>		
Term Loan - Second Lien, 5.77%, Maturing December 28, 2015	EUR 741	729,590
<b>U.S. Foodservice, Inc.</b>		
Term Loan, 2.69%, Maturing July 3, 2014	1,992	1,891,116
<b>Wendy s/Arby s Restaurants, LLC</b>		
Term Loan, 5.00%, Maturing May 24, 2017	823	824,606
		<b>\$ 32,344,408</b>

**Food/Drug Retailers 4.6%**

**General Nutrition Centers, Inc.**

Term Loan, 4.25%, Maturing March 2, 2018	4,725	\$ 4,728,544
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**NBTY, Inc.**

Term Loan, 4.25%, Maturing October 2, 2017	2,090	2,092,402
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**Pantry, Inc. (The)**

Term Loan, 1.94%, Maturing May 15, 2014	217	214,493
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Term Loan, 1.94%, Maturing May 15, 2014	754	744,906
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**Rite Aid Corp.**

Term Loan, 1.94%, Maturing June 4, 2014	7,966	7,600,838
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Term Loan, 4.50%, Maturing March 2, 2018	2,114	2,079,567
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**Roundy s Supermarkets, Inc.**

Term Loan, 7.00%, Maturing November 3, 2013	3,271	3,284,817
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**Supervalu, Inc.**

Term Loan, 4.50%, Maturing April 28, 2018	3,242	3,199,530
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		<b>\$ 23,945,097</b>
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<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Forest Products 0.3%</b>			
<b>Georgia-Pacific Corp.</b>			
Term Loan, 3.50%, Maturing December 23, 2014	1,538	\$	1,540,447
		\$	<b>1,540,447</b>
<b>Health Care 18.2%</b>			
<b>1-800-Contacts, Inc.</b>			
Term Loan, 7.70%, Maturing March 4, 2015	904	\$	906,676
<b>Alere, Inc.</b>			
Term Loan, 4.50%, Maturing June 30, 2017	2,375		2,372,625
<b>Alliance Healthcare Services</b>			
Term Loan, 5.50%, Maturing June 1, 2016	1,207		1,203,859
<b>Ardent Medical Services, Inc.</b>			
Term Loan, 6.50%, Maturing September 15, 2015	1,136		1,137,045
Term Loan, Maturing September 18, 2015 <sup>(2)</sup>	675		676,055
<b>Ascend Learning</b>			
Term Loan, 7.01%, Maturing December 6, 2016	1,095		1,094,044
<b>Aveta Holdings, LLC</b>			
Term Loan, 8.50%, Maturing April 14, 2015	521		523,006
Term Loan, 8.50%, Maturing April 14, 2015	521		523,006
<b>Biomet, Inc.</b>			
Term Loan, 3.23%, Maturing March 25, 2015	3,706		3,673,681
Term Loan, 4.43%, Maturing March 25, 2015	1,179	EUR	1,693,135
<b>Bright Horizons Family Solutions, Inc.</b>			
Term Loan, 4.19%, Maturing May 28, 2015	913		914,944
<b>Capsugel Healthcare, Ltd.</b>			
Term Loan, Maturing August 1, 2018 <sup>(2)</sup>	1,275		1,280,100
<b>Cardinal Health 409, Inc.</b>			
Term Loan, 2.44%, Maturing April 10, 2014	2,144		2,058,447
<b>Carestream Health, Inc.</b>			
Term Loan, 5.00%, Maturing February 25, 2017	1,521		1,421,043
<b>Carl Zeiss Vision Holding GmbH</b>			
Term Loan, 4.00%, Maturing September 30, 2019	130		111,475
<b>CDRL MS, Inc.</b>			
Term Loan, 6.75%, Maturing September 29, 2016	878		883,943
<b>Community Health Systems, Inc.</b>			
Term Loan, 2.50%, Maturing July 25, 2014	352		340,983
Term Loan, 2.50%, Maturing July 25, 2014	6,851		6,630,286
Term Loan, 3.75%, Maturing January 25, 2017	3,440		3,363,480
<b>ConMed Corp.</b>			
Term Loan, 1.69%, Maturing April 12, 2013	442		433,296
<b>ConvaTec, Inc.</b>			

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Term Loan, 5.75%, Maturing December 22, 2016 <b>CRC Health Corp.</b>	997	999,046
Term Loan, 4.75%, Maturing November 16, 2015 <b>Dako EQT Project Delphi</b>	1,940	1,896,056
Term Loan - Second Lien, 4.00%, Maturing December 12, 2016 <b>DaVita, Inc.</b>	500	454,625
Term Loan, 4.50%, Maturing October 20, 2016 <b>DJO Finance, LLC</b>	2,985	2,996,728
Term Loan, 3.19%, Maturing May 20, 2014 <b>Fresenius SE</b>	637	627,806
Term Loan, 3.50%, Maturing September 10, 2014	308	308,538
Term Loan, 3.50%, Maturing September 10, 2014 <b>Grifols SA</b>	686	687,124
Term Loan, 6.00%, Maturing June 1, 2017 <b>Hanger Orthopedic Group, Inc.</b>	2,150	2,161,870
Term Loan, 4.00%, Maturing December 1, 2016 <b>Harvard Drug Group, LLC</b>	672	673,304
Term Loan, 6.50%, Maturing April 8, 2016	113	111,695
Term Loan, 6.50%, Maturing April 8, 2016	824	812,328

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> <b>(000 s omitted)</b>	<b>Value</b>
<b>HCA, Inc.</b>		
Term Loan, 3.50%, Maturing March 31, 2017	6,168	\$ 6,059,373
Term Loan, 3.50%, Maturing May 1, 2018	2,572	2,527,445
<b>Health Management Associates, Inc.</b>		
Term Loan, 2.00%, Maturing February 28, 2014	7,001	6,848,156
<b>Iasis Healthcare, LLC</b>		
Term Loan, 5.00%, Maturing May 3, 2018	1,671	1,665,591
<b>IMS Health, Inc.</b>		
Term Loan, 4.50%, Maturing August 25, 2017	1,284	1,287,643
<b>inVentiv Health, Inc.</b>		
Term Loan, 6.50%, Maturing August 4, 2016	1,888	1,882,263
Term Loan, 6.75%, Maturing May 15, 2018	1,175	1,172,062
<b>Kindred Healthcare, Inc.</b>		
Term Loan, 5.25%, Maturing June 1, 2018	1,825	1,825,456
<b>Lifepoint Hospitals, Inc.</b>		
Term Loan, 3.01%, Maturing April 15, 2015	2,022	2,023,801
<b>MedAssets, Inc.</b>		
Term Loan, 5.25%, Maturing November 16, 2016	884	887,089
<b>Medpace, Inc.</b>		
Term Loan, 6.50%, Maturing June 22, 2017	875	866,250
<b>Meritas, LLC</b>		
Term Loan, Maturing July 28, 2017 <sup>(2)</sup>	825	816,750
<b>MultiPlan, Inc.</b>		
Term Loan, 4.75%, Maturing August 26, 2017	2,548	2,538,919
<b>Nyco Holdings</b>		
Term Loan, 5.19%, Maturing December 29, 2014	EUR 472	673,888
Term Loan, 5.94%, Maturing December 29, 2015	EUR 471	673,722
<b>Physiotherapy Associates, Inc.</b>		
Term Loan, 7.50%, Maturing June 27, 2013	645	641,578
<b>Prime Healthcare Services, Inc.</b>		
Term Loan, 7.25%, Maturing April 22, 2015	2,296	2,250,019
<b>RadNet Management, Inc.</b>		
Term Loan, 5.75%, Maturing April 1, 2016	1,086	1,087,336
<b>ReAble Therapeutics Finance, LLC</b>		
Term Loan, 2.19%, Maturing November 18, 2013	2,459	2,449,927
<b>Renal Advantage Holdings, Inc.</b>		
Term Loan, 5.75%, Maturing December 16, 2016	721	725,208
<b>Select Medical Holdings Corp.</b>		
Term Loan, 5.50%, Maturing May 25, 2018	3,025	2,977,698
<b>Skillsoft Corp.</b>		
Term Loan, 6.50%, Maturing May 26, 2017	978	991,228
<b>Sunquest Information Systems, Inc.</b>		
Term Loan, 6.25%, Maturing December 16, 2016	750	753,750
<b>Sunrise Medical Holdings, Inc.</b>		
Term Loan, 6.75%, Maturing May 13, 2014	EUR 256	340,169

