EATON VANCE LTD DURATION INCOME FUND Form N-Q September 28, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Form N-Q **QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED** MANAGEMENT INVESTMENT COMPANIES 811-21323 **Investment Company Act File Number Eaton Vance Limited Duration Income Fund** (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) April 30 Date of Fiscal Year End July 31, 2011 Date of Reporting Period

Item 1. Schedule of Investments

Eaton Vance Limited Duration Income Fund July 31, 2011

PORTFOLIO OF INVESTMENTS (Unaudited)

Delphi Corp.

Senior Floating-Rate Interests 42.1%)

Princij Amou	nt*			
	s omitted)	Borrower/Tranche Description		Value
Aeros	pace and Defe			
		Aeroflex, Inc.		
	725	Term Loan, 4.25%, Maturing May 9, 2018	\$	723,184
		Avio Holding SpA		
EUR	700	Term Loan-Second Lien, 5.69%, Maturing June 14, 2016		982,256
		Booz Allen Hamilton, Inc.		
	474	Term Loan, 4.00%, Maturing August 3, 2017		475,801
		DAE Aviation Holdings, Inc.		
	1,384	Term Loan, 5.26%, Maturing July 31, 2014		1,381,314
	1,438	Term Loan, 5.26%, Maturing July 31, 2014		1,435,640
		Delos Aircraft, Inc.		
	775	Term Loan, 7.00%, Maturing March 17, 2016		780,536
		Doncasters (Dundee HoldCo 4 Ltd.)		
	555	Term Loan, 4.19%, Maturing May 15, 2015		523,194
	555	Term Loan, 4.69%, Maturing May 13, 2016		523,194
GBP	1,234	Term Loan-Second Lien, 6.64%, Maturing January 13, 2016		1,884,499
		Ducommun, Inc.		
	575	Term Loan, 5.50%, Maturing June 28, 2017		578,414
		Evergreen International Aviation		
	975	Term Loan, 12.25%, Maturing July 5, 2016		950,625
		IAP Worldwide Services, Inc.		
	987	Term Loan, 9.25%, Maturing December 28, 2012		985,840
		International Lease Finance Co.		
	4,050	Term Loan, 6.75%, Maturing March 17, 2015		4,075,673
		Wesco Aircraft Hardware Corp.		
	408	Term Loan, 4.25%, Maturing April 7, 2017		410,499
		Wyle Services Corp.		
	927	Term Loan, 5.75%, Maturing March 27, 2017		931,996
			\$	16,642,665
Autom	notive 1.6%			
		Allison Transmission, Inc.		
	6,675	Term Loan, 2.94%, Maturing August 7, 2014	\$	6,548,514
	- ,	Chrysler Group, LLC	Ŧ	,,
	3,500	Term Loan, 6.00%, Maturing May 24, 2017		3,413,596

2,095	Term Loan, 3.50%, Maturing March 31, 2017	2,106,052
	Federal-Mogul Corp.	
4,052	Term Loan, 2.13%, Maturing December 29, 2014	3,869,446
3,600	Term Loan, 2.13%, Maturing December 28, 2015	3,438,018
	Ford Motor Co.	
370	Term Loan, 2.94%, Maturing December 16, 2013	370,434
1,621	Term Loan, 2.94%, Maturing December 16, 2013	1,621,378
	Goodyear Tire & Rubber Co.	
4,450	Term Loan-Second Lien, 1.94%, Maturing April 30, 2014	4,299,016
	HHI Holdings, LLC	
474	Term Loan, 7.00%, Maturing March 21, 2017	474,997
	KAR Auction Services, Inc.	
3,100	Term Loan, 5.00%, Maturing May 19, 2017	3,117,162
	Metaldyne, LLC	
1,621	Term Loan, 5.25%, Maturing May 18, 2017	1,619,924

Principal Amount*			
(000 s omitted)	Borrower/Tranche Description		Value
1,125	TriMas Corp. Term Loan, 4.25%, Maturing June 21, 2017	\$	1,126,406
1,125	Term Loan, 4.25 %, Waturning June 21, 2017	Ψ	1,120,400
		\$	32,004,943
Beverage and Toba	acco 0.0%)		
	Maine Beverage Co., LLC		
213	Term Loan, 2.00%, Maturing March 31, 2013	\$	206,883
		\$	206,883
Brokers Dealers a	nd Investment Houses 0.1%		
Diokers, Dealers a	Mondrian Investment Partners, Ltd.		
1,550	Term Loan, 5.50%, Maturing July 12, 2018	\$	1,550,000
		\$	1,550,000
Building and Devel	lopment 0.7%		
	Beacon Sales Acquisition, Inc.		
826	Term Loan, 2.22%, Maturing September 30, 2013	\$	813,368
	Brickman Group Holdings, Inc.		
1,318	Term Loan, 7.25%, Maturing October 14, 2016		1,336,915
	CB Richard Ellis Services, Inc.		
656	Term Loan, 3.25%, Maturing March 5, 2018 ⁽³⁾		649,977
619	Term Loan, 3.69%, Maturing September 4, 2019		613,480
	Forestar USA Real Estate Group, Inc.		
311	Revolving Loan, 2.43%, Maturing August 6, 2013 ⁽³⁾		306,724
2,854	Term Loan, 6.50%, Maturing August 6, 2015		2,840,073
	NCI Building Systems, Inc.		
614	Term Loan, 8.00%, Maturing April 18, 2014		608,147
1.046	Panolam Industries Holdings, Inc.		1 007 7(0
1,946	Term Loan, 8.25%, Maturing December 31, 2013		1,887,762
2,187	RE/MAX International, Inc. Term Loan, 5.50%, Maturing April 15, 2016		2,193,812
2,107	Realogy Corp.		2,193,012
116	Term Loan, 3.19%, Maturing October 10, 2013		109,998
980	Term Loan, 3.27%, Maturing October 10, 2013		928,202
700	South Edge, LLC		720,202
288	Term Loan, 0.00%, Maturing October 31, 2009 ⁽⁴⁾		276,958
200	WCI Communities, Inc.		270,200
748	Term Loan, 11.00%, Maturing September 2, 2016 ⁽⁵⁾		729,172

\$ 13,294,588

	Advantage Sales & Marketing, Inc.	
1,890	Term Loan, 5.25%, Maturing December 18, 2017	\$ 1,904,433
	Affinion Group, Inc.	
5,562	Term Loan, 5.00%, Maturing October 10, 2016	5,551,904
	Allied Security Holdings, LLC	
549	Term Loan, 5.00%, Maturing February 3, 2017	551,711
	BakerCorp.	
900	Term Loan, 5.00%, Maturing June 1, 2018	902,812
	BAR/BRI Review Courses, Inc.	
775	Term Loan, 6.00%, Maturing June 16, 2017	773,062
	Dealer Computer Services, Inc.	
2,300	Term Loan, 3.75%, Maturing April 20, 2018	2,307,187
	Education Management, LLC	
4,150	Term Loan, 2.00%, Maturing June 3, 2013	4,096,137
	Fifth Third Processing Solutions, LLC	
349	Term Loan, 4.50%, Maturing November 3, 2016	349,212
	Infogroup, Inc.	
975	Term Loan, 5.75%, Maturing May 22, 2018	963,387
	iPayment, Inc.	
1,015	Term Loan, 5.75%, Maturing May 8, 2017	1,019,220

Principal Amount*

Amo	unt*		
(000)	s omitted)	Borrower/Tranche Description	Value
		Kronos, Inc.	
	1,460	Term Loan, 2.00%, Maturing June 11, 2014	\$ 1,440,619
		Mercury Payment Systems Canada, LLC	
	725	Term Loan, 6.50%, Maturing July 3, 2017	730,437
		Mitchell International, Inc.	
	2,500	Term Loan-Second Lien, 5.50%, Maturing March 30, 2015	2,387,500
		NE Customer Service	
	2,027	Term Loan, 6.00%, Maturing March 23, 2016	2,027,143
		Quantum Corp.	
	155	Term Loan, 3.75%, Maturing July 14, 2014	154,341
		Quintiles Transnational Corp.	
	4,575	Term Loan, 5.00%, Maturing June 8, 2018	4,563,562
		Sabre, Inc.	
	7,485	Term Loan, 2.21%, Maturing September 30, 2014	6,746,812
	0.40	Safenet, Inc.	
	948	Term Loan, 2.69%, Maturing April 12, 2014	926,608
	2 200	Serena Software, Inc.	2 120 057
	3,206	Term Loan, 4.25%, Maturing March 10, 2016	3,129,957
	1 171	Sitel (Client Logic)	1,176,951
	1,171	Term Loan, 7.00%, Maturing January 30, 2017 Solera Holdings, LLC	1,170,951
EUR	1,062	Term Loan, 3.25%, Maturing May 16, 2014	1,513,916
LUK	1,002	SunGard Data Systems, Inc.	1,515,910
	439	Term Loan, 1.94%, Maturing February 28, 2014	429,232
	13,378	Term Loan, 3.85%, Maturing February 26, 2016	13,343,277
	15,576	SymphonyIRI Group, Inc.	13,513,277
	900	Term Loan, 5.00%, Maturing December 1, 2017	902,250
		TASC, Inc.	,
	1,547	Term Loan, 4.50%, Maturing December 18, 2015	1,549,028
		Town Sports International, Inc.	
	1,072	Term Loan, 7.00%, Maturing May 4, 2018	1,077,674
		TransUnion, LLC	
	998	Term Loan, 4.75%, Maturing February 12, 2018	999,994
		Travelport, LLC	
	446	Term Loan, 4.75%, Maturing August 21, 2015	430,855
	1,563	Term Loan, 4.75%, Maturing August 21, 2015	1,509,695
	2,109	Term Loan, 4.75%, Maturing August 21, 2015	2,037,084
EUR	739	Term Loan, 6.04%, Maturing August 21, 2015	1,022,523
	120	U.S. Security Holdings, Inc.	100.000
	130	Term Loan, Maturing July 28, 2017 ⁽⁶⁾	129,096
	670	Term Loan, Maturing July 28, 2017 ⁽⁶⁾	662,904
	550	West Corp.	540 249
	552	Term Loan, 2.63%, Maturing October 24, 2013	549,248 1 347 728
	1,341 3 816	Term Loan, 4.50%, Maturing July 15, 2016 Term Loan, 4.50%, Maturing July 15, 2016	1,347,728
	3,816	101111 LUali, 4.3070, Matulillig July 13, 2010	3,830,733

		\$ 73,038,232
Cable and Satellite	Television 2.5%	
	Bragg Communications, Inc.	
1,554	Term Loan, 2.75%, Maturing August 31, 2014	\$ 1,539,817
	Cequel Communications, LLC	
2,823	Term Loan, 2.19%, Maturing November 5, 2013	2,797,942
	Crown Media Holdings, Inc.	
550	Term Loan, 5.75%, Maturing July 14, 2018	546,563
	CSC Holdings, Inc.	
2,637	Term Loan, 1.94%, Maturing March 29, 2016	2,611,198
	DG FastChannel, Inc.	
1,750	Term Loan, Maturing July 26, 2018 ⁽⁶⁾	1,737,969
	Foxco Acquisition Sub, LLC	
950	Term Loan, 4.75%, Maturing July 14, 2015	950,248
	3	

Principal

Amount*				
(000 s omitted)		Borrower/Tranche Description		Value
		Insight Midwest Holdings, LLC		
	4,359	Term Loan, 1.96%, Maturing April 7, 2014	\$	4,326,690
		Kabel Deutschland GmbH		
EUR	1,300	Term Loan, 4.69%, Maturing June 15, 2018		1,860,445
		MCC Iowa, LLC		
	2,341	Term Loan, 1.91%, Maturing January 30, 2015		2,247,546
		Mediacom Broadband, LLC		
	1,832	Term Loan, 4.50%, Maturing October 23, 2017		1,820,817
		Mediacom Illinois, LLC		
	4,621	Term Loan, 1.91%, Maturing January 30, 2015		4,410,173
		Mediacom, LLC		
	1,015	Term Loan, 4.50%, Maturing October 23, 2017		1,012,467
		NDS Finance, Ltd.		
	998	Term Loan, 4.00%, Maturing March 12, 2018		989,084
		ProSiebenSat.1 Media AG		
EUR	2,045	Term Loan, 4.20%, Maturing March 6, 2015		2,682,994
EUR	1,187	Term Loan, 3.31%, Maturing June 26, 2015		1,630,975
EUR	48	Term Loan, 3.31%, Maturing July 3, 2015		66,190
EUR	2,045	Term Loan, 4.45%, Maturing March 4, 2016		2,682,994
EUR	513	Term Loan, 8.83%, Maturing March 6, 2017 ⁽⁵⁾		610,302
EUR	452	Term Loan-Second Lien, 5.58%, Maturing September 2, 2016		553,192
		UPC Broadband Holding B.V.		
	239	Term Loan, 3.69%, Maturing December 30, 2016		239,212
EUR	4,531	Term Loan, 5.07%, Maturing December 31, 2016		6,351,894
	1,815	Term Loan, 3.69%, Maturing December 29, 2017		1,817,475
EUR	1,962	Term Loan, 5.32%, Maturing December 31, 2017		2,765,943
		YPSO Holding SA		
EUR	557	Term Loan, 5.19%, Maturing June 16, 2014 ⁽⁵⁾		731,507
EUR	908	Term Loan, 5.19%, Maturing June 16, 2014 ⁽⁵⁾		1,193,510
EUR	1,357	Term Loan, 5.19%, Maturing June 16, 2014 ⁽⁵⁾		1,783,335
			\$	49,960,482
Chemicals and Plastics 2.0%				
		Ashland, Inc.		

	2,250	Term Loan, Maturing July 30, 2018 ⁽⁶⁾	\$ 2,256,505
		Celanese Holdings, LLC	
	4,107	Term Loan, 3.25%, Maturing October 31, 2016	4,127,149
EUR	1,352	Term Loan, 4.49%, Maturing October 31, 2016	1,946,834
		General Chemical Corp.	
	656	Term Loan, 5.00%, Maturing October 6, 2015	661,958
		Hexion Specialty Chemicals, Inc.	
	866	Term Loan, 3.94%, Maturing May 5, 2015	856,064
	388	Term Loan, 4.00%, Maturing May 5, 2015	383,925
	2,305	Term Loan, 4.06%, Maturing May 5, 2015	2,265,031

	Huish Detergents, Inc.	
1,220	Term Loan, 2.19%, Maturing April 25, 2014	1,167,076
	Huntsman International, LLC	
794	Term Loan, 1.72%, Maturing April 21, 2014	773,169
2,166	Term Loan, 2.72%, Maturing April 19, 2017	2,107,631
	INEOS Group	
144	Term Loan, 7.50%, Maturing December 16, 2013	148,842
891	Term Loan, 7.50%, Maturing December 16, 2013	1,340,930
144	Term Loan, 8.00%, Maturing December 16, 2014	148,934
892	Term Loan, 8.00%, Maturing December 16, 2014	1,342,357
500	Term Loan, 9.00%, Maturing December 16, 2015	748,535
	ISP Chemco, Inc.	
1,906	Term Loan, 1.69%, Maturing June 4, 2014	1,899,335
	MacDermid, Inc.	
775	Term Loan, 3.64%, Maturing April 11, 2014	1,097,732
	4	
	794 2,166 144 891 144 892 500 1,906	 1,220 Term Loan, 2.19%, Maturing April 25, 2014 Huntsman International, LLC 794 Term Loan, 1.72%, Maturing April 21, 2014 2,166 Term Loan, 2.72%, Maturing April 19, 2017 INEOS Group 144 Term Loan, 7.50%, Maturing December 16, 2013 891 Term Loan, 7.50%, Maturing December 16, 2013 144 Term Loan, 8.00%, Maturing December 16, 2014 892 Term Loan, 8.00%, Maturing December 16, 2014 893 Term Loan, 9.00%, Maturing December 16, 2015 ISP Chemco, Inc. 1,906 Term Loan, 1.69%, Maturing June 4, 2014 MacDermid, Inc. 775 Term Loan, 3.64%, Maturing April 11, 2014

Principal

Amount	t*		
(000 s c	omitted)	Borrower/Tranche Description	Value
		Momentive Performance Materials	
	1,853	Term Loan, 3.69%, Maturing May 5, 2015	\$ 1,821,341
		Nalco Co.	
	1,563	Term Loan, 4.50%, Maturing October 5, 2017	1,566,484
		Norit NV	
	1,350	Term Loan, 7.50%, Maturing July 7, 2017	1,356,750
		OM Group, Inc.	
	550	Term Loan, Maturing July 28, 2017 ⁽⁶⁾	550,000
		Rockwood Specialties Group, Inc.	
	2,250	Term Loan, 3.75%, Maturing February 9, 2018	2,263,887
		Schoeller Arca Systems Holding	
EUR	289	Term Loan, 5.93%, Maturing November 16, 2015	297,998
EUR	824	Term Loan, 5.93%, Maturing November 16, 2015	849,648
EUR	887	Term Loan, 5.93%, Maturing November 16, 2015	914,304
		Solutia, Inc.	
	2,371	Term Loan, 3.50%, Maturing August 1, 2017	2,377,840
		Styron S.A.R.L.	
	1,866	Term Loan, 6.00%, Maturing August 2, 2017	1,868,929
		Univar, Inc.	
	3,014	Term Loan, 5.00%, Maturing June 30, 2017	3,012,272
			\$ 40,151,460
Conglor	merates 0	0.7%	
5		Jarden Corp.	
	852	Term Loan, 3.25%, Maturing March 30, 2018	\$ 856,277
		Manitowoc Company, Inc. (The)	·
	725	Term Loan, 4.25%, Maturing November 13, 2017	728,622
		RBS Global, Inc.	,
	100		400.004

