

Eaton Vance Floating-Rate Income Trust  
Form N-Q  
October 29, 2012

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form N-Q**

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

**811-21574**

**Investment Company Act File Number**

**Eaton Vance Floating-Rate Income Trust**

(Exact Name of Registrant as Specified in Charter)

Two International Place, Boston, Massachusetts 02110

(Address of Principal Executive Offices)

Maureen A. Gemma

Two International Place, Boston, Massachusetts 02110

(Name and Address of Agent for Services)

(617) 482-8260

(Registrant's Telephone Number, Including Area Code)

May 31

Date of Fiscal Year End

August 31, 2012

Date of Reporting Period

**Item 1. Schedule of Investments**

## Eaton Vance

## Floating-Rate Income Trust

August 31, 2012

## PORTFOLIO OF INVESTMENTS (Unaudited)

Senior Floating-Rate Interests 143.1%

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Aerospace and Defense 2.8%</b>		
<b>AVIO S.p.A.</b>		
Term Loan, 3.87%, Maturing December 14, 2017	EUR 600	\$ 750,907
Term Loan, Maturing June 14, 2017 <sup>(2)</sup>	711	691,081
Term Loan, Maturing December 14, 2017 <sup>(2)</sup>	762	740,759
<b>Booz Allen Hamilton Inc.</b>		
Term Loan, 4.50%, Maturing July 31, 2019	925	928,951
<b>DAE Aviation Holdings, Inc.</b>		
Term Loan, 5.45%, Maturing July 31, 2014	1,403	1,402,575
Term Loan, 5.45%, Maturing July 31, 2014	1,474	1,473,748
<b>Ducommun Incorporated</b>		
Term Loan, 5.50%, Maturing June 28, 2017	1,586	1,592,431
<b>IAP Worldwide Services, Inc.</b>		
Term Loan, 9.25%, Maturing December 28, 2012	1,839	1,581,963
<b>Sequa Corporation</b>		
Term Loan, 3.72%, Maturing December 3, 2014	794	792,456
Term Loan, 6.25%, Maturing December 3, 2014	274	274,993
<b>TASC, Inc.</b>		
Term Loan, 4.50%, Maturing December 18, 2015	1,631	1,619,396
<b>Transdigm, Inc.</b>		
Term Loan, 4.00%, Maturing February 14, 2017	920	926,242
Term Loan, 4.00%, Maturing February 14, 2017	2,658	2,674,478
<b>Wesco Aircraft Hardware Corp.</b>		
Term Loan, 4.25%, Maturing April 7, 2017	432	433,237
<b>Wyle Services Corporation</b>		
Term Loan, 5.00%, Maturing March 27, 2017	925	918,417
		<b>\$ 16,801,634</b>
<b>Air Transport 0.5%</b>		
<b>Evergreen International Aviation, Inc.</b>		
Term Loan, 11.50%, Maturing June 30, 2015	931	\$ 874,790
<b>Orbitz Worldwide Inc.</b>		
Term Loan, 3.23%, Maturing July 25, 2014	1,947	1,872,418
		<b>\$ 2,747,208</b>
<b>Automotive 7.1%</b>		
<b>Allison Transmission, Inc.</b>		
Term Loan, 2.74%, Maturing August 7, 2014	1,738	\$ 1,738,357
Term Loan, 4.25%, Maturing August 23, 2019	1,875	1,873,594
<b>Autoparts Holdings Limited</b>		

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Term Loan, 6.50%, Maturing July 28, 2017	471	463,187
<b>Chrysler Group LLC</b>		
Term Loan, 6.00%, Maturing May 24, 2017	8,848	9,014,539
<b>Delphi Corporation</b>		
Term Loan, 3.50%, Maturing March 31, 2017	2,075	2,081,366
<b>Federal-Mogul Corporation</b>		
Term Loan, 2.18%, Maturing December 29, 2014	3,544	3,388,946
Term Loan, 2.18%, Maturing December 28, 2015	2,200	2,103,730

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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Goodyear Tire &amp; Rubber Company (The)</b>		
Term Loan - Second Lien, 4.75%, Maturing April 30, 2019	7,450	\$ 7,440,688
<b>HHI Holdings LLC</b>		
Term Loan, 7.00%, Maturing March 21, 2017	1,799	1,810,344
<b>Metaldyne Company LLC</b>		
Term Loan, 5.25%, Maturing May 18, 2017	2,373	2,383,858
<b>SRAM, LLC</b>		
Term Loan, 4.77%, Maturing June 7, 2018	1,359	1,365,063
Term Loan - Second Lien, 8.50%, Maturing December 7, 2018	500	510,000
<b>Tomkins LLC</b>		
Term Loan, 4.25%, Maturing September 29, 2016	2,160	2,171,456
<b>TriMas Corporation</b>		
Term Loan, 4.25%, Maturing June 21, 2017	1,137	1,139,982
<b>Veyance Technologies, Inc.</b>		
Term Loan, 2.49%, Maturing July 31, 2014	363	354,741
Term Loan, 2.49%, Maturing July 31, 2014	2,533	2,476,685
Term Loan, 5.50%, Maturing July 31, 2014	374	372,192
Term Loan - Second Lien, 5.98%, Maturing July 31, 2015	1,350	1,274,906
		<b>\$ 41,963,634</b>
<b>Building and Development 1.5%</b>		
<b>Armstrong World Industries, Inc.</b>		
Term Loan, 4.00%, Maturing March 9, 2018	1,015	\$ 1,014,621
<b>Forestar Real Estate Group Inc.</b>		
Revolving Loan, 0.49%, Maturing August 6, 2013 <sup>(3)</sup>	268	251,954
Term Loan, 6.50%, Maturing August 6, 2015	2,457	2,370,913
<b>Goodman Global Inc.</b>		
Term Loan, 5.75%, Maturing October 28, 2016	1,908	1,918,703
<b>Preferred Proppants, LLC</b>		
Term Loan, 7.50%, Maturing December 15, 2016	796	760,180
<b>RE/MAX International, Inc.</b>		
Term Loan, 5.50%, Maturing April 15, 2016	1,919	1,919,113
<b>Realogy Corporation</b>		
Term Loan, 3.25%, Maturing October 10, 2013	116	112,329
<b>Summit Materials Companies I, LLC</b>		
Term Loan, 6.00%, Maturing January 30, 2019	549	552,569
		<b>\$ 8,900,382</b>
<b>Business Equipment and Services 13.7%</b>		
<b>ACCO Brands Corporation</b>		
Term Loan, 4.25%, Maturing April 30, 2019	547	\$ 548,276
<b>Acosta, Inc.</b>		
Term Loan, 5.75%, Maturing March 1, 2018	748	751,554
Term Loan, 5.75%, Maturing March 1, 2018	3,381	3,399,375
<b>Axiom Corporation</b>		
Term Loan, 3.43%, Maturing March 15, 2015	733	737,096
<b>Advantage Sales &amp; Marketing, Inc.</b>		
Term Loan, 5.25%, Maturing December 18, 2017	2,591	2,594,918
<b>Affinion Group, Inc.</b>		
Term Loan, 5.00%, Maturing July 16, 2015	5,140	4,379,662
<b>Allied Security Holdings, LLC</b>		
Term Loan, 5.25%, Maturing February 3, 2017	642	643,480
<b>Altegrity, Inc.</b>		
Term Loan, 2.99%, Maturing February 21, 2015	707	659,602

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Term Loan, 7.75%, Maturing February 20, 2015

776

776,122

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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>BAR/BRI Review Courses, Inc.</b>		
Term Loan, 6.00%, Maturing June 16, 2017	697	\$ 697,000
<b>Brand Energy &amp; Infrastructure Services, Inc.</b>		
Term Loan, 2.50%, Maturing February 7, 2014	682	667,565
Term Loan, 3.68%, Maturing February 7, 2014	823	809,837
<b>Brickman Group Holdings Inc.</b>		
Term Loan, 5.50%, Maturing October 14, 2016	1,594	1,601,750
<b>Brock Holdings III, Inc.</b>		
Term Loan, 6.01%, Maturing March 16, 2017	1,246	1,254,856
<b>ClientLogic Corporation</b>		
Term Loan, 7.21%, Maturing January 30, 2017	1,790	1,651,313
<b>Corporate Executive Board Company (The)</b>		
Term Loan, 5.00%, Maturing July 2, 2019	575	577,156
<b>DynCorp International LLC</b>		
Term Loan, 6.25%, Maturing July 7, 2016	679	678,575
<b>Education Management LLC</b>		
Term Loan, 8.25%, Maturing March 29, 2018	2,319	2,156,396
<b>EIG Investors Corp.</b>		
Term Loan, 7.75%, Maturing April 20, 2018	2,175	2,177,719
Term Loan - Second Lien, 11.00%, Maturing October 22, 2018	325	328,250
<b>Expert Global Solutions, Inc.</b>		
Term Loan, 8.00%, Maturing April 3, 2018	2,145	2,154,454
<b>Genesys Telecom Holdings, U.S., Inc.</b>		
Term Loan, 6.75%, Maturing January 31, 2019	698	707,851
<b>Genpact International, Inc.</b>		
Term Loan, Maturing August 30, 2019 <sup>(2)</sup>	1,800	1,804,500
<b>Go Daddy Operating Company, LLC</b>		
Term Loan, 5.50%, Maturing December 17, 2018	1,638	1,608,966
<b>IMS Health Incorporated</b>		
Term Loan, 4.50%, Maturing August 25, 2017	1,417	1,421,534
<b>KAR Auction Services, Inc.</b>		
Term Loan, 5.00%, Maturing May 19, 2017	3,214	3,226,121
<b>Kronos, Inc.</b>		
Term Loan, 5.22%, Maturing June 9, 2017	1,132	1,136,596
Term Loan, 6.25%, Maturing December 28, 2017	920	926,703
Term Loan - Second Lien, 10.46%, Maturing June 11, 2018	1,000	1,010,000
<b>Language Line, LLC</b>		
Term Loan, 6.25%, Maturing June 20, 2016	2,318	2,303,330
<b>Meritas LLC</b>		
Term Loan, 7.50%, Maturing July 28, 2017	833	830,419
<b>Mitchell International, Inc.</b>		
Term Loan, 2.50%, Maturing March 28, 2014	919	910,945
Term Loan - Second Lien, 5.75%, Maturing March 30, 2015	1,000	983,750
<b>Monitronics International Inc.</b>		
Term Loan, 5.50%, Maturing March 16, 2018	948	956,509
<b>Quintiles Transnational Corp.</b>		
Term Loan, 5.00%, Maturing June 8, 2018	4,802	4,829,507
<b>Sabre, Inc.</b>		
Term Loan, 2.23%, Maturing September 30, 2014	4,588	4,558,649
<b>Sensus USA Inc.</b>		
Term Loan, 4.75%, Maturing May 9, 2017	765	767,704
Term Loan - Second Lien, 8.50%, Maturing May 9, 2018	1,000	997,500
<b>Softlayer Technologies, Inc.</b>		
Term Loan, 7.25%, Maturing November 5, 2016	714	717,696