<b>TriZetto Group, Inc. (The)</b>		
Term Loan, 4.75%, Maturing May 2, 2018	1,475	1,468,087
<b>Universal Health Services, Inc.</b>		
Term Loan, 4.00%, Maturing November 15, 2016	2,109	2,115,841
<b>Vanguard Health Holding Co., LLC</b>		
Term Loan, 5.00%, Maturing January 29, 2016	1,580	1,583,457
<b>VWR Funding, Inc.</b>		
Term Loan, 2.69%, Maturing June 30, 2014	2,228	2,170,645
		<b>\$ 94,273,600</b>



<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>	<b>Value</b>
	<b>(000 s omitted)</b>	
<b>Home Furnishings 0.7%</b>		
<b>Hunter Fan Co.</b>		
Term Loan, 2.69%, Maturing April 16, 2014	365	\$ 350,648
<b>National Bedding Co., LLC</b>		
Term Loan, 3.75%, Maturing November 28, 2013	1,441	1,433,714
Term Loan - Second Lien, 5.31%, Maturing February 28, 2014	2,050	1,974,833
		<b>\$ 3,759,195</b>
<b>Industrial Equipment 3.8%</b>		
<b>Brand Energy and Infrastructure Services, Inc.</b>		
Term Loan, 2.50%, Maturing February 7, 2014	2,667	\$ 2,440,417
Term Loan, 3.56%, Maturing February 7, 2014	732	676,865
<b>Brock Holdings III, Inc.</b>		
Term Loan, 6.00%, Maturing March 16, 2017	1,147	1,147,125
<b>Butterfly Wendel US, Inc.</b>		
Term Loan, 3.46%, Maturing June 23, 2014	280	273,911
Term Loan, 4.21%, Maturing June 22, 2015	280	273,822
<b>EPD Holdings, (Goodyear Engineering Products)</b>		
Term Loan, 2.69%, Maturing July 31, 2014	236	225,542
Term Loan, 2.69%, Maturing July 31, 2014	1,651	1,574,702
Term Loan - Second Lien, 5.94%, Maturing July 31, 2015	775	700,406
<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	1,211	1,206,514
<b>Jason, Inc.</b>		
Term Loan, 8.25%, Maturing September 21, 2014	69	69,009
Term Loan, 8.25%, Maturing September 21, 2014	174	173,636
<b>JMC Steel Group, Inc.</b>		
Term Loan, 4.75%, Maturing April 3, 2017	698	702,169
<b>KION Group GmbH</b>		
Term Loan, 3.69%, Maturing December 23, 2014 <sup>(5)</sup>	1,025	949,886
Term Loan, 3.94%, Maturing December 23, 2015 <sup>(5)</sup>	1,025	949,886
<b>Pinafore, LLC</b>		
Term Loan, 4.25%, Maturing September 29, 2016	2,111	2,115,075
<b>Polypore, Inc.</b>		
Term Loan, 2.19%, Maturing July 3, 2014	3,794	3,758,692
<b>Sequa Corp.</b>		
Term Loan, 3.50%, Maturing December 3, 2014	794	781,405
<b>Terex Corp.</b>		
Term Loan, Maturing July 26, 2017 <sup>(2)</sup>	700	701,969

\$ 19,713,531

**Insurance 3.0%****Alliant Holdings I, Inc.**

Term Loan, 3.25%, Maturing August 21, 2014 2,384 \$ 2,359,720

**AmWINS Group, Inc.**

Term Loan, 6.50%, Maturing June 8, 2013 948 942,193

Term Loan - Second Lien, 5.75%, Maturing June 8, 2014 500 463,125

**Applied Systems, Inc.**

Term Loan, 5.50%, Maturing December 8, 2016 1,393 1,400,836

**CCC Information Services Group, Inc.**

Term Loan, 5.50%, Maturing November 11, 2015 1,418 1,425,398

**CNO Financial Group, Inc.**

Term Loan, 6.25%, Maturing September 30, 2016 1,194 1,200,922

**Crawford & Company**

Term Loan, 5.00%, Maturing October 30, 2013 1,134 1,142,197

**Crump Group, Inc.**

Term Loan, 3.20%, Maturing August 1, 2014 576 563,865

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 s omitted)	<b>Value</b>
<b>HUB International Holdings, Inc.</b>		
Term Loan, 2.75%, Maturing June 13, 2014	488	\$ 474,891
Term Loan, 2.75%, Maturing June 13, 2014	2,172	2,113,137
Term Loan, 6.75%, Maturing June 13, 2014	565	565,821
<b>U.S.I. Holdings Corp.</b>		
Term Loan, 2.69%, Maturing May 5, 2014	2,983	2,908,665
		<b>\$ 15,560,770</b>
 <b>Leisure Goods/Activities/Movies 7.8%</b>		
<b>Alpha D2, Ltd.</b>		
Term Loan, 2.65%, Maturing December 31, 2013	864	\$ 826,750
Term Loan, 2.65%, Maturing December 31, 2013	1,582	1,513,016
Term Loan - Second Lien, 3.90%, Maturing June 30, 2014	2,000	1,899,286
<b>AMC Entertainment, Inc.</b>		
Term Loan, 3.50%, Maturing December 16, 2016	3,718	3,696,524
<b>AMC Networks, Inc.</b>		
Term Loan, 4.00%, Maturing December 31, 2018	1,350	1,346,625
<b>Bombardier Recreational Products</b>		
Term Loan, 2.75%, Maturing June 28, 2013	2,810	2,747,148
<b>Carmike Cinemas, Inc.</b>		
Term Loan, 5.50%, Maturing January 27, 2016	724	728,044
<b>Cedar Fair, L.P.</b>		
Term Loan, 4.00%, Maturing December 15, 2017	1,960	1,965,744
<b>Cinemark, Inc.</b>		
Term Loan, 3.47%, Maturing April 29, 2016	3,443	3,463,390
<b>ClubCorp Club Operations, Inc.</b>		
Term Loan, 6.00%, Maturing November 9, 2016	647	647,558
<b>Dave &amp; Buster s, Inc.</b>		
Term Loan, 5.50%, Maturing May 12, 2016	988	989,352
<b>Deluxe Entertainment Services Group, Inc.</b>		
Term Loan, 6.04%, Maturing May 11, 2013	59	58,797
Term Loan, 6.25%, Maturing May 11, 2013	874	870,192
<b>Fender Musical Instruments Corp.</b>		
Term Loan, 2.44%, Maturing June 9, 2014	287	276,116
Term Loan, 2.44%, Maturing June 9, 2014	565	543,801
<b>Miramax Film NY, LLC</b>		
Term Loan, 7.75%, Maturing May 20, 2016	892	905,692
<b>National CineMedia, LLC</b>		
Term Loan, 1.75%, Maturing February 13, 2015	2,086	2,048,655
<b>Regal Cinemas Corp.</b>		
Term Loan, 3.50%, Maturing August 23, 2017	4,378	4,380,395
<b>Revolution Studios Distribution Co., LLC</b>		
Term Loan, 3.94%, Maturing December 21, 2014	934	695,672