406	Term Loan, 2.44%, Maturing July 19, 2013	402,324
2,682	Term Loan, 2.77%, Maturing July 19, 2013	2,665,205
	RGIS Holdings, LLC	
96	Term Loan, 2.75%, Maturing April 30, 2014	94,060
1,929	Term Loan, 2.75%, Maturing April 30, 2014	1,881,208
	Service Master Co.	
293	Term Loan, 2.69%, Maturing July 24, 2014	283,643
2,941	Term Loan, 2.71%, Maturing July 24, 2014	2,848,247
	US Investigations Services, Inc.	
2,832	Term Loan, 3.00%, Maturing February 21, 2015	2,780,478
	Walter Industries, Inc.	
2,195	Term Loan, 4.00%, Maturing April 2, 2018	2,198,983

\$ 14,739,047

	Berry Plastics Corp.	
4,493	Term Loan, 2.26%, Maturing April 3, 2015	\$ 4,245,620
	BWAY Corp.	
244	Term Loan, 4.50%, Maturing February 23, 2018	244,653
2,748	Term Loan, 4.50%, Maturing February 23, 2018	2,755,621
	Consolidated Container Co.	
2,000	Term Loan-Second Lien, 5.69%, Maturing September 28, 2014	1,828,334
	Graham Packaging Holdings Co.	
4,980	Term Loan, 6.75%, Maturing April 4, 2014	4,993,527
993	Term Loan, 6.00%, Maturing September 23, 2016	995,323
	Graphic Packaging International, Inc.	
5,620	Term Loan, 2.23%, Maturing May 16, 2014	5,595,107
	JSG Acquisitions	
797	Term Loan, 4.61%, Maturing December 1, 2014	1,144,678
788	Term Loan, 4.83%, Maturing December 31, 2014	1,132,730
	Kranson Industries, Inc.	
979	Term Loan, 2.44%, Maturing July 31, 2013	954,450

5

EUR EUR

Borrower/Tranche Description
Pelican Products, Inc.
Term Loan, 5.00%, Maturing March 7, 2017
Reynolds Group Holdings, Inc.
Term Loan, 4.25%, Maturing February 9, 2018
Term Loan, Maturing August 9, 2018 ⁽⁶⁾
Smurfit Kappa Acquisitions
Term Loan, 4.73%, Maturing December 31, 2014
Term Loan, 4.85%, Maturing December 31, 2014
Tegrant Holding Corp.
Term Loan, 3.45%, Maturing March 8, 2013

Cosmetics/Toiletries	0.7	%
	112	

Cosmen			
		Alliance Boots Holdings, Ltd.	
GBP	4,950	Term Loan, 3.60%, Maturing July 9, 2015	\$ 7,622,438
EUR	1,000	Term Loan, 4.30%, Maturing July 9, 2015	1,393,792
		Bausch & Lomb, Inc.	
	533	Term Loan, 3.44%, Maturing April 24, 2015	530,358
	2,191	Term Loan, 3.48%, Maturing April 24, 2015	2,178,817
		KIK Custom Products, Inc.	
	1,900	Term Loan-Second Lien, 5.27%, Maturing November 28, 2014	1,354,700
		Prestige Brands, Inc.	
	842	Term Loan, 4.76%, Maturing March 24, 2016	847,123
			\$ 13,927,228
D!!!!	ad Madia	0.107	

Diversified Media	0.1%	
	Catalina Marketing Corp.	
1,995	Term Loan, 2.94%, Maturing October 1, 2014	\$ 1,969,588

Drugs 0.4%

	Endo Pharmaceuticals Holdings, Inc.	
1,625	Term Loan, 4.00%, Maturing June 18, 2018	\$ 1,631,238
	Graceway Pharmaceuticals, LLC	
445	Term Loan, 4.94%, Maturing May 3, 2012	246,601
1,487	Term Loan, 9.94%, Maturing November 3, 2013 ⁽⁵⁾	7,466
2,000	Term Loan-Second Lien, 0.00%, Maturing May 3, 2013 ⁽⁷⁾	57,000
	Warner Chilcott Corp.	
1,710	Term Loan, 3.75%, Maturing March 17, 2016	1,712,399
758	Term Loan, 4.25%, Maturing March 15, 2018	759,640
1,516	Term Loan, 4.25%, Maturing March 15, 2018	1,519,279
	WC Luxco S.A.R.L.	

Value

796,663

3,074,213 3,046,172

164,762

197,796

1,766,587

32,936,236

\$

\$

\$

1,969,588

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	1,042	Term Loan, 4.25%, Maturing March 15, 2018		1,044,505
			\$	6,978,128
Ecologica	al Services	and Equipment 0.1%		
0		Big Dumpster Merger Sub, Inc.		
	806	Term Loan, 2.44%, Maturing February 5, 2013	\$	696,256
		Cory Environmental Holdings		
GBP	513	Term Loan-Second Lien, 5.04%, Maturing September 30, 2014 ⁽⁵⁾⁽⁸⁾		296,574
		Environmental Systems Products Holdings, Inc.		
	248	Term Loan-Second Lien, 13.50%, Maturing September 12, 2014		228,538
		Sensus Metering Systems, Inc.		
	723	Term Loan, 4.75%, Maturing May 9, 2017		726,804
		Wastequip, Inc.		
	930	Term Loan, 2.44%, Maturing February 5, 2013		804,069
			\$	2,752,241
Electroni	cs/Electri	cal 2.0%		
		Aspect Software, Inc.		
	1,926	Term Loan, 6.25%, Maturing May 6, 2016	\$	1,930,439
		<i>c</i>		