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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>SunGard Data Systems, Inc.</b>		
Term Loan, 3.92%, Maturing February 26, 2016	7,114	\$ 7,125,003
Term Loan, 3.99%, Maturing February 28, 2017	1,557	1,559,039
<b>SymphonyIRI Group, Inc.</b>		
Term Loan, 5.00%, Maturing December 1, 2017	941	930,507
<b>Trans Union, LLC</b>		
Term Loan, 5.50%, Maturing February 12, 2018	3,217	3,248,002
<b>Travelport LLC</b>		
Term Loan, 4.96%, Maturing August 21, 2015	584	540,332
Term Loan, 4.96%, Maturing August 21, 2015	679	627,883
Term Loan, 4.96%, Maturing August 21, 2015	2,262	2,093,355
Term Loan, 5.06%, Maturing August 21, 2015	EUR 741	844,293
<b>U.S. Security Holdings, Inc.</b>		
Term Loan, 6.00%, Maturing July 28, 2017	134	134,474
Term Loan, 6.00%, Maturing July 28, 2017	685	687,060
<b>West Corporation</b>		
Term Loan, 5.50%, Maturing July 15, 2016	743	746,110
Term Loan, 5.50%, Maturing July 15, 2016	2,115	2,122,729
Term Loan, 5.75%, Maturing June 29, 2018	1,300	1,305,339
		<b>\$ 80,907,362</b>
<b>Cable and Satellite Television 6.6%</b>		
<b>Atlantic Broadband Finance, LLC</b>		
Term Loan, 5.25%, Maturing April 4, 2019	1,475	\$ 1,483,604
Term Loan - Second Lien, 9.75%, Maturing October 4, 2019	850	890,375
<b>BBHI Acquisition LLC</b>		
Term Loan, 4.50%, Maturing December 14, 2017	1,404	1,409,766
<b>Bragg Communications Incorporated</b>		
Term Loan, 4.00%, Maturing February 28, 2018	448	448,590
<b>Cequel Communications, LLC</b>		
Term Loan, 4.00%, Maturing February 14, 2019	4,938	4,934,978
<b>Charter Communications Operating, LLC</b>		
Term Loan, 3.49%, Maturing September 6, 2016	762	762,152
Term Loan, 4.00%, Maturing May 15, 2019	299	299,671
<b>Crown Media Holdings, Inc.</b>		
Term Loan, 5.75%, Maturing July 14, 2018	1,750	1,758,433
<b>CSC Holdings, Inc.</b>		
Term Loan, 1.98%, Maturing March 29, 2016	3,711	3,707,405
<b>Kabel Deutschland GMBH</b>		
Term Loan, 4.25%, Maturing February 1, 2019	1,200	1,201,219
<b>Lavena Holdings 4 GMBH</b>		
Term Loan, 2.95%, Maturing March 6, 2015	EUR 369	429,886
Term Loan, 3.32%, Maturing March 4, 2016	EUR 369	429,886
Term Loan, 7.70%, Maturing March 6, 2017 <sup>(4)</sup>	EUR 459	433,767
Term Loan - Second Lien, 4.45%, Maturing September 2, 2016	EUR 565	604,742
<b>MCC Iowa LLC</b>		
Term Loan, 1.94%, Maturing January 30, 2015	3,743	3,648,998
<b>Mediacom Broadband LLC</b>		
Term Loan, 4.50%, Maturing October 23, 2017	1,642	1,629,189
<b>Mediacom Illinois, LLC</b>		
Term Loan, 1.69%, Maturing January 30, 2015	3,873	3,750,090
<b>Mediacom LLC</b>		
Term Loan, 4.50%, Maturing October 23, 2017	907	898,380
<b>P7S1 Broadcasting Holding II B.V.</b>		
Term Loan, 2.81%, Maturing July 1, 2016	EUR 1,781	2,197,672



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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>UPC Broadband Holding B.V.</b>		
Term Loan, 3.90%, Maturing December 31, 2016	EUR 2,614	\$ 3,275,649
Term Loan, 4.15%, Maturing December 29, 2017	EUR 1,732	2,173,291
<b>UPC Financing Partnership</b>		
Term Loan, 3.75%, Maturing December 30, 2016	429	425,695
Term Loan, 3.75%, Maturing December 29, 2017	1,410	1,404,738
Term Loan, 4.75%, Maturing December 29, 2017	425	427,125
<b>WaveDivision Holdings LLC</b>		
Term Loan, Maturing August 23, 2019 <sup>(2)</sup>	350	351,422
		<b>\$ 38,976,723</b>
<b>Chemicals and Plastics 4.9%</b>		
<b>AZ Chem US Inc.</b>		
Term Loan, 7.25%, Maturing December 22, 2017	1,295	\$ 1,309,624
<b>Emerald Performance Materials, LLC</b>		
Term Loan, 6.75%, Maturing May 18, 2018	800	800,000
<b>General Chemical Corporation</b>		
Term Loan, 5.00%, Maturing October 6, 2015	592	593,201
<b>Harko C.V.</b>		
Term Loan, 5.75%, Maturing August 2, 2017	571	574,968
<b>Houghton International, Inc.</b>		
Term Loan, 6.75%, Maturing January 29, 2016	825	833,640
<b>Huntsman International, LLC</b>		
Term Loan, 2.54%, Maturing June 30, 2016	846	843,564
Term Loan, 2.84%, Maturing April 19, 2017	1,547	1,538,966
<b>Ineos US Finance LLC</b>		
Term Loan, 6.50%, Maturing May 4, 2018	3,865	3,875,780
<b>Momentive Performance Materials Inc.</b>		
Term Loan, 3.75%, Maturing May 29, 2015	723	682,508
<b>Momentive Performance Materials USA Inc.</b>		
Term Loan, 3.75%, Maturing May 5, 2015	1,441	1,358,179
<b>Momentive Specialty Chemicals Inc.</b>		
Term Loan, 4.00%, Maturing May 5, 2015	1,850	1,806,678
Term Loan, 4.25%, Maturing May 5, 2015	475	458,375
Term Loan, 4.25%, Maturing May 5, 2015	838	818,614
<b>OEP Pearl Dutch Acquisition B.V.</b>		
Term Loan, 6.50%, Maturing March 30, 2018	112	112,780
<b>Omnova Solutions Inc.</b>		
Term Loan, 5.50%, Maturing May 31, 2017	983	990,483
<b>Schoeller Arca Systems Holding B.V.</b>		
Term Loan, 5.17%, Maturing November 16, 2015	EUR 72	63,623
Term Loan, 5.17%, Maturing November 16, 2015	EUR 206	181,401
Term Loan, 5.17%, Maturing November 16, 2015	EUR 222	195,205
<b>Sonneborn LLC</b>		
Term Loan, 6.50%, Maturing March 30, 2018	636	639,086
<b>Styron S.A.R.L., LLC</b>		
Term Loan, 8.00%, Maturing August 2, 2017	3,682	3,447,641
<b>Taminco Global Chemical Corporation</b>		
Term Loan, 5.25%, Maturing February 15, 2019	424	426,057
<b>Tronox Pigments (Netherlands) B.V.</b>		
Term Loan, 4.25%, Maturing February 8, 2018	568	567,029
Term Loan, 4.25%, Maturing February 8, 2018	2,082	2,080,842
<b>Univar Inc.</b>		
Term Loan, 5.00%, Maturing June 30, 2017	4,728	4,710,480



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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Clothing/Textiles 0.5%</b>		
<b>Ascena Retail Group, Inc.</b>		
Term Loan, 4.75%, Maturing June 14, 2018	975	\$ 983,938
<b>Phillips-Van Heusen Corporation</b>		
Term Loan, 3.50%, Maturing May 6, 2016	617	619,317
<b>Warnaco Inc.</b>		
Term Loan, 3.75%, Maturing June 15, 2018	545	545,861
<b>Wolverine Worldwide, Inc.</b>		
Term Loan, Maturing July 31, 2019 <sup>(2)</sup>	600	607,118
		<b>\$ 2,756,234</b>
<b>Conglomerates 2.6%</b>		
<b>Jason Incorporated</b>		
Term Loan, 8.25%, Maturing September 21, 2014	189	\$ 189,722
Term Loan, 7.75%, Maturing September 22, 2014	248	244,431
Term Loan, 8.25%, Maturing September 22, 2014	76	76,220
<b>Rexnord Corporation</b>		
Term Loan, 5.00%, Maturing April 2, 2018	3,657	3,684,964
<b>RGIS Services, LLC</b>		
Term Loan, 4.71%, Maturing October 18, 2016	2,639	2,580,110
Term Loan, 5.50%, Maturing October 18, 2017	1,571	1,565,171
<b>Rocket Software, Inc.</b>		
Term Loan, 7.00%, Maturing February 8, 2018	1,493	1,496,231
Term Loan - Second Lien, 10.25%, Maturing February 8, 2019	750	746,250
<b>Spectrum Brands, Inc.</b>		
Term Loan, 5.00%, Maturing June 17, 2016	2,286	2,298,287
<b>Walter Energy, Inc.</b>		
Term Loan, 4.00%, Maturing April 2, 2018	2,387	2,357,643
		<b>\$ 15,239,029</b>
<b>Containers and Glass Products 2.3%</b>		
<b>Berry Plastics Holding Corporation</b>		
Term Loan, 2.23%, Maturing April 3, 2015	1,837	\$ 1,821,367
<b>BWAY Corporation</b>		
Term Loan, 4.25%, Maturing February 23, 2018	160	160,527
Term Loan, 4.25%, Maturing February 23, 2018	1,588	1,592,829
<b>Hilex Poly Co. LLC</b>		
Term Loan, 11.25%, Maturing November 16, 2015	790	805,324
<b>Pelican Products, Inc.</b>		
Term Loan, 7.00%, Maturing July 11, 2018	550	552,063
<b>Reynolds Group Holdings Inc.</b>		
Term Loan, 6.50%, Maturing February 9, 2018	3,955	3,989,728
Term Loan, 6.50%, Maturing August 9, 2018	3,117	3,164,390
<b>Sealed Air Corporation</b>		
Term Loan, 4.75%, Maturing October 3, 2018	711	716,643
<b>TricorBraun, Inc.</b>		
Term Loan, 5.50%, Maturing May 3, 2018	700	702,625
		<b>\$ 13,505,496</b>
<b>Cosmetics/Toiletries 0.8%</b>		
<b>Bausch &amp; Lomb, Inc.</b>		
Term Loan, 5.25%, Maturing May 17, 2019	3,375	\$ 3,391,159

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**KIK Custom Products, Inc.**

Term Loan - Second Lien, 5.24%, Maturing November 28, 2014	1,075	738,794
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**Prestige Brands, Inc.**

Term Loan, 5.27%, Maturing January 31, 2019	471	475,710
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**\$ 4,605,663**

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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Drugs 1.3%</b>		
<b>Aptalis Pharma, Inc.</b>		
Term Loan, 5.50%, Maturing February 10, 2017	499	\$ 498,750
Term Loan, 5.50%, Maturing February 10, 2017	2,098	2,103,345
<b>Endo Pharmaceuticals Holdings Inc.</b>		
Term Loan, 4.00%, Maturing June 18, 2018	486	488,449
<b>Warner Chilcott Company, LLC</b>		
Term Loan, 3.75%, Maturing March 17, 2016	374	374,585
Term Loan, 4.25%, Maturing March 15, 2018	823	821,163
<b>Warner Chilcott Corporation</b>		
Term Loan, 4.25%, Maturing March 15, 2018	625	623,668
Term Loan, 4.25%, Maturing March 15, 2018	1,646	1,642,327
<b>WC Luxco S.a.r.l.</b>		
Term Loan, 4.25%, Maturing March 15, 2018	1,132	1,129,099
		<b>\$ 7,681,386</b>
<b>Ecological Services and Equipment 0.0%</b>		
<b>Viking Consortium Borrower Limited</b>		
Term Loan - Second Lien, 7.31%, Maturing March 31, 2016 <sup>(4)(6)</sup>	GBP 523	\$ 269,990
		<b>\$ 269,990</b>
<b>Electronics/Electrical 10.3%</b>		
<b>Aeroflex Incorporated</b>		
Term Loan, 5.75%, Maturing May 9, 2018	1,953	\$ 1,924,164
<b>Aspect Software, Inc.</b>		
Term Loan, 6.25%, Maturing May 6, 2016	2,595	2,536,731
<b>Attachmate Corporation</b>		
Term Loan, 7.25%, Maturing November 22, 2017	3,500	3,523,187
<b>Cinedigm Digital Funding I, LLC</b>		
Term Loan, 5.25%, Maturing April 29, 2016	518	522,071
<b>CommScope, Inc.</b>		
Term Loan, 4.25%, Maturing January 12, 2018	2,271	2,276,914
<b>Dealer Computer Services, Inc.</b>		
Term Loan, 3.75%, Maturing April 20, 2018	1,895	1,894,848
<b>DG FastChannel, Inc.</b>		
Term Loan, 5.75%, Maturing July 26, 2018	1,714	1,662,229
<b>Eagle Parent, Inc.</b>		
Term Loan, 5.00%, Maturing May 16, 2018	2,921	2,925,611
<b>Edwards (Cayman Islands II) Limited</b>		
Term Loan, 5.50%, Maturing May 31, 2016	433	433,335
Term Loan, 5.50%, Maturing May 31, 2016	1,204	1,204,238
<b>FCI International</b>		
Term Loan, 3.72%, Maturing November 1, 2013	137	135,365
Term Loan, 3.72%, Maturing November 1, 2013	137	135,365
Term Loan, 3.72%, Maturing November 1, 2013	143	140,606
Term Loan, 3.72%, Maturing November 1, 2013	143	140,606
<b>Freescal Semiconductor, Inc.</b>		
Term Loan, 4.50%, Maturing December 1, 2016	4,485	4,313,074
<b>Lawson Software Inc.</b>		
Term Loan, 6.25%, Maturing April 5, 2018	5,661	5,734,669
<b>Magic Newco LLC</b>		
Term Loan, 7.25%, Maturing December 12, 2018	1,575	1,568,109
<b>Microsemi Corporation</b>		
Term Loan, 4.00%, Maturing February 2, 2018	1,696	1,704,669