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Term Loan - Second Lien, 7.19%, Maturing June 21, 2015 <sup>(7)</sup>	800	246,400
<b>SeaWorld Parks &amp; Entertainment, Inc.</b>		
Term Loan, 4.00%, Maturing August 17, 2017	1,750	1,755,861
<b>Six Flags Theme Parks, Inc.</b>		
Term Loan, 5.25%, Maturing June 30, 2016	3,141	3,161,523
<b>SRAM, LLC</b>		
Term Loan, 4.77%, Maturing June 7, 2018	1,325	1,325,828
Term Loan - Second Lien, 8.50%, Maturing December 7, 2018	500	501,250
<b>Zuffa, LLC</b>		
Term Loan, 2.25%, Maturing June 19, 2015	3,912	3,837,189
		<b>\$ 40,430,808</b>

Borrower/Tranche Description	Principal Amount* (000 \$ omitted)	Value
<b>Lodging and Casinos 2.9%</b>		
<b>Ameristar Casinos, Inc.</b>		
Term Loan, 4.00%, Maturing April 13, 2018	1,047	\$ 1,051,739
<b>Gala Electric Casinos, Ltd.</b>		
Term Loan, 5.70%, Maturing May 30, 2018	GBP 1,625	2,408,243
<b>Harrah's Operating Co.</b>		
Term Loan, 3.23%, Maturing January 28, 2015	1,223	1,102,979
Term Loan, 9.50%, Maturing October 31, 2016	2,955	3,089,653
<b>Isle of Capri Casinos, Inc.</b>		
Term Loan, 4.50%, Maturing November 1, 2013	923	928,070
<b>Las Vegas Sands, LLC</b>		
Term Loan, 2.72%, Maturing November 23, 2016	551	531,841
Term Loan, 2.72%, Maturing November 23, 2016	2,181	2,109,895
<b>LodgeNet Entertainment Corp.</b>		
Term Loan, 6.50%, Maturing April 4, 2014	1,453	1,393,490
<b>Penn National Gaming, Inc.</b>		
Term Loan, 3.75%, Maturing July 16, 2018	1,150	1,152,149
<b>Tropicana Entertainment, Inc.</b>		
Term Loan, 15.00%, Maturing March 8, 2013	182	204,445
<b>VML US Finance, LLC</b>		
Term Loan, 4.69%, Maturing May 27, 2013	979	979,013
		<b>\$ 14,951,517</b>
<b>Nonferrous Metals/Minerals 1.6%</b>		
<b>Fairmount Minerals, Ltd.</b>		
Term Loan, 5.25%, Maturing March 15, 2017	2,790	\$ 2,799,299
<b>Noranda Aluminum Acquisition</b>		
Term Loan, 1.94%, Maturing May 16, 2014	499	495,373
<b>Novelis, Inc.</b>		
Term Loan, 3.75%, Maturing March 10, 2017	2,040	2,045,273
<b>Oxbow Carbon and Mineral Holdings</b>		
Term Loan, 3.74%, Maturing May 8, 2016	2,665	2,667,851
<b>SunCoke Energy, Inc.</b>		
Term Loan, 5.25%, Maturing July 26, 2018	500	501,250
		<b>\$ 8,509,046</b>
<b>Oil and Gas 4.0%</b>		
<b>Big West Oil, LLC</b>		
Term Loan, 7.00%, Maturing March 31, 2016	560	\$ 564,196
<b>CITGO Petroleum Corp.</b>		

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Term Loan, 8.00%, Maturing June 24, 2015	218	220,710
Term Loan, 9.00%, Maturing June 23, 2017	2,549	2,658,656
<b>Crestwood Holdings, LLC</b>		
Term Loan, 10.50%, Maturing September 30, 2016	458	471,883
<b>Dynegy Holdings, Inc.</b>		
Term Loan, 3.94%, Maturing April 2, 2013	330	326,079
Term Loan, 3.94%, Maturing April 2, 2013	5,161	5,102,543
<b>Frac Tech International, LLC</b>		
Term Loan, 6.25%, Maturing May 6, 2016	2,222	2,222,056
<b>Gibson Energy</b>		
Term Loan, 5.75%, Maturing June 14, 2018	2,075	2,073,056
<b>MEG Energy Corp.</b>		
Term Loan, 4.00%, Maturing March 16, 2018	1,225	1,226,786
<b>Obsidian Natural Gas Trust</b>		
Term Loan, 7.00%, Maturing November 2, 2015	4,046	4,106,811
<b>Sheridan Production Partners I, LLC</b>		
Term Loan, 6.50%, Maturing April 20, 2017	106	107,050
Term Loan, 6.50%, Maturing April 20, 2017	174	175,260
Term Loan, 6.50%, Maturing April 20, 2017	1,316	1,322,635
		<b>\$ 20,577,721</b>

