

Eaton Vance Short Duration Diversified Income Fund  
Form N-Q  
September 29, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549





**FORM N-Q**





**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED  
MANAGEMENT INVESTMENT COMPANIES**





Investment Company Act File Number

811-21563

## **Eaton Vance Short Duration Diversified Income Fund**

(Exact Name of Registrant as Specified in Charter)

**The Eaton Vance Building,  
255 State Street, Boston, Massachusetts**  
(Address of Principal Executive Offices)

**02109**  
(Zip code)

**Maureen A. Gemma**  
**Eaton Vance Management, 255 State Street, Boston, Massachusetts 02109**  
(Name and Address of Agent for Service)

Registrant's Telephone Number, Including Area  
Code:

(617) 482-8260

Date of Fiscal Year End:

October 31

Date of Reporting Period:

July 31, 2008

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**Item 1. Schedule of Investments**

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**Eaton Vance Short Duration Diversified Income Fund**

**as of July 31, 2008**

**PORTFOLIO OF INVESTMENTS (Unaudited)**

**Senior Floating-Rate Interests** 55.5% (1)

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Principal Amount*	Borrower/Tranche Description	Value
<b>Aerospace and Defense 1.2%</b>		
	<b>ACTS Aero Technical Support &amp; Service, Inc.</b>	
187,773	Term Loan, 6.04%, Maturing October 5, 2014	\$ 147,402
	<b>DAE Aviation Holdings, Inc.</b>	
113,835	Term Loan, 6.55%, Maturing July 31, 2014	107,859
114,894	Term Loan, 6.55%, Maturing July 31, 2014	108,862
	<b>Evergreen International Aviation</b>	
264,373	Term Loan, 8.50%, Maturing October 31, 2011	237,275
	<b>Hawker Beechcraft Acquisition</b>	
110,132	Term Loan, 4.80%, Maturing March 26, 2014	102,965
1,885,095	Term Loan, 4.80%, Maturing March 26, 2014	1,762,417
	<b>Hexcel Corp.</b>	
388,666	Term Loan, 4.91%, Maturing March 1, 2012	382,836
	<b>Vought Aircraft Industries, Inc.</b>	
181,818	Term Loan, 4.95%, Maturing December 17, 2011	172,273
791,230	Term Loan, 4.97%, Maturing December 17, 2011	758,097
		<b>\$ 3,779,986</b>
<b>Air Transport 0.3%</b>		
	<b>Delta Air Lines, Inc.</b>	
346,500	Term Loan - Second Lien, 5.71%, Maturing April 30, 2014	\$ 233,714
	<b>Northwest Airlines, Inc.</b>	
1,094,000	DIP Loan, 4.46%, Maturing August 21, 2008	854,687
		<b>\$ 1,088,401</b>
<b>Automotive 4.4%</b>		
	<b>Accuride Corp.</b>	
535,682	Term Loan, 6.03%, Maturing January 31, 2012	\$ 514,478
	<b>Adesa, Inc.</b>	
915,750	Term Loan, 5.06%, Maturing October 18, 2013	818,680
	<b>Affina Group, Inc.</b>	
845,732	Term Loan, 5.80%, Maturing November 30, 2011	790,760
	<b>Allison Transmission, Inc.</b>	
818,813	Term Loan, 5.32%, Maturing September 30, 2014	735,089
	<b>ATU AFM Auto Holding GmbH &amp; Co.</b>	
EUR 750,000	Term Loan, 7.93%, Maturing August 20, 2013	724,541
	<b>AxleTech International Holding, Inc.</b>	
425,000	Term Loan - Second Lien, 9.30%, Maturing April 21, 2013	419,687
	<b>Chrysler Financial</b>	
497,494	Term Loan, 6.78%, Maturing August 1, 2014	409,396
	<b>Dayco Europe S.R.I.</b>	
EUR 318,201	Term Loan, 9.34%, Maturing June 21, 2010	451,343
	<b>Dayco Products, LLC</b>	
496,519	Term Loan, 7.38%, Maturing June 21, 2011	356,252
	<b>Delphi Corp.</b>	
1,000,000	DIP Loan, 7.25%, Maturing December 31, 2008	996,688
	<b>Federal-Mogul Corp.</b>	
295,167	Term Loan, 4.40%, Maturing December 27, 2014	233,182
228,517	Term Loan, 4.40%, Maturing December 27, 2015	186,527
	<b>Ford Motor Co.</b>	
492,500	Term Loan, 5.46%, Maturing December 15, 2013	389,075
	<b>General Motors Corp.</b>	
1,409,834	Term Loan, 5.16%, Maturing November 29, 2013	1,114,474
	<b>Goodyear Tire &amp; Rubber Co.</b>	
3,175,000	Term Loan - Second Lien, 4.54%, Maturing April 30, 2010	2,928,144

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		<b>HLI Operating Co., Inc.</b>		
EUR	27,273	Term Loan, 4.31%, Maturing May 30, 2014	\$	37,020
EUR	1,307,091	Term Loan, 7.49%, Maturing May 30, 2014		1,774,268
		<b>Keystone Automotive Operations, Inc.</b>		
	238,939	Term Loan, 6.00%, Maturing January 12, 2012		191,748
		<b>LKQ Corp.</b>		
	248,077	Term Loan, 4.71%, Maturing October 12, 2014		245,907
		<b>TriMas Corp.</b>		
	1,070,313	Term Loan, 4.88%, Maturing August 2, 2011		963,281
	299,355	Term Loan, 4.87%, Maturing August 2, 2013		269,420
			\$	<b>14,549,960</b>
<b>Beverage and Tobacco</b>	<b>0.3%</b>			
		<b>Culligan International Co.</b>		
EUR	300,000	Term Loan - Second Lien, 9.44%, Maturing May 31, 2013	\$	245,739
		<b>Liberator Midco, Ltd.</b>		
EUR	250,000	Term Loan, 6.73%, Maturing October 27, 2013		376,356
EUR	244,357	Term Loan, 7.11%, Maturing October 27, 2014		367,861
			\$	<b>989,956</b>
<b>Building and Development</b>	<b>1.4%</b>			
		<b>Brickman Group Holdings, Inc.</b>		
	598,485	Term Loan, 4.80%, Maturing January 23, 2014	\$	547,614
		<b>Building Materials Corp. of America</b>		
	394,037	Term Loan, 5.56%, Maturing February 22, 2014		343,428
		<b>Epco/Fantome, LLC</b>		
	460,000	Term Loan, 5.09%, Maturing November 23, 2010		432,400
		<b>Hovstone Holdings, LLC</b>		
	132,500	Term Loan, 6.96%, Maturing February 28, 2009		110,068
		<b>LNR Property Corp.</b>		
	704,000	Term Loan, 6.03%, Maturing July 3, 2011		567,894
		<b>Panolam Industries Holdings, Inc.</b>		
	155,749	Term Loan, 5.55%, Maturing September 30, 2012		140,174
		<b>Realogy Corp.</b>		
	257,250	Term Loan, 5.46%, Maturing September 1, 2014		211,588
	955,500	Term Loan, 5.46%, Maturing September 1, 2014		785,899
		<b>TRU 2005 RE Holding Co.</b>		
	575,000	Term Loan, 5.47%, Maturing December 9, 2008		531,396
		<b>United Subcontractors, Inc.</b>		
	250,194	Term Loan - Second Lien, 12.42%, Maturing June 27, 2013 (2)		125,097
		<b>Wintergames Acquisition ULC</b>		
	733,068	Term Loan, 5.88%, Maturing April 24, 2009		700,080
			\$	<b>4,495,638</b>
<b>Business Equipment and Services</b>	<b>3.1%</b>			
		<b>Axiom Corp.</b>		
	487,560	Term Loan, 4.56%, Maturing September 15, 2012	\$	474,152
		<b>Affinion Group, Inc.</b>		
	908,129	Term Loan, 5.17%, Maturing October 17, 2012		871,425
		<b>Allied Security Holdings, LLC</b>		
	350,835	Term Loan, 7.00%, Maturing June 30, 2010		335,048
		<b>Education Management, LLC</b>		
	1,429,814	Term Loan, 4.56%, Maturing June 1, 2013		1,313,131
		<b>Info USA, Inc.</b>		
	195,030	Term Loan, 4.81%, Maturing February 14, 2012		186,254
		<b>Intergraph Corp.</b>		
	421,020	Term Loan, 4.65%, Maturing May 29, 2014		402,074
		<b>Mitchell International, Inc.</b>		
	192,550	Term Loan, 4.80%, Maturing March 28, 2014		187,255
		<b>N.E.W. Holdings I, LLC</b>		
	270,038	Term Loan, 5.23%, Maturing May 22, 2014		242,359

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	<b>Protection One, Inc.</b>	
191,508	Term Loan, 4.72%, Maturing March 31, 2012	178,102
	<b>Sabre, Inc.</b>	
1,364,593	Term Loan, 4.66%, Maturing September 30, 2014	1,071,965