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**NeuStar, Inc.**

Term Loan, 5.00%, Maturing November 8, 2018

1,067

1,077,607



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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Nxp B.V.</b>		
Term Loan, 4.50%, Maturing March 3, 2017	2,537	\$ 2,534,450
Term Loan, 5.50%, Maturing March 3, 2017	1,166	1,181,251
Term Loan, 5.25%, Maturing March 19, 2019	1,820	1,831,815
<b>Open Solutions, Inc.</b>		
Term Loan, 2.58%, Maturing January 23, 2014	2,823	2,705,753
<b>Rovi Solutions Corporation</b>		
Term Loan, 4.00%, Maturing March 29, 2019	898	865,757
<b>SafeNet Inc.</b>		
Term Loan, 2.73%, Maturing April 12, 2014	1,812	1,783,666
<b>Semtech Corp.</b>		
Term Loan, 4.25%, Maturing March 20, 2017	449	450,278
<b>Sensata Technologies Finance Company, LLC</b>		
Term Loan, 4.00%, Maturing May 11, 2018	3,935	3,947,197
<b>Serena Software, Inc.</b>		
Term Loan, 4.24%, Maturing March 10, 2016	991	973,875
Term Loan, 5.00%, Maturing March 10, 2016	375	378,281
<b>Shield Finance Co. S.A.R.L.</b>		
Term Loan, 6.50%, Maturing May 10, 2019	1,125	1,128,516
<b>SkillSoft Corporation</b>		
Term Loan, 6.50%, Maturing May 26, 2017	298	301,100
Term Loan, 6.50%, Maturing May 26, 2017	978	988,520
<b>Sophia, L.P.</b>		
Term Loan, 6.25%, Maturing July 19, 2018	1,571	1,587,166
<b>Spansion LLC</b>		
Term Loan, 4.75%, Maturing February 9, 2015	521	525,416
<b>SS&amp;C Technologies Inc.</b>		
Term Loan, 5.00%, Maturing June 7, 2019	154	153,861
Term Loan, 5.00%, Maturing June 7, 2019	1,484	1,491,038
<b>VeriFone Inc.</b>		
Term Loan, 4.25%, Maturing December 28, 2018	324	324,757
<b>Vertafore, Inc.</b>		
Term Loan, 5.25%, Maturing July 29, 2016	1,103	1,108,723
<b>Web.com Group, Inc.</b>		
Term Loan, 7.00%, Maturing October 27, 2017	2,832	2,836,721
		<b>\$ 60,951,539</b>
<b>Equipment Leasing 1.2%</b>		
<b>BakerCorp International, Inc.</b>		
Term Loan, 4.75%, Maturing June 1, 2018	1,935	\$ 1,937,894
<b>Delos Aircraft Inc.</b>		
Term Loan, 4.75%, Maturing April 12, 2016	1,425	1,440,141
<b>Flying Fortress Inc.</b>		
Term Loan, 5.00%, Maturing June 30, 2017	3,800	3,842,750
		<b>\$ 7,220,785</b>
<b>Financial Intermediaries 5.4%</b>		
<b>American Capital Holdings, Inc.</b>		
Term Loan, 5.50%, Maturing July 19, 2016	925	\$ 930,758
<b>Asset Acceptance Capital Corp.</b>		
Term Loan, 8.75%, Maturing November 14, 2017	1,414	1,420,819
<b>CB Richard Ellis Services, Inc.</b>		
Term Loan, 3.48%, Maturing March 5, 2018	764	762,760
Term Loan, 3.74%, Maturing September 4, 2019	721	719,933

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**Citico III Limited**

Term Loan, 5.50%, Maturing June 29, 2018

1,856

1,858,570

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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>First Data Corporation</b>		
Term Loan, 2.99%, Maturing September 24, 2014	148	\$ 145,984
Term Loan, 2.99%, Maturing September 24, 2014	711	703,267
Term Loan, 2.99%, Maturing September 24, 2014	1,715	1,695,884
Term Loan, 4.24%, Maturing March 23, 2018	1,636	1,549,741
<b>Grosvenor Capital Management Holdings, LLP</b>		
Term Loan, 4.25%, Maturing December 5, 2016	1,336	1,314,219
<b>Hamilton Lane Advisors, LLC</b>		
Term Loan, 6.50%, Maturing February 23, 2018	815	814,687
<b>Harbourvest Partners, LLC</b>		
Term Loan, 6.25%, Maturing December 16, 2016	1,093	1,096,068
<b>iPayment, Inc.</b>		
Term Loan, 5.75%, Maturing May 8, 2017	1,034	1,040,894
<b>LPL Holdings, Inc.</b>		
Term Loan, 2.73%, Maturing March 29, 2017	889	871,715
Term Loan, 4.00%, Maturing March 29, 2019	3,441	3,447,112
<b>Mercury Payment Systems Canada, LLC</b>		
Term Loan, 5.50%, Maturing July 3, 2017	718	721,339
<b>MIP Delaware, LLC</b>		
Term Loan, 5.50%, Maturing July 12, 2018	842	849,140
<b>Nuveen Investments, Inc.</b>		
Term Loan, 5.95%, Maturing May 12, 2017	2,616	2,628,554
Term Loan, 5.95%, Maturing May 13, 2017	1,811	1,821,154
Term Loan, 7.25%, Maturing May 13, 2017	1,600	1,610,000
<b>Oz Management LP</b>		
Term Loan, 1.73%, Maturing November 15, 2016	1,496	1,303,329
<b>RJO Holdings Corp.</b>		
Term Loan, 6.24%, Maturing December 10, 2015 <sup>(6)</sup>	15	12,487
Term Loan, 6.99%, Maturing December 10, 2015 <sup>(6)</sup>	483	368,457
<b>RPI Finance Trust</b>		
Term Loan, 4.00%, Maturing May 9, 2018	3,904	3,906,051
<b>Vantiv, LLC</b>		
Term Loan, 3.75%, Maturing March 27, 2019	524	524,015
		<b>\$ 32,116,937</b>
<b>Food Products 4.9%</b>		
<b>American Seafoods Group LLC</b>		
Term Loan, 4.25%, Maturing March 16, 2018	735	\$ 715,201
<b>Blue Buffalo Company, Ltd.</b>		
Term Loan, 6.50%, Maturing August 8, 2019	1,300	1,287,000
<b>Clearwater Seafoods Limited Partnership</b>		
Term Loan, 6.75%, Maturing June 6, 2018	1,200	1,195,500
<b>Dean Foods Company</b>		
Term Loan, 1.62%, Maturing April 2, 2014	1,641	1,631,634
<b>Del Monte Foods Company</b>		
Term Loan, 4.50%, Maturing March 8, 2018	4,724	4,672,912
<b>Dole Food Company Inc.</b>		
Term Loan, 5.04%, Maturing July 6, 2018	1,091	1,094,772
<b>Hearthside Food Solutions, LLC</b>		
Term Loan, 6.50%, Maturing June 5, 2018	1,325	1,326,656
<b>High Liner Foods Incorporated</b>		
Term Loan, 7.00%, Maturing December 19, 2017	721	723,178
<b>JBS USA Holdings Inc.</b>		
Term Loan, 4.25%, Maturing May 25, 2018	1,114	1,102,613
<b>Michael Foods Group, Inc.</b>		

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Term Loan, 4.25%, Maturing February 23, 2018	763	765,122
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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>NBTY, Inc.</b>		
Term Loan, 4.25%, Maturing October 2, 2017	3,909	\$ 3,930,556
<b>Pierre Foods, Inc.</b>		
Term Loan, 7.00%, Maturing September 30, 2016	2,864	2,884,743
<b>Pinnacle Foods Finance LLC</b>		
Term Loan, 2.75%, Maturing April 2, 2014	103	103,236
Term Loan, 4.75%, Maturing October 17, 2018	324	323,944
Term Loan, Maturing October 17, 2018 <sup>(2)</sup>	5,575	5,561,063
<b>Solvest Ltd.</b>		
Term Loan, 5.02%, Maturing July 6, 2018	1,953	1,959,069
		<b>\$ 29,277,199</b>
<b>Food Service 6.4%</b>		
<b>Aramark Corporation</b>		
Term Loan, 3.48%, Maturing July 26, 2016	5,298	\$ 5,297,663
Term Loan, 3.50%, Maturing July 26, 2016	194	193,581
Term Loan, 3.50%, Maturing July 26, 2016	348	348,401
Term Loan, 3.64%, Maturing July 26, 2016	2,401	2,400,171
Term Loan, 4.27%, Maturing July 26, 2016	GBP 1,188	1,856,503
<b>Brasa Holdings, Inc.</b>		
Term Loan, 7.50%, Maturing July 19, 2019	500	490,000
<b>Burger King Corporation</b>		
Term Loan, 4.50%, Maturing October 19, 2016	5,783	5,813,114
<b>DineEquity, Inc.</b>		
Term Loan, 4.41%, Maturing October 19, 2017	1,424	1,435,661
<b>Dunkin Brands, Inc.</b>		
Term Loan, 4.00%, Maturing November 23, 2017	3,413	3,385,406
<b>Landry s, Inc.</b>		
Term Loan, 6.50%, Maturing April 24, 2018	1,471	1,489,014
<b>NPC International, Inc.</b>		
Term Loan, 5.25%, Maturing December 28, 2018	748	759,347
<b>OSI Restaurant Partners, LLC</b>		
Revolving Loan, 2.51%, Maturing June 14, 2013	588	585,180
Term Loan, 2.56%, Maturing June 14, 2014	6,296	6,270,550
<b>P.F. Chang s China Bistro Inc.</b>		
Term Loan, 6.25%, Maturing July 2, 2019	475	480,344
<b>Sagittarius Restaurants, LLC</b>		
Term Loan, 7.50%, Maturing May 18, 2015	447	446,628
<b>U.S. Foodservice, Inc.</b>		
Term Loan, 2.74%, Maturing July 3, 2014	772	755,120
<b>US Foods, Inc.</b>		
Term Loan, 5.75%, Maturing March 31, 2017	2,194	2,124,513
<b>Weight Watchers International, Inc.</b>		
Term Loan, 4.00%, Maturing March 15, 2019	1,471	1,455,986
<b>Wendy s International, Inc.</b>		
Term Loan, 4.75%, Maturing May 15, 2019	2,200	2,215,314
		<b>\$ 37,802,496</b>
<b>Food/Drug Retailers 4.0%</b>		
<b>Alliance Boots Holdings Limited</b>		
Term Loan, 3.09%, Maturing July 9, 2015	EUR 1,000	\$ 1,212,205
Term Loan, 3.52%, Maturing July 9, 2015	GBP 3,000	4,510,818
<b>Fairway Group Acquisition Company</b>		
Term Loan, 8.25%, Maturing August 17, 2018	500	498,542

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**General Nutrition Centers, Inc.**