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>	<b>Value</b>
<b>(000 s omitted)</b>		
<b>Publishing 6.3%</b>		
<b>Aster Zweite Beteiligungs GmbH</b>		
Term Loan, 4.71%, Maturing December 30, 2016	1,775	\$ 1,707,550
<b>Cengage Learning, Inc.</b>		
Term Loan, 2.50%, Maturing July 3, 2014	995	871,970
<b>GateHouse Media Operating, Inc.</b>		
Term Loan, 2.19%, Maturing August 28, 2014	862	305,903
Term Loan, 2.19%, Maturing August 28, 2014	2,054	729,286
Term Loan, 2.44%, Maturing August 28, 2014	667	236,865
<b>Getty Images, Inc.</b>		
Term Loan, 5.25%, Maturing November 7, 2016	3,432	3,452,793
<b>IWCO Direct, Inc.</b>		
Term Loan, 3.56%, Maturing August 7, 2014	167	154,193
Term Loan, 3.56%, Maturing August 7, 2014	1,599	1,479,199
<b>Lamar Media Corp.</b>		
Term Loan, 4.00%, Maturing December 30, 2016	666	669,873
<b>Laureate Education, Inc.</b>		
Term Loan, 5.25%, Maturing August 15, 2018	4,100	3,920,966
<b>MediaNews Group, Inc.</b>		
Term Loan, 8.50%, Maturing March 19, 2014	113	112,486
<b>Merrill Communications, LLC</b>		
Term Loan, 7.50%, Maturing December 24, 2012	1,225	1,225,309
<b>Nelson Education, Ltd.</b>		
Term Loan, 2.75%, Maturing July 3, 2014	473	413,699
<b>Nielsen Finance, LLC</b>		
Term Loan, 2.19%, Maturing August 9, 2013	5,598	5,529,140
Term Loan, 3.94%, Maturing May 2, 2016	1,968	1,968,600
<b>SGS International, Inc.</b>		
Term Loan, 3.77%, Maturing September 30, 2013	464	463,566
<b>Source Interlink Companies, Inc.</b>		
Term Loan, 10.75%, Maturing June 18, 2013	898	879,689
Term Loan, 15.00%, Maturing March 18, 2014 <sup>(5)</sup>	620	573,555
<b>Springer Science+Business Media S.A.</b>		
Term Loan, 4.19%, Maturing June 17, 2016	1,000	1,000,000
<b>Trader Media Corp., Ltd.</b>		
Term Loan, 4.63%, Maturing June 8, 2017	GBP 1,287	2,065,364
Term Loan, 5.14%, Maturing December 1, 2017	GBP 1,000	1,605,886
<b>Xsys, Inc.</b>		
Term Loan, 4.71%, Maturing December 30, 2016	1,509	1,452,123
Term Loan, 4.71%, Maturing December 30, 2016	1,699	1,634,914
		<b>\$ 32,452,929</b>

**Radio and Television 3.5%**

<b>Block Communications, Inc.</b>		
Term Loan, 2.19%, Maturing December 22, 2011	803	\$ 799,234
<b>CMP Susquehanna Corp.</b>		
Term Loan, 2.19%, Maturing May 3, 2013	1,497	1,490,228
<b>Cumulus Media, Inc.</b>		
Term Loan, Maturing August 30, 2018 <sup>(2)</sup>	4,175	4,161,068
<b>Gray Television, Inc.</b>		
Term Loan, 3.69%, Maturing December 31, 2014	635	622,512
<b>HIT Entertainment, Inc.</b>		
Term Loan, 5.52%, Maturing June 1, 2012	739	732,347
<b>Hubbard Radio, LLC</b>		
Term Loan, 5.25%, Maturing April 28, 2017	1,000	1,008,542
<b>Live Nation Worldwide, Inc.</b>		
Term Loan, 4.50%, Maturing November 7, 2016	2,271	2,275,495
<b>Mission Broadcasting, Inc.</b>		
Term Loan, 5.00%, Maturing September 30, 2016	521	522,538
<b>Nexstar Broadcasting, Inc.</b>		
Term Loan, 5.00%, Maturing September 30, 2016	815	817,310



<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 s omitted)	<b>Value</b>
<b>Raycom TV Broadcasting, LLC</b> Term Loan, 4.50%, Maturing May 31, 2017	875	\$ 875,000
<b>Univision Communications, Inc.</b> Term Loan, 2.19%, Maturing September 29, 2014	1,836	1,758,607
Term Loan, 4.44%, Maturing March 31, 2017	1,836	1,748,400
<b>Weather Channel</b> Term Loan, 4.25%, Maturing February 13, 2017	1,137	1,140,704
		<b>\$ 17,951,985</b>
 <b>Retailers (Except Food and Drug) 3.7%</b>		
<b>Amscan Holdings, Inc.</b> Term Loan, 6.75%, Maturing December 4, 2017	1,514	\$ 1,521,445
<b>FTD, Inc.</b> Term Loan, 4.75%, Maturing June 6, 2018	1,275	1,276,562
<b>Harbor Freight Tools USA, Inc.</b> Term Loan, 6.50%, Maturing December 22, 2017	1,791	1,826,820
<b>J. Crew Operating Corp.</b> Term Loan, 4.75%, Maturing March 7, 2018	1,596	1,536,260
<b>Michaels Stores, Inc.</b> Term Loan, 2.50%, Maturing October 31, 2013	926	911,299
<b>Neiman Marcus Group, Inc.</b> Term Loan, 4.75%, Maturing May 16, 2018	3,050	3,014,919
<b>Orbitz Worldwide, Inc.</b> Term Loan, 3.22%, Maturing July 25, 2014	1,063	977,439
<b>PETCO Animal Supplies, Inc.</b> Term Loan, 4.50%, Maturing November 24, 2017	1,238	1,234,117
<b>Phillips-Van Heusen Corp.</b> Term Loan, 3.50%, Maturing May 6, 2016	548	550,456
<b>Pilot Travel Centers, LLC</b> Term Loan, 4.25%, Maturing March 30, 2018	1,825	1,832,979
<b>Savers, Inc.</b> Term Loan, 4.25%, Maturing March 3, 2017	1,197	1,200,241
<b>Visant Holding Corp.</b> Term Loan, 5.25%, Maturing December 22, 2016	1,393	1,385,159
<b>Vivarte</b> Term Loan, 3.25%, Maturing March 9, 2015	EUR 29	36,730
Term Loan, 3.25%, Maturing March 9, 2015	EUR 62	80,308
Term Loan, 3.25%, Maturing March 9, 2015	EUR 347	446,361
Term Loan, 3.87%, Maturing March 8, 2016	EUR 441	566,511
Term Loan, 3.87%, Maturing May 29, 2016	EUR 18	23,656
Term Loan, 3.87%, Maturing May 29, 2016	EUR 71	91,513
<b>Yankee Candle Company, Inc. (The)</b> Term Loan, 2.19%, Maturing February 6, 2014	520	517,948

		<b>\$ 19,030,723</b>
<b>Steel 0.2%</b>		
<b>Niagara Corp.</b>		
Term Loan, 10.50%, Maturing June 29, 2014 <sup>(5)(7)</sup>	1,357	\$ 1,273,109
		<b>\$ 1,273,109</b>
<b>Surface Transport 0.4%</b>		
<b>Swift Transportation Co., Inc.</b>		
Term Loan, 6.00%, Maturing December 21, 2016	2,264	\$ 2,277,906
		<b>\$ 2,277,906</b>
<b>Telecommunications 8.0%</b>		
<b>Alaska Communications Systems Holdings, Inc.</b>		
Term Loan, 5.50%, Maturing October 21, 2016	1,816	\$ 1,823,138
<b>Asurion Corp.</b>		
Term Loan, 5.50%, Maturing May 24, 2018	5,700	5,664,352
Term Loan - Second Lien, 9.00%, Maturing May 24, 2019	1,100	1,109,778