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		<b>Sitel (Client Logic)</b>	
	290,383	Term Loan, 5.29%, Maturing January 29, 2014	\$ 252,633
		<b>SunGard Data Systems, Inc.</b>	
	1,920,589	Term Loan, 4.51%, Maturing February 11, 2013	1,815,433
		<b>TDS Investor Corp.</b>	
EUR	525,796	Term Loan, 7.21%, Maturing August 23, 2013	694,241
		<b>Valassis Communications, Inc.</b>	
	109,400	Term Loan, 4.56%, Maturing March 2, 2014	102,836
	486,201	Term Loan, 4.56%, Maturing March 2, 2014	457,029
		<b>VWR International, Inc.</b>	
	450,000	Term Loan, 4.96%, Maturing June 28, 2013	408,937
		<b>WAM Acquisition, S.A.</b>	
EUR	153,716	Term Loan, 6.45%, Maturing May 4, 2014	206,041
EUR	93,087	Term Loan, 6.45%, Maturing May 4, 2014	124,773
EUR	153,716	Term Loan, 6.95%, Maturing May 4, 2015	206,041
EUR	93,087	Term Loan, 6.95%, Maturing May 4, 2015	124,773
		<b>West Corp.</b>	
	689,522	Term Loan, 4.95%, Maturing October 24, 2013	621,216
			\$ <b>10,275,718</b>
<b>Cable and Satellite Television</b>	<b>4.4%</b>		
		<b>Cequel Communications, LLC</b>	
	475,000	Term Loan - Second Lien, 7.37%, Maturing May 5, 2014	\$ 419,069
	1,041,180	Term Loan - Second Lien, 8.86%, Maturing May 5, 2014	912,768
		<b>Charter Communications Operating, Inc.</b>	
	1,981,874	Term Loan, 4.80%, Maturing April 28, 2013	1,748,798
		<b>CSC Holdings, Inc.</b>	
	1,496,173	Term Loan, 4.21%, Maturing March 29, 2013	1,421,365
		<b>CW Media Holdings, Inc.</b>	
	198,500	Term Loan, 6.05%, Maturing February 15, 2015	190,064
		<b>Insight Midwest Holdings, LLC</b>	
	1,029,375	Term Loan, 4.47%, Maturing April 6, 2014	992,861
		<b>Kabel Deutschland GmbH</b>	
EUR	1,000,000	Term Loan, 6.14%, Maturing March 31, 2012	1,443,585
		<b>Mediacom Broadband Group</b>	
	1,994,937	Term Loan, 4.22%, Maturing January 31, 2015	1,827,861
		<b>Orion Cable GmbH</b>	
EUR	225,566	Term Loan, 7.64%, Maturing October 31, 2014	322,245
EUR	225,566	Term Loan, 7.73%, Maturing October 31, 2015	322,245
		<b>ProSiebenSat.1 Media AG</b>	
EUR	91,800	Term Loan, 7.31%, Maturing March 2, 2015	96,144
EUR	9,415	Term Loan, 6.73%, Maturing June 26, 2015	11,521
EUR	231,985	Term Loan, 6.73%, Maturing June 26, 2015	283,888
EUR	91,800	Term Loan, 7.56%, Maturing March 2, 2016	96,144
		<b>UPC Broadband Holding B.V.</b>	
EUR	1,150,000	Term Loan, 6.44%, Maturing October 16, 2011	1,584,207
	1,550,000	Term Loan, 4.22%, Maturing December 31, 2014	1,457,387
		<b>YPSO Holding SA</b>	
EUR	496,137	Term Loan, 6.98%, Maturing July 28, 2014	617,504
EUR	191,468	Term Loan, 6.98%, Maturing July 28, 2014	238,306
EUR	312,395	Term Loan, 6.98%, Maturing July 28, 2014	388,814
			\$ <b>14,374,776</b>
<b>Chemicals and Plastics</b>	<b>3.0%</b>		
		<b>Brenntag Holding GmbH and Co.</b>	
EUR	1,094,382	Term Loan, 12.14%, Maturing December 23, 2013	\$ 1,476,995
		<b>Celanese Holdings, LLC</b>	
	1,000,000	Term Loan, Maturing April 2, 2014 (3)	943,036
		<b>Cognis GmbH</b>	
	400,000	Term Loan, 4.81%, Maturing September 15, 2013	369,000

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	<b>Foamex L.P.</b>	
211,265	Term Loan, 6.05%, Maturing February 12, 2013	166,371
	<b>Georgia Gulf Corp.</b>	
187,133	Term Loan, 4.96%, Maturing October 3, 2013	174,782

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		<b>INEOS Group</b>		
	1,240,000	Term Loan, 4.88%, Maturing December 14, 2013	\$	1,036,950
	1,240,000	Term Loan, 5.38%, Maturing December 14, 2014		1,036,950
		<b>Innophos, Inc.</b>		
	435,540	Term Loan, 4.81%, Maturing August 10, 2010		430,096
		<b>Kleopatra</b>		
	225,000	Term Loan, 5.29%, Maturing January 3, 2016		163,406
EUR	200,000	Term Loan, 7.46%, Maturing January 3, 2016		229,134
		<b>Kranton Polymers, LLC</b>		
	630,066	Term Loan, 4.50%, Maturing May 12, 2013		597,381
		<b>Lucite International Group Holdings</b>		
	181,412	Term Loan, 5.05%, Maturing July 7, 2013		149,212
	64,237	Term Loan, 5.05%, Maturing July 7, 2013		52,835
		<b>MacDermid, Inc.</b>		
EUR	402,252	Term Loan, 7.20%, Maturing April 12, 2014		564,853
		<b>Millenium Inorganic Chemicals</b>		
	300,000	Term Loan - Second Lien, 8.55%, Maturing October 31, 2014		220,500
		<b>Propex Fabrics, Inc.</b>		
	238,706	Term Loan, 9.00%, Maturing July 31, 2012		110,998
		<b>Rockwood Specialties Group</b>		
EUR	1,447,500	Term Loan, 6.71%, Maturing July 30, 2012		2,156,831
			\$	<b>9,879,330</b>
<b>Clothing/Textiles</b>	<b>0.1%</b>			
		<b>Hanesbrands, Inc.</b>		
	250,000	Term Loan - Second Lien, 6.55%, Maturing March 5, 2014	\$	244,635
		<b>St. John Knits International, Inc.</b>		
	115,533	Term Loan, 5.46%, Maturing March 23, 2012		108,023
			\$	<b>352,658</b>
		<b>St. John Knits International, Inc.</b>		
<b>Conglomerates</b>	<b>1.6%</b>			
		<b>Doncasters (Dunde HoldCo 4 Ltd.)</b>		
	123,889	Term Loan, 4.96%, Maturing July 13, 2015	\$	113,359
	123,889	Term Loan, 5.46%, Maturing July 13, 2015		113,359
GBP	250,000	Term Loan - Second Lien, 9.90%, Maturing January 13, 2016		415,989
		<b>ISS Holdings A/S</b>		
EUR	122,807	Term Loan, 6.96%, Maturing December 31, 2013		172,821
EUR	877,193	Term Loan, 6.96%, Maturing December 31, 2013		1,234,437
		<b>Jarden Corp.</b>		
	203,349	Term Loan, 4.55%, Maturing January 24, 2012		193,605
	497,488	Term Loan, 5.30%, Maturing January 24, 2012		483,896
		<b>Polymer Group, Inc.</b>		
	1,212,530	Term Loan, 5.03%, Maturing November 22, 2012		1,121,591
		<b>RGIS Holdings, LLC</b>		
	848,571	Term Loan, 5.13%, Maturing April 30, 2014		708,557
	42,429	Term Loan, 5.30%, Maturing April 30, 2014		35,428
		<b>US Investigations Services, Inc.</b>		
	521,053	Term Loan, 5.55%, Maturing February 21, 2015		482,842
		<b>Vertrue, Inc.</b>		
	248,125	Term Loan, 5.81%, Maturing August 16, 2014		223,933
			\$	<b>5,299,817</b>
<b>Containers and Glass Products</b>	<b>1.8%</b>			
		<b>Berry Plastics Corp.</b>		
	539,394	Term Loan, 4.78%, Maturing April 3, 2015	\$	476,400
		<b>Consolidated Container Co.</b>		
	320,938	Term Loan, 5.05%, Maturing March 28, 2014		244,447
		<b>Crown Americas, Inc.</b>		
EUR	980,000	Term Loan, 6.61%, Maturing November 15, 2012		1,513,755
		<b>JSG Acquisitions</b>		

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EUR	500,000	Term Loan, 6.82%, Maturing December 31, 2014	707,963
EUR	500,000	Term Loan, 6.86%, Maturing December 31, 2014	707,963