Term Loan, 4.25%, Maturing March 2, 2018

5,788

5,788,947

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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Pantry, Inc. (The)</b>		
Term Loan, 5.75%, Maturing August 2, 2019	500	\$ 503,125
<b>Rite Aid Corporation</b>		
Term Loan, 1.99%, Maturing June 4, 2014	8,337	8,253,205
Term Loan, 4.50%, Maturing March 2, 2018	2,399	2,377,674
<b>Sprouts Farmers Markets Holdings, LLC</b>		
Term Loan, 6.00%, Maturing April 18, 2018	650	647,563
		<b>\$ 23,792,079</b>
<b>Health Care 17.2%</b>		
<b>Alere, Inc.</b>		
Term Loan, 4.75%, Maturing June 30, 2017	524	\$ 523,906
Term Loan, 4.75%, Maturing June 30, 2017	647	646,750
Term Loan, 4.75%, Maturing June 30, 2017	2,630	2,630,125
<b>Alliance Healthcare Services, Inc.</b>		
Term Loan, 7.25%, Maturing June 1, 2016	1,227	1,149,930
<b>Ardent Medical Services, Inc.</b>		
Term Loan, 6.50%, Maturing September 15, 2015	1,969	1,983,478
<b>Aveta, Inc.</b>		
Term Loan, 8.50%, Maturing April 4, 2017	748	751,944
Term Loan, 8.50%, Maturing April 4, 2017	748	751,944
<b>Biomet Inc.</b>		
Term Loan, 3.37%, Maturing March 25, 2015	5,253	5,250,546
<b>BSN Medical Acquisition Holding GMBH</b>		
Term Loan, 6.00%, Maturing July 27, 2019	650	654,334
<b>Catalent Pharma Solutions Inc.</b>		
Term Loan, 4.23%, Maturing September 15, 2016	2,327	2,328,955
Term Loan, 5.25%, Maturing September 15, 2017	1,270	1,278,005
<b>CDRL MS, Inc.</b>		
Term Loan, 6.75%, Maturing October 3, 2016	783	785,499
<b>Community Health Systems, Inc.</b>		
Term Loan, 3.92%, Maturing January 25, 2017	6,791	6,810,843
<b>ConMed Corporation</b>		
Term Loan, 1.74%, Maturing April 12, 2013	191	189,420
<b>Convatec Inc.</b>		
Term Loan, 5.75%, Maturing December 22, 2016	970	973,159
<b>CRC Health Corporation</b>		
Term Loan, 4.96%, Maturing November 16, 2015	1,999	1,879,287
<b>DaVita, Inc.</b>		
Term Loan, 4.50%, Maturing October 20, 2016	3,349	3,359,047
Term Loan, Maturing September 2, 2019 <sup>(2)</sup>	3,500	3,493,000
<b>DJO Finance LLC</b>		
Term Loan, 5.23%, Maturing November 1, 2016	1,032	1,031,598
Term Loan, 6.25%, Maturing September 15, 2017	873	875,213
<b>Drumm Investors LLC</b>		
Term Loan, 5.00%, Maturing May 4, 2018	2,981	2,868,981
<b>Emdeon, Inc.</b>		
Term Loan, 5.00%, Maturing November 2, 2018	923	926,148
<b>Emergency Medical Services Corporation</b>		
Term Loan, 5.25%, Maturing May 25, 2018	2,132	2,136,672
<b>Grifols Inc.</b>		
Term Loan, 4.50%, Maturing June 1, 2017	3,292	3,308,534
<b>Hanger Orthopedic Group, Inc.</b>		
Term Loan, 4.01%, Maturing December 1, 2016	737	739,764





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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>HCA, Inc.</b>		
Term Loan, 3.71%, Maturing March 31, 2017	6,452	\$ 6,377,977
Term Loan, 3.48%, Maturing May 1, 2018	2,690	2,655,792
<b>Health Management Associates, Inc.</b>		
Term Loan, 4.50%, Maturing November 16, 2018	1,667	1,674,176
<b>Hologic Inc.</b>		
Term Loan, 4.50%, Maturing August 1, 2019	2,100	2,117,062
<b>Iasis Healthcare LLC</b>		
Term Loan, 5.00%, Maturing May 3, 2018	1,876	1,864,523
<b>inVentiv Health, Inc.</b>		
Term Loan, 6.50%, Maturing August 4, 2016	2,115	1,983,073
Term Loan, 6.75%, Maturing May 15, 2018	1,312	1,228,673
<b>Kindred Healthcare, Inc.</b>		
Term Loan, 5.25%, Maturing June 1, 2018	2,054	2,013,165
<b>Kinetic Concepts, Inc.</b>		
Term Loan, 7.00%, Maturing May 4, 2018	4,552	4,610,652
<b>LHP Hospital Group, Inc.</b>		
Term Loan, 9.00%, Maturing July 3, 2018	625	632,812
<b>MedAssets, Inc.</b>		
Term Loan, 5.25%, Maturing November 16, 2016	828	832,729
<b>Medpace, Inc.</b>		
Term Loan, 6.50%, Maturing June 16, 2017	933	896,138
<b>Multiplan, Inc.</b>		
Term Loan, 4.75%, Maturing August 26, 2017	4,359	4,351,617
<b>MX USA, Inc.</b>		
Term Loan, 6.50%, Maturing April 28, 2017	648	645,133
<b>One Call Medical, Inc.</b>		
Term Loan, 7.00%, Maturing August 16, 2019	1,000	992,500
<b>Onex Carestream Finance LP</b>		
Term Loan, 5.00%, Maturing February 25, 2017	1,703	1,667,196
<b>Pharmaceutical Product Development, Inc.</b>		
Term Loan, 6.25%, Maturing December 5, 2018	2,189	2,219,554
<b>Physiotherapy Associates Holdings, Inc.</b>		
Term Loan, 6.01%, Maturing April 30, 2018	350	349,563
<b>Radnet Management, Inc.</b>		
Term Loan, 5.75%, Maturing April 6, 2016	1,197	1,192,947
<b>Select Medical Corporation</b>		
Term Loan, 5.50%, Maturing June 1, 2018	3,366	3,338,651
<b>Sheridan Holdings, Inc.</b>		
Term Loan, 6.00%, Maturing June 29, 2018	650	651,625
<b>Sunrise Medical Holdings B.V.</b>		
Term Loan, 6.75%, Maturing May 13, 2014	EUR 245	298,124
<b>Thomson Reuters (Healthcare) Inc.</b>		
Term Loan, 6.75%, Maturing June 6, 2019	1,600	1,607,000
<b>TriZetto Group, Inc. (The)</b>		
Term Loan, 4.75%, Maturing May 2, 2018	1,658	1,632,133
<b>Universal Health Services, Inc.</b>		
Term Loan, 3.75%, Maturing November 15, 2016	2,327	2,332,794
<b>Valeant Pharmaceuticals International, Inc.</b>		
Term Loan, 4.75%, Maturing February 13, 2019	1,000	1,004,750
Term Loan, 4.75%, Maturing February 13, 2019	1,097	1,102,736
<b>Vanguard Health Holding Co. II, LLC</b>		
Term Loan, 5.00%, Maturing January 29, 2016	2,260	2,268,377
<b>VWR Funding, Inc.</b>		
Term Loan, 2.73%, Maturing June 30, 2014	1,063	1,063,432



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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Term Loan, 4.48%, Maturing April 3, 2017	1,063	\$ 1,065,646
		<b>\$ 101,997,632</b>
<b>Home Furnishings 0.6%</b>		
<b>Hunter Fan Company</b>		
Term Loan, 2.74%, Maturing April 16, 2014	368	\$ 349,912
<b>National Bedding Company LLC</b>		
Term Loan, 4.00%, Maturing November 28, 2013	1,424	1,421,067
Term Loan - Second Lien, 5.25%, Maturing February 28, 2014	2,050	2,044,875
		<b>\$ 3,815,854</b>
<b>Industrial Equipment 2.6%</b>		
<b>Colfax Corporation</b>		
Term Loan, 4.50%, Maturing January 11, 2019	1,468	\$ 1,476,183
<b>CPM Acquisition Corp.</b>		
Term Loan, 6.25%, Maturing August 29, 2017	550	550,000
Term Loan - Second Lien, 10.25%, Maturing March 1, 2018	1,000	995,000
<b>Excelitas Technologies Corp.</b>		
Term Loan, 4.75%, Maturing November 23, 2016	983	967,763
<b>Generac Power Systems, Inc.</b>		
Term Loan, 6.25%, Maturing May 30, 2018	1,725	1,763,812
<b>Grede LLC</b>		
Term Loan, 7.00%, Maturing April 3, 2017	925	926,156
<b>Husky Injection Molding Systems Ltd.</b>		
Term Loan, 5.75%, Maturing June 29, 2018	3,330	3,350,833
<b>Kion Group GMBH</b>		
Term Loan, 3.50%, Maturing December 23, 2014 <sup>(4)</sup>	1,039	1,023,390
Term Loan, 3.98%, Maturing December 23, 2015 <sup>(4)</sup>	1,039	1,023,390
<b>Manitowoc Company, Inc. (The)</b>		
Term Loan, 4.25%, Maturing November 13, 2017	643	646,729
<b>Tank Holding Corp.</b>		
Term Loan, 6.75%, Maturing July 9, 2019	1,122	1,123,934
<b>Terex Corporation</b>		
Term Loan, 5.50%, Maturing April 28, 2017	794	801,444
<b>Unifrax Corporation</b>		
Term Loan, 6.50%, Maturing November 28, 2018	647	655,402
		<b>\$ 15,304,036</b>
<b>Insurance 5.4%</b>		
<b>Alliant Holdings I, Inc.</b>		
Term Loan, 3.46%, Maturing August 21, 2014	3,580	\$ 3,584,189
<b>AmWINS Group, Inc.</b>		
Term Loan, 6.05%, Maturing June 6, 2019	1,125	1,127,109
Term Loan - Second Lien, 10.25%, Maturing December 6, 2019	3,700	3,692,293
<b>Applied Systems, Inc.</b>		
Term Loan, 5.50%, Maturing December 8, 2016	648	646,754
Term Loan, 5.50%, Maturing December 8, 2016	1,496	1,495,813
<b>Asurion LLC</b>		
Term Loan, 5.50%, Maturing May 24, 2018	9,901	9,942,412
Term Loan - Second Lien, 9.00%, Maturing May 24, 2019	557	577,806
<b>CCC Information Services, Inc.</b>		
Term Loan, 5.75%, Maturing November 11, 2015	1,551	1,556,582

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**CNO Financial Group, Inc.**

Term Loan, 6.25%, Maturing September 30, 2016	970	978,132
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**Hub International Limited**