Principal Amount*				
(000 s om	itted)	Borrower/Tranche Description		Value
		Attachmate Corp.		
	2,925	Term Loan, 6.50%, Maturing April 27, 2017	\$	2,938,405
		Christie/Aix, Inc.		
	767	Term Loan, 5.25%, Maturing April 29, 2016		764,895
		Eagle Parent, Inc.		
	2,800	Term Loan, 5.00%, Maturing May 16, 2018		2,737,000
		Edwards (Cayman Island II), Ltd.		
	1,194	Term Loan, 5.50%, Maturing May 31, 2016		1,192,010
		Freescale Semiconductor, Inc.		
	4,335	Term Loan, 4.44%, Maturing December 1, 2016		4,320,617
	~~~~	Infor Enterprise Solutions Holdings		122 500
	500	Term Loan, 5.69%, Maturing March 3, 2014		432,500
	259	Term Loan, 4.94%, Maturing July 28, 2015		248,695
	2,060	Term Loan, 5.94%, Maturing July 28, 2015		1,998,072
	3,948	Term Loan, 5.94%, Maturing July 28, 2015		3,854,297
	550	Term Loan-Second Lien, 6.44%, Maturing March 3, 2014		482,167
	950	Term Loan-Second Lien, 6.44%, Maturing March 3, 2014		831,547
	1 707	Network Solutions, LLC		1 700 015
	1,787	Term Loan, 2.44%, Maturing March 7, 2014		1,733,215
	0.560	NXP B.V.		0 571 770
	2,569	Term Loan, 4.50%, Maturing March 7, 2017		2,571,773
	0.046	Open Solutions, Inc.		0.042 (21
	2,346	Term Loan, 2.38%, Maturing January 23, 2014		2,043,631
	2 775	Sensata Technologies Finance Co., LLC		2 776 694
	3,775	Term Loan, 4.00%, Maturing May 11, 2018		3,776,684
CDD	2 000	Ship US Bideo, Inc.		2 2 4 5 0 7 0
GBP	2,000	Term Loan, 6.01%, Maturing November 30, 2017		3,245,970
	909	Spectrum Brands, Inc.		916,095
	909	Term Loan, 5.00%, Maturing June 17, 2016 SS&C Technologies, Inc.		910,095
	1 1 20			1 412 702
	1,428	Term Loan, 2.24%, Maturing November 23, 2012		1,413,793
	895	VeriFone, Inc.		893,057
	095	Term Loan, 2.94%, Maturing October 31, 2013		893,037
	1 065	Vertafore, Inc.		1 065 091
	1,065	Term Loan, 5.25%, Maturing July 29, 2016		1,065,981
			\$	39,390,843
			Ψ	07,070,070
Equipmen	t Leasing	g 0.2%		
	6	Hertz Corp.		
	3,342	Term Loan, 3.75%, Maturing March 9, 2018	\$	3,338,220
				-

3,338,220

\$

	Asset Acceptance Capital Corp.	
974	Term Loan, 3.75%, Maturing June 5, 2013	\$ 959,871
	Citco III, Ltd.	
1,800	Term Loan, 6.25%, Maturing June 29, 2018	1,794,375
	EURONET Worldwide, Inc.	
1,779	Term Loan, 2.22%, Maturing April 4, 2014	1,761,412
	First Data Corp.	
1,000	Term Loan, 2.94%, Maturing September 24, 2014	933,977
2,654	Term Loan, 2.94%, Maturing September 24, 2014	2,479,380
2,346	Term Loan, Maturing September 24, 2014 ⁽⁶⁾	2,191,829
	Grosvenor Capital Management	
633	Term Loan, 4.19%, Maturing December 5, 2016	632,961
	Interactive Data Corp.	
2,219	Term Loan, 4.75%, Maturing February 12, 2018	2,221,692
	Jupiter Asset Management Group	
308	Term Loan, 4.46%, Maturing March 17, 2015	499,666

GBP

### Principal Amount*

Amount*	*		
(000 s or	mitted)	Borrower/Tranche Description	Value
		LPL Holdings, Inc.	
	1,151	Term Loan, 1.95%, Maturing June 28, 2013	\$ 1,149,896
	3,624	Term Loan, 4.25%, Maturing June 25, 2015	3,646,725
		MSCI, Inc.	
	3,619	Term Loan, 3.75%, Maturing March 14, 2017	3,640,731
		Nuveen Investments, Inc.	
	1,842	Term Loan, 3.25%, Maturing November 13, 2014	1,811,210
	2,153	Term Loan, 5.75%, Maturing May 12, 2017	2,153,469
		RJO Holdings Corp. (RJ O Brien)	
	32	Term Loan, 6.19%, Maturing December 10, 2015 ⁽⁸⁾	26,624
	1,029	Term Loan, 6.19%, Maturing December 10, 2015 ⁽⁸⁾	816,237
	,		,
			\$ 26,720,055
Food Pro	oducts 1.	4%	
		Acosta, Inc.	
	2,219	Term Loan, 4.75%, Maturing March 1, 2018	\$ 2,212,502
		Dean Foods Co.	
	5,697	Term Loan, 1.75%, Maturing April 2, 2014	5,516,714
		Dole Food Company, Inc.	
	1,068	Term Loan, 5.05%, Maturing July 6, 2018	1,071,058
	1,983	Term Loan, 5.06%, Maturing July 6, 2018	1,989,108
	,	JBS USA Holdings, Inc.	
	1,075	Term Loan, 4.25%, Maturing May 25, 2018	1,075,336
	,	Liberator Midco, Ltd.	
GBP	1,000	Term Loan, 5.26%, Maturing April 29, 2016	1,645,555
-	,	Michael Foods Holdings, Inc.	) )
	1,496	Term Loan, 4.25%, Maturing February 23, 2018	1,498,494
	,	Pierre Foods, Inc.	, ,
	2,362	Term Loan, 7.00%, Maturing September 30, 2016	2,387,273
	,	Pinnacle Foods Finance, LLC	, ,
	7,111	Term Loan, 2.69%, Maturing April 2, 2014	7,053,092
	,	Provimi Group SA	, ,
	188	Term Loan, 2.44%, Maturing June 28, 2015	183,310
	231	Term Loan, 2.44%, Maturing June 28, 2015	225,586
EUR	243	Term Loan, 3.69%, Maturing June 28, 2015	340,686
EUR	361	Term Loan, 3.69%, Maturing June 28, 2015	505,775
EUR	419	Term Loan, 3.69%, Maturing June 28, 2015	587,131
EUR	540	Term Loan, 3.69%, Maturing June 28, 2015	757,130
	148	Term Loan-Second Lien, 4.44%, Maturing December 28, 2016	144,810
EUR	24	Term Loan-Second Lien, 5.69%, Maturing December 28, 2016	33,944
EUR	331	Term Loan-Second Lien, 5.69%, Maturing December 28, 2016	464,888
		2010	,

\$ 27,692,392

Food S	Service 1.9	%	
		Aramark Corp.	
	137	Term Loan, 2.06%, Maturing January 27, 2014	\$ 135,144
	1,696	Term Loan, 2.12%, Maturing January 27, 2014	1,672,837
GBP	955	Term Loan, 2.83%, Maturing January 27, 2014	1,524,477
	246	Term Loan, 3.44%, Maturing July 26, 2016	245,079
	3,742	Term Loan, 3.50%, Maturing July 26, 2016	3,726,592
		Buffets, Inc.	
	1,558	Term Loan, 12.00%, Maturing April 21, 2015 ⁽⁵⁾	1,347,814
	162	Term Loan, 7.50%, Maturing April 22, 2015 ⁽⁵⁾	127,665
		Burger King Corp.	
	5,653	Term Loan, 4.50%, Maturing October 19, 2016	5,647,772
		Del Monte Corp.	
	6,100	Term Loan, 4.50%, Maturing March 8, 2018	6,081,480
		Denny s, Inc.	
	726	Term Loan, 5.25%, Maturing September 30, 2016	727,361
		DineEquity, Inc.	
	1,533	Term Loan, 4.25%, Maturing October 19, 2017	1,535,205

Principal Amount*		
(000 s omitted)	Borrower/Tranche Description	Value
	Dunkin Brands, Inc.	
2,314	Term Loan, 4.25%, Maturing November 23, 2017	\$ 2,316,857
	JRD Holdings, Inc.	
1,700	Term Loan, 2.47%, Maturing July 2, 2014	1,684,427
	NPC International, Inc.	
352	Term Loan, 1.95%, Maturing May 3, 2013	349,940
	OSI Restaurant Partners, LLC	
509	Term Loan, 2.50%, Maturing June 14, 2013	490,910
5,178	Term Loan, 2.50%, Maturing June 14, 2014	4,997,486
	Sagittarius Restaurants, LLC	
566	Term Loan, 7.51%, Maturing May 18, 2015	563,574
	Selecta	
EUR 741	Term Loan-Second Lien, 5.77%, Maturing December 28, 2015	729,591
	U.S. Foodservice, Inc.	
1,995	Term Loan, 2.69%, Maturing July 3, 2014	1,893,569
	Wendy s/Arby s Restaurants, LLC	
1,011	Term Loan, 5.00%, Maturing May 24, 2017	1,013,087
		\$ 36,810,867

Food/Drug Retailer	rs 1.4%			
	General Nutrition Centers, Inc.			
2,400	Term Loan, 4.25%, Maturing March 2, 2018	\$	2,401,800	
	NBTY, Inc.			
7,301	Term Loan, 4.25%, Maturing October 2, 2017		7,310,985	
	Pantry, Inc. (The)			
313	Term Loan, 1.94%, Maturing May 15, 2014		309,269	
1,087	Term Loan, 1.94%, Maturing May 15, 2014		1,074,051	
	Rite Aid Corp.			
5,210	Term Loan, 1.94%, Maturing June 4, 2014		4,971,642	
4,065	Term Loan, 4.50%, Maturing March 2, 2018		3,999,260	
	Roundy s Supermarkets, Inc.			
3,664	Term Loan, 7.00%, Maturing November 3, 2013		3,679,480	
	Supervalu, Inc.			
3,491	Term Loan, 4.50%, Maturing April 28, 2018		3,445,647	
		\$	27,192,134	
		Ψ	27,172,134	
Forest Products 0.2%				
	Georgia-Pacific Corp.			

3,638	Torm Loon 2 25%	Maturing December 21, 2012	¢	3,639,759
5,058		-	φ	, ,
1,287	Term Loan, 3.50%	Maturing December 23, 2014		1,289,288

\$ 4,929,047

Health Care	4.5%	7o	
		Alere, Inc.	
2,0	,600	Term Loan, 4.50%, Maturing June 30, 2017	\$ 2,597,400
		Alliance Healthcare Services	
(	997	Term Loan, 5.50%, Maturing June 1, 2016	995,182
		Ardent Medical Services, Inc.	
,	725	Term Loan, Maturing September 18, 2015 ⁽⁶⁾	726,133
		Aveta Holdings, LLC	
(	656	Term Loan, 8.50%, Maturing April 14, 2015	658,988
(	656	Term Loan, 8.50%, Maturing April 14, 2015	658,988
		Biomet, Inc.	
3,8	,850	Term Loan, 3.23%, Maturing March 25, 2015	3,816,794
EUR 1,	708	Term Loan, 4.43%, Maturing March 25, 2015	2,453,318
		Bright Horizons Family Solutions, Inc.	
,	240	Term Loan, 4.19%, Maturing May 28, 2015	240,775
		Capsugel Healthcare, Ltd.	
1,4	,400	Term Loan, Maturing August 1, 2018 ⁽⁶⁾	1,405,600
		Cardinal Health 409, Inc.	
1,	100	Term Loan, 2.44%, Maturing April 10, 2014	1,056,108

# Principal

Amount	*		
(000 s c	omitted)	Borrower/Tranche Description	Value
		Carestream Health, Inc.	
	2,469	Term Loan, 5.00%, Maturing February 25, 2017	\$ 2,306,283
		Carl Zeiss Vision Holding GmbH	
	130	Term Loan, 4.00%, Maturing September 30, 2019	111,475
		Catalent Pharma Solutions	
EUR	1,920	Term Loan, 3.69%, Maturing April 10, 2014	2,662,287
		CDRL MS, Inc.	
	878	Term Loan, 6.75%, Maturing September 29, 2016	883,943
		Community Health Systems, Inc.	
	365	Term Loan, 2.50%, Maturing July 25, 2014	352,891
	7,090	Term Loan, 2.50%, Maturing July 25, 2014	6,861,199
	3,560	Term Loan, 3.75%, Maturing January 25, 2017	3,480,635
		ConMed Corp.	
	573	Term Loan, 1.69%, Maturing April 12, 2013	561,315
		ConvaTec, Inc.	
	997	Term Loan, 5.75%, Maturing December 22, 2016	999,046
		CRC Health Corp.	
	1,180	Term Loan, 4.75%, Maturing November 16, 2015	1,153,274
		Dako EQT Project Delphi	
	750	Term Loan-Second Lien, 4.00%, Maturing December 12, 2016	681,938
		DJO Finance, LLC	
	835	Term Loan, 3.19%, Maturing May 20, 2014	823,995
	1.40	Fenwal, Inc.	105.000
	142	Term Loan, 2.50%, Maturing February 28, 2014	135,369
	829	Term Loan, 2.50%, Maturing February 28, 2014	789,539
	257	Fresenius SE	257 520
	357	Term Loan, 3.50%, Maturing September 10, 2014	357,538
	625	Term Loan, 3.50%, Maturing September 10, 2014	626,010
	2 400	Grifols SA	2 412 250
	2,400	Term Loan, 6.00%, Maturing June 1, 2017	2,413,250
	4,961	HCA, Inc. Term Loan, 3.50%, Maturing March 31, 2017	4,873,285
	2,152	Term Loan, 3.50%, Maturing March 31, 2017	2,114,290
	2,132	Health Management Associates, Inc.	2,114,290
	5,541	Term Loan, 2.00%, Maturing February 28, 2014	5,420,037
	5,541	Iasis Healthcare, LLC	5,420,057
	1,796	Term Loan, 5.00%, Maturing May 3, 2018	1,789,889
	1,770	inVentiv Health, Inc.	1,709,009
	1,988	Term Loan, 4.75%, Maturing August 4, 2016	1,981,113
	1,350	Term Loan, 6.75%, Maturing May 15, 2018	1,346,625
	1,000	Kindred Healthcare, Inc.	1,0 10,020
	1,750	Term Loan, 5.25%, Maturing June 1, 2018	1,750,437
	,	Lifepoint Hospitals, Inc.	,,
	2,901	Term Loan, 3.01%, Maturing April 15, 2015	2,903,045
	,	MedAssets, Inc.	
		,	

	997	Term Loan, 5.25%, Maturing November 16, 2016	1,000,923
		Medpace, Inc.	
	925	Term Loan, 6.50%, Maturing June 22, 2017	915,750
		Meritas, LLC	
	875	Term Loan, Maturing July 28, 2017 ⁽⁶⁾	866,250
		MultiPlan, Inc.	
	2,764	Term Loan, 4.75%, Maturing August 26, 2017	2,754,488
		Nyco Holdings	
EUR	868	Term Loan, 5.19%, Maturing December 29, 2014	1,240,569
	1,555	Term Loan, Maturing December 29, 2014 ⁽⁶⁾	1,540,970
EUR	868	Term Loan, 5.94%, Maturing December 29, 2015	1,240,264
	1,554	Term Loan-Second Lien, Maturing December 29, 2015 ⁽⁶⁾	1,539,833
		Physiotherapy Associates, Inc.	
	910	Term Loan, 7.50%, Maturing June 27, 2013	905,757
	500	Term Loan-Second Lien, 12.00%, Maturing June 27, 2014	411,650
		10	

### Principal Amount*

Amou	int*		
(000	s omitted)	Borrower/Tranche Description	Value
		RadNet Management, Inc.	
	1,358	Term Loan, 5.75%, Maturing April 1, 2016	\$ 1,359,170
		ReAble Therapeutics Finance, LLC	
	1,093	Term Loan, 2.19%, Maturing November 18, 2013	1,089,050
		Res-Care, Inc.	
	1,496	Term Loan, 7.25%, Maturing December 22, 2016	1,501,851
		Select Medical Holdings Corp.	
	3,250	Term Loan, 5.50%, Maturing May 25, 2018	3,199,180
		Skillsoft Corp.	
	978	Term Loan, 6.50%, Maturing May 26, 2017	991,228
		Sunrise Medical Holdings, Inc.	,
EUR	793	Term Loan, 6.75%, Maturing May 13, 2014	1,053,535
		TriZetto Group, Inc. (The)	
	1,575	Term Loan, 4.75%, Maturing May 2, 2018	1,567,618
		Universal Health Services, Inc.	
	997	Term Loan, 4.00%, Maturing November 15, 2016	1,000,605
		Vanguard Health Holding Co., LLC	
	1,238	Term Loan, 5.00%, Maturing January 29, 2016	1,240,177
		VWR Funding, Inc.	
	2,279	Term Loan, 2.69%, Maturing June 30, 2014	2,220,113
	-		
			\$ 89,626,975

#### **Home Furnishings** 0.4% Hunter Fan Co. 524 Term Loan, 2.69%, Maturing April 16, 2014 \$ 503,103 500 Term Loan-Second Lien, 6.94%, Maturing October 16, 2014 405,000 National Bedding Co., LLC Term Loan, 3.75%, Maturing November 28, 2013 3,252 3,235,771 2.550 Term Loan-Second Lien, 5.31%, Maturing February 28, 2014 2,456,499 **Oreck Corp.** 527 Term Loan-Second Lien, 3.75%, Maturing March 19, 2016⁽⁸⁾ 475,017 Sanitec Europe OY Term Loan, 2.50%, Maturing June 24, 2016 EUR 387 492,574

#### Industrial Equipment 1.0% Alliance Laundry Systems, LLC Term Loan, 6.25%, Maturing September 30, 2016 \$ 933 941,889 Brand Energy and Infrastructure Services, Inc. Term Loan, 2.50%, Maturing February 7, 2014 910 832,643 Term Loan, 3.56%, Maturing February 7, 2014 983 909,538 **Brock Holdings III, Inc.** Term Loan, 6.00%, Maturing March 16, 2017 1,072 1,072,313

\$