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		<b>Pregis Corp.</b>		
	972,500	Term Loan, 5.05%, Maturing October 12, 2011	\$	904,425
		<b>Smurfit-Stone Container Corp.</b>		
	244,516	Term Loan, 4.64%, Maturing November 1, 2011		237,350
	721,631	Term Loan, 4.64%, Maturing November 1, 2011		700,481
	428,496	Term Loan, 4.81%, Maturing November 1, 2011		415,938
			\$	<b>5,908,722</b>
<b>Cosmetics/Toiletries</b>	<b>0.2%</b>			
		<b>Bausch &amp; Lomb, Inc.</b>		
	40,000	Term Loan, 4.13%, Maturing April 30, 2015 (4)	\$	39,017
	159,200	Term Loan, 6.05%, Maturing April 30, 2015		155,286
		<b>Prestige Brands, Inc.</b>		
	548,702	Term Loan, 4.73%, Maturing April 7, 2011		536,357
			\$	<b>730,660</b>
<b>Drugs</b>	<b>0.3%</b>			
		<b>Pharmaceutical Holdings Corp.</b>		
	140,826	Term Loan, 5.71%, Maturing January 30, 2012	\$	135,897
		<b>Stiefel Laboratories, Inc.</b>		
	153,292	Term Loan, 5.04%, Maturing December 28, 2013		146,010
	200,415	Term Loan, 5.04%, Maturing December 28, 2013		190,895
		<b>Warner Chilcott Corp.</b>		
	473,035	Term Loan, 4.70%, Maturing January 18, 2012		458,055
	184,195	Term Loan, 4.80%, Maturing January 18, 2012		178,362
			\$	<b>1,109,219</b>
<b>Ecological Services and Equipment</b>	<b>0.6%</b>			
		<b>Big Dumpster Merger Sub, Inc.</b>		
	97,039	Term Loan, 5.05%, Maturing February 5, 2013	\$	79,572
		<b>Blue Waste B.V. (AVR Acquisition)</b>		
EUR	500,000	Term Loan, 7.05%, Maturing April 1, 2015		727,954
		<b>Sensus Metering Systems, Inc.</b>		
	9,261	Term Loan, 4.46%, Maturing December 17, 2010		8,752
	359,361	Term Loan, 4.64%, Maturing December 17, 2010		339,596
		<b>Waste Services, Inc.</b>		
	422,420	Term Loan, 5.15%, Maturing March 31, 2011		419,780
		<b>Wastequip, Inc.</b>		
	399,211	Term Loan, 5.05%, Maturing February 5, 2013		327,353
			\$	<b>1,903,007</b>
<b>Electronics/Electrical</b>	<b>1.8%</b>			
		<b>Aspect Software, Inc.</b>		
	481,662	Term Loan, 5.81%, Maturing July 11, 2011	\$	449,149
	500,000	Term Loan - Second Lien, 9.88%, Maturing July 11, 2013		455,000
		<b>Freescale Semiconductor, Inc.</b>		
	1,206,625	Term Loan, 4.22%, Maturing December 1, 2013		1,089,190
		<b>Infor Enterprise Solutions Holdings</b>		
	742,489	Term Loan, 6.55%, Maturing July 28, 2012		619,979
	387,386	Term Loan, 6.55%, Maturing July 28, 2012		323,467
	250,000	Term Loan - Second Lien, 8.30%, Maturing March 2, 2014		149,375
	91,667	Term Loan - Second Lien, 9.05%, Maturing March 2, 2014		54,771
	158,333	Term Loan - Second Lien, 9.05%, Maturing March 2, 2014		101,333
		<b>Network Solutions, LLC</b>		
	196,572	Term Loan, 5.17%, Maturing March 7, 2014		165,120
		<b>Open Solutions, Inc.</b>		
	320,995	Term Loan, 5.15%, Maturing January 23, 2014		284,883
		<b>Sensata Technologies Finance Co.</b>		
	987,406	Term Loan, 4.54%, Maturing April 27, 2013		863,157
		<b>Spectrum Brands, Inc.</b>		
	16,486	Term Loan, 6.46%, Maturing March 30, 2013		14,762
	326,483	Term Loan, 6.61%, Maturing March 30, 2013		292,338

**SS&C Technologies, Inc.**

396,654

Term Loan, 4.78%, Maturing November 23, 2012

376,325

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		<b>Vertafore, Inc.</b>	
	490,069	Term Loan, 5.14%, Maturing January 31, 2012	\$ 458,214
	275,000	Term Loan - Second Lien, 8.64%, Maturing January 31, 2013	245,437
			\$ <b>5,942,500</b>
<b>Equipment Leasing</b>	<b>0.2%</b>		
		<b>AWAS Capital, Inc.</b>	
	591,833	Term Loan - Second Lien, 8.81%, Maturing March 22, 2013	\$ 479,385
			\$ <b>479,385</b>
<b>Farming/Agriculture</b>	<b>0.1%</b>		
		<b>BF Bolthouse HoldCo, LLC</b>	
	375,000	Term Loan - Second Lien, 8.30%, Maturing December 16, 2013	\$ 358,125
			\$ <b>358,125</b>
<b>Financial Intermediaries</b>	<b>0.3%</b>		
		<b>Jupiter Asset Management Group</b>	
GBP	220,143	Term Loan, 7.90%, Maturing June 30, 2015	\$ 376,548
		<b>LPL Holdings, Inc.</b>	
	497,481	Term Loan, 4.67%, Maturing December 18, 2014	472,607
		<b>Travelex America Holdings, Inc.</b>	
	125,000	Term Loan, 5.54%, Maturing October 31, 2013	116,641
	125,000	Term Loan, 6.04%, Maturing October 31, 2014	116,641
			\$ <b>1,082,437</b>
<b>Food Products</b>	<b>2.4%</b>		
		<b>Acosta, Inc.</b>	
	612,500	Term Loan, 4.72%, Maturing July 28, 2013	\$ 573,836
		<b>Advantage Sales &amp; Marketing, Inc.</b>	
	989,266	Term Loan, 4.56%, Maturing March 29, 2013	927,850
		<b>American Seafoods Group, LLC</b>	
	683,900	Term Loan, 4.30%, Maturing September 30, 2011	646,286
		<b>BL Marketing, Ltd.</b>	
GBP	300,000	Term Loan, 8.41%, Maturing December 20, 2013	559,274
GBP	300,000	Term Loan, 8.91%, Maturing December 20, 2014	559,274
		<b>Black Lion Beverages III B.V.</b>	
EUR	1,000,000	Term Loan - Second Lien, 8.92%, Maturing January 24, 2016	1,313,730
		<b>Charden International B.V.</b>	
EUR	243,802	Term Loan, 6.99%, Maturing March 14, 2014	359,788
EUR	243,802	Term Loan, 7.49%, Maturing March 14, 2015	359,787
		<b>Michael Foods, Inc.</b>	
	197,824	Term Loan, 4.87%, Maturing November 21, 2010	194,857
		<b>Pinnacle Foods Finance, LLC</b>	
	1,064,250	Term Loan, 5.43%, Maturing April 2, 2014	974,675
		<b>Reddy Ice Group, Inc.</b>	
	925,000	Term Loan, 4.54%, Maturing August 9, 2012	797,812
		<b>Ruby Acquisitions, Ltd.</b>	
GBP	441,631	Term Loan, 8.58%, Maturing January 5, 2015	730,480
			\$ <b>7,997,649</b>
<b>Food Service</b>	<b>1.1%</b>		
		<b>Aramark Corp.</b>	
GBP	541,750	Term Loan, 8.07%, Maturing January 27, 2014	\$ 987,300
		<b>Buffets, Inc.</b>	
	127,599	Term Loan, 9.71%, Maturing January 22, 2009	76,560
	12,713	Term Loan, 9.71%, Maturing January 22, 2009	7,627
	262,868	DIP Loan, 11.25%, Maturing January 22, 2009	264,182
	39,788	Term Loan, 9.80%, Maturing May 1, 2013	17,407
	265,418	Term Loan, 9.71%, Maturing November 1, 2013	116,120
		<b>Denny's, Inc.</b>	
	37,000	Term Loan, 4.70%, Maturing March 31, 2012	35,173
	137,000	Term Loan, 4.76%, Maturing March 31, 2012	130,236