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 s omitted)	<b>Value</b>
<b>Cellular South, Inc.</b> Term Loan, 4.50%, Maturing July 27, 2017	850	\$ 852,125
<b>CommScope, Inc.</b> Term Loan, 5.00%, Maturing January 14, 2018	2,120	2,130,935
<b>Intelsat Jackson Holdings SA</b> Term Loan, 5.25%, Maturing April 2, 2018	10,324	10,368,488
<b>Macquarie UK Broadcast Ventures, Ltd.</b> Term Loan, 2.88%, Maturing December 1, 2014	GBP 755	1,118,307
<b>MetroPCS Wireless</b> Term Loan, 3.94%, Maturing March 16, 2018	3,990	3,982,510
<b>NTelos, Inc.</b> Term Loan, 4.00%, Maturing August 7, 2015	1,474	1,473,769
<b>SBA Communications Corp.</b> Term Loan, 3.75%, Maturing June 29, 2018	950	951,188
<b>Syniverse Technologies, Inc.</b> Term Loan, 5.25%, Maturing December 21, 2017	997	1,001,234
<b>Telesat Canada, Inc.</b> Term Loan, 3.19%, Maturing October 31, 2014	157	155,044
Term Loan, 3.19%, Maturing October 31, 2014	1,823	1,804,978
<b>TowerCo Finance, LLC</b> Term Loan, 5.25%, Maturing February 2, 2017	673	675,837
<b>Wind Telecomunicazioni SpA</b> Term Loan, 5.70%, Maturing December 15, 2017	EUR 3,600	5,062,915
<b>Windstream Corp.</b> Term Loan, 2.99%, Maturing December 17, 2015	2,968	2,977,031
		<b>\$ 41,151,629</b>
 <b>Utilities 3.3%</b>		
<b>AES Corp.</b> Term Loan, 4.25%, Maturing June 1, 2018	2,594	\$ 2,599,984
<b>BRSP, LLC</b> Term Loan, 7.50%, Maturing June 4, 2014	962	966,568
<b>Calpine Corp.</b> Term Loan, 4.50%, Maturing April 2, 2018	950	942,994
Term Loan, 4.50%, Maturing April 2, 2018	2,793	2,772,229
<b>EquiPower Resources Holdings, LLC</b> Term Loan, 5.75%, Maturing January 26, 2018	549	549,311
<b>NRG Energy, Inc.</b> Term Loan, 4.00%, Maturing July 2, 2018	4,425	4,434,089
<b>Pike Electric, Inc.</b> Term Loan, 1.69%, Maturing July 2, 2012	103	102,014
Term Loan, 1.69%, Maturing December 10, 2012	239	237,018
<b>TXU Texas Competitive Electric Holdings Co., LLC</b>		

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Term Loan, 4.73%, Maturing October 10, 2017	5,832	4,363,030
		<b>\$ 16,967,237</b>

<b>Total Senior Floating-Rate Interests</b> <b>(identified cost \$744,487,978)</b>		<b>\$ 742,987,946</b>
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**Corporate Bonds & Notes 10.0%**

<b>Security</b>	<b>Principal Amount*</b>		<b>Value</b>
<b>(000 s omitted)</b>			
<b>Aerospace and Defense 0.4%</b>			
<b>International Lease Finance Corp., Sr. Notes</b>			
5.65%, 6/1/14	1,000	\$	1,020,000
6.50%, 9/1/14 <sup>(8)</sup>	350		372,750
6.75%, 9/1/16 <sup>(8)</sup>	350		372,750
7.125%, 9/1/18 <sup>(8)</sup>	350		374,500
		<b>\$</b>	<b>2,140,000</b>
<b>Automotive 0.0%</b>			
<b>American Axle &amp; Manufacturing Holdings, Inc., Sr. Notes</b>			
9.25%, 1/15/17 <sup>(8)</sup>	104	\$	115,310
		<b>\$</b>	<b>115,310</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	\$	1,050,000
<b>XM Satellite Radio Holdings, Inc.</b>			
13.00%, 8/1/14 <sup>(8)</sup>	485		571,087
		<b>\$</b>	<b>1,621,087</b>
<b>Building and Development 0.8%</b>			
<b>AMO Escrow Corp., Sr. Notes</b>			
11.50%, 12/15/17 <sup>(8)</sup>	1,802	\$	1,941,655
<b>Grohe Holding GmbH, Variable Rate</b>			
4.48%, 1/15/14 <sup>(10)</sup>	EUR 1,575		2,246,143
		<b>\$</b>	<b>4,187,798</b>
<b>Business Equipment and Services 0.4%</b>			
<b>Brocade Communications Systems, Inc., Sr. Notes</b>			
6.625%, 1/15/18 <sup>(8)</sup>	30	\$	31,950
6.875%, 1/15/20 <sup>(8)</sup>	30		32,738
<b>Education Management, LLC, Sr. Notes</b>			
8.75%, 6/1/14	390		400,237
<b>RSC Equipment Rental, Inc., Sr. Notes</b>			

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10.00%, 7/15/17 <sup>(8)</sup>		750		849,375
<b>SunGard Data Systems, Inc., Sr. Notes</b>				
10.625%, 5/15/15		500		546,250
<b>Ticketmaster Entertainment, Inc.</b>				
10.75%, 8/1/16		50		54,750
				<b>\$ 1,915,300</b>
<b>Cable and Satellite Television 0.5%</b>				
<b>Virgin Media Finance PLC, Sr. Notes</b>				
6.50%, 1/15/18		2,500	\$	2,762,500
				<b>\$ 2,762,500</b>
<b>Chemicals and Plastics 0.3%</b>				
<b>Styrolution Group GmbH, Sr. Notes</b>				
7.625%, 5/15/16 <sup>(8)</sup>	EUR	1,075	\$	1,498,327
<b>Wellman Holdings, Inc.</b>				
5.00%, 1/29/19 <sup>(5)(7)</sup>		484		268,868
				<b>\$ 1,767,195</b>
<b>Conglomerates 0.0%</b>				
<b>RBS Global &amp; Rexnord Corp.</b>				
11.75%, 8/1/16		155	\$	164,494
				<b>\$ 164,494</b>

	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Security</b>			
<b>Containers and Glass Products 0.4%</b>			
<b>Berry Plastics Corp., Sr. Notes, Variable Rate</b>			
4.999%, 2/15/15	2,000	\$	1,980,000
		<b>\$</b>	<b>1,980,000</b>
<b>Cosmetics/Toiletries 0.3%</b>			
<b>Revlon Consumer Products Corp.</b>			
9.75%, 11/15/15	1,415	\$	1,545,888
		<b>\$</b>	<b>1,545,888</b>
<b>Ecological Services and Equipment 0.1%</b>			
<b>Environmental Systems Product Holdings, Inc., Jr. Notes</b>			
0.00%, 3/31/15 <sup>(7)</sup>	373	\$	320,347
		<b>\$</b>	<b>320,347</b>
<b>Electronics/Electrical 0.1%</b>			
<b>NXP BV/NXP Funding, LLC, Variable Rate</b>			
2.999%, 10/15/13	674	\$	676,106
		<b>\$</b>	<b>676,106</b>
<b>Equipment Leasing 0.0%</b>			
<b>Hertz Corp.</b>			
8.875%, 1/1/14	2	\$	2,063
		<b>\$</b>	<b>2,063</b>
<b>Financial Intermediaries 1.3%</b>			
<b>First Data Corp., Sr. Notes</b>			
7.375%, 6/15/19 <sup>(8)</sup>	1,000	\$	1,012,500
<b>Ford Motor Credit Co., LLC, Sr. Notes</b>			
12.00%, 5/15/15	2,250		2,828,835
8.00%, 12/15/16	175		201,030
<b>UPCB Finance II, Ltd., Sr. Notes</b>			
6.375%, 7/1/20 <sup>(8)</sup>	EUR 1,000		1,359,666
<b>UPCB Finance III, Ltd., Sr. Notes</b>			