7,567,964

	Butterfly Wendel US, Inc.	
596	Term Loan, 3.46%, Maturing June 23, 2014	582,060
596	Term Loan, 4.21%, Maturing June 22, 2015	581,872
	EPD Holdings, (Goodyear Engineering Products)	
295	Term Loan, 2.69%, Maturing July 31, 2014	281,559
2,061	Term Loan, 2.69%, Maturing July 31, 2014	1,965,808
2,100	Term Loan-Second Lien, 5.94%, Maturing July 31, 2015	1,897,875
	Generac Acquisition Corp.	
1,841	Term Loan, 2.74%, Maturing November 11, 2013	1,833,299
	Itron, Inc.	
158	Term Loan, 5.03%, Maturing April 18, 2014	226,963
	Jason, Inc.	
100	Term Loan, 8.25%, Maturing September 21, 2014	99,679
251	Term Loan, 8.25%, Maturing September 21, 2014	250,808
	JMC Steel Group, Inc.	,
648	Term Loan, 4.75%, Maturing April 3, 2017	652,014

EUR

### Principal Amount*

Amount*			
(000 s om	itted)	Borrower/Tranche Description	Value
		KION Group GmbH	
	256	Term Loan, 3.69%, Maturing December 23, 2014 ⁽⁵⁾	\$ 237,684
	256	Term Loan, 3.94%, Maturing December 23, 2015 ⁽⁵⁾	237,684
		Pinafore, LLC	
	2,356	Term Loan, 4.25%, Maturing September 29, 2016	2,361,014
		Polypore, Inc.	
	4,080	Term Loan, 2.19%, Maturing July 3, 2014	4,041,696
		Sequa Corp.	
	1,191	Term Loan, 3.50%, Maturing December 3, 2014	1,172,107
			\$ 20,178,505
Insurance	0.6%		
		Alliant Holdings I, Inc.	
	2,688	Term Loan, 3.25%, Maturing August 21, 2014	\$ 2,661,410
		AmWINS Group, Inc.	
	500	Term Loan-Second Lien, 5.75%, Maturing June 8, 2014	463,125
		Applied Systems, Inc.	
	997	Term Loan, 5.50%, Maturing December 8, 2016	1,003,105
		Crawford & Company	
	1,499	Term Loan, 5.00%, Maturing October 30, 2013	1,509,332
		Crump Group, Inc.	
	795	Term Loan, 3.20%, Maturing August 1, 2014	778,671
		HUB International Holdings, Inc.	
	212	Term Loan, 2.75%, Maturing June 13, 2014	205,835
	941	Term Loan, 2.75%, Maturing June 13, 2014	915,687
		U.S.I. Holdings Corp.	
	2,623	Term Loan, 2.69%, Maturing May 5, 2014	2,557,044
	982	Term Loan, 7.00%, Maturing May 5, 2014	977,587
			\$ 11,071,796
Leisure Go	oods/Act	tivities/Movies 1.6%	
		AMC Entertainment, Inc.	
	1,668	Term Loan, 3.50%, Maturing December 16, 2016	\$ 1,658,143
		AMC Networks, Inc.	
	1,475	Term Loan, 4.00%, Maturing December 31, 2018	1,471,312
		Bombardier Recreational Products	
	2,854	Term Loan, 2.75%, Maturing June 28, 2013	2,790,265
		Cedar Fair, L.P.	
	2,450	Term Loan, 4.00%, Maturing December 15, 2017	2,457,181
		Cinemark, Inc.	
	3,661	Term Loan, 3.47%, Maturing April 29, 2016	3,682,704
		Deluxe Entertainment Services Group, Inc.	
	41	Term Loan, 6.04%, Maturing May 11, 2013	41,158

GBP

612	Term Loan, 6.25%, Maturing May 11, 2013	609,134
500	Term Loan-Second Lien, 11.00%, Maturing November 11, 2013	498,125
	Merlin Entertainment Group	
1,720	Term Loan, 4.88%, Maturing July 21, 2017	2,777,819
	National CineMedia, LLC	
2,333	Term Loan, 1.75%, Maturing February 13, 2015	2,290,769
	Regal Cinemas Corp.	
3,980	Term Loan, 3.50%, Maturing August 23, 2017	3,982,177
	<b>Revolution Studios Distribution Co., LLC</b>	
1,568	Term Loan, 3.94%, Maturing December 21, 2014	1,167,806
2,050	Term Loan-Second Lien, 7.19%, Maturing June 21, 2015 ⁽⁸⁾	631,400
	SeaWorld Parks & Entertainment, Inc.	
1,005	Term Loan, 2.94%, Maturing February 17, 2016	1,004,192
915	Term Loan, 4.00%, Maturing August 17, 2017	917,664
	Six Flags Theme Parks, Inc.	
2,927	Term Loan, 5.25%, Maturing June 30, 2016	2,946,298
	SRAM, LLC	
1,425	Term Loan, 4.77%, Maturing June 7, 2018	1,425,890

# Principal

Amoun				
(000 s	omitted)	Borrower/Tranche Description Zuffa, LLC		Value
	1,462	Term Loan, 2.25%, Maturing June 19, 2015	\$	1,433,908
			\$	31,785,945
Lodgin	g and Casin	los 0.9%		
		Ameristar Casinos, Inc.		
	998	Term Loan, 4.00%, Maturing April 13, 2018	\$	1,001,657
		Gala Electric Casinos, Ltd.		
GBP	1,775	Term Loan, 5.70%, Maturing May 30, 2018		2,630,542
	-	Harrah s Operating Co.		
	2,130	Term Loan, 3.23%, Maturing January 28, 2015		1,921,381
	1,768	Term Loan, 3.25%, Maturing January 28, 2015		1,596,599
	1,500	Term Loan, 3.25%, Maturing January 28, 2015		1,355,934
		Herbst Gaming, Inc.		
	816	Term Loan, 10.00%, Maturing December 31, 2015		839,545
		Isle of Capri Casinos, Inc.		,
	873	Term Loan, 4.50%, Maturing November 1, 2013		877,904
		Las Vegas Sands, LLC		
	723	Term Loan, 2.72%, Maturing November 23, 2016		698,017
	2,651	Term Loan, 2.72%, Maturing November 23, 2016		2,565,022
	y -  -	LodgeNet Entertainment Corp.		<i>yy</i> -
	749	Term Loan, 6.50%, Maturing April 4, 2014		718,065
		Penn National Gaming, Inc.		,
	1,225	Term Loan, 3.75%, Maturing July 16, 2018		1,227,290
	-,	Tropicana Entertainment, Inc.		1,227,220
	87	Term Loan, 15.00%, Maturing March 8, 2013		97,729
	07	VML US Finance, LLC		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
	1,873	Term Loan, 4.69%, Maturing May 27, 2013		1,873,050
			\$	17,402,735
Nonfer	rous Metals	/Minerals 0.6%		
Tomer	rous means	Compass Minerals Group, Inc.		
	1,711	Term Loan, 2.94%, Maturing January 15, 2016	\$	1,719,695
	1,/11	Fairmount Minerals, Ltd.	φ	1,719,095
	2,627	Term Loan, 5.25%, Maturing March 15, 2017		2,636,007
	2,027	Noranda Aluminum Acquisition		2,030,007
	357	Term Loan, 1.94%, Maturing May 16, 2014		354,962
	557	Novelis, Inc.		554,902
	2,090	Term Loan, 3.75%, Maturing March 10, 2017		2,095,158
	_,070	Oxbow Carbon and Mineral Holdings		2,070,100
	1,455	Term Loan, 3.74%, Maturing May 8, 2016		1,456,792
	1,100	SunCoke Energy, Inc.		1,100,772
	550	Term Loan, 5.25%, Maturing July 26, 2018		551,375
	550	10111 2011, 5.2570, Wataring July 20, 2010		551,575

2,562 324	<b>Tube City IMS Corp.</b> Term Loan, 2.19%, Maturing January 25, 2014 Term Loan, 2.31%, Maturing January 25, 2014	2,517,125 318,649
		\$ 11,649,763
Oil and Gas 0.6%		
	CITGO Petroleum Corp.	
568	Term Loan, 8.00%, Maturing June 24, 2015	\$ 575,767
495	Term Loan, 9.00%, Maturing June 23, 2017	516,244
	Crestwood Holdings, LLC	
530	Term Loan, 10.50%, Maturing September 30, 2016	546,391
	Dynegy Holdings, Inc.	
73	Term Loan, 3.94%, Maturing April 2, 2013	72,562
926	Term Loan, 3.94%, Maturing April 2, 2013	915,434
	Frac Tech International, LLC	
2,354	Term Loan, 6.25%, Maturing May 6, 2016	2,354,059
	Gibson Energy	
2,250	Term Loan, 5.75%, Maturing June 14, 2018	2,247,892
	12	

### Principal Amount*

Amount*			
(000 s omi	itted)	Borrower/Tranche Description	Value
		MEG Energy Corp.	
	1,150	Term Loan, 4.00%, Maturing March 16, 2018	\$ 1,151,677
		Obsidian Natural Gas Trust	
	1,369	Term Loan, 7.00%, Maturing November 2, 2015	1,389,565
		Sheridan Production Partners I, LLC	
	134	Term Loan, 6.50%, Maturing April 20, 2017	135,047
	220	Term Loan, 6.50%, Maturing April 20, 2017	221,097
	1,660	Term Loan, 6.50%, Maturing April 20, 2017	1,668,554
			\$ 11,794,289
Publishing	1.8%		
	200 /0	Aster Zweite Beteiligungs GmbH	
	1,075	Term Loan, 4.71%, Maturing December 30, 2016	\$ 1,034,150
	1,194	Term Loan, 4.71%, Maturing December 30, 2016	1,149,042
	1,277	Term Loan, 4.71%, Maturing December 30, 2016	1,228,574
EUR	472	Term Loan, 5.78%, Maturing December 30, 2016	663,424
EUR	528	Term Loan, 5.78%, Maturing December 30, 2016	741,145
2011	020	Cengage Learning, Inc.	, ,
	1,668	Term Loan, 2.50%, Maturing July 3, 2014	1,461,662
	1,000	GateHouse Media Operating, Inc.	1,101,002
	2,921	Term Loan, 2.19%, Maturing August 28, 2014	1,036,883
	4,147	Term Loan, 2.19%, Maturing August 28, 2014	1,472,135
	964	Term Loan, 2.44%, Maturing August 28, 2014	342,139
	201	Getty Images, Inc.	0.2,109
	1,961	Term Loan, 5.25%, Maturing November 7, 2016	1,973,025
	1,901	Laureate Education, Inc.	1,770,020
	3,621	Term Loan, 5.25%, Maturing August 15, 2018	3,462,675
	3,021	MediaNews Group, Inc.	5,102,075
	147	Term Loan, 8.50%, Maturing March 19, 2014	147,097
	117	Merrill Communications, LLC	117,027
	1,382	Term Loan, 7.50%, Maturing December 24, 2012	1,381,927
	1,002	Nelson Education, Ltd.	1,001,927
	638	Term Loan, 2.75%, Maturing July 3, 2014	558,493
	020	Nielsen Finance, LLC	220,122
	7,970	Term Loan, 2.19%, Maturing August 9, 2013	7,872,938
	1,995	Term Loan, 3.44%, Maturing May 2, 2016	1,989,618
	1,775	Penton Media, Inc.	1,909,010
	971	Term Loan, 5.00%, Maturing August 1, $2014^{(5)}$	757,281
	771	SGS International, Inc.	757,201
	613	Term Loan, 3.77%, Maturing September 30, 2013	612,569
	015	Source Interlink Companies, Inc.	012,000
	1,122	Term Loan, 10.75%, Maturing June 18, 2013	1,099,611
	775	Term Loan, 15.00%, Maturing March 18, 2014 ⁽⁵⁾	716,944
	115	Springer Science+Business Media S.A.	, 10,244
		Springer Science   Dusiness media 3.17.	

	2,000	Term Loan, 4.19%, Maturing June 17, 2016		1,999,506
		Star Tribune Co. (The)		
	29	Term Loan, 8.00%, Maturing September 28, 2014		28,371
	25	Term Loan, 8.00%, Maturing September 29, 2014		25,219
		Trader Media Corp., Ltd.		
GBP	1,000	Term Loan, 5.14%, Maturing December 1, 2017		1,605,886
		Xsys, Inc.		
EUR	1,500	Term Loan-Second Lien, 8.33%, Maturing June 29, 2018		2,090,688
			\$	35,451,002
			\$	35,451,002
Radio an	d Televisi		\$	35,451,002
Radio an	d Televisi	on 1.8% Block Communications, Inc.	\$	35,451,002
Radio an	<b>d Televisi</b> 1,985		<b>\$</b> \$	<b>35,451,002</b> 1,974,577
Radio an		Block Communications, Inc.		
Radio an		Block Communications, Inc. Term Loan, 2.19%, Maturing December 22, 2011		
Radio an	1,985	Block Communications, Inc. Term Loan, 2.19%, Maturing December 22, 2011 CMP Susquehanna Corp.		1,974,577

Princip Amour					
	omitted)	Borrower/Tranche Description		Value	
(		Cumulus Media, Inc.			
	4,550	Term Loan, Maturing August 30, 2018 ⁽⁶⁾	\$	4,534,817	
	,	Gray Television, Inc.		, ,	
	1,749	Term Loan, 3.69%, Maturing December 31, 2014		1,714,036	
		HIT Entertainment, Inc.			
	993	Term Loan, 5.52%, Maturing June 1, 2012		984,513	
		Live Nation Worldwide, Inc.		-	
	4,311	Term Loan, 4.50%, Maturing November 7, 2016		4,318,644	
		Local TV Finance, LLC			
	1,712	Term Loan, 2.19%, Maturing May 7, 2013		1,671,362	
	-	Mission Broadcasting, Inc.			
	656	Term Loan, 5.00%, Maturing September 30, 2016		658,011	
		New Young Broadcasting Holding Co., Inc.			
	539	Term Loan, 8.00%, Maturing June 30, 2015		543,488	
		Nexstar Broadcasting, Inc.			
	3,022	Term Loan, 5.00%, Maturing September 30, 2016		3,029,172	
		Raycom TV Broadcasting, LLC			
	925	Term Loan, 4.50%, Maturing May 31, 2017		925,000	
		Tyrol Acquisition 2 SAS			
EUR	750	Term Loan, 5.44%, Maturing January 30, 2015		934,883	
EUR	750	Term Loan, 5.44%, Maturing January 29, 2016		934,883	
		Univision Communications, Inc.			
	4,218	Term Loan, 2.19%, Maturing September 29, 2014		4,040,608	
	4,218	Term Loan, 4.44%, Maturing March 31, 2017		4,017,157	
		Weather Channel			
	1,277	Term Loan, 4.25%, Maturing February 13, 2017		1,280,790	
			\$	34,615,981	
Retailers (Except Food and Drug) 1.2%					
		Dollar General Corp.			
	1,000	Term Loan, 2.94%, Maturing July 7, 2014	\$	1,000,750	
		FTD, Inc.			
	1,400	Term Loan, 4.75%, Maturing June 6, 2018		1,401,715	
		J. Crew Operating Corp.			
	2,693	Term Loan, 4.75%, Maturing March 7, 2018		2,592,439	
		Jo-Ann Stores, Inc.			
	1,696	Term Loan, 4.75%, Maturing March 16, 2018		1,678,528	
		Michaels Stores Inc			

Michaels Stores, Inc.

Orbitz Worldwide, Inc.

Phillips-Van Heusen Corp.

Neiman Marcus Group, Inc.

926

3,250

1,775

Term Loan, 2.50%, Maturing October 31, 2013

Term Loan, 4.75%, Maturing May 16, 2018

Term Loan, 3.22%, Maturing July 25, 2014

911,300

3,212,619

1,631,825

685	Term Loan, 3.50%, Maturing May 6, 2016	688,070
	Pilot Travel Centers, LLC	
1,725	Term Loan, 4.25%, Maturing March 30, 2018	1,732,542
	Savers, Inc.	
1,147	Term Loan, 4.25%, Maturing March 3, 2017	1,150,231
	Visant Holding Corp.	
1,368	Term Loan, 5.25%, Maturing December 22, 2016	1,360,424
	Vivarte	
31	Term Loan, 3.25%, Maturing March 9, 2015	40,244
122	Term Loan, 3.25%, Maturing March 9, 2015	156,506
782	Term Loan, 3.25%, Maturing March 9, 2015	1,005,212
782	Term Loan, 3.87%, Maturing March 8, 2016	1,005,212
31	Term Loan, 3.87%, Maturing May 29, 2016	40,244
122	Term Loan, 3.87%, Maturing May 29, 2016	156,505