**JRD Holdings, Inc.**

615,856

Term Loan, 5.05%, Maturing June 26, 2014

578,905



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		<b>OSI Restaurant Partners, LLC</b>		
	18,797	Term Loan, 5.03%, Maturing May 9, 2013	\$	15,789
	221,222	Term Loan, 5.13%, Maturing May 9, 2014		185,827
		<b>QCE Finance, LLC</b>		
	275,000	Term Loan - Second Lien, 8.55%, Maturing November 5, 2013		225,500
		<b>Selecta</b>		
EUR	741,246	Term Loan, 7.50%, Maturing June 28, 2015		983,050
			\$	<b>3,623,676</b>
<b>Food/Drug Retailers</b>	<b>0.9%</b>			
		<b>General Nutrition Centers, Inc.</b>		
	793,731	Term Loan, 5.05%, Maturing September 16, 2013	\$	706,421
		<b>Iceland Foods Group, Ltd.</b>		
GBP	250,000	Term Loan, 7.66%, Maturing May 2, 2014		480,368
GBP	250,000	Term Loan, 8.16%, Maturing May 2, 2015		480,368
		<b>Roundy's Supermarkets, Inc.</b>		
	1,218,187	Term Loan, 5.21%, Maturing November 3, 2011		1,170,983
			\$	<b>2,838,140</b>
<b>Forest Products</b>	<b>1.0%</b>			
		<b>Georgia-Pacific Corp.</b>		
	2,992,405	Term Loan, 4.47%, Maturing December 20, 2012	\$	2,829,543
		<b>Newpage Corp.</b>		
	373,125	Term Loan, 6.56%, Maturing December 5, 2014		369,704
			\$	<b>3,199,247</b>
<b>Healthcare</b>	<b>4.4%</b>			
		<b>Accellent, Inc.</b>		
	1,008,129	Term Loan, 5.14%, Maturing November 22, 2012	\$	912,357
		<b>American Medical Systems</b>		
	342,466	Term Loan, 4.94%, Maturing July 20, 2012		322,774
		<b>AMR HoldCo, Inc.</b>		
	318,592	Term Loan, 4.69%, Maturing February 10, 2012		310,229
		<b>Biomet, Inc.</b>		
	769,188	Term Loan, 5.80%, Maturing December 26, 2014		756,526
EUR	347,375	Term Loan, 7.95%, Maturing December 26, 2014		532,507
		<b>Cardinal Health 409, Inc.</b>		
	420,750	Term Loan, 5.05%, Maturing April 10, 2014		369,208
		<b>Carestream Health, Inc.</b>		
	942,971	Term Loan, 4.75%, Maturing April 30, 2013		832,172
		<b>Carl Zeiss Vision Holding GmbH</b>		
	400,000	Term Loan, 5.14%, Maturing March 23, 2015		289,333
		<b>Community Health Systems, Inc.</b>		
	82,401	Term Loan, 0.00%, Maturing July 25, 2014 (4)		78,138
	1,610,482	Term Loan, 4.85%, Maturing July 25, 2014		1,527,158
		<b>Dako EQT Project Delphi</b>		
	250,000	Term Loan - Second Lien, 6.54%, Maturing December 12, 2016		155,417
		<b>DJO Finance, LLC</b>		
	199,000	Term Loan, 5.62%, Maturing May 15, 2014		193,527
		<b>HCA, Inc.</b>		
	1,923,269	Term Loan, 5.05%, Maturing November 18, 2013		1,811,212
		<b>Health Management Association, Inc.</b>		
	1,059,355	Term Loan, 4.55%, Maturing February 28, 2014		981,560
		<b>IM U.S. Holdings, LLC</b>		
	321,750	Term Loan, 4.81%, Maturing June 26, 2014		304,054
		<b>Invacare Corp.</b>		
	194,400	Term Loan, 4.97%, Maturing February 12, 2013		181,764
		<b>MultiPlan Merger Corp.</b>		
	474,366	Term Loan, 5.00%, Maturing April 12, 2013		449,610

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<b>National Mentor Holdings, Inc.</b>		
16,800	Term Loan, 4.59%, Maturing June 29, 2013	14,574
277,536	Term Loan, 4.81%, Maturing June 29, 2013	240,762

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		<b>Nyco Holdings</b>		
EUR	307,765	Term Loan, 7.21%, Maturing December 29, 2014	\$	381,452
EUR	307,765	Term Loan, 7.96%, Maturing December 29, 2015		381,452
		<b>P&amp;F Capital S.A.R.L.</b>		
EUR	206,748	Term Loan, 7.63%, Maturing February 21, 2014		314,837
EUR	64,291	Term Loan, 7.63%, Maturing February 21, 2014		97,903
EUR	123,769	Term Loan, 7.63%, Maturing February 21, 2014		188,476
EUR	99,350	Term Loan, 7.63%, Maturing February 21, 2014		151,291
EUR	93,422	Term Loan, 8.13%, Maturing February 21, 2015		142,555
EUR	34,708	Term Loan, 8.13%, Maturing February 21, 2015		52,961
EUR	72,073	Term Loan, 8.13%, Maturing February 21, 2015		109,978
EUR	293,557	Term Loan, 8.13%, Maturing February 21, 2015		447,945
		<b>ReAble Therapeutics Finance, LLC</b>		
	448,511	Term Loan, 4.81%, Maturing November 16, 2013		423,843
		<b>Select Medical Corp.</b>		
	495,358	Term Loan, 4.63%, Maturing February 24, 2012		463,407
		<b>Select Medical Holdings Corp.</b>		
	482,881	Term Loan, 4.68%, Maturing February 24, 2012		451,735
		<b>Viant Holdings, Inc.</b>		
	496,241	Term Loan, 5.05%, Maturing June 25, 2014		426,767
			\$	<b>14,297,484</b>
<b>Home Furnishings</b>	<b>0.4%</b>			
		<b>Interline Brands, Inc.</b>		
	276,957	Term Loan, 4.19%, Maturing June 23, 2013	\$	263,109
	191,304	Term Loan, 4.19%, Maturing June 23, 2013		181,739
		<b>Oreck Corp.</b>		
	446,030	Term Loan, 5.61%, Maturing February 2, 2012 (2)		227,475
		<b>Simmons Co.</b>		
	806,601	Term Loan, 5.53%, Maturing December 19, 2011		757,197
			\$	<b>1,429,520</b>
<b>Industrial Equipment</b>	<b>1.4%</b>			
		<b>Brand Energy and Infrastructure Services, Inc.</b>		
	198,120	Term Loan, 6.06%, Maturing February 7, 2014	\$	188,214
		<b>CEVA Group PLC U.S.</b>		
	265,737	Term Loan, 5.46%, Maturing January 4, 2014		244,478
	760,389	Term Loan, 5.46%, Maturing January 4, 2014		699,558
	262,114	Term Loan, 5.80%, Maturing January 4, 2014		241,145
		<b>EPD Holdings (Goodyear Engineering Products)</b>		
	87,063	Term Loan, 4.97%, Maturing July 13, 2014		77,268
	607,906	Term Loan, 5.30%, Maturing July 13, 2014		539,517
	200,000	Term Loan - Second Lien, 8.55%, Maturing July 13, 2015		152,000
		<b>Generac Acquisition Corp.</b>		
	367,146	Term Loan, 5.29%, Maturing November 7, 2013		295,553
		<b>Gleason Corp.</b>		
	20,089	Term Loan, 4.52%, Maturing June 30, 2013		19,085
	174,893	Term Loan, 4.52%, Maturing June 30, 2013		166,149
		<b>John Maneely Co.</b>		
	536,136	Term Loan, 6.04%, Maturing December 8, 2013		492,352
		<b>Polypore, Inc.</b>		
	841,500	Term Loan, 4.72%, Maturing July 3, 2014		791,010
		<b>Sequa Corp.</b>		
	496,583	Term Loan, 6.03%, Maturing November 30, 2014		470,720
		<b>TFS Acquisition Corp.</b>		
	221,063	Term Loan, 6.30%, Maturing August 11, 2013		207,799
			\$	<b>4,584,848</b>
<b>Insurance</b>	<b>1.0%</b>			
		<b>CCC Information Services Group, Inc.</b>		
	568,938	Term Loan, 5.06%, Maturing February 10, 2013	\$	560,404

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	<b>Conseco, Inc.</b>	
786,014	Term Loan, 4.46%, Maturing October 10, 2013	689,236