6.625%, 7/1/20 <sup>(8)</sup>	1,200		1,209,000
		\$	<b>6,611,031</b>
<b>Food Service 0.1%</b>			
<b>NPC International, Inc., Sr. Sub. Notes</b>			
9.50%, 5/1/14	245	\$	251,125
		\$	<b>251,125</b>
<b>Forest Products 0.0%</b>			
<b>Verso Paper Holdings, LLC/Verso Paper, Inc.</b>			
11.375%, 8/1/16	225	\$	210,375
		\$	<b>210,375</b>
<b>Health Care 0.1%</b>			
<b>Accellent, Inc., Sr. Notes</b>			
8.375%, 2/1/17 <sup>(8)</sup>	135	\$	140,737
<b>DJO Finance, LLC/DJO Finance Corp.</b>			
10.875%, 11/15/14	205		220,631
<b>HCA, Inc.</b>			
9.25%, 11/15/16	115		123,266
		\$	<b>484,634</b>
<b>Industrial Equipment 0.3%</b>			
<b>Chart Industries, Inc., Sr. Sub. Notes</b>			
9.125%, 10/15/15	195	\$	204,994



	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Security</b>			
<b>Terex Corp., Sr. Notes</b>			
10.875%, 6/1/16	1,000	\$	1,152,500
		\$	<b>1,357,494</b>
<b>Insurance 0.0%</b>			
<b>Alliant Holdings I, Inc.</b>			
11.00%, 5/1/15 <sup>(8)</sup>	100	\$	106,000
		\$	<b>106,000</b>
<b>Leisure Goods/Activities/Movies 0.1%</b>			
<b>AMC Entertainment, Inc., Sr. Notes</b>			
8.75%, 6/1/19	110	\$	117,425
<b>Royal Caribbean Cruises, Sr. Notes</b>			
7.00%, 6/15/13	95		102,006
6.875%, 12/1/13	35		37,844
7.25%, 6/15/16	25		27,063
7.25%, 3/15/18	50		53,500
		\$	<b>337,838</b>
<b>Lodging and Casinos 0.8%</b>			
<b>Buffalo Thunder Development Authority</b>			
9.375%, 12/15/49 <sup>(6)(8)</sup>	480	\$	187,800
<b>CCM Merger, Inc.</b>			
8.00%, 8/1/13 <sup>(8)</sup>	50		50,000
<b>Harrah s Operating Co., Inc., Sr. Notes</b>			
11.25%, 6/1/17	1,500		1,659,375
<b>Inn of the Mountain Gods Resort &amp; Casino, Sr. Notes</b>			
1.25%, 11/30/20 <sup>(5)(8)</sup>	314		197,461
8.75%, 11/30/20 <sup>(8)</sup>	137		136,315
<b>Mohegan Tribal Gaming Authority, Sr. Sub. Notes</b>			
8.00%, 4/1/12	140		113,400
7.125%, 8/15/14	215		146,738
6.875%, 2/15/15	230		156,400
<b>Peninsula Gaming, LLC</b>			
10.75%, 8/15/17	1,000		1,097,500
<b>Tunica-Biloxi Gaming Authority, Sr. Notes</b>			
9.00%, 11/15/15 <sup>(8)</sup>	310		321,237
<b>Waterford Gaming, LLC, Sr. Notes</b>			
8.625%, 9/15/14 <sup>(7)(8)</sup>	227		145,778

		<b>\$ 4,212,004</b>
<b>Nonferrous Metals/Minerals 0.3%</b>		
<b>CII Carbon, LLC</b>		
11.125%, 11/15/15 <sup>(8)</sup>	185	\$ 192,862
<b>Cloud Peak Energy Resources, LLC/Cloud Peak Energy Finance Corp.</b>		
8.25%, 12/15/17 <sup>(8)</sup>	1,000	1,075,000
8.50%, 12/15/19	335	363,894
		<b>\$ 1,631,756</b>
<b>Oil and Gas 0.1%</b>		
<b>Petroleum Development Corp., Sr. Notes</b>		
12.00%, 2/15/18	115	\$ 128,800
<b>Petroplus Finance, Ltd.</b>		
7.00%, 5/1/17 <sup>(8)</sup>	145	135,575
<b>Quicksilver Resources, Inc., Sr. Notes</b>		
11.75%, 1/1/16	125	145,000
<b>SESI, LLC, Sr. Notes</b>		
6.875%, 6/1/14	60	61,125
		<b>\$ 470,500</b>

	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Security Publishing 0.2%</b>			
<b>Laureate Education, Inc.</b>			
10.00%, 8/15/15 <sup>(8)</sup>	1,000	\$	1,048,750
		<b>\$</b>	<b>1,048,750</b>
<b>Rail Industries 0.2%</b>			
<b>American Railcar Industry, Sr. Notes</b>			
7.50%, 3/1/14	175	\$	178,500
<b>Kansas City Southern Mexico, Sr. Notes</b>			
8.00%, 2/1/18 <sup>(8)</sup>	500		556,350
		<b>\$</b>	<b>734,850</b>
<b>Retailers (Except Food and Drug) 0.4%</b>			
<b>Amscan Holdings, Inc., Sr. Sub. Notes</b>			
8.75%, 5/1/14	400	\$	408,000
<b>Sally Holdings, LLC, Sr. Notes</b>			
9.25%, 11/15/14	665		696,587
10.50%, 11/15/16	20		21,500
<b>Toys R Us</b>			
10.75%, 7/15/17	1,000		1,130,000
		<b>\$</b>	<b>2,256,087</b>
<b>Steel 0.0%</b>			
<b>RathGibson, Inc., Sr. Notes</b>			
11.25%, 2/15/14 <sup>(6)(7)</sup>	445	\$	45
		<b>\$</b>	<b>45</b>
<b>Surface Transport 0.0%</b>			
<b>CEVA Group PLC, Sr. Notes</b>			
11.50%, 4/1/18 <sup>(8)</sup>	165	\$	174,488
		<b>\$</b>	<b>174,488</b>
<b>Telecommunications 0.8%</b>			
<b>Avaya, Inc., Sr. Notes</b>			