	1,725 1,147 1,368 31 122 782 782 782 31	Pilot Travel Centers, LLC         1,725       Term Loan, 4.25%, Maturing March 30, 2018         Savers, Inc.         1,147       Term Loan, 4.25%, Maturing March 3, 2017         Visant Holding Corp.         1,368       Term Loan, 5.25%, Maturing December 22, 2016         Vivarte         31       Term Loan, 3.25%, Maturing March 9, 2015         122       Term Loan, 3.25%, Maturing March 9, 2015         782       Term Loan, 3.25%, Maturing March 9, 2015         782       Term Loan, 3.87%, Maturing March 8, 2016         31       Term Loan, 3.87%, Maturing May 29, 2016

1	5

# Principal

Amount* (000 s omitted)		Borrower/Tranche Description	Value	
	3,923	Yankee Candle Company, Inc. (The) Term Loan, 2.19%, Maturing February 6, 2014	\$ 3,906,744	
			\$ 23,671,110	
Steel	0.1%			
		Niagara Corp.		
	1,990	Term Loan, 10.50%, Maturing June 29, 2014 ⁽⁵⁾⁽⁸⁾	\$ 1,867,313	
			\$ 1,867,313	
Surface	e Transport	0.1%		
		Swift Transportation Co., Inc.		
	2,250	Term Loan, 6.00%, Maturing December 21, 2016	\$ 2,263,770	
			\$ 2,263,770	
Telecon	mmunication	as 2.6%		
		Asurion Corp.		
	6,175	Term Loan, 5.50%, Maturing May 24, 2018	\$ 6,136,382	
	1,175	Term Loan-Second Lien, 9.00%, Maturing May 24, 2019 BCM Luxembourg, Ltd.	1,185,445	
EUR	1,827	Term Loan, 3.32%, Maturing September 30, 2014	1,951,575	
EUR	1,828	Term Loan, 3.57%, Maturing September 30, 2015	1,951,973	
EUR	2,500	Term Loan-Second Lien, 5.69%, Maturing March 31, 2016	574,760	
	925	Cellular South, Inc.	027 212	
	923	Term Loan, 4.50%, Maturing July 27, 2017 Intelsat Jackson Holdings SA	927,312	
	10,524	Term Loan, 5.25%, Maturing April 2, 2018	10,568,845	
		IPC Systems, Inc.	;;;-	
GBP	1,366	Term Loan, 3.08%, Maturing May 31, 2014	2,213,419	
		Macquarie UK Broadcast Ventures, Ltd.		
GBP	1,071	Term Loan, 2.88%, Maturing December 1, 2014 MetroPCS Wireless	1,587,275	
	6,180	Term Loan, 3.94%, Maturing March 16, 2018	6,168,162	
	1.072	NTelos, Inc.	1 070 440	
	1,972	Term Loan, 4.00%, Maturing August 7, 2015	1,972,449	
	1,025	<b>SBA Communications Corp.</b> Term Loan, 3.75%, Maturing June 29, 2018	1,026,281	
	1,025	Syniverse Technologies, Inc.	1,020,201	
	997	Term Loan, 5.25%, Maturing December 21, 2017	1,001,234	
	,,,,	Telesat Canada, Inc.	1,001,204	
	313	Term Loan, 3.19%, Maturing October 31, 2014	310,086	
	3,646	Term Loan, 3.19%, Maturing October 31, 2014	3,609,932	
	,	TowerCo Finance, LLC		

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648	Term Loan, 5.25%, Maturing February 2, 2017 Wind Telecomunicazioni SpA		650,806		
3,750	Term Loan, 5.70%, Maturing December 15, 2017		5,273,869		
	Windstream Corp.				
3,881	Term Loan, 2.99%, Maturing December 17, 2015		3,893,042		
		\$	51,002,847		
0.7%					
	AES Corp.				
2,768	Term Loan, 4.25%, Maturing June 1, 2018	\$	2,774,983		
	Calpine Corp.				
1,025	Term Loan, 4.50%, Maturing April 2, 2018		1,017,441		
2,643	Term Loan, 4.50%, Maturing April 2, 2018		2,623,716		
	NRG Energy, Inc.				
4,750	Term Loan, 4.00%, Maturing July 2, 2018		4,759,756		
	Pike Electric, Inc.				
331	Term Loan, 1.69%, Maturing July 2, 2012		328,128		
250	Term Loan, 1.69%, Maturing December 10, 2012		247,210		
	648 3,750 3,881 <b>0.7%</b> 2,768 1,025 2,643 4,750 331	<ul> <li>648 Term Loan, 5.25%, Maturing February 2, 2017 Wind Telecomunicazioni SpA</li> <li>3,750 Term Loan, 5.70%, Maturing December 15, 2017 Windstream Corp.</li> <li>3,881 Term Loan, 2.99%, Maturing December 17, 2015</li> <li>0.7% <ul> <li>AES Corp.</li> <li>2,768 Term Loan, 4.25%, Maturing June 1, 2018</li> <li>Calpine Corp.</li> <li>1,025 Term Loan, 4.50%, Maturing April 2, 2018</li> <li>2,643 Term Loan, 4.50%, Maturing April 2, 2018</li> <li>NRG Energy, Inc.</li> <li>4,750 Term Loan, 4.00%, Maturing July 2, 2018</li> <li>Pike Electric, Inc.</li> <li>331 Term Loan, 1.69%, Maturing July 2, 2012</li> </ul> </li> </ul>	<ul> <li>648 Term Loan, 5.25%, Maturing February 2, 2017 Wind Telecomunicazioni SpA</li> <li>3,750 Term Loan, 5.70%, Maturing December 15, 2017 Windstream Corp.</li> <li>3,881 Term Loan, 2.99%, Maturing December 17, 2015</li> <li>\$ 0.7% <ul> <li>AES Corp.</li> <li>2,768 Term Loan, 4.25%, Maturing June 1, 2018</li> <li>Calpine Corp.</li> <li>1,025 Term Loan, 4.50%, Maturing April 2, 2018</li> <li>2,643 Term Loan, 4.50%, Maturing April 2, 2018</li> <li>NRG Energy, Inc.</li> <li>4,750 Term Loan, 4.00%, Maturing July 2, 2018</li> <li>Pike Electric, Inc.</li> <li>331 Term Loan, 1.69%, Maturing July 2, 2012</li> </ul> </li> </ul>		

Principal Amount* (000 s omitted)	Borrower/Tranche Description		Value	
4,000	<b>TXU Texas Competitive Electric Holdings Co., LLC</b> Term Loan, 4.73%, Maturing October 10, 2017	\$	2,992,214	
1,000	20111 2011, 170 %, 12111111 g 000000 10, 2017	Ŷ	_,//_,	
		\$	14,743,448	
Total Senior Floating-Rate Interests (identified cost \$844,302,956)			830,918,722	
Corporate Bonds &	& Notes 50.0%			
Principal Amount*				
(000 s omitted)	Security		Value	
Aerospace and Def				
760	<b>Alliant Techsystems, Inc.</b> 6.875%, 9/15/20	\$	794,200	
	BE Aerospace, Inc.	Ť	·	
1,465	6.875%, 10/1/20		1,582,200	
	Huntington Ingalls Industries, Inc.			
135	6.875%, 3/15/18 ⁽⁹⁾		139,725	
1,885	7.125%, 3/15/21 ⁽⁹⁾		1,955,687	
	International Lease Finance Corp., Sr. Notes			
2,600	5.65%, 6/1/14		2,652,000	
635	8.75%, 3/15/17		711,200	
1,930	6.25%, 5/15/19		1,929,471	
1,365	8.25%, 12/15/20		1,521,975	
	Rural Metro Corp., Sr. Notes			
1,105	10.125%, 7/15/19 ⁽⁹⁾		1,146,438	
	TransDigm, Inc., Sr. Sub. Notes			
4,980	7.75%, 12/15/18 ⁽⁹⁾		5,328,600	
		\$	17,761,496	
Air Transport 0.4%				
	American Airlines, Inc., Sr. Notes			
3,035	7.50%, 3/15/16 ⁽⁹⁾	\$	2,997,062	
4 105	CHC Helicopter SA, Sr. Notes		2 775 500	
4,195	9.25%, 10/15/20 ⁽⁹⁾ Southwest Airlines Co., Sr. Notes		3,775,500	
850	5.75%, 12/15/16		956,290	
	United Air Lines, Inc., Sr. Notes			
261	9.875%, 8/1/13 ⁽⁹⁾		276,660	

			\$ 8,005,512
Automotive	1.2%		
		Accuride Corp., Sr. Notes	
1	,580	9.50%, 8/1/18	\$ 1,694,550
		Affinia Group, Inc., Sr. Notes	
2	,964	10.75%, 8/15/16 ⁽⁹⁾	3,334,500
		Allison Transmission, Inc.	
1	,040	7.125%, 5/15/19 ⁽⁹⁾	1,024,400
		American Axle & Manufacturing Holdings, Inc., Sr. Notes	
1	,174	9.25%, 1/15/17 ⁽⁹⁾	1,301,672
		Chrysler Group, LLC, Sr. Notes	
2	,045	8.25%, 6/15/21 ⁽⁹⁾	2,014,325
		Commercial Vehicle Group, Inc., Sr. Notes	
1	,080,	7.875%, 4/15/19 ⁽⁹⁾	1,082,700
		Goodyear Tire & Rubber Co. (The), Sr. Notes	
2	,106	10.50%, 5/15/16	2,382,412
		Kia Motors Corp., Sr. Notes	
1.	,400	3.625%, 6/14/16 ⁽⁹⁾	1,423,719

Principal Amount* (000 s omitted)	Committy		Value
(000 sommed)	Security Lear Corr		value
(00	Lear Corp.	¢	650 250
600	7.875%, 3/15/18	\$	650,250
25	Meritor, Inc.		26.062
25	8.125%, 9/15/15		26,063
1,190	10.625%, 3/15/18		1,332,800
4.070	Navistar International Corp.		4 (( 4 075
4,270	8.25%, 11/1/21		4,664,975
	Tower Automotive Holdings USA, LLC/TA Holding Finance, Inc.,		
2 021	Sr. Notes		2.046.600
2,821	10.625%, 9/1/17 ⁽⁹⁾		3,046,680
	Visteon Corp., Sr. Notes		
675	6.75%, 4/15/19 ⁽⁹⁾		664,875
		¢	24 (42 021
		\$	24,643,921
Banks and Thrifts	1.6%		
Danks and Thinks	Ally Financial, Inc.		
4,500	8.30%, 2/12/15	\$	4,938,750
4,485	8.00%, 11/1/31	Ψ	4,826,981
7,705	Bank of America NA		4,020,901
1,750	6.00%, 10/15/36		1,691,853
1,750	Barclays Bank PLC		1,091,035
465	6.05%, 12/4/17 ⁽⁹⁾		487,215
700	10.179%, 6/12/21 ⁽⁹⁾		487,213 871,500
700	Capital One Financial Corp.		871,500
600	6.15%, 9/1/16		674,699
000	Charter One Bank NA		074,099
800	6.375%, 5/15/12		829,774
800			029,774
1.000	<b>DBS Bank, Ltd., Jr. Sub. Notes</b> 5.00% to 11/15/14, 11/15/19 ⁽⁹⁾⁽¹¹⁾		1 072 251
1,000			1,073,351
1 275	Fifth Third Bancorp		1 602 121
1,375	8.25%, 3/1/38		1,693,121
2 450	General Motors Acceptance Corp. 8.00%, 12/31/18		2 615 275
2,450			2,615,375
1.000	HSBC Bank Brasil SA, Sr. Notes		1 015 000
1,000	4.00%, 5/11/16 ⁽⁹⁾		1,015,000
775	HSBC Holdings PLC		007 047
775	6.50%, 5/2/36		807,847
500	KeyBank NA		554 001
500	5.45%, 3/3/16		554,001
	Lloyds TSB Bank PLC		(05 500
700	6.50%, 9/14/20 ⁽⁹⁾		695,528
1.050	Regions Bank		016 155
1,050	6.45%, 6/26/37		916,155
	Sovereign Bank		

	970 2,000 2,275	5.125%, 3/15/13 8.75%, 5/30/18 Standard Chartered Bank, Sr. Notes 6.40%, 9/26/17 ⁽⁹⁾	1,006,480 2,398,256 2,545,529
	1,900	<b>Zions BanCorp.</b> 6.00%, 9/15/15	1,971,586
			\$ 31,613,001
Beverage	and Toba	.cco 0.1%	
		Coca-Cola HBC Finance BV	
	1,200	5.50%, 9/17/15 Refresco Group BV, Sr. Notes, Variable Rate	\$ 1,330,455
EUR	1,000	5.42%, 5/15/18 ⁽¹⁰⁾	1,449,472
			\$ 2,779,927

Principal			
Amount*			<b>ΦT</b> 7 <b>1</b>
(000 s omitted)	Security		<b>\$Value</b>
Broadcast Radio a			
1 550	Clear Channel Worldwide Holdings, Inc.	\$	1,701,125
1,550	9.25%, 12/15/17 Historic TW, Inc.	φ	1,701,123
500	6.625%, 5/15/29		562,456
500	LBI Media, Inc., Sr. Notes		302,430
1,830	9.25%, 4/15/19 ⁽⁹⁾		1,823,137
1,050	XM Satellite Radio Holdings, Inc.		1,023,137
5,080	13.00%, 8/1/14 ⁽⁹⁾		5,981,700
5,000			5,701,700
		\$	10,068,418
Brokors Doolors o	nd Investment Houses 0.4%		
DIUNCIS, Dealers al	FMR, LLC		
750	4.75%, 3/1/13 ⁽⁹⁾	\$	787,091
750	FMR, LLC, Sr. Notes	ψ	707,071
500	6.45%, 11/15/39 ⁽⁹⁾		521,793
500	Macquarie Bank, Ltd.		521,795
2,000	6.625%, 4/7/21 ⁽⁹⁾		2,069,320
2,000	SSI Investments II, Sr. Notes		_,,
4,095	11.125%, 6/1/18		4,545,450
,			, ,
		\$	7,923,654
<b>Building and Devel</b>	opment 0.9%		
	Building Materials Corp. of America, Sr. Notes		
2,685	6.75%, 5/1/21 ⁽⁹⁾	\$	2,728,631
,	CB Richard Ellis Service, Inc.		
3,270	6.625%, 10/15/20 ⁽⁹⁾		3,368,100
	CB Richard Ellis Service, Inc., Sr. Sub. Notes		
9,415	11.625%, 6/15/17		10,944,938
	Interface, Inc., Sr. Notes		
860	7.625%, 12/1/18		920,200
	Toll Brothers Finance Corp.		
590	4.95%, 3/15/14		621,544
		\$	18,583,413
Business Equipmer	nt and Services 2.6%		
	Abengoa Finance SAU		
1,910	8.875%, 11/1/17 ⁽⁹⁾	\$	1,929,100
	ACCO Brands Corp., Sr. Notes		
1,600	10.625%, 3/15/15		1,794,000
	Avis Budget Car Rental, LLC/Avis Budget Finance, Inc.		
1,950	9.625%, 3/15/18		2,123,062

	Brocade Communications Systems, Inc., Sr. Notes	
700	6.625%, 1/15/18	745,500
890	6.875%, 1/15/20	971,213
	CMA CGM SA	
3,070	8.50%, 4/15/17 ⁽⁹⁾	2,302,500
	Education Management, LLC, Sr. Notes	
10,085	8.75%, 6/1/14	10,349,731
	MDC Partners, Inc.	
1,510	11.00%, 11/1/16	1,674,213
	RSC Equipment Rental, Inc.	
1,525	10.25%, 11/15/19	1,711,812
	RSC Equipment Rental, Inc., Sr. Notes	
4,215	10.00%, 7/15/17 ⁽⁹⁾	4,773,487
	Sitel, LLC/Sitel Finance Corp., Sr. Notes	
915	11.50%, 4/1/18	825,788
	SunGard Data Systems, Inc., Sr. Notes	
11,035	10.625%, 5/15/15	12,055,737
	Ticketmaster Entertainment, Inc.	
1,945	10.75%, 8/1/16	2,129,775

Principal Amount*			
(000 s omitted)	Security		Value
(000 5 onneed)	TransUnion, LLC/TransUnion Financing Corp.		v unde
3,880	11.375%, 6/15/18 ⁽⁹⁾	\$	4,452,300
0,000	United Rentals North America, Inc.	÷	.,,
3,055	10.875%, 6/15/16		3,517,069
		\$	51,355,287
Cable and Satellite	Television 0.6%		
	Bresnan Broadband Holdings, LLC		
470	8.00%, 12/15/18 ⁽⁹⁾	\$	489,975
	Cablevision Systems Corp., Sr. Notes	·	)
2,135	8.625%, 9/15/17		2,369,850
1,055	7.75%, 4/15/18		1,131,488
-,	CCO Holdings, LLC/CCO Capital Corp.		_,,
685	7.875%, 4/30/18		739,800
420	7.00%, 1/15/19		438,900
365	8.125%, 4/30/20 ⁽⁹⁾		402,413
500	Crown Media Holdings, Inc.		102,113
940	10.50%, 7/15/19 ⁽⁹⁾		968,200
210	Mediacom Broadband Corp., Sr. Notes		,200
3,290	8.50%, 10/15/15		3,417,487
5,270	Mediacom, LLC/Mediacom Capital Corp., Sr. Notes		5,417,407
785	9.125%, 8/15/19		839,950
705	Time Warner Cable, Inc.		057,750
1,055	8.75%, 2/14/19		1,384,242
1,055	0.1 <i>5</i> 70, 2/14/19		1,304,242
		\$	12,182,305
Chemicals and Pla	stics 2.2%		
	Celanese US Holdings, LLC		
880	6.625%, 10/15/18 ⁽⁹⁾	\$	954,800
940	5.875%, 6/15/21		997,575
	CF Industries, Inc., Sr. Notes		,
2,990	6.875%, 5/1/18		3,419,812
2,230	7.125%, 5/1/20		2,620,250
)	Chemtura Corp.		<i>yy</i>
2,185	7.875%, 9/1/18		2,346,144
_,	Dow Chemical Co. (The), Sr. Notes		_, ,
165	7.375%, 11/1/29		212,036
	Hexion US Finance Corp./Hexion Nova Scotia Finance ULC		,
1,100	9.00%, 11/15/20		1,144,000
1,100	INEOS Finance PLC, Sr. Notes		1,111,000
3,160	9.00%, 5/15/15 ⁽⁹⁾		3,357,500
5,100	INEOS Group Holdings PLC, Sr. Sub. Notes		2,227,200
4,190	8.50%, 2/15/16 ⁽⁹⁾		4,221,425
1,170			·,,

	Kraton Polymers, LLC, Sr. Notes	
695	6.75%, 3/1/19	708,031
	LBI Escrow Corp., Sr. Notes	
1,667	8.00%, 11/1/17 ⁽⁹⁾	1,892,045
	Lyondell Chemical Co., Sr. Notes	
11,045	11.00%, 5/1/18	12,563,687
	Nova Chemicals Corp., Sr. Notes	
1,960	8.375%, 11/1/16	2,185,400
	Polymer Group, Inc., Sr. Notes	
320	7.75%, 2/1/19 ⁽⁹⁾	333,200
	PolyOne Corp., Sr. Notes	
585	7.375%, 9/15/20	624,488