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	<b>Crawford &amp; Company</b>		
350,143	Term Loan, 5.56%, Maturing October 31, 2013	\$	340,514
	<b>Crump Group, Inc.</b>		
254,592	Term Loan, 5.81%, Maturing August 4, 2014		239,316
	<b>Getty Images Inc.</b>		
475,000	Term Loan, 7.25%, Maturing July 2, 2015		472,180
	<b>Hub International Holdings, Inc.</b>		
131,801	Term Loan, 4.54%, Maturing June 13, 2014 (4)		121,337
586,397	Term Loan, 5.30%, Maturing June 13, 2014		539,845
	<b>U.S.I. Holdings Corp.</b>		
222,750	Term Loan, 5.56%, Maturing May 4, 2014		206,044
		\$	<b>3,168,876</b>
<b>Leisure Goods/Activities/Movies</b>	<b>2.8%</b>		
	<b>24 Hour Fitness Worldwide, Inc.</b>		
395,888	Term Loan, 4.97%, Maturing June 8, 2012	\$	374,114
	<b>AMC Entertainment, Inc.</b>		
1,994,885	Term Loan, 4.21%, Maturing January 26, 2013		1,880,959
	<b>Bombardier Recreational Products</b>		
524,051	Term Loan, 5.29%, Maturing June 28, 2013		479,506
	<b>Metro-Goldwyn-Mayer Holdings, Inc.</b>		
1,618,832	Term Loan, 6.05%, Maturing April 8, 2012		1,258,642
	<b>National CineMedia, LLC</b>		
725,000	Term Loan, 4.54%, Maturing February 13, 2015		659,524
	<b>Regal Cinemas Corp.</b>		
1,994,924	Term Loan, 4.30%, Maturing November 10, 2010		1,884,094
	<b>Revolution Studios Distribution Co., LLC</b>		
322,456	Term Loan, 6.22%, Maturing December 21, 2014		299,884
225,000	Term Loan, 9.47%, Maturing June 21, 2015		190,125
	<b>Six Flags Theme Parks, Inc.</b>		
841,500	Term Loan, 4.88%, Maturing April 30, 2015		721,797
	<b>Universal City Development Partners, Ltd.</b>		
925,455	Term Loan, 5.69%, Maturing June 9, 2011		918,514
	<b>Zuffa, LLC</b>		
495,000	Term Loan, 4.50%, Maturing June 20, 2016		415,800
		\$	<b>9,082,959</b>
<b>Lodging and Casinos</b>	<b>1.6%</b>		
	<b>Bally Technologies, Inc.</b>		
922,121	Term Loan, 6.12%, Maturing September 5, 2009	\$	914,053
	<b>Harrah's Operating Co.</b>		
498,750	Term Loan, 5.80%, Maturing January 28, 2015		442,863
1,995,000	Term Loan, 5.80%, Maturing January 28, 2015		1,763,913
	<b>Herbst Gaming, Inc.</b>		
997,468	Term Loan, 9.75%, Maturing December 2, 2011		730,646
	<b>Isle of Capri Casinos, Inc.</b>		
567,794	Term Loan, 4.55%, Maturing November 30, 2013		491,615
171,199	Term Loan, 4.55%, Maturing November 30, 2013		148,229
227,118	Term Loan, 4.55%, Maturing November 30, 2013		196,646
	<b>New World Gaming Partners, Ltd.</b>		
290,208	Term Loan, 5.28%, Maturing June 30, 2014		250,667
58,333	Term Loan, 5.28%, Maturing June 30, 2014		50,385
	<b>VML US Finance, LLC</b>		
133,333	Term Loan, 5.06%, Maturing May 25, 2012		128,929
266,667	Term Loan, 5.06%, Maturing May 25, 2013		257,857
		\$	<b>5,375,803</b>
<b>Nonferrous Metals/Minerals</b>	<b>0.5%</b>		
	<b>Euramax International, Inc.</b>		
167,105	Term Loan - Second Lien, 10.79%, Maturing June 28, 2013	\$	117,809
82,895	Term Loan - Second Lien, 10.79%, Maturing June 28, 2013		58,441

**Murray Energy Corp.**

725,625

Term Loan, 5.50%, Maturing January 28, 2010

707,484

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		<b>Neo Material Technologies, Inc.</b>	
	116,797	Term Loan, 6.50%, Maturing August 31, 2009	\$ 115,045
		<b>Noranda Aluminum Acquisition</b>	
	523,439	Term Loan, 4.47%, Maturing May 18, 2014	493,342
			\$ <b>1,492,121</b>
<b>Oil and Gas</b>	<b>0.3%</b>		
		<b>Dresser, Inc.</b>	
	300,000	Term Loan - Second Lien, 8.47%, Maturing May 4, 2015	\$ 288,000
		<b>Enterprise GP Holdings, L.P.</b>	
	300,000	Term Loan, 4.71%, Maturing October 31, 2014	294,562
		<b>Targa Resources, Inc.</b>	
	231,280	Term Loan, 4.65%, Maturing October 31, 2012	223,474
	87,903	Term Loan, 4.80%, Maturing October 31, 2012	84,936
			\$ <b>890,972</b>
<b>Publishing</b>	<b>5.7%</b>		
		<b>American Media Operations, Inc.</b>	
	979,436	Term Loan, 5.99%, Maturing January 31, 2013	\$ 913,324
		<b>CanWest MediaWorks, Ltd.</b>	
	222,750	Term Loan, 4.65%, Maturing July 10, 2014	207,714
		<b>GateHouse Media Operating, Inc.</b>	
	375,000	Term Loan, 4.65%, Maturing August 28, 2014	225,469
	175,000	Term Loan, 4.79%, Maturing August 28, 2014	105,219
		<b>Idearc, Inc.</b>	
	2,812,200	Term Loan, 4.79%, Maturing November 17, 2014	2,105,635
		<b>Laureate Education, Inc.</b>	
	59,434	Term Loan, 0.00%, Maturing August 17, 2014 (4)	55,236
	398,174	Term Loan, 5.71%, Maturing August 17, 2014	370,053
		<b>MediaNews Group, Inc.</b>	
	269,500	Term Loan, 6.25%, Maturing August 2, 2013	222,337
		<b>Mediannuaire Holding</b>	
EUR	242,204	Term Loan, 6.72%, Maturing October 10, 2014	301,374
EUR	242,204	Term Loan, 7.22%, Maturing October 10, 2015	301,374
		<b>Nebraska Book Co., Inc.</b>	
	720,019	Term Loan, 5.13%, Maturing March 4, 2011	676,818
		<b>Nielsen Finance, LLC</b>	
	500,000	Term Loan, Maturing August 9, 2013 (3)	471,250
	970,072	Term Loan, 4.73%, Maturing August 9, 2013	898,850
		<b>Philadelphia Newspapers, LLC</b>	
	212,423	Term Loan, 9.50%, Maturing June 29, 2013	155,600
		<b>R.H. Donnelley Corp.</b>	
	997,423	Term Loan, 6.75%, Maturing June 30, 2010	951,708
		<b>Reader's Digest Association, Inc. (The)</b>	
	913,438	Term Loan, 4.61%, Maturing March 2, 2014	782,512
		<b>Seat Pagine Gialle SpA</b>	
EUR	1,574,725	Term Loan, 4.48%, Maturing May 25, 2012	2,192,226
		<b>TL Acquisitions, Inc.</b>	
	498,744	Term Loan, 4.96%, Maturing July 5, 2014	441,934
		<b>Trader Media Corp.</b>	
GBP	437,625	Term Loan, 7.50%, Maturing March 23, 2015	707,383
		<b>Tribune Co.</b>	
	413,578	Term Loan, 5.54%, Maturing May 17, 2009	400,757
	792,000	Term Loan, 5.79%, Maturing May 17, 2014	568,755
		<b>World Directories Acquisition</b>	
EUR	877,676	Term Loan, 6.86%, Maturing May 31, 2014	1,124,860
		<b>Xsys US, Inc.</b>	
EUR	1,000,000	Term Loan, 6.98%, Maturing September 27, 2014	1,334,014