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9.75%, 11/1/15	840	\$	858,900
<b>EH Holding Corp., Sr. Notes</b>			
6.50%, 6/15/19 <sup>(8)</sup>	1,000		1,033,750
<b>Intelsat Bermuda, Ltd.</b>			
11.25%, 6/15/16	900		960,750
<b>NII Capital Corp.</b>			
10.00%, 8/15/16	335		387,762
<b>Telesat Canada/Telesat, LLC, Sr. Notes</b>			
11.00%, 11/1/15	590		649,000
		<b>\$</b>	<b>3,890,162</b>
<b>Utilities 1.7%</b>			
<b>Calpine Corp., Sr. Notes</b>			
7.50%, 2/15/21 <sup>(8)</sup>	4,725	\$	4,914,000
7.875%, 1/15/23 <sup>(8)</sup>	3,350		3,521,687
<b>NGC Corp.</b>			
7.625%, 10/15/26	390		255,450
<b>Reliant Energy, Inc., Sr. Notes</b>			
7.625%, 6/15/14	20		20,900
		<b>\$</b>	<b>8,712,037</b>
<b>Total Corporate Bonds &amp; Notes</b>			
<b>(identified cost \$49,645,821)</b>		<b>\$</b>	<b>51,687,264</b>

**Asset-Backed Securities 1.5%**

<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	\$ 363,349
Avalon Capital Ltd. 3, Series 1A, Class D, 2.208%, 2/24/19 <sup>(8)(11)</sup>	589	453,623
Babson Ltd., Series 2005-1A, Class C1, 2.199%, 4/15/19 <sup>(8)(11)</sup>	753	568,051
Bryant Park CDO Ltd., Series 2005-1A, Class C, 2.299%, 1/15/19 <sup>(8)(11)</sup>	1,000	688,531
Carlyle High Yield Partners, Series 2004-6A, Class C, 2.716%, 8/11/16 <sup>(8)(11)</sup>	1,000	837,539
Centurion CDO 8 Ltd., Series 2005-8A, Class D, 5.752%, 3/8/17 <sup>(11)</sup>	985	728,557
Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 5.00%, 7/17/19 <sup>(11)</sup>	750	553,544
Comstock Funding Ltd., Series 2006-1A, Class D, 4.504%, 5/30/20 <sup>(8)(11)</sup>	692	488,184
Dryden Leveraged Loan, Series 2004-6A, Class C1, 2.804%, 7/30/16 <sup>(8)(11)</sup>	1,500	1,199,243
First CLO Ltd., Series 2004-1A1, Class C, 2.552%, 7/27/16 <sup>(8)(11)</sup>	1,000	907,880
Schiller Park CLO Ltd., Series 2007-1A, Class D, 2.503%, 4/25/21 <sup>(8)(11)</sup>	1,000	732,623
<b>Total Asset-Backed Securities (identified cost \$9,514,030)</b>		<b>\$ 7,521,124</b>

**Common Stocks 2.0%**

<b>Security</b>	<b>Shares</b>	<b>Value</b>
<b>Air Transport 0.0%</b>		
Delta Air Lines, Inc. <sup>(12)</sup>	3,971	\$ 31,331
		<b>\$ 31,331</b>
<b>Automotive 0.7%</b>		
Dayco Products, LLC <sup>(7)(12)(13)</sup>	18,702	\$ 1,047,312
Hayes Lemmerz International, Inc. <sup>(7)(12)(13)</sup>	44,747	2,684,820
		<b>\$ 3,732,132</b>
<b>Building and Development 0.1%</b>		
Panolam Holdings Co. <sup>(7)(12)(14)</sup>	253	\$ 243,551
United Subcontractors, Inc. <sup>(7)(12)(13)</sup>	508	38,970
		<b>\$ 282,521</b>
<b>Chemicals and Plastics 0.0%</b>		
Wellman Holdings, Inc. <sup>(7)(12)(13)</sup>	438	\$ 0
		<b>\$ 0</b>

<b>Diversified Manufacturing 0.0%</b> <sup>(9)</sup>			
MEGA Brands, Inc. <sup>(12)</sup>	16,150	\$	152,712
		\$	<b>152,712</b>
<b>Ecological Services and Equipment 0.0%</b> <sup>(9)</sup>			
Environmental Systems Products Holdings, Inc. <sup>(7)(12)(14)</sup>	6,211	\$	140,307
		\$	<b>140,307</b>
<b>Financial Intermediaries 0.0%</b> <sup>(9)</sup>			
RTS Investor Corp. <sup>(7)(12)(13)</sup>	78	\$	17,180
		\$	<b>17,180</b>
<b>Food Service 0.0%</b> <sup>(9)</sup>			
Buffets, Inc. <sup>(7)(12)</sup>	23,029	\$	94,995
		\$	<b>94,995</b>
<b>Leisure Goods/Activities/Movies 0.2%</b>			
Metro-Goldwyn-Mayer Holdings, Inc. <sup>(12)(13)</sup>	50,438	\$	1,121,302
		\$	<b>1,121,302</b>
<b>Lodging and Casinos 0.1%</b>			
Greektown Superholdings, Inc. <sup>(12)</sup>	71	\$	4,970
Tropicana Entertainment, Inc. <sup>(7)(12)(13)</sup>	35,670		575,179
		\$	<b>580,149</b>

	<b>Shares</b>	<b>Value</b>
<b>Security</b>		
<b>Nonferrous Metals/Minerals 0.1%</b>		
Euramax International, Inc. <sup>(12)(13)</sup>	701	\$ 224,384
		<b>\$ 224,384</b>
<b>Oil and Gas 0.0%</b>		
SemGroup Corp. <sup>(12)</sup>	1,397	\$ 32,522
		<b>\$ 32,522</b>
<b>Publishing 0.6%</b>		
Ion Media Networks, Inc. <sup>(7)(12)(13)</sup>	3,990	\$ 2,793,000
MediaNews Group, Inc. <sup>(7)(12)(13)</sup>	10,718	203,104
Source Interlink Companies, Inc. <sup>(7)(12)(13)</sup>	2,290	80,471
SuperMedia, Inc. <sup>(12)</sup>	9,554	34,872
		<b>\$ 3,111,447</b>
<b>Steel 0.2%</b>		
KNIA Holdings, Inc. <sup>(7)(12)(13)</sup>	23,138	\$ 311,669
RathGibson Acquisition Co., LLC <sup>(7)(12)(14)</sup>	19,800	662,310
		<b>\$ 973,979</b>
<b>Total Common Stocks</b> <b>(identified cost \$4,634,402)</b>		<b>\$ 10,494,961</b>
<b>Preferred Stocks 0.0%</b>		
<b>Security</b>	<b>Shares</b>	<b>Value</b>
<b>Commercial Services &amp; Supplies 0.0%</b>		
Environmental Systems Products Holdings, Inc., Series A <sup>(7)(12)(14)</sup>	1,422	\$ 89,103
<b>Total Preferred Stocks</b> <b>(identified cost \$24,885)</b>		<b>\$ 89,103</b>
<b>Warrants 0.0%</b>		
<b>Security</b>	<b>Shares</b>	<b>Value</b>
<b>Oil and Gas 0.0%</b>		
SemGroup Corp., Expires 11/30/14 <sup>(12)</sup>	1,470	\$ 8,151