	Scotts Miracle-Gro Co. (The)	
565	7.25%, 1/15/18	605,256
	Solutia, Inc.	
1,725	8.75%, 11/1/17	1,923,375
	Styrolution Group GmbH, Sr. Notes	
1,150	7.625%, 5/15/16 ⁽⁹⁾	1,602,861

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Principal			
Amount*			
(000 s omitted)	Security		Value
1.0.50	Vertellus Specialties, Inc., Sr. Notes	<b>A</b>	
1,250	9.375%, 10/1/15 ⁽⁹⁾	\$	1,295,313
2(0	Wellman Holdings, Inc.		140.250
269	5.00%, 1/29/19 ⁽⁵⁾⁽⁸⁾		149,258
		\$	43,156,456
<b>Clothing/Textiles</b>	0.3%		
	Oxford Industries, Inc., Sr. Notes		
4,521	11.375%, 7/15/15	\$	5,136,986
		\$	5,136,986
		·	- ) )
Conglomerates 0	.8%		
	Amsted Industries, Inc., Sr. Notes		
3,220	8.125%, 3/15/18 ⁽⁹⁾	\$	3,405,150
	FUEL Trust		
3,750	4.207%, 4/15/16 ⁽⁹⁾		3,818,996
1 (25	General Electric Co., Sr. Notes		1 700 007
1,625	5.00%, 2/1/13		1,723,327
2.015	<b>Griffon Corp.</b>		2 020 029
2,015	7.125%, 4/1/18 ⁽⁹⁾ Manitowoc Co., Inc. (The)		2,020,038
800	9.50%, 2/15/18		884,000
2,160	8.50%, 11/1/20		2,359,800
2,100	RBS Global & Rexnord Corp.		2,339,800
1,775	11.75%, 8/1/16		1,883,719
1,775	11.7570, 01110		1,005,717
		\$	16,095,030
Containers and Gla	ass Products 0.7%		
Containers and Gr	BWAY Holding Co.		
620	$10.00\%, 6/15/18^{(9)}$	\$	682,000
	Reynolds Group Holdings, Inc., Sr. Notes		
2,930	8.75%, 5/15/18 ⁽⁹⁾		2,827,450
1,685	7.125%, 4/15/19 ⁽⁹⁾		1,647,088
2,950	9.00%, 4/15/19 ⁽⁹⁾		2,950,000
4,785	7.875%, 8/15/19 ⁽⁹⁾		4,862,756
1,740	9.875%, 8/15/19 ⁽⁹⁾		1,759,575
		\$	14,728,869
<b>Diversified Financi</b>	al Services 1.1%		
2 - , or Shirou I muller	American Express Co., Variable Rate		
550	6.80% to 9/1/16, 9/1/66 ⁽¹¹⁾	\$	568,563
-			, -

	CIT Group, Inc.	
9,245	7.00%, 5/1/15	9,291,225
	CIT Group, Inc., Sr. Notes	
3,360	5.25%, 4/1/14 ⁽⁹⁾	3,385,200
876	7.00%, 5/1/14	883,206
3,710	7.00%, 5/1/17	3,723,912
	General Electric Capital Corp., Sr. Notes	
1,500	5.875%, 1/14/38	1,547,457
	General Motors Financial Co., Inc.	
1,365	6.75%, 6/1/18 ⁽⁹⁾	1,399,125
		\$ 20,798,688
Diversified Manuf	acturing Operations 0.1%	
	Hutchison Whampoa International, Ltd.	
500	6.25%, 1/24/14 ⁽⁹⁾	\$ 554,775
400	7.45%, 11/24/33 ⁽⁹⁾	515,071
		\$ 1,069,846

Principal Amount*			
(000 s omitted)	Security		<b>\$Value</b>
<b>Diversified Media</b>	0.8% Catalina Markating Corp		
3,255	<b>Catalina Marketing Corp.</b> 10.50%, 10/1/15 ⁽⁹⁾	\$	3,458,438
4,150	11.625%, 10/1/17 ⁽⁹⁾	φ	4,523,500
4,150	Checkout Holding Corp., Sr. Notes		4,525,500
4,285	0.00%, 11/15/15 ⁽⁹⁾		2,742,400
,	WMG Acquisition Corp.		, · , ·
3,755	11.50%, 10/1/18 ⁽⁹⁾		3,783,162
	WMG Acquisition Corp., Sr. Notes		
600	9.50%, 6/15/16 ⁽⁹⁾		639,750
		\$	15,147,250
Drugs 0.3%			
Drugs 0.570	Patheon, Inc., Sr. Notes		
1,185	8.625%, 4/15/17 ⁽⁹⁾	\$	1,195,310
-,	Warner Chilcott Co., LLC	Ŧ	_,_,_,_,
3,860	7.75%, 9/15/18 ⁽⁹⁾		3,917,900
		\$	5,113,210
Ecological Services	s and Equipment 0.2%		
960	<b>Casella Waste Systems, Inc.</b> 7.75%, 2/15/19 ⁽⁹⁾	\$	955,200
900	Casella Waste Systems, Inc., Sr. Notes	φ	955,200
845	11.00%, 7/15/14		942,175
015	Clean Harbors, Inc., Sr. Notes		12,175
995	7.625%, 8/15/16 ⁽⁹⁾		1,062,162
	Environmental Systems Product Holdings, Inc., Jr. Notes		
149	18.00%, 3/31/15 ⁽⁸⁾		128,154
		\$	3,087,691
Electronics/Electri	cal 0.7%		
Electronics/Electro	Advanced Micro Devices, Inc.		
1,670	8.125%, 12/15/17	\$	1,782,725
_,	Advanced Micro Devices, Inc., Sr. Notes	Ŧ	_,,
2,185	7.75%, 8/1/20		2,310,638
	Comision Federal de Electricidad		
1,100	4.875%, 5/26/21 ⁽⁹⁾		1,120,570
	Enel Finance International SA		
205	6.25%, 9/15/17 ⁽⁹⁾		222,900
1,120	6.80%, 9/15/37 ⁽⁹⁾		1,086,279
001	NXP BV/NXP Funding, LLC, Variable Rate		002 70 4
891	2.999%, 10/15/13		893,784

	Scottish Power, Ltd., Sr. Notes	
1,040	5.375%, 3/15/15	1,100,405
	Spectrum Brands, Inc.	
3,599	12.00%, 8/28/19 ⁽⁵⁾	4,012,551
	Tyco Electronics Group SA	
850	5.95%, 1/15/14	938,156
400	7.125%, 10/1/37	505,120
		\$ 13,973,128
Equipment Leasing	3.0.2%	
	AWAS Aviation Capital, Ltd., Sr. Notes	
4,146	7.00%, 10/15/16 ⁽⁹⁾	\$ 4,249,609
	Hertz Corp.	
229	8.875%, 1/1/14	236,156
25	7.50%, 10/15/18 ⁽⁹⁾	25,938
		\$ 4,511,703

Principal			
Amount*			
(000 s omitted)	Security		<b>\$Value</b>
<b>Financial Intermed</b>	liaries 0.7%		
	Ford Motor Credit Co., LLC, Sr. Notes		
3,380	12.00%, 5/15/15	\$	4,249,539
4,975	8.00%, 12/15/16		5,715,001
1,530	8.125%, 1/15/20		1,821,552
	Janus Capital Group, Inc., Sr. Notes		
2,000	6.70%, 6/15/17		2,220,246
		\$	14,006,338
<b>Financial Services</b>	0.5%		
	BBVA Bancomer SA		
1,500	6.50%, 3/10/21 ⁽⁹⁾	\$	1,560,000
	Credit Suisse AG		
1,595	5.40%, 1/14/20		1,645,903
	E*Trade Financial Corp., Sr. Notes		
3,860	12.50%, 11/30/17 ⁽⁵⁾		4,632,000
- )	UBS AG, Sr. Sub. Notes		,,
1,325	5.875%, 7/15/16		1,462,110
		\$	9,300,013
		Ŷ	, <b>je</b> 0 0 <b>j</b> 0 <b>1</b> 0
Food Products 0.	7%		
	ASG Consolidated, LLC/ASG Finance, Inc., Sr. Notes		
2,023	15.00%, 5/15/17 ⁽⁹⁾	\$	2,091,087
,	ASG Consolidated, LLC/ASG Finance, Inc., Sr. Sub. Notes		
3,605	10.75%, 5/15/16 ⁽⁹⁾		3,803,275
-,	Corn Products International, Inc., Sr. Notes		-,,
325	6.625%, 4/15/37		365,122
520	Michael Foods, Inc., Sr. Notes		000,122
4,360	9.75%, 7/15/18 ⁽⁹⁾		4,730,600
4,500	Pinnacle Foods Finance, LLC		4,750,000
620	10.625%, 4/1/17		669,600
020	Ralcorp Holdings, Inc., Sr. Notes		009,000
1,440	6.625%, 8/15/39		1 101 210
1,440	0.025%, 8/15/59		1,481,348
		\$	13,141,032
Food Service 0.5	70		
	Aramark Holdings Corp., Sr. Notes		
1,310	8.625%, 5/1/16 ⁽⁵⁾⁽⁹⁾	\$	1,355,850
1,510		Φ	1,555,650
2056	Dunkin Finance Corp., Sr. Notes		2 805 241
2,856	9.625%, 12/1/18 ⁽⁹⁾		2,895,241
<b>- 0</b> 00	NPC International, Inc., Sr. Sub. Notes		5 220 000
5,200	9.50%, 5/1/14		5,330,000

		\$	9,581,091
Forest Products	0.5%		
	Boise Paper Holdings, LLC		
370	9.00%, 11/1/17	\$	406,075
605	8.00%, 4/1/20		639,787
	Domtar Corp., Sr. Notes		
2,995	10.75%, 6/1/17		3,878,525
	Longview Fibre Paper & Packaging, Inc., Sr. Notes		
1,300	8.00%, 6/1/16 ⁽⁹⁾		1,339,000
	Sappi Papier Holdings GmbH, Sr. Notes		
2,765	6.625%, 4/15/21 ⁽⁹⁾		2,737,350
	Verso Paper Holdings, LLC/Verso Paper, Inc.		
870	11.375%, 8/1/16		813,450
		\$	9,814,187
Health Care 3.4			
2 0 1 0	Accellent, Inc., Sr. Notes	¢	2 0 2 2 6 7 5
2,910	8.375%, 2/1/17	\$	3,033,675

Principal			
Amount*			
(000 s omitted)	Security		Value
	Alere, Inc., Sr. Notes		
3,335	7.875%, 2/1/16	\$	3,426,713
	American Renal Holdings, Sr. Notes		
600	8.375%, 5/15/18		624,000
	AMGH Merger Sub, Inc.		
1,845	9.25%, 11/1/18 ⁽⁹⁾		1,983,375
000	Bio-Rad Laboratories, Inc.		000 000
800	8.00%, 9/15/16		899,000
2 200	Biomet, Inc.		0 507 550
2,290	$10.375\%, 10/15/17^{(5)}$		2,507,550
12,825	11.625%, 10/15/17		14,187,656
3,510	<b>CDRT Merger Sub, Inc.</b> 8.125%, 6/1/19 ⁽⁹⁾		3,518,775
5,510	ConvaTec Healthcare E SA, Sr. Notes		5,516,775
1,835	10.50%, 12/15/18 ⁽⁹⁾		1,899,225
1,055	DJO Finance, LLC/DJO Finance Corp.		1,077,225
5,070	10.875%, 11/15/14		5,456,587
0,070	Endo Pharmaceuticals Holdings, Inc.		0,100,007
1,260	7.00%, 7/15/19 ⁽⁹⁾		1,326,150
1,275	7.00%, 12/15/20 ⁽⁹⁾		1,335,563
555	7.25%, 1/15/22 ⁽⁹⁾		585,525
	Fresenius US Finance II, Inc., Sr. Notes		
1,400	9.00%, 7/15/15 ⁽⁹⁾		1,596,000
	HCA, Inc.		
2,115	9.25%, 11/15/16		2,267,016
3,415	7.50%, 2/15/22		3,474,762
2 220	HCA, Inc., Sr. Notes		
2,330	9.875%, 2/15/17		2,627,075
4,760	6.50%, 2/15/20		4,843,300
1,800	Hillenbrand, Inc., Sr. Notes 5.50%, 7/15/20		1,871,631
1,000	inVentiv Health, Inc., Sr. Notes		1,071,031
1,100	10.00%, 8/15/18 ⁽⁹⁾		1,078,000
1,100	Multiplan, Inc.		1,070,000
3,305	9.875%, 9/1/18 ⁽⁹⁾		3,561,137
- ,	Rotech Healthcare, Inc.		-,,,
1,885	10.50%, 3/15/18		1,861,438
	Stewart Enterprises, Inc.		
555	6.50%, 4/15/19 ⁽⁹⁾		563,325
	STHI Holding Corp.		
1,375	8.00%, 3/15/18 ⁽⁹⁾		1,416,250
	Teleflex, Inc.		
540	6.875%, 6/1/19		558,900
		*	

\$ 66,502,628

Home Furnishings	0.3%	
	Sealy Mattress Co., Sr. Notes	
5,016	10.875%, 4/15/16 ⁽⁹⁾	\$ 5,630,460
		\$ 5,630,460
Industrial Equipme	ent 1.0%	
	Cameron International Corp., Sr. Notes	
1,460	6.375%, 7/15/18	\$ 1,701,954
	Chart Industries, Inc., Sr. Sub. Notes	
2,170	9.125%, 10/15/15	2,281,213
	JMC Steel Group, Inc., Sr. Notes	
1,370	8.25%, 3/15/18 ⁽⁹⁾	1,428,225
	Pinafore, LLC/Pinafore, Inc., Sr. Notes	
6,285	9.00%, 10/1/18 ⁽⁹⁾	6,897,787
	Polypore International, Inc.	
760	7.50%, 11/15/17	811,300

#### **Principal** Amount* (000 s omitted) Security Value Terex Corp., Sr. Notes 10.875%. 6/1/16 \$ 6,396,375 5.550 \$ 19,516,854 Insurance 0.9% Aflac, Inc., Sr. Notes 600 8.50%, 5/15/19 \$ 759.087 **Alliant Holdings I, Inc.** 11.00%, 5/1/15(9) 2.455 2,602,300 AXA SA 900 8.60%, 12/15/30 1,093,593 **General American Life Insurance Co.** 2,200 7.625%, 1/15/24⁽⁹⁾ 2,711,570 HUB International Holdings, Inc., Sr. Notes 1,825 9.00%, 12/15/14⁽⁹⁾ 1,856,937 Nationwide Mutual Insurance Co. 9.375%, 8/15/39(9) 1,660 2,123,201 **QBE** Capital Funding III, Ltd. 7.25% to 5/24/12, 5/24/41⁽⁹⁾⁽¹¹⁾ 1.000 1,021,281 **QBE Insurance Group, Ltd., Sr. Notes** 9.75%, 3/14/14⁽⁹⁾ 1.235 1,437,402 U.S.I. Holdings Corp., Sr. Notes, Variable Rate 4.136%, 11/15/14⁽⁹⁾ 905 834,863 Validus Holdings, Ltd., Sr. Notes 934 8.875%, 1/26/40 1,041,970 Willis Group Holdings, Ltd. 1,100 5.75%, 3/15/21 1,149,240 XL Group PLC, Sr. Notes 535 5.25%, 9/15/14 576,915 1,250 6.25%, 5/15/27 1,292,704 18,501,063 \$ Leisure Goods/Activities/Movies 1.0% . a ..... 100 0

	AMC Entertainment, Inc., Sr. Notes	
1,145	8.75%, 6/1/19	\$ 1,222,287
	AMC Networks, Inc.	
1,100	7.75%, 7/15/21 ⁽⁹⁾	1,160,500
	Cinemark USA, Inc.	
685	7.375%, 6/15/21 ⁽⁹⁾	688,425
	Hasbro, Inc., Sr. Notes	
450	6.35%, 3/15/40	484,790
	Live Nation Entertainment, Inc., Sr. Notes	
640	8.125%, 5/15/18 ⁽⁹⁾	654,400

	NAI Entertainment Holdings, LLC, Sr. Notes	
940	8.25%, 12/15/17 ⁽⁹⁾	1,021,075
	NCL Corp, Ltd., Sr. Notes	
3,615	11.75%, 11/15/16	4,193,400
925	9.50%, 11/15/18 ⁽⁹⁾	1,019,812
	Regal Entertainment Group	
1,095	9.125%, 8/15/18	1,160,700
	Royal Caribbean Cruises, Sr. Notes	
2,205	7.00%, 6/15/13	2,367,619
1,400	6.875%, 12/1/13	1,513,750
530	11.875%, 7/15/15	657,306
660	7.25%, 6/15/16	714,450
1,680	7.25%, 3/15/18	1,797,600
	Seven Seas Cruises, S de RL, LLC	
925	9.125%, 5/15/19 ⁽⁹⁾	968,937

Principal			
Amount*	S		<b>X</b> 7 - <b>I</b>
(000 s omitted)	Security Voil Descarta Inc. Sr. Sub. Notes		Value
685	Vail Resorts, Inc., Sr. Sub. Notes 6.50%, 5/1/19 ⁽⁹⁾	\$	704,694
085	0.30%, 3/1/19(*)	φ	704,094
		\$	20,329,745
Lodging and Casir	105 3.9%		
0.0	Buffalo Thunder Development Authority		
4,300	9.375%, 12/15/49 ⁽⁷⁾⁽⁹⁾	\$	1,682,375
	CCM Merger, Inc.		
975	8.00%, 8/1/13 ⁽⁹⁾		975,000
	Harrah s Operating Co., Inc.		
3,300	5.375%, 12/15/13		3,143,250
8,435	5.625%, 6/1/15		6,779,631
1,190	10.00%, 12/15/15		1,207,850
3,035	12.75%, 4/15/18		3,050,175
,	Harrah s Operating Co., Inc., Sr. Notes		
4,615	11.25%, 6/1/17		5,105,344
780	10.00%, 12/15/18		702,000
	Inn of the Mountain Gods Resort & Casino, Sr. Notes		
3,554	1.25%, 11/30/20 ⁽⁵⁾⁽⁹⁾		2,237,264
1,542	8.75%, 11/30/20 ⁽⁹⁾		1,534,290
	Mandalay Resort Group		
5,735	6.375%, 12/15/11		5,806,687
	MCE Finance, Ltd., Sr. Notes		
2,205	10.25%, 5/15/18		2,508,187
	MGM Resorts International		
7,885	6.75%, 9/1/12		8,062,412
2,110	6.75%, 4/1/13		2,141,650
	MGM Resorts International, Sr. Notes		
1,655	10.375%, 5/15/14		1,899,113
1,715	11.125%, 11/15/17		1,985,113
755	9.00%, 3/15/20 ⁽⁹⁾		843,713
	Mohegan Tribal Gaming Authority, Sr. Sub. Notes		
4,830	8.00%, 4/1/12		3,912,300
3,375	7.125%, 8/15/14		2,303,438
4,550	6.875%, 2/15/15		3,094,000
	Peninsula Gaming, LLC		
495	8.375%, 8/15/15		525,938
830	8.375%, 8/15/15 ⁽⁹⁾		881,875
985	10.75%, 8/15/17 ⁽⁹⁾		1,081,038
2,235	10.75%, 8/15/17		2,452,912
	Starwood Hotels & Resorts Worldwide, Inc.		
1,300	6.75%, 5/15/18		1,459,250
·	SugarHouse HSP Gaming Property, LP/SugarHouse HSP Gaming		
	Finance Corp.		

740	8.625%, 4/15/16 ⁽⁹⁾	773,300
	Tunica-Biloxi Gaming Authority, Sr. Notes	
3,565	9.00%, 11/15/15 ⁽⁹⁾	3,694,231
	Waterford Gaming, LLC, Sr. Notes	
4,360	8.625%, 9/15/14 ⁽⁸⁾⁽⁹⁾	2,803,693
	Wynn Las Vegas, LLC/Wynn Las Vegas Capital Corp.	
3,165	7.75%, 8/15/20	3,513,150
		\$ 76,159,179
Nonferrous Metal	ls/Minerals 1.9%	
	Arch Coal, Inc.	
2,690	7.00%, 6/15/19 ⁽⁹⁾	\$ 2,831,225
1,085	7.25%, 10/1/20	1,140,606
2,690	7.25%, 6/15/21 ⁽⁹⁾	2,837,950
	Arch Coal, Inc., Sr. Notes	
980	8.75%, 8/1/16	1,092,700

Principal			
Amount*			
(000 s omitted)	Security		Value
	CII Carbon, LLC		
2,520		\$	2,627,100
	CII Carbon, LLC, Sr. Notes		
2,805	8.00%, 12/1/18 ⁽⁹⁾		2,931,225
	Consol Energy, Inc.		
1,785	$8.00\%, 4/1/17^{(9)}$		1,976,888
1,495	8.25%, 4/1/20 ⁽⁹⁾		1,670,663