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		<b>YBR Acquisition BV</b>	
EUR	450,000	Term Loan, 6.98%, Maturing June 30, 2013	\$ 669,025
EUR	450,000	Term Loan, 7.48%, Maturing June 30, 2014	669,376
		<b>Yell Group, PLC</b>	
	2,000,000	Term Loan, Maturing February 10, 2013(3)	1,752,500
			\$ 18,605,303
<b>Radio and Television</b>	<b>1.9%</b>		
		<b>Block Communications, Inc.</b>	
	268,125	Term Loan, 4.80%, Maturing December 22, 2011	\$ 258,070
		<b>CMP KC, LLC</b>	
	484,344	Term Loan, 6.50%, Maturing May 5, 2013	360,982
		<b>NEP II, Inc.</b>	
	172,811	Term Loan, 5.05%, Maturing February 16, 2014	156,826
		<b>Nexstar Broadcasting, Inc.</b>	
	362,710	Term Loan, 4.42%, Maturing October 1, 2012	330,973
	383,212	Term Loan, 4.55%, Maturing October 1, 2012	349,681
		<b>PanAmSat Corp.</b>	
	229,296	Term Loan, 5.29%, Maturing January 3, 2014	217,067
	229,227	Term Loan, 5.29%, Maturing January 3, 2014	217,002
	229,227	Term Loan, 5.29%, Maturing January 3, 2014	217,002
		<b>Paxson Communications Corp.</b>	
	850,000	Term Loan, 6.04%, Maturing January 15, 2012	688,500
		<b>SFX Entertainment</b>	
	366,167	Term Loan, 5.72%, Maturing June 21, 2013	344,197
		<b>Tyrol Acquisition 2 SAS</b>	
EUR	250,000	Term Loan, 6.48%, Maturing January 19, 2015	331,309
EUR	250,000	Term Loan, 7.40%, Maturing January 19, 2016	331,309
		<b>Univision Communications, Inc.</b>	
	154,100	Term Loan - Second Lien, 4.96%, Maturing March 29, 2009	147,808
	2,024,990	Term Loan, 5.03%, Maturing September 29, 2014	1,662,707
		<b>Young Broadcasting, Inc.</b>	
	242,500	Term Loan, 5.31%, Maturing November 3, 2012	212,187
	488,750	Term Loan, 5.31%, Maturing November 3, 2012	427,656
			\$ 6,253,276
<b>Rail Industries</b>	<b>0.1%</b>		
		<b>Rail America, Inc.</b>	
	27,360	Term Loan, 6.79%, Maturing August 14, 2009	\$ 27,326
		<b>RailAmerica, Inc.</b>	
	422,640	Term Loan, 6.79%, Maturing August 13, 2010	422,112
			\$ 449,438
<b>Retailers (Except Food and Drug)</b>	<b>0.8%</b>		
		<b>American Achievement Corp.</b>	
	306,611	Term Loan, 5.02%, Maturing March 25, 2011	\$ 303,545
		<b>Jostens Corp.</b>	
	375,045	Term Loan, 5.17%, Maturing October 4, 2011	366,607
		<b>Neiman Marcus Group, Inc.</b>	
	205,696	Term Loan, 4.42%, Maturing April 5, 2013	192,241
		<b>Orbitz Worldwide, Inc.</b>	
	312,638	Term Loan, 5.66%, Maturing July 25, 2014	253,236
		<b>Oriental Trading Co., Inc.</b>	
	300,000	Term Loan - Second Lien, 8.47%, Maturing January 31, 2013	217,500
	453,915	Term Loan, 4.83%, Maturing July 31, 2013	374,480
		<b>Rent-A-Center, Inc.</b>	
	261,471	Term Loan, 4.52%, Maturing November 15, 2012	247,090
		<b>Rover Acquisition Corp.</b>	
	418,625	Term Loan, 4.98%, Maturing October 26, 2013	384,088
		<b>Savers, Inc.</b>	
	100,993	Term Loan, 5.55%, Maturing August 11, 2012	95,943

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110,481	Term Loan, 5.55%, Maturing August 11, 2012	104,957
	<b>The Yankee Candle Company, Inc.</b>	
184,654	Term Loan, 4.80%, Maturing February 6, 2014	167,112
		\$ <b>2,706,799</b>

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<b>Steel 0.3%</b>				
		<b>Algoma Acquisition Corp.</b>		
	708,611	Term Loan, 4.96%, Maturing June 20, 2013	\$	669,637
		<b>Niagara Corp.</b>		
	297,000	Term Loan, 7.47%, Maturing June 29, 2014		261,360
			\$	<b>930,997</b>
<b>Surface Transport 0.1%</b>				
		<b>Swift Transportation Co., Inc.</b>		
	501,163	Term Loan, 6.13%, Maturing May 10, 2014	\$	386,209
			\$	<b>386,209</b>
<b>Telecommunications 2.0%</b>				
		<b>Alltell Communication</b>		
	497,494	Term Loan, 5.56%, Maturing May 16, 2014	\$	492,162
	769,188	Term Loan, 5.21%, Maturing May 16, 2015		766,424
		<b>Asurion Corp.</b>		
	425,000	Term Loan, 5.78%, Maturing July 13, 2012		400,917
	250,000	Term Loan - Second Lien, 9.10%, Maturing January 13, 2013		232,187
		<b>BCM Luxembourg, Ltd.</b>		
EUR	375,000	Term Loan, 6.61%, Maturing September 30, 2014		539,174
EUR	375,000	Term Loan, 6.86%, Maturing September 30, 2015		539,243
EUR	500,000	Term Loan - Second Lien, 8.98%, Maturing March 31, 2016		674,418
		<b>CommScope, Inc.</b>		
	498,747	Term Loan, 5.23%, Maturing November 19, 2014		480,667
		<b>Intelsat Subsidiary Holding Co.</b>		
	294,750	Term Loan, 5.29%, Maturing July 3, 2013		283,255
		<b>IPC Systems, Inc.</b>		
GBP	297,000	Term Loan, 8.21%, Maturing May 31, 2014		453,012
		<b>Macquarie UK Broadcast Ventures, Ltd.</b>		
GBP	225,000	Term Loan, 7.39%, Maturing December 26, 2014		388,430
		<b>Stratos Global Corp.</b>		
	305,500	Term Loan, 5.30%, Maturing February 13, 2012		289,079
		<b>Windstream Corp.</b>		
	868,831	Term Loan, 4.29%, Maturing July 17, 2013		841,544
			\$	<b>6,380,512</b>
<b>Utilities 1.7%</b>				
		<b>AEI Finance Holding, LLC</b>		
	75,414	Revolving Loan, 5.40%, Maturing March 30, 2012	\$	69,381
	549,993	Term Loan, 5.80%, Maturing March 30, 2014		505,994
		<b>Astoria Generating Co.</b>		
	375,000	Term Loan - Second Lien, 6.56%, Maturing August 23, 2013		360,000
		<b>BRSP, LLC</b>		
	498,382	Term Loan, 5.86%, Maturing July 13, 2009		483,431
		<b>Calpine Corp.</b>		
	246,884	DIP Loan, 5.69%, Maturing March 30, 2009		232,226
		<b>Mirant North America, LLC</b>		
	996,836	Term Loan, 4.21%, Maturing January 3, 2013		967,761
		<b>NRG Energy, Inc.</b>		
	556,432	Term Loan, 4.30%, Maturing June 1, 2014		530,697
	1,135,860	Term Loan, 4.30%, Maturing June 1, 2014		1,083,327
		<b>TXU Texas Competitive Electric Holdings Co., LLC</b>		
	223,313	Term Loan, 6.24%, Maturing October 10, 2014		210,472
	1,218,306	Term Loan, 6.26%, Maturing October 10, 2014		1,144,446
			\$	<b>5,587,735</b>
<b>Total Senior Floating-Rate Interests (identified cost \$193,151,102)</b>			\$	<b>181,881,859</b>



**Mortgage-Backed Securities 53.6%**

**Collateralized Mortgage Obligations 8.9%**

Principal Amount (000 s omitted)	Security	Value
	<b>Federal Home Loan Mortgage Corp.:</b>	
\$ 7,386	Series 2113, Class QG, 6.00%, 1/15/29(5)	\$ 7,471,437
3,804	Series 2167, Class BZ, 7.00%, 6/15/29 (5)	3,968,538
4,782	Series 2182, Class ZB, 8.00%, 9/15/29 (5)	5,110,344
	<b>Federal National Mortgage Association:</b>	
270	Series 1989-89, Class H, 9.00%, 11/25/19	295,551
573	Series 1991-122, Class N, 7.50%, 9/25/21	603,991
5,365	Series 1993-84, Class M, 7.50%, 6/25/23 (5)	5,703,858
1,559	Series 1997-28, Class ZA, 7.50%, 4/20/27	1,649,120
1,412	Series 1997-38, Class N, 8.00%, 5/20/27	1,521,694
2,566	Series G-33, Class PT, 7.00%, 10/25/21	2,681,988
<b>Total Collateralized Mortgage Obligations (identified cost \$28,635,380)</b>		<b>\$ 29,006,521</b>

**Mortgage Pass-Throughs 44.7%**

Principal Amount (000 s omitted)	Security	Value
	<b>Federal Home Loan Mortgage Corp.:</b>	
\$ 13,980	5.00%, with maturity at 2019 (5)	\$ 13,956,407
2,309	6.00%, with maturity at 2014	2,380,665
2,623	6.15%, with maturity at 2027	2,688,295
7,209	6.50%, with maturity at 2019 (5)	7,501,840
5,698	7.00%, with various maturities to 2013 (5)	5,880,998
4,715	7.50%, with maturity at 2024	5,075,000
6,946	8.00%, with various maturities to 2031	7,512,439
7,145	8.50%, with various maturities to 2031	7,931,214
673	9.00%, with maturity at 2031	761,953
708	9.50%, with various maturities to 2022	790,432
1,629	11.50%, with maturity at 2019 (6)	1,805,411
		<b>\$ 56,284,654</b>
	<b>Federal National Mortgage Association:</b>	
\$ 12,453	5.00%, with maturity at 2013 (5)	\$ 12,646,664
3,138	5.50%, with maturity at 2029 (5)	3,129,451
3,805	6.321%, with maturity at 2032 (5) (7)	3,899,785
9,086	6.50%, with maturity at 2018 (5)	9,423,635
8,640	7.00%, with various maturities to 2032 (5)	9,069,175
16,400	7.50%, with various maturities to 2031 (5)	17,503,615
5,062	8.00%, with various maturities to 2029	5,497,155
1,106	8.50%, with maturity at 2027	1,204,956
2,197	9.00%, with various maturities to 2029	2,463,347
329	9.50%, with maturity at 2014	348,759