		\$	<b>8,151</b>
<b>Publishing 0.0%</b>			
Reader's Digest Association, Inc. (The), Expires 2/19/14 <sup>(12)(13)</sup>	1,450	\$	0
		\$	<b>0</b>
<b>Retailers (Except Food and Drug) 0.0%</b>			
Oriental Trading Co., Inc., Expires 2/11/16 <sup>(7)(12)(13)</sup>	6,730	\$	0
Oriental Trading Co., Inc., Expires 2/11/16 <sup>(7)(12)(13)</sup>	6,134		0
		\$	<b>0</b>
<b>Total Warrants (identified cost \$15)</b>		\$	<b>8,151</b>



**Short-Term Investments 1.4%**

<b>Description</b>	<b>Interest/ Principal Amount (000 s omitted)</b>	<b>Value</b>
Eaton Vance Cash Reserves Fund, LLC, 0.10% <sup>(15)</sup>	\$ 1,931	\$ 1,930,511
State Street Bank and Trust Euro Time Deposit, 0.01%, 8/1/11	5,404	5,403,802
<b>Total Short-Term Investments (identified cost \$7,334,313)</b>		<b>\$ 7,334,313</b>
<b>Total Investments 158.6% (identified cost \$815,641,444)</b>		<b>\$ 820,122,862</b>
<b>Less Unfunded Loan Commitments (0.2)%</b>		<b>\$ (870,244)</b>
<b>Net Investments 158.4% (identified cost \$814,771,200)</b>		<b>\$ 819,252,618</b>
<b>Other Assets, Less Liabilities (33.0)%</b>		<b>\$ (170,697,416)</b>
<b>Auction Preferred Shares Plus Cumulative Unpaid Dividends (25.4)%</b>		<b>\$ (131,305,464)</b>
<b>Net Assets Applicable to Common Shares 100.0%</b>		<b>\$ 517,249,738</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

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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) This Senior Loan will settle after July 31, 2011, at which time the interest rate will be determined.
- (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) Defaulted matured security. For a variable rate security, interest rate has been adjusted to reflect non-accrual status.
- (5) Represents a payment-in-kind security which may pay all or a portion of interest/dividends in additional par/shares.
- (6) 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.
- (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 July 31, 2011, the aggregate value of these securities is \$30,605,072 or 5.9% 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.
- (11) Variable rate security. The stated interest rate represents the rate in effect at July 31, 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 July 31, 2011. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended July 31, 2011 was \$22,682.



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

### Forward Foreign Currency Exchange Contracts

#### Sales

Settlement Date	Deliver	In Exchange For	Counterparty	Net Unrealized Depreciation
8/31/11	British Pound Sterling 3,372,334	United States Dollar 5,515,267	JPMorgan Chase Bank	\$ (18,615)
8/31/11	Euro 10,103,827	United States Dollar 14,225,582	Citigroup Global Markets	(283,525)
9/30/11	British Pound Sterling 7,487,205	United States Dollar 11,981,325	Goldman Sachs, Inc.	(300,877)
9/30/11	Euro 10,586,261	United States Dollar 15,163,072	HSBC Bank USA	(27,159)
10/31/11	Euro 9,200,904	United States Dollar 13,179,144	Deutsche Bank	(12,509)
				<b>\$ (642,685)</b>

At July 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 July 31, 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 \$642,685.

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

<b>Aggregate cost</b>	<b>\$ 815,353,672</b>
Gross unrealized appreciation	\$ 20,608,916
Gross unrealized depreciation	(16,709,970)

**Net unrealized appreciation****\$ 3,898,946****Restricted Securities**

At July 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.

<b>Description</b>	<b>Date of Acquisition</b>	<b>Shares</b>	<b>Cost</b>	<b>Value</b>
<b>Common Stocks</b>				
Environmental Systems Products Holdings, Inc.	10/25/07	6,211	\$ 0 <sup>(1)</sup>	\$ 140,307
Panolam Holdings Co.	12/30/09	253	139,024	243,551
RathGibson Acquisition Co., LLC	6/14/10	19,800	105,079	662,310
<b>Total Common Stocks</b>			<b>\$ 244,103</b>	<b>\$ 1,046,168</b>
<b>Preferred Stocks</b>				
Environmental Systems Products Holdings, Inc., Series A	10/25/07	1,422	\$ 24,885	\$ 89,103
<b>Total Restricted Stocks</b>			<b>\$ 268,988</b>	<b>\$ 1,135,271</b>

<sup>(1)</sup> Less than \$0.50.

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 July 31, 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)	\$	\$ 740,117,970	\$ 1,999,732	\$ 742,117,702
Corporate Bonds & Notes		50,952,226	735,038	51,687,264
Asset-Backed Securities		7,521,124		7,521,124
Common Stocks	251,437	1,350,656	8,892,868	10,494,961
Preferred Stocks			89,103	89,103
Warrants		8,151	0	8,151
Short-Term Investments		7,334,313		7,334,313
<b>Total Investments</b>	<b>\$ 251,437</b>	<b>\$ 807,284,440</b>	<b>\$ 11,716,741</b>	<b>\$ 819,252,618</b>
<b>Liability Description</b>				
Forward Foreign Currency Exchange Contracts	\$	\$ (642,685)	\$	\$ (642,685)
<b>Total</b>	<b>\$</b>	<b>\$ (642,685)</b>	<b>\$</b>	<b>\$ (642,685)</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</b>	<b>Investments in Preferred Stocks</b>	<b>Investments in Warrants and Miscellaneous</b>	<b>Total</b>
<b>Balance as of October 31, 2010</b>	<b>\$ 1,958,716</b>	<b>\$ 528,020</b>	<b>\$ 1,650,143</b>	<b>\$ 328,797</b>	<b>\$ 0</b>	<b>\$ 4,465,676</b>
Realized gains (losses)	(1,421,030)	(559,778)	84,469	117,398		(1,778,941)
Change in net unrealized appreciation (depreciation)	693,899	798,826	4,081,221	(214,792)		5,359,154
Cost of purchases	353,146	11,454	1,828			366,428
Proceeds from sales	(211,445)	(80,522)	(219,504)	(142,300)		(653,771)
Accrued discount (premium)	5,535	32,499				38,034
Transfers to Level 3*	620,911	4,539	3,294,711			3,920,161
Transfers from Level 3*						
<b>Balance as of July 31, 2011</b>	<b>\$ 1,999,732</b>	<b>\$ 735,038</b>	<b>\$ 8,892,868</b>	<b>\$ 89,103</b>	<b>\$ 0</b>	<b>\$ 11,716,741</b>
<b>Change in net unrealized appreciation (depreciation) on investments still held as of July 31, 2011</b>	<b>\$ (490,139)</b>	<b>\$ 237,381</b>	<b>\$ 4,081,221</b>	<b>\$ (75,238)</b>	<b>\$ 0</b>	<b>\$ 3,753,225</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 July 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.

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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 Senior Floating-Rate Trust

By: /s/ Scott H. Page  
Scott H. Page  
President

Date: September 26, 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: September 26, 2011

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

Date: September 26, 2011