	FMG Resources PTY, Ltd., Sr. Notes		
7,835	7.00%, 11/1/15 ⁽⁹⁾		8,158,194
	Novelis, Inc.		
3,010	8.375%, 12/15/17		3,292,187
3,010	8.75%, 12/15/20		3,363,675
	Quadra FNX Mining, Ltd., Sr. Notes		
3,730	7.75%, 6/15/19 ⁽⁹⁾		3,860,550
	SunCoke Energy, Inc.		
1,365	7.625%, 8/1/19 ⁽⁹⁾		1,405,950
	Vale, Ltd.		
300	6.875%, 11/21/36		346,395
	Vale, Ltd., Sr. Notes		
500	5.70%, 10/15/15		558,190
		\$	38,093,498
Oil and Gas 4.9	0/2		
	Alpha Natural Resources, Inc.		
2,575	6.00%, 6/1/19	\$	2,668,344
1,945	6.25%, 6/1/21	φ	2,008,544
1,945	Anadarko Finance Co.		2,022,000
465	7.50%, 5/1/31		558,824
403	Anadarko Petroleum Corp., Sr. Notes		556,624
4,830	6.375%, 9/15/17		5 706 471
4,650			5,706,471
1 000	Antero Resources Finance Corp., Sr. Notes		1 100 075
1,090	7.25%, 8/1/19 ⁽⁹⁾		1,109,075
1 455	ATP Oil & Gas Corp., Sr. Notes		1 401 275
1,455	11.875%, 5/1/15		1,491,375
(05	Basic Energy Services, Inc.		702.020
685	7.75%, 2/15/19 ⁽⁹⁾		703,838
0.405	Berry Petroleum Co., Sr. Notes		0 70 4 1 60
2,435	10.25%, 6/1/14		2,794,162
	Bill Barrett Corp.		
505			
	9.875%, 7/15/16 Calfrac Holdings, LP, Sr. Notes		573,175

 Carrizo Oil & Gas, Inc.

 4,190
 8.625%, 10/15/18
 4,483,300

955

7.50%, 12/1/20⁽⁹⁾

986,038

	Coffeyville Resources, LLC/Coffeyville Finance, Inc., Sr. Notes	
2,506	9.00%, 4/1/15 ⁽⁹⁾	2,737,805
	Concho Resources, Inc.	
685	6.50%, 1/15/22	716,681
	Concho Resources, Inc., Sr. Notes	
1,800	7.00%, 1/15/21	1,944,000
	Continental Resources, Inc.	
305	7.375%, 10/1/20	330,163
735	7.125%, 4/1/21 ⁽⁹⁾	790,125
	Denbury Resources, Inc.	
1,674	8.25%, 2/15/20	1,858,140
	Denbury Resources, Inc., Sr. Sub. Notes	
3,285	9.75%, 3/1/16	3,687,412
	Energy Transfer Partners , LP, Sr. Notes	
900	6.00%, 7/1/13	971,938
550	7.50%, 7/1/38	652,532

Principal Amount*		
(000 s omitted)	Security	Value
	EXCO Resources, Inc.	
285	7.50%, 9/15/18	\$ 284,288
	Forest Oil Corp.	
410	7.25%, 6/15/19	428,450
	Frac Tech Services, LLC/Frac Tech Finance, Inc.	
4,000	7.125%, 11/15/18 ⁽⁹⁾	4,180,000
(10	Frontier Oil Corp.	(51.005
610	6.875%, 11/15/18	654,225
1 (00	GMX Resources, Inc.	1 (00 (00
1,680	11.375%, 2/15/19 ⁽⁹⁾	1,608,600
920	Harvest Operations Corp.	062 700
920	6.875%, 10/1/17 ⁽⁹⁾ Holly Corp.	963,700
1,435	9.875%, 6/15/17	1,617,962
1,435	Kinder Morgan Energy Partners, LP	1,017,902
530	5.85%, 9/15/12	557,153
550	Kinder Morgan Energy Partners, LP, Sr. Notes	557,155
600	6.55%, 9/15/40	667,132
000	Nabors Industries, Inc.	007,152
2,000	6.15%, 2/15/18	2,275,454
_,	OGX Petroleo E Gas Participacoes SA	_,,
3,480	8.50%, 6/1/18 ⁽⁹⁾	3,685,320
,	Oil States International, Inc.	
2,050	6.50%, 6/1/19 ⁽⁹⁾	2,096,125
	Petrobras International Finance Co.	
1,300	9.125%, 7/2/13	1,493,375
700	6.875%, 1/20/40	801,511
	Petroleum Development Corp., Sr. Notes	
1,870	12.00%, 2/15/18	2,094,400
	Petroplus Finance, Ltd.	
430	6.75%, 5/1/14 ⁽⁹⁾	420,325
2,705	7.00%, 5/1/17 ⁽⁹⁾	2,529,175
	Petroplus Finance, Ltd., Sr. Notes	
3,335	9.375%, 9/15/19 ⁽⁹⁾	3,376,687
1.150	Precision Drilling Corp.	1 100 105
1,150	6.625%, 11/15/20 ⁽⁹⁾	1,193,125
2 200	Precision Drilling Corp., Sr. Notes	0 440 775
2,390	6.50%, 12/15/21 ⁽⁹⁾	2,443,775
5 400	Quicksilver Resources, Inc., Sr. Notes	( )(0, 400
5,490	11.75%, 1/1/16 Bongo Bogourges Com	6,368,400
1,815	<b>Range Resources Corp.</b> 6.75%, 8/1/20	1 001 062
1,015	Rockies Express Pipeline, LLC, Sr. Notes	1,991,962
600	3.90%, 4/15/15 ⁽⁹⁾	623,132
400	6.875%, 4/15/15 ⁽⁹⁾	411,253
-00 <del>-</del>	0.07 <i>0</i> / 0, 1711 <i>0</i> / 0.07	711,233

Rosetta Resources, Inc.	
9.50%, 4/15/18	1,251,587
SESI, LLC	
6.375%, 5/1/19 ⁽⁹⁾	3,398,650
SESI, LLC, Sr. Notes	
6.875%, 6/1/14	702,938
SM Energy Co., Sr. Notes	
6.625%, 2/15/19 ⁽⁹⁾	724,500
Southwestern Energy Co., Sr. Notes	
7.50%, 2/1/18	4,861,500
Statoil ASA	
5.10%, 8/17/40	239,159
Transocean, Inc., Sr. Notes	
6.80%, 3/15/38	344,762
	9.50%, 4/15/18 <b>SESI, LLC</b> 6.375%, 5/1/19 ⁽⁹⁾ <b>SESI, LLC, Sr. Notes</b> 6.875%, 6/1/14 <b>SM Energy Co., Sr. Notes</b> 6.625%, 2/15/19 ⁽⁹⁾ <b>Southwestern Energy Co., Sr. Notes</b> 7.50%, 2/1/18 <b>Statoil ASA</b> 5.10%, 8/17/40 <b>Transocean, Inc., Sr. Notes</b>

Principal Amount*			
(000 s omitted)	Security		Value
(000 sometica)	Unit Corp.		v aluc
395	6.625%, 5/15/21	\$	400,925
070	Venoco, Inc.	Ŷ	100,920
545	11.50%, 10/1/17		606,313
	Venoco, Inc., Sr. Notes		
1,745	8.875%, 2/15/19		1,814,800
,	W&T Offshore, Inc., Sr. Notes		
2,615	8.50%, 6/15/19 ⁽⁹⁾		2,722,869
		\$	96,619,730
Publishing 1.2%			
	Laureate Education, Inc.		
8,540	10.00%, 8/15/15 ⁽⁹⁾	\$	8,956,325
4,344	10.25%, 8/15/15 ⁽⁵⁾⁽⁹⁾		4,465,482
8,355	11.75%, 8/15/17 ⁽⁹⁾		9,138,281
	Nielsen Finance, LLC		
1,619	11.50%, 5/1/16		1,890,183
	Nielsen Finance, LLC, Sr. Notes		
195	11.625%, 2/1/14		227,663
		\$	24,677,934
	A 9 7		
Radio and Televisi			
1 0 4 5	Cumulus Media, Inc., Sr. Notes	¢	1 007 005
1,345	7.75%, 5/1/19 ⁽⁹⁾	\$	1,297,925
2 660	WMG Acquisition Corp., Sr. Notes 9.50%, 6/15/16		2 002 475
3,660	9.50%, 0/15/10		3,902,475
		\$	5,200,400
Rail Industries 0	5%		
	American Railcar Industry, Sr. Notes		
2,020	7.50%, 3/1/14	\$	2,060,400
,	Kansas City Southern Mexico, Sr. Notes		
500	8.00%, 2/1/18		556,350
2,350	6.125%, 6/15/21 ⁽⁹⁾		2,414,625
	Kansas City Southern Railway Co., Sr. Notes		
4,000	8.00%, 6/1/15		4,320,000
		\$	9,351,375
Real Estate Investr	nent Trusts (REITs) 0.1%		
	Developers Diversified Realty Corp., Sr. Notes		
945	9.625%, 3/15/16	\$	1,158,264

	DuPont Fabros Technology, LP	
895	8.50%, 12/15/17	984,500
	Goodman Funding PTY, Ltd., Sr. Notes	
560	6.375%, 4/15/21 ⁽⁹⁾	588,945
		\$ 2,731,709
Retailers (Except I	Food and Drug) 3.6%	
	Academy, Ltd./Academy Finance Corp.	
1,930	9.25%, 8/1/19 ⁽⁹⁾	\$ 1,968,600
	Amscan Holdings, Inc., Sr. Sub. Notes	
10,105	8.75%, 5/1/14	10,307,100
	AutoZone, Inc., Sr. Notes	
475	5.875%, 10/15/12	501,040
500	5.50%, 11/15/15	565,001
	Express, LLC/Express Finance Corp.	
6,245	8.75%, 3/1/18	6,775,825
	Limited Brands, Inc.	
3,325	8.50%, 6/15/19	3,840,375
5,030	6.625%, 4/1/21	5,231,200

Principal Amount*			
(000 s omitted)	Security		Value
(000 somitted)	Macy s Retail Holdings, Inc.		value
740	8.125%, 7/15/15	\$	886,519
400	6.90%, 4/1/29	Ŧ	456,684
	PETCO Animal Supplies, Inc.		,
3,690	9.25%, 12/1/18 ⁽⁹⁾		4,003,650
	Phillips-Van Heusen Corp., Sr. Notes		
3,085	7.75%, 11/15/23		3,414,851
	Sally Holdings, LLC, Sr. Notes		
18,715	10.50%, 11/15/16		20,118,625
	Toys R Us		
9,930	10.75%, 7/15/17		11,220,900
1 005	Toys R Us, Sr. Notes		1 000 075
1,925	7.375%, 9/1/16 ⁽⁹⁾		1,992,375
		\$	71,282,745
Steel 0.0%)			
	RathGibson, Inc., Sr. Notes	¢	10.0
4,915	11.25%, 2/15/14 ⁽⁷⁾⁽⁸⁾	\$	492
750	United States Steel Corp., Sr. Notes		702 012
750	7.375%, 4/1/20		782,812
		\$	783,304
		Ψ	700,004
Surface Transport	0.5%		
1	CEVA Group PLC, Sr. Notes		
1,250	11.625%, 10/1/16 ⁽⁹⁾	\$	1,368,750
4,695	8.375%, 12/1/17 ⁽⁹⁾		4,771,294
3,115	11.50%, 4/1/18 ⁽⁹⁾		3,294,112
		\$	9,434,156
Taba 1 0.40			
Technology 0.4%			
1 646	International Game Technology, Sr. Notes	\$	1 024 447
1,646	7.50%, 6/15/19 Seagate HDD Cayman	φ	1,924,447
3,340	7.00%, 11/1/21 ⁽⁹⁾		3,390,100
5,540	Sensata Technologies BV		5,570,100
1,425	6.50%, 5/15/19 ⁽⁹⁾		1,446,375
-,	Western Union Co. (The)		, -,
1,000	6.20%, 11/17/36		1,041,339
		<i>ф</i>	F 000 0/1
		\$	7,802,261

#### **Telecommunications** 5.3%

	America Movil SAB de CV	
1,200	5.50%, 3/1/14	\$ 1,326,160
	Avaya, Inc., Sr. Notes	
1,225	9.75%, 11/1/15	1,252,563
6,715	$10.125\%, 11/1/15^{(5)}$	6,899,431
1,130	7.00%, 4/1/19 ⁽⁹⁾	1,098,925
	CenturyLink, Inc., Sr. Notes	
5,385	6.45%, 6/15/21	5,565,844
	Digicel Group, Ltd., Sr. Notes	
5,100	12.00%, 4/1/14 ⁽⁹⁾	5,916,000
3,655	8.25%, 9/1/17 ⁽⁹⁾	3,811,069
	EH Holding Corp., Sr. Notes	
3,235	6.50%, 6/15/19 ⁽⁹⁾	3,344,181
	Equinix, Inc., Sr. Notes	
1,340	7.00%, 7/15/21	1,396,950
	Fidelity National Information Services, Inc.	
670	7.875%, 7/15/20	718,575
	GCI, Inc., Sr. Notes	
660	6.75%, 6/1/21 ⁽⁹⁾	671,550

Principal Amount*

Amount*		
(000 s omitted)	Security	Value
	Intelsat Bermuda, Ltd.	
14,115	11.25%, 6/15/16	\$ 15,067,762
	Intelsat Luxembourg SA	
2,795	11.50%, 2/4/17 ⁽⁵⁾⁽⁹⁾	3,011,613
3,393	11.50%, 2/4/17	3,655,755
	News America, Inc.	
950	8.00%, 10/17/16	1,144,479
	Nextel Communications, Inc., Series E	
1,795	6.875%, 10/31/13	1,811,828
	NII Capital Corp.	
3,490	10.00%, 8/15/16	4,039,675
	SBA Telecommunications, Inc.	
1,475	8.00%, 8/15/16	1,583,781
985	8.25%, 8/15/19	1,068,725
	Sprint Capital Corp.	
2,900	6.90%, 5/1/19	2,979,750
	Telecom Italia Capital SA	
660	5.25%, 11/15/13	671,599
950	7.175%, 6/18/19	1,007,356
	Telefonica Emisiones SAU	
2,350	5.877%, 7/15/19	2,459,761
	Telesat Canada/Telesat, LLC, Sr. Notes	
3,625	11.00%, 11/1/15	3,987,500
	Telesat Canada/Telesat, LLC, Sr. Sub. Notes	
6,830	12.50%, 11/1/17	8,050,863
	Wind Acquisition Finance SA, Sr. Notes	
2,950	11.75%, 7/15/17 ⁽⁹⁾	3,285,563
12,012	12.25%, 7/15/17 ⁽⁹⁾	13,362,525
	Windstream Corp.	
4,800	8.125%, 9/1/18	5,160,000
675	7.75%, 10/1/21	718,875
		\$ 105,068,658

#### Utilities 1.3%

AES Corp. (The), Sr. Notes		
7.375%, 7/1/21 ⁽⁹⁾	\$	1,414,481
Calpine Construction Finance Co., Sr. Notes		
8.00%, 6/1/16 ⁽⁹⁾		4,638,375
Duquesne Light Holdings, Inc., Sr. Notes		
5.90%, 12/1/21 ⁽⁹⁾		2,063,332
Exelon Generation Co., LLC, Sr. Notes		
5.35%, 1/15/14		1,005,325
GenOn Energy, Inc., Sr. Notes		
9.875%, 10/15/20		2,703,000
	7.375%, 7/1/21 ⁽⁹⁾ <b>Calpine Construction Finance Co., Sr. Notes</b> 8.00%, 6/1/16 ⁽⁹⁾ <b>Duquesne Light Holdings, Inc., Sr. Notes</b> 5.90%, 12/1/21 ⁽⁹⁾ <b>Exelon Generation Co., LLC, Sr. Notes</b> 5.35%, 1/15/14 <b>GenOn Energy, Inc., Sr. Notes</b>	7.375%, 7/1/21 ⁽⁹⁾ \$         Calpine Construction Finance Co., Sr. Notes       \$         8.00%, 6/1/16 ⁽⁹⁾ <b>Duquesne Light Holdings, Inc., Sr. Notes</b> 5.90%, 12/1/21 ⁽⁹⁾ <b>Exelon Generation Co., LLC, Sr. Notes</b> 5.35%, 1/15/14 <b>GenOn Energy, Inc., Sr. Notes</b>

	NGC Corp.	
4,395	7.625%, 10/15/26	2,878,725
	NRG Energy, Inc.	
3,910	8.25%, 9/1/20	4,046,850
2,015	7.875%, 5/15/21 ⁽⁹⁾	2,035,150
	Reliant Energy, Inc., Sr. Notes	
360	7.625%, 6/15/14	376,200
	TXU Texas Competitive Electric Holdings Co., LLC, Sr. Notes	
5,010	11.50%, 10/1/20 ⁽⁹⁾	4,659,300
		\$ 25,820,738
Total Corporate Bo (identified cost \$93		\$ 987,084,889

#### Foreign Government Securities 0.0%)

Princ Amo (000	-	<b>Security</b> Government of Bermuda, Sr. Notes,	Value
\$	200	5.603%, 7/20/20 ⁽⁹⁾	\$ 223,148
			\$ 223,148
	l Foreign Gov tified cost \$20	ernment Securities 10,000)	\$ 223,148

Mortgage Pass-Throughs 29.4%

#### Principal

Amount		
(000 s omittee	•	Value
	Federal Home Loan Mortgage Corp.:	
\$ 28,0	5.00%, with various maturities to $2023^{(12)}$	\$ 30,183,687
8,5	541 5.50%, with various maturities to 2032	9,349,323
9,0	055 6.00%, with various maturities to 2031	9,861,883
44,5	580 6.50%, with various maturities to 2032	50,565,646
33,	555 7.00%, with various maturities to 2036	38,236,204
2	434 7.13%, with maturity at 2023	506,882
18,4	104 7.50%, with various maturities to 2029	21,588,635
(	552 7.65%, with maturity at 2022	760,874
	84 7.70%, with maturity at 2022	99,025
11,9	8.00%, with various maturities to 2030	14,111,953
	865 8.25%, with maturity at 2020	429,663
9	989 8.30%, with maturity at 2020	1,167,378
8,9	8.50%, with various maturities to 2031	10,799,410
2,8	9.00%, with various maturities to 2031	3,338,232
2,4	432 9.50%, with various maturities to 2025	2,896,605
	329 10.00%, with maturity at 2020	386,963
	10.50%, with maturity at 2020	373,185
	12.00%, with maturity at 2020	345,018
	19 13.00%, with maturity at 2015	21,317
		¢ 105 021 883

#### \$ 195,021,883

	Federal National Mortgage Association:	
2,340	$2.516\%$ , with maturity at $2022^{(13)}$	\$ 2,406,851
4,323	$3.079\%$ , with maturity at $2036^{(13)}$	4,462,848
3,718	4.50%, with maturity at 2018	3,970,814

22,319	5.00%, with various maturities to 2018	23,953,552
9,455	5.50%, with various maturities to 2028	10,333,270
22,169	6.00%, with various maturities to 2033	24,611,875
12,872	$6.324\%$ , with maturity at $2032^{(13)}$	13,953,646
64,582	6.50%, with various maturities to 2036	73,412,996
307	6.75%, with maturity at 2023	354,727
47,544	7.00%, with various maturities to 2036	55,008,553
19,589	7.50%, with various maturities to $2035^{(12)}$	23,126,983
7,906	8.00%, with various maturities to 2031	9,375,748
16	8.25%, with maturity at 2018	18,613
1,862	$8.307\%$ , with maturity at $2027^{(14)}$	2,251,728
723	$8.493\%$ , with maturity at $2028^{(14)}$	854,617
8,773	8.50%, with various maturities to 2030	10,464,437