Term Loan, 4.73%, Maturing June 13, 2017	2,305	2,309,015
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Term Loan, 6.75%, Maturing December 13, 2017	608	612,284
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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Towergate Finance, PLC</b>		
Term Loan, 6.50%, Maturing August 4, 2017	GBP 1,000	\$ 1,521,690
<b>USI Holdings Corporation</b>		
Term Loan, 2.74%, Maturing May 5, 2014	3,288	3,279,577
Term Loan, Maturing May 5, 2014 <sup>(2)</sup>	400	401,000
		<b>\$ 31,724,656</b>
<b>Leisure Goods/Activities/Movies 6.9%</b>		
<b>Alpha D2 Limited</b>		
Term Loan, 5.75%, Maturing April 28, 2017	2,244	\$ 2,266,258
<b>AMC Entertainment, Inc.</b>		
Term Loan, 4.25%, Maturing December 15, 2016	5,346	5,357,212
Term Loan, 4.75%, Maturing February 22, 2018	1,095	1,097,693
<b>AMC Networks Inc.</b>		
Term Loan, 4.00%, Maturing December 31, 2018	1,485	1,483,144
<b>Bombardier Recreational Products, Inc.</b>		
Term Loan, 4.49%, Maturing June 28, 2016	2,983	2,989,379
<b>Bright Horizons Family Solutions, Inc.</b>		
Term Loan, 4.24%, Maturing May 28, 2015	1,019	1,018,731
<b>Cedar Fair, L.P.</b>		
Term Loan, 4.00%, Maturing December 15, 2017	2,188	2,196,738
<b>Cinemark USA, Inc.</b>		
Term Loan, 3.49%, Maturing April 29, 2016	3,844	3,858,413
<b>Clubcorp Club Operations, Inc.</b>		
Term Loan, 6.00%, Maturing November 30, 2016	2,699	2,714,193
<b>Dave &amp; Buster's, Inc.</b>		
Term Loan, 5.50%, Maturing June 1, 2016	978	978,722
<b>Fender Musical Instruments Corporation</b>		
Term Loan, 2.49%, Maturing June 9, 2014	271	269,654
Term Loan, 2.49%, Maturing June 9, 2014	536	533,670
<b>Live Nation Entertainment, Inc.</b>		
Term Loan, 4.50%, Maturing November 7, 2016	2,966	2,973,352
<b>Regal Cinemas, Inc.</b>		
Term Loan, 3.28%, Maturing August 23, 2017	2,489	2,491,585
<b>Revolution Studios Distribution Company, LLC</b>		
Term Loan, 3.99%, Maturing December 21, 2014 <sup>(6)</sup>	825	668,363
Term Loan - Second Lien, 7.24%, Maturing June 21, 2015 <sup>(6)</sup>	900	383,490
<b>SeaWorld Parks &amp; Entertainment, Inc.</b>		
Term Loan, 4.00%, Maturing August 17, 2017	2,598	2,603,816
<b>Six Flags Theme Parks, Inc.</b>		
Term Loan, 4.25%, Maturing December 20, 2018	2,400	2,410,930
<b>Town Sports International Inc.</b>		
Term Loan, 5.75%, Maturing May 11, 2018	1,846	1,864,265
<b>Zuffa LLC</b>		
Term Loan, 2.25%, Maturing June 19, 2015	1,917	1,864,206
Term Loan, 7.50%, Maturing June 19, 2015	748	752,771
		<b>\$ 40,776,585</b>
<b>Lodging and Casinos 2.6%</b>		
<b>Affinity Gaming, LLC</b>		
Term Loan, 5.50%, Maturing November 9, 2017	499	\$ 503,114
<b>Ameristar Casinos, Inc.</b>		
Term Loan, 4.00%, Maturing April 16, 2018	1,152	1,157,167
<b>Caesars Entertainment Operating Company</b>		

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Term Loan, 9.50%, Maturing October 31, 2016	2,925	2,994,012
Term Loan, 5.49%, Maturing January 26, 2018	2,788	2,457,137

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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Gala Group LTD</b>		
Term Loan, 5.55%, Maturing May 30, 2018	GBP 2,850	\$ 4,116,680
<b>Isle of Capri Casinos, Inc.</b>		
Term Loan, 4.75%, Maturing March 24, 2017	1,034	1,040,275
<b>Las Vegas Sands LLC</b>		
Term Loan, 2.84%, Maturing November 23, 2016	335	331,265
Term Loan, 2.84%, Maturing November 23, 2016	1,141	1,125,110
<b>LodgeNet Entertainment Corporation</b>		
Term Loan, 6.50%, Maturing April 4, 2014	1,297	933,889
<b>Pinnacle Entertainment, Inc.</b>		
Term Loan, 4.00%, Maturing March 19, 2019	648	648,578
<b>Tropicana Entertainment Inc.</b>		
Term Loan, 7.50%, Maturing March 16, 2018	349	351,743
		<b>\$ 15,658,970</b>
<b>Nonferrous Metals/Minerals 2.0%</b>		
<b>Arch Coal Inc.</b>		
Term Loan, 5.75%, Maturing May 16, 2018	2,675	\$ 2,676,193
<b>Fairmount Minerals LTD</b>		
Term Loan, 5.25%, Maturing March 15, 2017	3,068	3,045,645
<b>Noranda Aluminum Acquisition Corporation</b>		
Term Loan, 5.75%, Maturing February 24, 2019	1,144	1,153,547
<b>Novelis, Inc.</b>		
Term Loan, 4.00%, Maturing March 10, 2017	744	742,278
Term Loan, 4.00%, Maturing March 10, 2017	2,290	2,283,674
<b>Oxbow Carbon and Mineral Holdings LLC</b>		
Term Loan, 3.85%, Maturing May 8, 2016	2,146	2,151,770
		<b>\$ 12,053,107</b>
<b>Oil and Gas 3.6%</b>		
<b>Buffalo Gulf Coast Terminals LLC</b>		
Term Loan, 7.50%, Maturing October 31, 2017	2,117	\$ 2,158,875
<b>Citgo Petroleum Corporation</b>		
Term Loan, 8.00%, Maturing June 24, 2015	214	217,042
Term Loan, 9.00%, Maturing June 23, 2017	2,818	2,880,894
<b>Crestwood Holdings LLC</b>		
Term Loan, 9.75%, Maturing March 26, 2018	1,218	1,236,587
<b>Energy Transfer Equity, L.P.</b>		
Term Loan, 3.75%, Maturing March 24, 2017	2,925	2,894,378
<b>Frac Tech International LLC</b>		
Term Loan, 6.25%, Maturing May 6, 2016	2,427	2,146,321
<b>Gibson Energy ULC</b>		
Term Loan, 4.75%, Maturing June 15, 2018	2,594	2,615,654
<b>MEG Energy Corp.</b>		
Term Loan, 4.00%, Maturing March 16, 2018	1,365	1,371,389
<b>Obsidian Natural Gas Trust</b>		
Term Loan, 7.00%, Maturing November 2, 2015	3,146	3,161,233
<b>Sheridan Production Partners I, LLC</b>		
Term Loan, 6.50%, Maturing April 20, 2017	118	119,465
Term Loan, 6.50%, Maturing April 20, 2017	194	195,586
Term Loan, 6.50%, Maturing April 20, 2017	1,463	1,476,031
<b>Tervita Corporation</b>		
Term Loan, 3.23%, Maturing November 14, 2014	497	489,780
Term Loan, 6.50%, Maturing October 17, 2014	597	601,229

\$ 21,564,464



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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Publishing 5.1%</b>		
<b>Ascend Learning, Inc.</b>		
Term Loan, 5.75%, Maturing May 23, 2017	3,420	\$ 3,408,848
<b>Aster Zweite Beteiligungs GMBH</b>		
Term Loan, 5.97%, Maturing December 31, 2014	93	88,195
Term Loan, 5.97%, Maturing December 31, 2014	1,665	1,573,528
Term Loan, 5.97%, Maturing December 31, 2014	1,683	1,590,166
<b>Cengage Learning Acquisitions, Inc.</b>		
Term Loan, 2.49%, Maturing July 3, 2014	984	910,385
<b>GateHouse Media Operating, Inc.</b>		
Term Loan, 2.24%, Maturing August 28, 2014	640	203,471
Term Loan, 2.24%, Maturing August 28, 2014	1,502	477,374
Term Loan, 2.49%, Maturing August 28, 2014	738	234,774
<b>Getty Images, Inc.</b>		
Term Loan, 3.98%, Maturing November 2, 2015	618	619,470
Term Loan, 5.25%, Maturing November 7, 2016	2,280	2,286,407
<b>Instant Web, Inc.</b>		
Term Loan, 3.61%, Maturing August 7, 2014	183	144,919
Term Loan, 3.61%, Maturing August 7, 2014	1,760	1,390,205
<b>Interactive Data Corp.</b>		
Term Loan, 4.50%, Maturing February 12, 2018	2,966	2,980,050
<b>Lamar Media Corporation</b>		
Term Loan, 4.00%, Maturing December 30, 2016	553	556,575
<b>Laureate Education, Inc.</b>		
Term Loan, 5.25%, Maturing June 18, 2018	6,939	6,794,926
<b>Medianews Group</b>		
Term Loan, 8.50%, Maturing March 19, 2014	292	284,977
<b>Merrill Communications, LLC</b>		
Term Loan, 9.75%, Maturing December 24, 2012	2,613	2,515,958
<b>Nelson Education Ltd.</b>		
Term Loan, 2.96%, Maturing July 3, 2014	462	388,253
<b>Nielsen Finance LLC</b>		
Term Loan, 3.99%, Maturing May 2, 2016	1,948	1,952,772
<b>SGS International, Inc.</b>		
Term Loan, 3.74%, Maturing September 30, 2013	484	484,023
<b>Source Interlink Companies, Inc.</b>		
Term Loan, 15.00%, Maturing March 18, 2014 <sup>(4)(6)</sup>	729	437,418
Term Loan - Second Lien, 10.75%, Maturing June 18, 2013	888	852,943
		<b>\$ 30,175,637</b>
<b>Radio and Television 4.3%</b>		
<b>Clear Channel Communications, Inc.</b>		
Term Loan, 3.88%, Maturing January 28, 2016	1,969	\$ 1,533,890
<b>Cumulus Media Holdings Inc.</b>		
Term Loan - Second Lien, Maturing September 16, 2019 <sup>(2)</sup>	1,000	1,010,000
<b>Cumulus Media, Inc.</b>		
Term Loan, 5.75%, Maturing September 17, 2018	7,162	7,197,772
<b>Entercom Radio, LLC</b>		
Term Loan, 6.25%, Maturing November 23, 2018	589	593,438
<b>Foxco Acquisition Sub, LLC</b>		
Term Loan, 4.75%, Maturing July 14, 2015	1,300	1,302,027
<b>Gray Television, Inc.</b>		
Term Loan, 3.75%, Maturing December 31, 2014	702	701,183
<b>Hubbard Radio, LLC</b>		
Term Loan, 5.25%, Maturing April 28, 2017	877	884,516



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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>LIN Television Corp.</b>		
Term Loan, 5.00%, Maturing December 21, 2018	672	\$ 677,502
<b>Mission Broadcasting, Inc.</b>		
Term Loan, 5.00%, Maturing September 30, 2016	583	584,312
<b>Nexstar Broadcasting, Inc.</b>		
Term Loan, 5.00%, Maturing September 30, 2016	912	913,964
<b>Raycom TV Broadcasting, Inc.</b>		
Term Loan, 4.50%, Maturing May 31, 2017	990	985,050
<b>Sinclair Television Group Inc.</b>		
Term Loan, 4.00%, Maturing October 28, 2016	820	824,056
<b>Univision Communications Inc.</b>		
Term Loan, 4.48%, Maturing March 31, 2017	6,213	6,023,950
<b>Weather Channel</b>		
Term Loan, 4.25%, Maturing February 13, 2017	2,220	2,232,713
		<b>\$ 25,464,373</b>
<b>Rail Industries 0.2%</b>		
<b>RailAmerica, Inc.</b>		
Term Loan, 4.00%, Maturing March 1, 2019	873	\$ 873,358
		<b>\$ 873,358</b>
<b>Retailers (Except Food and Drug) 4.5%</b>		
<b>99 Cents Only Stores</b>		
Term Loan, 5.25%, Maturing January 11, 2019	1,570	\$ 1,582,708
<b>Evergreen Acqco 1 LP</b>		
Term Loan, 6.25%, Maturing July 9, 2019	750	759,375
<b>FTD, Inc.</b>		
Term Loan, 4.75%, Maturing June 11, 2018	1,346	1,346,106
<b>Harbor Freight Tools USA, Inc.</b>		
Term Loan, 5.50%, Maturing November 14, 2017	1,125	1,129,781
<b>J Crew Group, Inc.</b>		
Term Loan, 4.75%, Maturing March 7, 2018	1,802	1,800,411
<b>Jo-Ann Stores, Inc.</b>		
Term Loan, 4.75%, Maturing March 16, 2018	1,939	1,932,995
<b>Michaels Stores, Inc.</b>		
Term Loan, 5.00%, Maturing July 29, 2016	1,852	1,865,608
<b>National Vision, Inc.</b>		
Term Loan, 7.00%, Maturing August 2, 2018	900	895,500
<b>Neiman Marcus Group, Inc. (The)</b>		
Term Loan, 4.75%, Maturing May 16, 2018	4,200	4,208,917
<b>Petco Animal Supplies, Inc.</b>		
Term Loan, 4.50%, Maturing November 24, 2017	2,362	2,369,070
<b>Pilot Travel Centers LLC</b>		
Term Loan, 4.25%, Maturing March 30, 2018	1,991	1,996,284
Term Loan, 4.25%, Maturing August 7, 2019	675	677,953
<b>ServiceMaster Company</b>		
Term Loan, 4.46%, Maturing January 31, 2017	2,944	2,946,546
<b>Visant Holding Corp.</b>		
Term Loan, 5.25%, Maturing December 22, 2016	1,507	1,460,667
<b>Vivarte SA</b>		
Term Loan, 3.07%, Maturing March 9, 2015	EUR 29	29,367
Term Loan, 3.07%, Maturing March 9, 2015	EUR 62	64,208
Term Loan, 3.07%, Maturing March 9, 2015	EUR 347	356,879
Term Loan, 3.57%, Maturing March 8, 2016	EUR 18	18,914