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	2,116	10.00%, with various maturities to 2031		2,390,965
			\$	<b>67,577,507</b>
		<b>Government National Mortgage Association:</b>		
\$	7,731	7.50%, with maturity at 2025	\$	8,314,201
	7,467	8.00%, with various maturities to 2027		8,155,942
	3,966	9.00%, with maturity at 2026		4,493,346
	719	9.50%, with maturity at 2025		815,691
	916	11.00%, with maturity at 2018		1,025,900
			\$	<b>22,805,080</b>
		<b>Total Mortgage Pass-Throughs</b>		
		<b>(identified cost \$145,121,253)</b>	\$	<b>146,667,241</b>
		<b>Total Mortgage-Backed Securities</b>		
		<b>(identified cost \$173,756,633)</b>	\$	<b>175,673,762</b>

**Asset-Backed Securities 0.1%**

Principal Amount (000 s omitted)	Security	Value
\$ 500	Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 7.539%, 7/17/19 (7)	\$ 312,250
<b>Total Asset-Backed Securities (identified cost \$500,000)</b>		<b>\$ 312,250</b>

**Corporate Bonds & Notes 1.2%**

Principal Amount (000 s omitted)	Security	Value
<b>Building and Development 0.2%</b>		
<b>Grohe Holding, Variable Rate</b>		
EUR 500	7.838%, 1/15/14	\$ 677,734
		<b>\$ 677,734</b>
<b>Cable and Satellite Television 0.9%</b>		
<b>Iesy Hessen &amp; ISH NRW, Variable Rate</b>		
EUR 2,000	7.836%, 4/15/13	\$ 2,972,276
		<b>\$ 2,972,276</b>
<b>Telecommunications 0.1%</b>		
<b>Qwest Corp., Sr. Notes, Variable Rate</b>		
\$ 200	6.026%, 6/15/13	\$ 186,500
		<b>\$ 186,500</b>
<b>Total Corporate Bonds &amp; Notes (identified cost \$3,298,925)</b>		<b>\$ 3,836,510</b>

**Foreign Corporate Bonds & Notes 0.8%**

Principal Amount (000 s omitted)	Security	Value
<b>Index Linked Notes 0.8%</b>		
<b>JP Morgan Chilean Inflation Linked Note</b>		
\$ 2,000	7.433%, 11/17/15 (8)	\$ 2,523,475
<b>Total Foreign Corporate Bonds &amp; Notes (identified cost \$2,000,000)</b>		<b>\$ 2,523,475</b>

**Foreign Government Securities 4.7%**

Principal Amount

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(000 s omitted)		Security	Value
<b>Ghanaian Government Bond</b>			
GHS	730	13.69%, 3/15/10	\$ 594,294
GHS	320	13.50%, 3/30/10	259,634
GHS	1,300	13.67%, 6/11/12	1,007,169
<b>Indonesia Government</b>			
IDR	31,371,000	11.00%, 12/15/12	3,414,765
<b>Indonesia Recapital</b>			
IDR	1,490,000	14.00%, 6/15/09	170,216
<b>Kenyan Treasury Bond</b>			
KES	4,050	9.50%, 3/23/09	60,190
<b>Letra Tesouro Nacional</b>			
BRL	86	0.00%, 1/1/09	51,939
<b>Nota Do Tesouro Nacional</b>			
BRL	2,760	6.00%, 5/15/15 (9)	1,596,808



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<b>Republic of Kazakhstan</b>				
KZT	408,670	0.00%, 8/15/08	\$	3,393,132
<b>Republic of Nigeria</b>				
NGN	45,900	0.00%, 9/4/08		386,584
NGN	119,000	17.00%, 12/16/08		1,061,982
NGN	39,700	12.00%, 4/28/09		347,364
NGN	13,500	0.00%, 7/2/09		105,407
<b>Republic of Sri Lanka</b>				
LKR	38,900	11.50%, 11/1/08		356,100
<b>Republic of Uganda</b>				
UGX	384,700	0.00%, 10/23/08		228,779
<b>Republic of Uruguay</b>				
UYU	43,959	5.00%, 9/14/18 (10)		2,501,140
			\$	<b>15,535,503</b>
<b>Total Foreign Government Securities</b>				
<b>(identified cost \$15,372,642)</b>			\$	<b>15,535,503</b>

**Currency Options Purchased 0.1%**

Description	Principal Amount of Contracts (000 s omitted)	Strike Price	Expiration Date	Value
Euro Put Option	EUR 300	1.2738	10/2/08	\$ 42
Euro Put Option	EUR 300	1.2950	10/10/08	56
Euro Put Option	EUR 300	1.2990	10/16/08	61
Euro Put Option	EUR 300	1.3155	10/30/08	75
Euro Put Option	EUR 300	1.3195	11/13/08	117
Euro Put Option	EUR 300	1.3540	11/26/08	300
Euro Put Option	EUR 300	1.3506	12/11/08	407
Euro Put Option	EUR 300	1.3270	1/8/09	510
Euro Put Option	EUR 300	1.3375	2/12/09	936
Euro Put Option	EUR 300	1.3705	4/8/09	2,191
Euro Put Option	EUR 300	1.3745	5/13/09	2,883
South Korean Won Put Option	KRW 1,864,800	932.4	3/3/09	157,259
South Korean Won Put Option	KRW 1,831,000	915.5	6/2/09	184,656
South Korean Won Call Option	KRW 1,864,800	932.4	3/3/09	4,289
South Korean Won Call Option	KRW 1,831,000	915.5	6/2/09	3,808
<b>Total Currency Options Purchased</b>				
<b>(identified cost \$339,458)</b>			\$	<b>357,590</b>

**Short-Term Investments 13.1%**

**Foreign Government Securities 10.5%**

Principal Amount (000 s omitted)	Security	Value
<b>Bank of Georgia Group</b>		
GEL 926	6.75%, 9/22/08 (2)	\$ 657,516

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GEL	2,794	7.50%, 8/29/08 (2)	1,984,087
GEL	2,031	8.25%, 10/10/08 (2)	1,442,448
<b>Central Bank of Iceland</b>			
ISK	100,000	15.25%, 9/24/08 (7)	1,263,344
<b>Egyptian Treasury Bill</b>			
EGP	14,950	0.00%, 8/5/08	2,813,500
EGP	14,575	0.00%, 8/19/08	2,737,218
EGP	6,525	0.00%, 9/2/08	1,221,819
EGP	25,575	0.00%, 9/9/08	4,777,790
EGP	17,575	0.00%, 9/30/08	3,268,770
EGP	1,750	0.00%, 10/7/08	324,954
EGP	4,075	0.00%, 10/21/08	750,938
EGP	20,050	0.00%, 10/28/08	3,687,357
<b>Republic of Iceland</b>			
ISK	757,413	8.50%, 12/12/08	9,459,649
<b>Total Foreign Government Securities (identified cost \$34,858,961)</b>			<b>\$ 34,389,390</b>

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**Other Securities 2.6%**

Description	Interest/Principal (000 s omitted)	Value
Investment in Cash Management Portfolio, 2.23% (11)	\$ 6,984	\$ 6,983,851
State Street Bank and Trust Time Deposit, 1.25%, 8/1/08	1,672	1,672,100
<b>Total Other Securities (identified cost \$8,655,951)</b>		<b>\$ 8,655,951</b>
<b>Total Short-Term Investments (identified cost \$43,514,912)</b>		<b>\$ 43,045,341</b>
<b>Gross Investments 129.1% (identified cost \$431,933,672)</b>		<b>\$ 423,166,290</b>
<b>Less Unfunded Loan Commitments (0.1)%</b>		<b>\$ (187,214)</b>
<b>Net Investments 129.0% (identified cost \$431,746,458)</b>		<b>\$ 422,979,076</b>
<b>Other Assets, Less Liabilities (29.0)%</b>		<b>\$ (95,160,544)</b>
<b>Net Assets 100.0%</b>		<b>\$ 327,818,532</b>

BRL	Brazilian Real
DIP	Debtor in Possession
EGP	Egyptian Pound
EUR	Euro
GBP	British Pound Sterling
GEL	Georgian Lari
GHS	Ghanaian Cedi
IDR	Indonesian Rupiah
ISK	Icelandic Krona
KES	Kenyan Shilling
KZT	Kazakhstan Tenge
KRW	South Korean Won
LKR	Sri Lanka Rupee
NGN	Nigerian Naira
UGX	Ugandan Shilling
UYU	Uruguayan Peso

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

- (1) Senior floating-rate interests often require prepayments from excess cash flows or permit the borrower 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, it is anticipated that the senior floating-rate interests 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. 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) Security valued at fair value using methods determined in good faith by or at the direction of the Trustees.
- (3) This Senior Loan will settle after July 31, 2008, at which time the interest rate will be determined.
- (4) Unfunded or partially unfunded loan commitments. The Fund may enter into certain credit agreements whereby all or a portion of which may be unfunded. The Fund is obligated to fund these commitments at the borrower's discretion.
- (5) All or a portion of this security was on loan at period-end. As of July 31, 2008, the value of the securities loaned and the value of the collateral amounted to \$92,982,999 and \$94,650,201, respectively.
- (6)

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Security (or a portion thereof) has been segregated to cover margin requirements on open financial futures contracts.