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Term Loan, 3.57%, Maturing March 8, 2016	EUR	71	73,168
Term Loan, 3.57%, Maturing March 8, 2016	EUR	440	452,943

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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Wilton Brands LLC</b>		
Term Loan, 7.50%, Maturing August 30, 2018	725	\$ 726,812
		<b>\$ 26,694,212</b>
<b>Steel 0.6%</b>		
<b>JMC Steel Group, Inc.</b>		
Term Loan, 4.75%, Maturing April 3, 2017	765	\$ 770,082
<b>Patriot Coal Corporation</b>		
Term Loan, 9.25%, Maturing October 2, 2013	925	941,188
<b>SunCoke Energy, Inc.</b>		
Term Loan, 4.00%, Maturing July 26, 2018	569	569,251
<b>Waupaca Foundry, Inc.</b>		
Term Loan, 8.50%, Maturing June 29, 2017	725	730,664
<b>WireCo WorldGroup, Inc.</b>		
Term Loan, 6.00%, Maturing February 15, 2017	700	701,750
		<b>\$ 3,712,935</b>
<b>Surface Transport 1.0%</b>		
<b>Hertz Corporation (The)</b>		
Term Loan, 3.75%, Maturing March 9, 2018	3,925	\$ 3,909,191
<b>Swift Transportation Co. Inc.</b>		
Term Loan, 5.00%, Maturing December 21, 2017	2,041	2,053,951
		<b>\$ 5,963,142</b>
<b>Telecommunications 6.2%</b>		
<b>Alaska Communications Systems Holdings, Inc.</b>		
Term Loan, 5.50%, Maturing October 21, 2016	2,044	\$ 1,846,056
<b>Cellular South, Inc.</b>		
Revolving Loan, 4.50%, Maturing July 27, 2017	941	940,500
<b>Crown Castle International Corporation</b>		
Term Loan, 4.00%, Maturing January 31, 2019	2,090	2,090,925
<b>Intelsat Jackson Holdings S.A.</b>		
Term Loan, 5.25%, Maturing April 2, 2018	11,628	11,702,568
<b>Macquarie UK Broadcast Limited</b>		
Term Loan, 3.03%, Maturing December 1, 2014	GBP 828	1,214,964
<b>MetroPCS Wireless, Inc.</b>		
Term Loan, 4.07%, Maturing November 3, 2016	979	980,649
Term Loan, 4.00%, Maturing March 16, 2018	4,493	4,489,335
<b>Oberthur Technologies Holding SAS</b>		
Term Loan, 6.25%, Maturing March 30, 2019	625	619,531
<b>SBA Finance</b>		
Term Loan, 3.75%, Maturing June 29, 2018	1,040	1,038,526
<b>Syniverse Holdings, Inc.</b>		
Term Loan, 5.00%, Maturing April 23, 2019	2,100	2,100,657
<b>Telesat LLC</b>		
Term Loan, 4.25%, Maturing March 28, 2019	7,800	7,802,441
<b>TowerCo Finance LLC</b>		
Term Loan, 4.50%, Maturing February 2, 2017	741	741,551
<b>Windstream Corporation</b>		
Term Loan, 4.00%, Maturing August 8, 2019	1,050	1,052,625
		<b>\$ 36,620,328</b>

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<b>Utilities 3.5%</b>			
<b>AES Corporation</b>			
Term Loan, 4.25%, Maturing June 1, 2018	2,888	\$	2,904,084
<b>BRSP, LLC</b>			
Term Loan, 7.50%, Maturing June 4, 2014	752		755,840

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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Calpine Corporation</b>		
Term Loan, 4.50%, Maturing April 2, 2018	1,064	\$ 1,067,354
Term Loan, 4.50%, Maturing April 2, 2018	3,135	3,149,901
<b>Dynegy Midwest Generation LLC</b>		
Term Loan, 9.25%, Maturing August 4, 2016	571	593,209
<b>Dynegy Power, LLC</b>		
Term Loan, 9.25%, Maturing August 4, 2016	1,042	1,094,811
<b>Invenergy LLC</b>		
Term Loan, 9.00%, Maturing November 21, 2017	835	822,339
<b>LS Power Funding Corp.</b>		
Term Loan, 5.50%, Maturing June 28, 2019	1,275	1,282,969
<b>NRG Energy, Inc.</b>		
Term Loan, 4.00%, Maturing July 2, 2018	4,925	4,941,479
<b>Texas Competitive Electric Holdings Company, LLC</b>		
Term Loan, 4.77%, Maturing October 10, 2017	6,000	4,085,237
		\$ 20,697,223
<b>Total Senior Floating-Rate Interests (identified cost \$849,512,225)</b>		<b>\$ 847,521,012</b>

**Corporate Bonds & Notes 9.6%**

Security	Principal Amount* (000 s omitted)	Value
<b>Automotive 0.0%</b>		
<b>American Axle &amp; Manufacturing, Inc., Sr. Notes</b>		
9.25%, 1/15/17 <sup>(7)</sup>	135	\$ 152,212
<b>General Motors Financial Co., Inc., Sr. Notes</b>		
4.75%, 8/15/17 <sup>(7)</sup>	75	75,601
<b>Visteon Corp., Sr. Notes</b>		
6.75%, 4/15/19	30	30,638
		\$ 258,451
<b>Beverage and Tobacco 0.0%</b>		
<b>Constellation Brands, Inc., Sr. Notes</b>		
6.00%, 5/1/22	70	\$ 79,012
4.625%, 3/1/23	75	76,687
<b>Innovation Ventures LLC/Innovation Ventures Finance Corp., Sr. Notes</b>		
9.50%, 8/15/19 <sup>(7)</sup>	55	50,738
		\$ 206,437
<b>Broadcast Radio and Television 0.3%</b>		
<b>Entravision Communications Corp., Sr. Notes</b>		
8.75%, 8/1/17	948	\$ 1,021,470
<b>Sirius XM Radio, Inc., Sr. Notes</b>		
5.25%, 8/15/22 <sup>(7)</sup>	80	80,400
<b>XM Satellite Radio Holdings, Inc., Sr. Notes</b>		
13.00%, 8/1/14 <sup>(7)</sup>	480	534,600
		\$ 1,636,470

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**Brokers, Dealers and Investment Houses 0.0%**

<b>Alliance Data Systems Corp., Sr. Notes</b>			
6.375%, 4/1/20 <sup>(7)</sup>	55	\$	57,200
		\$	<b>57,200</b>

**Building and Development 0.1%**

<b>Isabelle Acquisition Sub, Inc., Sr. Notes</b>			
10.00%, 11/15/18 <sup>(4)(7)</sup>	140	\$	148,225
<b>Nortek, Inc., Sr. Notes</b>			
10.00%, 12/1/18	90		99,000
8.50%, 4/15/21	25		26,687
		\$	<b>273,912</b>



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Security	Principal Amount* (000 s omitted)	Value
<b>Security</b>		
<b>Business Equipment and Services 0.0%</b>		
<b>Education Management, LLC, Sr. Notes</b>		
8.75%, 6/1/14	280	\$ 223,300
		<b>\$ 223,300</b>
<b>Cable and Satellite Television 0.1%</b>		
<b>CCO Holdings, LLC/CCO Holdings Capital Corp., Sr. Notes</b>		
5.25%, 9/30/22	200	\$ 199,000
<b>DISH DBS Corp., Sr. Notes</b>		
5.875%, 7/15/22 <sup>(7)</sup>	95	96,187
		<b>\$ 295,187</b>
<b>Chemicals and Plastics 1.2%</b>		
<b>Ashland, Inc., Sr. Notes</b>		
4.75%, 8/15/22 <sup>(7)</sup>	35	\$ 35,263
<b>Hexion US Finance Corp., Sr. Notes</b>		
6.625%, 4/15/20	2,000	2,030,000
<b>Ineos Finance PLC, Sr. Notes</b>		
7.25%, 2/15/19 <sup>(7)(8)</sup>	EUR 1,000	1,276,667
8.375%, 2/15/19 <sup>(7)</sup>	1,950	2,059,687
7.50%, 5/1/20 <sup>(7)</sup>	900	922,500
<b>LyondellBasell Industries N.V., Sr. Notes</b>		
5.00%, 4/15/19	235	250,275
5.75%, 4/15/24	200	227,500
<b>Tronox Finance, LLC, Sr. Notes</b>		
6.375%, 8/15/20 <sup>(7)</sup>	115	116,581
		<b>\$ 6,918,473</b>
<b>Conglomerates 0.0%</b>		
<b>Belden, Inc., Sr. Sub. Notes</b>		
5.50%, 9/1/22 <sup>(7)</sup>	50	\$ 50,375
		<b>\$ 50,375</b>
<b>Containers and Glass Products 0.2%</b>		
<b>Berry Plastics Corp., Sr. Notes</b>		
5.205%, 2/15/15 <sup>(8)</sup>	1,000	\$ 1,001,000
		<b>\$ 1,001,000</b>
<b>Cosmetics/Toiletries 0.3%</b>		
<b>Party City Holdings, Inc., Sr. Notes</b>		
8.875%, 8/1/20 <sup>(7)</sup>	130	\$ 138,125
<b>Revlon Consumer Products Corp.</b>		
9.75%, 11/15/15	1,420	1,512,300
		<b>\$ 1,650,425</b>
<b>Ecological Services and Equipment 0.0%</b>		
<b>Clean Harbors, Inc., Sr. Notes</b>		
5.25%, 8/1/20 <sup>(7)</sup>	50	\$ 51,563

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			<b>\$ 51,563</b>
<b>Electronics/Electrical 0.0%</b>			
<b>Brocade Communications Systems, Inc., Sr. Notes</b>			
6.625%, 1/15/18	40	\$	41,800
6.875%, 1/15/20	40		43,400
<b>Infor US, Inc., Sr. Notes</b>			
9.375%, 4/1/19 <sup>(7)</sup>	65		70,688
<b>Nuance Communications, Inc., Sr. Notes</b>			
5.375%, 8/15/20 <sup>(7)</sup>	40		41,100
		<b>\$</b>	<b>196,988</b>

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Security	Principal Amount* (000 s omitted)	Value
<b>Equipment Leasing 0.3%</b>		
<b>Aircastle, Ltd., Sr. Notes</b>		
6.75%, 4/15/17	55	\$ 59,675
7.625%, 4/15/20	25	27,812
<b>International Lease Finance Corp., Sr. Notes</b>		
5.65%, 6/1/14	1,000	1,040,000
6.75%, 9/1/16 <sup>(7)</sup>	400	448,000
7.125%, 9/1/18 <sup>(7)</sup>	400	462,000
		<b>\$ 2,037,487</b>
<b>Financial Intermediaries 1.4%</b>		
<b>Ally Financial, Inc., Sr. Notes</b>		
2.667%, 12/1/14 <sup>(8)</sup>	35	\$ 34,419
4.625%, 6/26/15	1,000	1,026,935
<b>CIT Group, Inc., Sr. Notes</b>		
4.25%, 8/15/17	75	76,153
<b>First Data Corp., Sr. Notes</b>		
7.375%, 6/15/19 <sup>(7)</sup>	1,000	1,037,500
6.75%, 11/1/20 <sup>(7)</sup>	1,640	1,635,900
<b>Ford Motor Credit Co., LLC, Sr. Notes</b>		
12.00%, 5/15/15	2,250	2,818,125
8.00%, 12/15/16	260	311,469
<b>UPCB Finance II, Ltd., Sr. Notes</b>		
6.375%, 7/1/20 <sup>(7)</sup>	EUR 1,000	1,320,690
		<b>\$ 8,261,191</b>
<b>Food Products 0.0%</b>		
<b>Smithfield Foods, Inc., Sr. Notes</b>		
6.625%, 8/15/22	105	\$ 107,756
		<b>\$ 107,756</b>
<b>Food Service 0.0%</b>		
<b>Ruby Tuesday, Inc., Sr. Notes</b>		
7.625%, 5/15/20 <sup>(7)</sup>	135	\$ 127,238
		<b>\$ 127,238</b>
<b>Health Care 0.6%</b>		
<b>Accellent, Inc., Sr. Notes</b>		
8.375%, 2/1/17	180	\$ 186,525
<b>Community Health Systems, Inc., Sr. Notes</b>		
5.125%, 8/15/18	2,450	2,532,687
7.125%, 7/15/20	130	136,338
<b>DaVita, Inc., Sr. Notes</b>		
5.75%, 8/15/22	225	235,125
<b>Hologic, Inc., Sr. Notes</b>		
6.25%, 8/1/20 <sup>(7)</sup>	265	281,894
<b>Kinetic Concepts, Inc./KCI USA, Inc.</b>		
10.50%, 11/1/18 <sup>(7)</sup>	50	51,125
<b>United Surgical Partners International, Inc., Sr. Notes</b>		
9.00%, 4/1/20 <sup>(7)</sup>	65	70,119
<b>VWR Funding, Inc., Sr. Notes</b>		

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7.25%, 9/15/17 <sup>(7)</sup>	190	192,731
		<b>\$ 3,686,544</b>
<b>Home Furnishings 0.2%</b>		
<b>Libbey Glass, Inc., Sr. Notes</b>		
6.875%, 5/15/20 <sup>(7)</sup>	835	\$ 894,494

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Security	Principal Amount* (000 s omitted)	Value
<b>Mead Products, LLC/ACCO Brands Corp., Sr. Notes</b> 6.75%, 4/30/20 <sup>(7)</sup>	135	\$ 143,437
		<b>\$ 1,037,931</b>
<b>Industrial Equipment 0.2%</b> <b>Terex Corp., Sr. Notes</b> 10.875%, 6/1/16	920	\$ 1,037,507
		<b>\$ 1,037,507</b>
<b>Insurance 0.0%</b> <b>Alliant Holdings I, Inc., Sr. Notes</b> 11.00%, 5/1/15 <sup>(7)</sup>	50	\$ 51,938
<b>USI Holdings Corp., Sr. Notes</b> 4.31%, 11/15/14 <sup>(7)(8)</sup>	75	72,000
		<b>\$ 123,938</b>
<b>Leisure Goods/Activities/Movies 0.2%</b> <b>AMC Entertainment, Inc., Sr. Notes</b> 8.75%, 6/1/19	85	\$ 93,500
<b>National CineMedia, LLC, Sr. Notes</b> 6.00%, 4/15/22 <sup>(7)</sup>	835	872,575
<b>Royal Caribbean Cruises, Sr. Notes</b> 7.00%, 6/15/13	105	108,937
6.875%, 12/1/13	40	42,300
7.25%, 6/15/16	25	27,688
7.25%, 3/15/18	50	55,000
<b>Seven Seas Cruises, S de R.L., Sr. Notes</b> 9.125%, 5/15/19	75	78,375
		<b>\$ 1,278,375</b>
<b>Lodging and Casinos 1.0%</b> <b>Boyd Acquisition Sub LLC/Boyd Acquisition Finance Corp., Sr. Notes</b> 8.375%, 2/15/18 <sup>(7)</sup>	50	\$ 51,313
<b>Buffalo Thunder Development Authority, Sr. Notes</b> 9.375%, 12/15/14 <sup>(7)(9)</sup>	535	199,288
<b>Caesars Entertainment Operating Co., Inc., Sr. Notes</b> 5.375%, 12/15/13	30	28,875
11.25%, 6/1/17	1,000	1,082,500
8.50%, 2/15/20 <sup>(7)</sup>	2,375	2,348,281
<b>Inn of the Mountain Gods Resort &amp; Casino, Sr. Notes</b> 8.75%, 11/30/20 <sup>(7)</sup>	106	104,675
<b>Mohegan Tribal Gaming Authority</b> 10.50%, 12/15/16 <sup>(7)</sup>	105	93,975
<b>Mohegan Tribal Gaming Authority, Sr. Sub. Notes</b> 11.00%, 9/15/18 <sup>(7)</sup>	450	307,125
<b>Peninsula Gaming, LLC, Sr. Notes</b> 10.75%, 8/15/17	1,000	1,143,750
<b>Tunica-Biloxi Gaming Authority, Sr. Notes</b> 9.00%, 11/15/15 <sup>(7)</sup>	345	310,500
<b>Waterford Gaming, LLC, Sr. Notes</b> 8.625%, 9/15/14 <sup>(6)(7)</sup>	199	115,258

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\$ 5,785,540

<b>Nonferrous Metals/Minerals 0.1%</b>		
<b>FMG Resources (August 2006) Pty, Ltd., Sr. Notes</b>		
7.00%, 11/1/15 <sup>(7)</sup>	80	\$ 79,000
<b>Molycorp, Inc., Sr. Notes</b>		
10.00%, 6/1/20 <sup>(7)</sup>	115	109,825
<b>New Gold, Inc., Sr. Notes</b>		
7.00%, 4/15/20 <sup>(7)</sup>	45	47,588

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Security	Principal Amount* (000 s omitted)	Value
<b>Penn Virginia Resource Partners, LP/Penn Virginia Resource Finance Corp. II, Sr. Notes</b>		
8.375%, 6/1/20 <sup>(7)</sup>	55	\$ 56,237
		<b>\$ 292,650</b>
<b>Oil and Gas 0.3%</b>		
<b>Concho Resources, Inc., Sr. Notes</b>		
5.50%, 4/1/23	85	\$ 88,081
<b>Continental Resources, Inc., Sr. Notes</b>		
5.00%, 9/15/22 <sup>(7)</sup>	280	292,250
<b>Eagle Rock Energy Partners, LP/Eagle Rock Energy Finance Corp., Sr. Notes</b>		
8.375%, 6/1/19 <sup>(7)</sup>	50	49,000
<b>EP Energy, LLC/EP Energy Finance, Inc., Sr. Notes</b>		
6.875%, 5/1/19 <sup>(7)</sup>	190	204,012
9.375%, 5/1/20 <sup>(7)</sup>	145	157,869
<b>EP Energy, LLC/Everest Acquisition Finance, Inc., Sr. Notes</b>		
7.75%, 9/1/22 <sup>(7)</sup>	40	40,200
<b>Halcon Resources Corp., Sr. Notes</b>		
9.75%, 7/15/20 <sup>(7)</sup>	105	107,363
<b>Laredo Petroleum, Inc., Sr. Notes</b>		
7.375%, 5/1/22	40	43,200
<b>MarkWest Energy Partners, LP/MarkWest Energy Finance Corp., Sr. Notes</b>		
5.50%, 2/15/23	50	51,250
<b>MEG Energy Corp., Sr. Notes</b>		
6.375%, 1/30/23 <sup>(7)</sup>	105	109,594
<b>Newfield Exploration Co., Sr. Notes</b>		
5.625%, 7/1/24	130	141,212
<b>Oasis Petroleum, Inc., Sr. Notes</b>		
6.875%, 1/15/23	140	143,850
<b>Petroleum Development Corp., Sr. Notes</b>		
12.00%, 2/15/18	135	145,800
<b>SESI, LLC, Sr. Notes</b>		
6.875%, 6/1/14	33	33,000
<b>SM Energy Co., Sr. Notes</b>		
6.50%, 1/1/23 <sup>(7)</sup>	85	88,719
		<b>\$ 1,695,400</b>
<b>Publishing 0.5%</b>		
<b>Laureate Education, Inc., Sr. Notes</b>		
11.00%, 8/15/15 <sup>(7)</sup>	1,280	\$ 1,315,200
11.25%, 8/15/15 <sup>(7)</sup>	1,349	1,388,148
9.25%, 9/1/19 <sup>(7)</sup>	165	165,825
<b>Laureate Education, Inc., Sr. Sub. Notes</b>		
12.75%, 8/15/17 <sup>(7)</sup>	105	111,431
		<b>\$ 2,980,604</b>
<b>Rail Industries 0.1%</b>		
<b>American Railcar Industry, Sr. Notes</b>		
7.50%, 3/1/14	124	\$ 126,170





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Security	Principal Amount* (000 s omitted)	Value
<b>Kansas City Southern Mexico, Sr. Notes</b>		
8.00%, 2/1/18	500	\$ 562,500
		<b>\$ 688,670</b>
<b>Retailers (Except Food and Drug) 0.1%</b>		
<b>Dollar General Corp., Sr. Notes</b>		
4.125%, 7/15/17	35	\$ 36,575
<b>HD Supply, Inc., Sr. Notes</b>		
8.125%, 4/15/19 <sup>(7)</sup>	40	43,500
<b>J. Crew Group, Inc., Sr. Notes</b>		
8.125%, 3/1/19	100	105,125
<b>Michaels Stores, Inc., Sr. Notes</b>		
7.75%, 11/1/18	95	101,650
<b>Pantry, Inc., Sr. Notes</b>		
8.375%, 8/1/20 <sup>(7)</sup>	75	77,719
<b>Penske Automotive Group, Inc., Sr. Sub. Notes</b>		
5.75%, 10/1/22 <sup>(7)</sup>	25	25,625
<b>Sally Holdings, LLC/Sally Capital, Inc., Sr. Notes</b>		
5.75%, 6/1/22	185	200,031
<b>ServiceMaster Company, Sr. Notes</b>		
7.00%, 8/15/20 <sup>(7)</sup>	115	117,587
<b>Toys R Us, Inc., Sr. Notes</b>		
7.375%, 9/1/16 <sup>(7)</sup>	50	50,625
		<b>\$ 758,437</b>
<b>Telecommunications 0.7%</b>		
<b>Avaya, Inc., Sr. Notes</b>		
9.75%, 11/1/15	840	\$ 732,900
<b>Digicel Group, Ltd., Sr. Notes</b>		
8.875%, 1/15/15 <sup>(7)</sup>	830	844,525
<b>Hughes Satellite Systems Corp., Sr. Notes</b>		
6.50%, 6/15/19	1,000	1,076,250
<b>Intelsat Jackson Holdings, Ltd., Sr. Notes</b>		
11.25%, 6/15/16	119	125,694
7.25%, 10/15/20 <sup>(7)</sup>	110	119,075
<b>SBA Telecommunications, Inc., Sr. Notes</b>		
5.75%, 7/15/20 <sup>(7)</sup>	95	99,631
<b>Sprint Nextel Corp., Sr. Notes</b>		
7.00%, 8/15/20	1,095	1,123,744
		<b>\$ 4,121,819</b>
<b>Utilities 1.7%</b>		
<b>Calpine Corp., Sr. Notes</b>		
7.50%, 2/15/21 <sup>(7)</sup>	5,100	\$ 5,686,500
7.875%, 1/15/23 <sup>(7)</sup>	3,825	4,341,375
<b>Energy Future Intermediate Holding Co., LLC/EFIH Finance, Inc., Sr. Notes</b>		
6.875%, 8/15/17 <sup>(7)</sup>	35	35,919



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Security	Principal Amount* (000 s omitted)	Value
<b>Reliant Energy, Inc., Sr. Notes</b>		
7.625%, 6/15/14	20	\$ 21,500
		<b>\$ 10,085,294</b>