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- (7) Adjustable rate security. Rate shown is the rate at July 31, 2008.
- (8) Bond pays a coupon of 3.8% on the face at the end of the payment period. Principal is adjusted based on changes in the Chilean UF (Unidad de Fomento) Rate.
- (9) Bond pays a 6% coupon on the face at the end of the payment period. Principal is adjusted based on the ICPA (Amplified Consumer Price Index) as determined by the Brazilian Institute of Geography and Statistics. The original face is BRL 1,569,000 and the current face is BRL 2,759,624.
- (10) Bond pays a coupon of 5% on the face at the end of the payment period. Principal is adjusted with the Uruguayan inflation rate. Original face of the bond is UYU 38,030,000 and current face is UYU 43,959,188.
- (11) 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, 2008. Net income allocated from the Investment in Cash Management Portfolio for the fiscal year to date ended July 31, 2008 was \$163,980.

A summary of financial instruments at July 31, 2008 is as follows:

### Forward Foreign Currency Exchange Contracts

#### Sales

Settlement Date	Deliver	In Exchange For	Net Unrealized Appreciation (Depreciation)
8/29/08	British Pound Sterling 3,092,260	United States Dollar 6,111,635	\$ (2,476)
8/05/08	Euro 2,991,965	United States Dollar 4,688,170	20,201
8/28/08	Euro 482,000	United States Dollar 753,824	2,727
8/29/08	Euro 24,821,274	United States Dollar 38,710,018	33,267
12/12/08	Icelandic Krona 505,953,475	United States Dollar 6,522,003	292,324
8/28/08	New Zealand Dollar 2,538,110	United States Dollar 1,873,125	22,020
8/05/08	South African Rand 43,318,983	United States Dollar 5,723,967	(205,535)
8/07/08	South African Rand 9,386,106	United States Dollar 1,240,646	(43,450)
11/03/08	Sri Lanka Rupee 41,136,750	United States Dollar 367,030	(6,378)
			<b>\$ 112,700</b>

#### Purchases

Settlement Date	In Exchange For	Deliver	Net Unrealized Appreciation (Depreciation)
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9/03/08	Brazilian Real 3,700,000	United States Dollar 2,337,334	\$	8,149
8/11/08	Colombian Peso 2,584,603,521	United States Dollar 1,508,817		(73,093)
8/07/08	Hungarian Forint 596,253,000	Euro 2,594,661		(49,134)
8/12/08	Icelandic Krona 345,268,762	Euro 2,781,061		14,944
8/19/08	Indonesian Rupiah 16,572,375,000	United States Dollar 1,811,822		5,533
8/15/08	Kazakhstan Tenge 1,771,063	United States Dollar 14,726		(2)
10/14/08	Kazakhstan Tenge 251,700,000	United States Dollar 2,013,600		67,755
9/29/08	Kenyan Shilling 30,028,519	United States Dollar 458,451		(12,503)

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8/07/08	Malaysian Ringgit 12,300,000	United States Dollar 3,764,691	12,882
8/14/08	Malaysian Ringgit 4,365,000	United States Dollar 1,346,557	(6,035)
9/15/08	Mauritian Rand 18,500,000	United States Dollar 685,896	4,143
10/03/08	Mauritian Rand 38,900,000	United States Dollar 1,426,476	21,861
8/11/08	Mexican Peso 7,535,000	United States Dollar 750,737	(505)
8/04/08	New Turkish Lira 989,758	United States Dollar 786,771	69,705
8/07/08	New Turkish Lira 3,105,000	United States Dollar 2,568,238	115,464
8/14/08	Polish Zloty 13,061,250	Euro 4,070,193	(3,820)
8/25/08	Polish Zloty 11,824,750	Euro 3,624,968	87,121
8/28/08	Russian Rouble 39,265,700	United States Dollar 1,678,093	(3,607)
8/14/08	Serbian Dinar 60,033,600	Euro 758,000	32,691
8/21/08	Serbian Dinar 61,850,000	Euro 783,060	28,586
8/25/08	Serbian Dinar 59,500,000	Euro 757,470	20,038
9/04/08	Serbian Dinar 60,715,000	Euro 787,177	(4,207)
9/09/08	Ugandan Shilling 1,124,090,089	United States Dollar 677,693	657
9/09/08	Zambian Kwacha 1,620,900,000	United States Dollar 477,437	(20,106)
		<b>\$</b>	<b>316,517</b>

At July 31, 2008, closed forward foreign currency purchases and sales contracts excluded above amounted to a receivable of \$74,505 and a payable of \$4,638.

**Futures Contracts**

Expiration Date	Contracts	Position	Aggregate Cost	Value	Net Unrealized Depreciation
9/08	21 Japan 10 Year Bond	Short	\$ (26,001,321)	\$ (26,540,223)	\$ (538,902)

Description of the underlying instruments to Futures Contracts:

- Japan 10-Year Bond: Japanese Government Bonds (JGB) having a maturity of 7 years or more but less than 11 years.

**Credit Default Swaps**

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Counterparty	Reference Entity	Buy/ Sell	Notional Amount (000 s omitted)	Pay/Receive Annual Fixed Rate	Termination Date	Net Unrealized Appreciation (Depreciation)
Barclays Bank PLC	Iceland	Sell	\$ 800	1.88%	3/20/18	\$ (53,105)
	Turkey (Republic of)	Buy	900	2.13	1/20/13	9,514
	Turkey (Republic of)	Buy	1,100	2.12	1/20/13	12,061
Credit Suisse First Boston, Inc.:	Italy	Buy	\$ 6,800	0.20%	12/20/16	\$ 123,486
	Philippines (Republic of the)	Buy	5,000	2.15	9/20/11	(74,180)
	Turkey (Republic of)	Buy	10,000	2.01	3/20/10	(127,302)
	Turkey (Republic of)	Buy	880	2.11	1/20/13	9,994
JPMorgan Chase Bank:	Iceland	Sell	\$ 1,300	1.70%	3/20/18	\$ (102,007)



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Iceland	Sell	2,600	1.75	3/20/18	(195,286)
Iceland	Sell	800	1.90	3/20/18	(52,030)
Iceland	Sell	1,000	2.10	3/20/23	(55,083)
Iceland	Sell	1,000	2.45	3/20/23	(25,228)
Indonesia	Buy	10,000	2.09	9/20/11	(92,833)
Philippines (Republic of the)	Buy	5,000	2.17	9/20/11	(77,105)
Turkey (Republic of)	Buy	10,000	2.00	3/20/10	(125,714)
Turkey (Republic of)	Buy	3,740	2.12	1/20/13	41,007
					<b>\$ (783,811)</b>

**Interest Rate Swaps**

Counterparty	Notional Amount	Fund Pay/Receive Floating Rate	Floating Rate Index	Annual Fixed Rate	Termination Date	Net Unrealized Depreciation
Barclays Bank PLC:	12,000,000	Pay	KLIBOR	3.85%	March 27, 2012	\$ (75,801)
JP Morgan Chase Bank:	10,259,445	Pay	Brazilian Interbank Deposit Rate	11.34%	January 2, 2009	(65,846)
	3,693,637	Pay	Brazilian Interbank Deposit Rate	12.73%	January 2, 2012	(81,804)
	4,309,749	Pay	Brazilian Interbank Deposit Rate	10.35%	January 2, 2012	(370,320)
						<b>\$ (593,771)</b>

BRL Brazilian Real  
 MYR Malaysian Ringgit  
 KLIBOR Kuala Lumpur Interbank Offered Rate

**Total Return Swaps**

Counterparty	Notional Amount	Expiration Date	Pay	Receive	Net Unrealized Depreciation
Citigroup Global Markets	\$ 814,000	10/30/2008	3-month USD-LIBOR-BBA + 100bp	Total Return on Citigroup Global Markets Azerbaijan T-Bill Index	\$ (5,123)
					<b>\$ (5,123)</b>

At July 31, 2008, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

The cost and unrealized appreciation (depreciation) of investments of the Fund at July 31, 2008, as determined on a federal income tax basis, were as follows:

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<b>Aggregate cost</b>	\$	<b>432,953,953</b>
Gross unrealized appreciation	\$	6,226,280
Gross unrealized depreciation		(16,201,157)
<b>Net unrealized depreciation</b>	\$	<b>(9,974,877)</b>

**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 Short Duration Diversified Income Fund

By: /s/ Payson F. Swaffield  
Payson F. Swaffield  
President

Date: September 25, 2008

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/ Payson F. Swaffield  
Payson F. Swaffield  
President

Date: September 25, 2008

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

Date: September 25, 2008

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