**Total Corporate Bonds & Notes**  
(identified cost \$54,003,740) **\$ 56,926,162**

**Asset-Backed Securities 0.6%**

Security	Principal Amount (000 s omitted)	Value
Alzette European CLO SA, Series 2004-1A, Class E2, 6.968%, 12/15/20 <sup>(8)</sup>	\$ 328	\$ 293,695
Avalon Capital Ltd. 3, Series 1A, Class D, 2.381%, 2/24/19 <sup>(7)(8)</sup>	589	491,705
Babson Ltd., Series 2005-1A, Class C1, 2.405%, 4/15/19 <sup>(7)(8)</sup>	753	590,706
Centurion CDO 8 Ltd., Series 2005-8A, Class D, 5.968%, 3/8/17 <sup>(8)</sup>	985	886,571
Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 5.205%, 7/17/19 <sup>(8)</sup>	750	610,436
Comstock Funding Ltd., Series 2006-1A, Class D, 4.673%, 5/30/20 <sup>(7)(8)</sup>	692	547,560

**Total Asset-Backed Securities**  
(identified cost \$3,939,778) **\$ 3,420,673**

**Common Stocks 1.6%**

Security	Shares	Value
<b>Automotive 0.1%</b>		
Dayco Products, LLC <sup>(10)(11)</sup>	20,780	\$ 664,960
		<b>\$ 664,960</b>

**Building and Development 0.1%**

Panolam Holdings Co. <sup>(6)(10)(12)</sup>	280	\$ 456,428
United Subcontractors, Inc. <sup>(6)(10)(11)</sup>	569	23,139
		<b>\$ 479,567</b>

**Financial Intermediaries 0.0%**

RTS Investor Corp. <sup>(6)(10)(11)</sup>	168	\$ 16,079
		<b>\$ 16,079</b>

**Food Service 0.1%**

Buffets Restaurants Holdings, Inc. <sup>(6)(10)(11)</sup>	54,510	\$ 495,496
		<b>\$ 495,496</b>

**Leisure Goods/Activities/Movies 0.4%**

Metro-Goldwyn-Mayer Holdings, Inc. <sup>(10)(11)</sup>	66,174	\$ 2,131,630
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		\$	<b>2,131,630</b>
<b>Lodging and Casinos 0.1%</b>			
Greektown Superholdings, Inc. <sup>(10)</sup>	83	\$	4,233
Tropicana Entertainment, Inc. <sup>(10)(11)</sup>	37,016		499,716
		\$	<b>503,949</b>
<b>Nonferrous Metals/Minerals 0.0%</b>			
Euramax International, Inc. <sup>(6)(10)(11)</sup>	701	\$	175,300
		\$	<b>175,300</b>
<b>Oil and Gas 0.0%</b>			
SemGroup Corp. <sup>(10)</sup>	1,565	\$	55,620
		\$	<b>55,620</b>

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Security	Shares	Value
<b>Publishing 0.7%</b>		
Ion Media Networks, Inc. <sup>(6)(10)(11)</sup>	4,429	\$ 3,270,152
MediaNews Group, Inc. <sup>(6)(10)(11)</sup>	29,104	624,864
Source Interlink Companies, Inc. <sup>(6)(10)(11)</sup>	2,290	13,443
		<b>\$ 3,908,459</b>

<b>Radio and Television 0.1%</b>		
New Young Broadcasting Holding Co., Inc. <sup>(6)(10)(11)</sup>	251	\$ 928,700
		<b>\$ 928,700</b>

**Total Common Stocks**  
(identified cost \$5,431,599) **\$ 9,359,760**

**Warrants 0.0%**

Security	Shares	Value
<b>Oil and Gas 0.0%</b>		
SemGroup Corp., Expires 11/30/14 <sup>(10)</sup>	1,647	\$ 19,715
		<b>\$ 19,715</b>

<b>Publishing 0.0%</b>		
Reader s Digest Association, Inc. (The), Expires 2/14/19 <sup>(10)(11)</sup>	1,609	\$ 0
		\$ 0

<b>Radio and Television 0.0%</b>		
New Young Broadcasting Holding Co., Inc., Expires 12/24/24 <sup>(6)(10)(11)</sup>	3	\$ 11,100
		<b>\$ 11,100</b>

**Total Warrants**  
(identified cost \$5,172) **\$ 30,815**

**Miscellaneous 0.0%**

Security	Shares	Value
<b>Oil and Gas 0.0%</b>		
SemGroup Corp., Escrow Certificate	605,000	\$ 27,225
		<b>\$ 27,225</b>

**Short-Term Investments 3.3%**

Description	Interest/ Principal	Value
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	Amount (000 s omitted)	
Eaton Vance Cash Reserves Fund, LLC, 0.12% <sup>(13)</sup>	\$ 17,458	\$ 17,458,368
State Street Bank and Trust Euro Time Deposit, 0.01%, 9/4/12	2,358	2,357,878
<b>Total Short-Term Investments</b> (identified cost \$19,816,246)		<b>\$ 19,816,246</b>
<b>Total Investments 158.2%</b> (identified cost \$932,708,760)		<b>\$ 937,101,893</b>

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<b>Less Unfunded Loan Commitments</b>	<b>(0.0)%<sup>(6)</sup></b>	<b>\$ (268,036)</b>
<b>Net Investments</b>	<b>158.2%</b>	
<b>(identified cost \$932,440,724)</b>		<b>\$ 936,833,857</b>
<b>Other Assets, Less Liabilities</b>	<b>(44.7)%</b>	<b>\$ (264,473,982)</b>
<b>Auction Preferred Shares Plus Cumulative Unpaid Dividends</b>	<b>(13.5)%</b>	<b>\$ (80,042,668)</b>
<b>Net Assets Applicable to Common Shares</b>	<b>100.0%</b>	<b>\$ 592,317,207</b>

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

EUR - Euro

GBP - British Pound Sterling

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

- (1) Senior floating-rate interests (Senior Loans) often require prepayments from excess cash flows or permit the borrowers to repay at their election. The degree to which borrowers repay, whether as a contractual requirement or at their election, cannot be predicted with accuracy. As a result, the actual remaining maturity may be substantially less than the stated maturities shown. However, Senior Loans will have an expected average life of approximately two to four years. The stated interest rate represents the weighted average interest rate of all contracts within the senior loan facility and includes commitment fees on unfunded loan commitments, if any. Senior Loans typically have rates of interest which are redetermined either daily, monthly, quarterly or semi-annually by reference to a base lending rate, plus a premium. These base lending rates are primarily the London Interbank Offered Rate ( LIBOR ) and secondarily, the prime rate offered by one or more major United States banks (the Prime Rate ) and the certificate of deposit ( CD ) rate or other base lending rates used by commercial lenders.
- (2) This Senior Loan will settle after August 31, 2012, 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) Represents a payment-in-kind security which may pay all or a portion of interest in additional par.
- (5) Amount is less than 0.05%.
- (6) For fair value measurement disclosure purposes, security is categorized as Level 3.

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- (7) Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933. These securities may be sold in certain transactions (normally to qualified institutional buyers) and remain exempt from registration. At August 31, 2012, the aggregate value of these securities is \$34,544,081 or 5.8% of the Trust's net assets applicable to common shares.
- (8) Variable rate security. The stated interest rate represents the rate in effect at August 31, 2012.
- (9) 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.
- (10) Non-income producing security.
- (11) Security was acquired in connection with a restructuring of a Senior Loan and may be subject to restrictions on resale.
- (12) Restricted security.



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(13) Affiliated investment company available to Eaton Vance portfolios and funds which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of August 31, 2012. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended August 31, 2012 was \$3,582.

The cost and unrealized appreciation (depreciation) of investments of the Trust at August 31, 2012, as determined on a federal income tax basis, were as follows:

<b>Aggregate cost</b>	<b>\$ 933,545,022</b>
Gross unrealized appreciation	\$ 17,580,782
Gross unrealized depreciation	(14,291,947)
<b>Net unrealized appreciation</b>	<b>\$ 3,288,835</b>

### Restricted Securities

At August 31, 2012, the Trust owned the following securities (representing 0.1% of net assets applicable to common shares) which were restricted as to public resale and not registered under the Securities Act of 1933 (excluding Rule 144A securities). The Trust has various registration rights (exercisable under a variety of circumstances) with respect to these securities. The value of these securities is determined based on valuations provided by brokers when available, or if not available, they are valued at fair value using methods determined in good faith by or at the direction of the Trustees.

Description	Date of Acquisition	Shares	Cost	Value
<b>Common Stocks</b>				
Panoram Holdings Co.	12/30/09	280	\$ 153,860	\$ 456,428
<b>Total Restricted Securities</b>			<b>\$ 153,860</b>	<b>\$ 456,428</b>

A summary of open financial instruments at August 31, 2012 is as follows:

### Forward Foreign Currency Exchange Contracts Sales

Settlement Date	Deliver	In Exchange For	Counterparty	Net Unrealized Depreciation
	British Pound Sterling	United States Dollar		
9/28/12	3,126,419	4,862,113	Goldman Sachs International	\$ (101,743)
	Euro	United States Dollar		
9/28/12	2,104,103	2,623,869	HSBC Bank USA	(23,285)
	British Pound Sterling	United States Dollar		
10/31/12	843,732	1,326,537	HSBC Bank USA	(12,933)
10/31/12	Euro	United States Dollar	Deutsche Bank	(98,924)

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	4,717,231	5,838,139		
	British Pound Sterling	United States Dollar		
11/30/12	4,496,882	7,116,001	JPMorgan Chase Bank	(22,601)
	Euro	United States Dollar		
11/30/12	6,694,884	8,397,895	Citibank NA	(31,488)
				<b>\$ (290,974)</b>

At August 31, 2012, the Trust had sufficient cash and/or securities to cover commitments under these contracts.

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

At August 31, 2012, 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 \$290,974.

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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 August 31, 2012, the hierarchy of inputs used in valuing the Trust's investments and open derivative instruments, which are carried at value, were as follows:

Asset Description	Level 1	Level 2	Level 3*	Total
Senior Floating-Rate Interests (Less Unfunded Loan Commitments)	\$	\$ 845,112,771	\$ 2,140,205	\$ 847,252,976
Corporate Bonds & Notes		56,810,904	115,258	56,926,162
Asset-Backed Securities		3,420,673		3,420,673
Common Stocks	55,620	3,300,539	6,003,601	9,359,760
Warrants		19,715	11,100	30,815
Miscellaneous		27,225		27,225
Short-Term Investments		19,816,246		19,816,246
<b>Total Investments</b>	<b>\$ 55,620</b>	<b>\$ 928,508,073</b>	<b>\$ 8,270,164</b>	<b>\$ 936,833,857</b>
<b>Liability Description</b>				
Forward Foreign Currency Exchange Contracts	\$	\$ (290,974)	\$	\$ (290,974)
<b>Total</b>	<b>\$</b>	<b>\$ (290,974)</b>	<b>\$</b>	<b>\$ (290,974)</b>

\* None of the unobservable inputs for Level 3 assets, individually or collectively, had a material impact on the Trust.

Level 3 investments at the beginning and/or end of the period in relation to net assets were not significant and accordingly, a reconciliation of Level 3 assets for the fiscal year to date ended August 31, 2012 is not presented.

At August 31, 2012, there were no investments transferred between Level 1 and Level 2 during the fiscal year to date then ended.

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

**Item 2. Controls and Procedures**

(a) It is the conclusion of the registrant's principal executive officer and principal financial officer that the effectiveness of the registrant's current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant on this Form

N-Q has been recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms and that the information required to be disclosed by the registrant on this Form N-Q has been accumulated and communicated to the registrant's principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant's internal controls over financial reporting during the fiscal quarter for which the report is being filed that have materially affected, or are reasonably likely to materially affect the registrant's internal control over financial reporting.

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Eaton Vance Floating-Rate Income Trust

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

Date: October 25, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

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

Date: October 25, 2012

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

Date: October 25, 2012