535	$8.562\%$ , with maturity at $2029^{(14)}$	652,353
711	$8.624\%$ , with maturity at $2027^{(14)}$	856,131
93	$8.651\%$ , with maturity at $2024^{(14)}$	109,728
11,642	9.00%, with various maturities to 2027	14,050,614
441	9.405%, with maturity at $2018^{(14)}$	506,023
3,196	9.50%, with various maturities to 2030	3,862,164
659	9.946%, with maturity at $2025^{(14)}$	766,737
863	10.00%, with various maturities to 2020	1,008,473

Princ Amou	-		
(000	s omitted)	Security	Value
\$	523	$10.391\%$ , with maturity at $2019^{(14)}$	\$ 593,670
	734	10.50%, with maturity at 2021	869,445
	181	11.50%, with maturity at 2016	200,359
			\$ 282,036,955
		Government National Mortgage Association:	
\$	2,186	6.00%, with maturity at 2024	\$ 2,408,231
	18,841	6.50%, with various maturities to 2032	21,674,302
	11,677	7.00%, with various maturities to 2033	13,691,213
	24,890	7.50%, with various maturities to 2032	29,483,986
	16,284	8.00%, with various maturities to 2034	19,568,548
	556	8.30%, with maturity at 2020	654,051
	996	8.50%, with various maturities to 2022	1,189,490
	4,851	9.00%, with various maturities to 2026	5,820,218
	6,903	9.50%, with various maturities to 2026	8,400,287
	385	10.00%, with maturity at 2019	451,125
			\$ 103,341,451

Total Mortgage Pass-Throughs (identified cost \$545,371,719)

Collateralized Mortgage Obligations 6.1%

Principal Amount		
(000 s omitted)	Security	Value
	Federal Home Loan Mortgage Corp.:	
\$ 1,322	Series 24, Class J, 6.25%, 11/25/23	\$ 1,455,796
1,473	Series 1497, Class K, 7.00%, 4/15/23	1,475,419
2,378	Series 1529, Class Z, 7.00%, 6/15/23	2,393,784
2,037	Series 1620, Class Z, 6.00%, 11/15/23	2,218,307
683	Series 1677, Class Z, 7.50%, 7/15/23	800,257
12,304	Series 1702, Class PZ, 6.50%, 3/15/24	13,532,019
3,699	Series 2113, Class QG, 6.00%, 1/15/29	4,006,009
542	Series 2122, Class K, 6.00%, 2/15/29	575,297
367	Series 2130, Class K, 6.00%, 3/15/29	404,096
370	Series 2167, Class BZ, 7.00%, 6/15/29	390,700
2,863	Series 2182, Class ZB, 8.00%, 9/15/29	3,192,787
4,191	Series 2198, Class ZA, 8.50%, 11/15/29	4,277,923
9,489	Series 2245, Class A, 8.00%, 8/15/27	10,869,547

\$ 580,400,289

3,462	Series 2458, Class ZB, 7.00%, 6/15/32	3,997,174
		\$ 49,589,115
	Federal National Mortgage Association:	
350	Series G92-44, Class Z, 8.00%, 7/25/22	\$ 391,005
569	Series G92-44, Class ZQ, 8.00%, 7/25/22	636,228
892	Series G92-46, Class Z, 7.00%, 8/25/22	1,015,217
1,493	Series G92-60, Class Z, 7.00%, 10/25/22	1,701,118
16,400	Series G93-35, Class ZQ, 6.50%, 11/25/23	18,571,275
3,678	Series G93-40, Class H, 6.40%, 12/25/23	4,179,535
237	Series 1988-14, Class I, 9.20%, 6/25/18	270,094
214	Series 1989-1, Class D, 10.30%, 1/25/19	241,153
394	Series 1989-34, Class Y, 9.85%, 7/25/19	466,653
300	Series 1990-17, Class G, 9.00%, 2/25/20	351,881
144	Series 1990-27, Class Z, 9.00%, 3/25/20	169,088
156	Series 1990-29, Class J, 9.00%, 3/25/20	182,797
687	Series 1990-43, Class Z, 9.50%, 4/25/20	816,338
266	Series 1991-98, Class J, 8.00%, 8/25/21	308,556
1,728	Series 1992-77, Class ZA, 8.00%, 5/25/22	2,032,865
121	Series 1992-103, Class Z, 7.50%, 6/25/22	141,179

#### Principal Amount

(000	s omitted)	Security	Value
\$	216	Series 1992-113, Class Z, 7.50%, 7/25/22	\$ 250,465
	466	Series 1992-185, Class ZB, 7.00%, 10/25/22	534,614
	1,176	Series 1993-16, Class Z, 7.50%, 2/25/23	1,370,470
	865	Series 1993-22, Class PM, 7.40%, 2/25/23	1,008,953
	1,408	Series 1993-25, Class J, 7.50%, 3/25/23	1,641,498
	2,518	Series 1993-30, Class PZ, 7.50%, 3/25/23	2,944,729
	3,074	Series 1993-42, Class ZQ, 6.75%, 4/25/23	3,478,694
	500	Series 1993-56, Class PZ, 7.00%, 5/25/23	571,402
	584	Series 1993-156, Class ZB, 7.00%, 9/25/23	665,703
	4,158	Series 1994-45, Class Z, 6.50%, 2/25/24	4,690,276
	2,233	Series 1994-89, Class ZQ, 8.00%, 7/25/24	2,658,599
	2,325	Series 1996-57, Class Z, 7.00%, 12/25/26	2,688,464
	1,151	Series 1997-77, Class Z, 7.00%, 11/18/27	1,328,823
	973	Series 1998-44, Class ZA, 6.50%, 7/20/28	1,119,095
	429	Series 1999-45, Class ZG, 6.50%, 9/25/29	492,719
	3,135	Series 2000-22, Class PN, 6.00%, 7/25/30	3,530,271
	474	Series 2001-37, Class GA, 8.00%, 7/25/16	516,299
	801	Series 2002-1, Class G, 7.00%, 7/25/23	912,585
	3,544	Series 2002-21, Class PE, 6.50%, 4/25/32	4,043,055
			\$ 65,921,696
		Government National Mortgage Association:	
\$	3,793	Series 2002-45, Class PG, 6.00%, 3/17/32	\$ 4,155,052
	282	Series 2005-72, Class E, 12.00%, 11/16/15	310,990
			\$ 4,466,042
Total Collateralized Mortgage Obligations (identified cost \$112,486,866)		\$ 119,976,853	

Commercial Mortgage-Backed Securities 9.1%

Prino Amo	-		
(000)	s omitted)	Security	Value
\$	22,300	BACM, Series 2004-1, Class A4, 4.76%, 11/10/39	\$ 23,561,912
	436	BACM, Series 2004-3, Class A5, 5.536%, 6/10/39(14)	472,138
	625	BACM, Series 2004-6, Class A5, 4.811%, 12/10/42	669,143
	2,000	BSCMS, Series 2002-TOP8, Class C, 5.22%, 8/15/38	2,048,660
	1,250	BSCMS, Series 2004-PWR3, Class A4, 4.715%, 2/11/41	1,321,490
	3,915	BSCMS, Series 2004-PWR4, Class A2, 5.286%, 6/11/41 ⁽¹⁴⁾	4,072,181

2,753	BSCMS, Series 2004-PWR5, Class A3, 4.565%, 7/11/42	2,754,984
3,614	BSCMS, Series 2004-T16, Class A4, 4.32%, 2/13/46	3,613,623
1,905	CGCMT, Series 2004-C1, Class A3, 5.251%, 4/15/40 ⁽¹⁴⁾	1,990,261
12,215	CGCMT, Series 2004-C1, Class A4, 5.368%, 4/15/40 ⁽¹⁴⁾	13,202,760
32,874	COMM, Series 2004-LB2A, Class A4, 4.715%, 3/10/39(15)	34,715,049
1,794	COMM, Series 2005-LP5, Class A2, 4.63%, 5/10/43	1,804,548
19,897	CSFB, Series 2004-C1, Class A4, 4.75%, 1/15/37 ⁽¹⁴⁾	20,950,669
183	CSFB, Series 2004-C3, Class A3, 4.302%, 7/15/36	183,223
1,577	CSFB, Series 2004-C3, Class A5, 5.113%, 7/15/36 ⁽¹⁴⁾	1,690,296
1,320	GECMC, Series 2005-C1, Class A3, 4.578%, 6/10/48	1,363,079
750	GMACC, Series 2004-C3, Class A5, 4.864%, 12/10/41	797,389
2,200	JPMCC, Series 2004-CBX, Class A4, 4.529%, 1/12/37	2,202,344
10,946	JPMCC, Series 2005-LDP3, Class A3, 4.959%, 8/15/42	11,266,093
27,214	JPMCC, Series 2005-LDP5, Class A3, 5.234%, 12/15/44 ⁽¹⁴⁾⁽¹⁵⁾	28,835,614
1,000	JPMCC, Series 2005-LDP5, Class AJ, 5.326%, 12/15/44	941,216
2,000	JPMCC, Series 2011-C3, Class A2, 3.673%, 2/16/46 ⁽⁹⁾	2,071,570
152	LB-UBS, Series 2005-C1, Class A2, 4.31%, 2/15/30	152,488
8,775	MLMT, Series 2003-KEY1, Class A4, 5.236%, 11/12/35(14)	9,392,018
7,252	MSC, Series 2004-IQ7, Class A3, 5.35%, 6/15/38 ⁽¹⁴⁾	7,321,149
660	MSC, Series 2004-IQ8, Class A5, 5.11%, 6/15/40 ⁽¹⁴⁾	707,149

Prin	cipal				
Amo	Amount				
(000	s omitted)	Security		Value	
\$	500	RBSCF, Series 2010-MB1, Class C, 4.67%, 4/15/24 ⁽⁹⁾⁽¹⁴⁾	\$	531,779	
	965	WBCMT, Series 2003-C6, Class F, 5.125%, 8/15/35 ⁽⁹⁾⁽¹⁴⁾		988,346	
	250	WBCMT, Series 2004-C12, Class A4, 5.316%, 7/15/41 ⁽¹⁴⁾		269,522	

## Total Commercial Mortgage-Backed Securities (identified cost \$173,759,565)

### \$ 179,890,693

Asset-Backed Securities 0.3%

Principal

Amount		
(000 s omitted)	Security	Value
\$ 443	Alzette European CLO SA, Series 2004-1A, Class E2, 6.747%, 12/15/20(16)	\$ 363,349
589	Avalon Capital Ltd. 3, Series 1A, Class D, 2.208%, 2/24/19 ⁽⁹⁾⁽¹⁶⁾	453,623
753	Babson Ltd., Series 2005-1A, Class C1, 2.199%, 4/15/19 ⁽⁹⁾⁽¹⁶⁾	568,051
1,000	Bryant Park CDO Ltd., Series 2005-1A, Class C, 2.299%, 1/15/19 ⁽⁹⁾⁽¹⁶⁾	688,531
1,000	Carlyle High Yield Partners, Series 2004-6A, Class C, 2.716%, 8/11/16 ⁽⁹⁾⁽¹⁶⁾	837,539
985	Centurion CDO 8 Ltd., Series 2005-8A, Class D, 5.752%, 3/8/17 ⁽¹⁶⁾	728,557
500	Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 5.00%, 7/17/19 ⁽¹⁶⁾	369,029
1,844	Comstock Funding Ltd., Series 2006-1A, Class D, 4.504%, 5/30/20 ⁽⁹⁾⁽¹⁶⁾	1,301,825
1,500	Dryden Leveraged Loan, Series 2004-6A, Class C1, 2.823%, 7/30/16 ⁽⁹⁾⁽¹⁶⁾	1,199,242

#### Total Asset-Backed Securities (identified cost \$8,125,542)

#### U.S. Government Agency Obligations 1.7%

Prin Amo	cipal ount		
(000	s omitted)	Security	Value
		Federal Home Loan Bank:	
\$	6,585	5.375%, 5/15/19	\$ 7,777,116
	3,975	4.125%, 12/31/19	4,355,594
	4,205	4.125%, 3/13/20	4,565,629
	9,000	5.25%, 12/9/22	10,555,875
	5,740	5.375%, 8/15/24	6,694,378

\$ 33,948,592

\$

6,509,746

# Total U.S. Government Agency Obligations (identified cost \$34,062,705)

#### Common Stocks 1.5%

Security		Value		
Dayco Products, LLC ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾ Hayes Lemmerz International, Inc. ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾	\$	1,420,832 536,940		
	\$	1,957,772		
opment 0.2%				
Panolam Holdings Co. ⁽⁸⁾⁽¹⁷⁾⁽¹⁹⁾	\$	3,539,664		
		94,474		
WCI Communities, Inc. ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾		480,421		
	\$	4,114,559		
Chemicals and Plastics 0.0%				
Wellman Holdings, Inc. ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾	\$	0		
	\$	0		
	Dayco Products, LLC ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾ Hayes Lemmerz International, Inc. ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾ <b>lopment 0.2%</b> Panolam Holdings Co. ⁽⁸⁾⁽¹⁷⁾⁽¹⁹⁾ United Subcontractors, Inc. ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾ WCI Communities, Inc. ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾	Dayco Products, LLC ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾ \$ Hayes Lemmerz International, Inc. ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾ \$ <b>s</b> <b>lopment 0.2%</b> Panolam Holdings Co. ⁽⁸⁾⁽¹⁷⁾⁽¹⁹⁾ United Subcontractors, Inc. ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾ WCI Communities, Inc. ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾ \$ <b>stics 0.0%</b> Wellman Holdings, Inc. ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾ \$		

Shares	Security	Value
Containers and Gla 142,857	ss Products $0.2\%$ Anchor Glass Container Corp. ⁽⁸⁾⁽¹⁷⁾	\$ 4,097,139
1.2,007	inthe class commune corp.	
		\$ 4,097,139
Diversified Manufa	cturing 0.0%)	
14,906	MEGA Brands, Inc. ⁽¹⁷⁾	\$ 140,943
		\$ 140,943
Ecological Services	and Equipment $0.0  \mathscr{R}^{)}$	
2,484	Environmental Systems Products Holdings, Inc. ⁽⁸⁾⁽¹⁷⁾⁽¹⁹⁾	\$ 56,114
		\$ 56,114
T IT / II		
Financial Intermedi 357	<b>aries</b> $0.0\%$ RTS Investor Corp. ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾	\$ 78,845
		·
		\$ 78,845
Food Service 0.0%	$(\mathcal{C})$	
30,225	Buffets, Inc. ⁽⁸⁾⁽¹⁷⁾	\$ 124,678
		\$ 124,678
Home Furnishings	0.1%	
9,399	Oreck Corp. ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾	\$ 644,489
26,249	Sanitec Europe Oy B Units ⁽¹⁷⁾⁽¹⁸⁾ Sanitec Europe Oy E Units ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾	150,869
25,787	Samee Europe Oy E Omistorio	0
		\$ 795,358
Leisure Goods/Activ	vities/Movies 0.1%	
72,419	Metro-Goldwyn-Mayer Holdings, Inc. ⁽¹⁷⁾⁽¹⁸⁾	\$ 1,609,968
		\$ 1,609,968
Lodging and Casino	os 0.1%	
828	Greektown Superholdings, Inc. ⁽¹⁷⁾	\$ 57,960
46,819	Herbst Gaming, Inc. $^{(8)(17)(18)}$	238,310
17,051	Tropicana Entertainment, Inc. ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾	274,947
		\$ 571,217
Nonferrous Metals/	Minerals 0.0%)	
1,636	Euramax International, Inc. ⁽¹⁷⁾⁽¹⁸⁾	\$ 523,552

		\$	523,552
Oil and Gas 0.0%	2)		
15,874	SemGroup Corp. ⁽¹⁷⁾	\$	369,547
		\$	369,547
Publishing 0.2%			
5,187	Ion Media Networks, Inc. ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾	\$	3,630,900
14,016	MediaNews Group, Inc. ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾		265,598
2,862	Source Interlink Companies, Inc. ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾		100,571
1,091	Star Tribune Media Holdings Co. ⁽¹⁷⁾		35,458
9,296	SuperMedia, Inc. ⁽¹⁷⁾		33,930
		\$	4,066,457
Radio and Televisio	on 0.1%		
892	New Young Broadcasting Holding Co., Inc. ⁽¹⁷⁾⁽¹⁸⁾	\$	2,441,850
		\$	2,441,850
Steel 0.4%			
33,937	KNIA Holdings, Inc. ⁽⁸⁾⁽¹⁷⁾⁽¹⁸⁾	\$	457,136
218,800	RathGibson Acquisition Co., LLC ⁽⁸⁾⁽¹⁷⁾⁽¹⁹⁾		7,318,860
		ф	<b>= ==</b> = 007
		\$	7,775,996
Total Common Stor		*	<b>AO EAO</b> AOE
(identified cost \$11,	655,268)	\$	28,723,995

**Convertible Bonds** 0.0%)

Principal Amount (000 s omitted) Oil and Gas 0.0%	Security		Value
<b>Oil and Gas 0.0%</b> \$ 700	Transocean, Inc., 1.50%, 12/15/37	\$	690,375
Total Convertible B (identified cost \$679		\$	690,375
Preferred Stocks	0.4%		
Shares Banks and Thrifts	Security 0.1%		Value
40,000	BB&T Capital Trust VI, 9.60%	\$	1,052,000
		\$	1,052,000
Diversified Financia		¢	1 175 200
46,000	JPMorgan Chase Capital XXVIII, 7.20% ⁽¹⁶⁾	\$	1,175,300
		\$	1,175,300
<b>Ecological Services</b>	and Equipment $0.0 \mathscr{R}^{)}$		
569	Environmental Systems Products Holdings, Inc., Series A ⁽⁸⁾⁽¹⁷⁾⁽¹⁹⁾	\$	35,654
		\$	35,654
Financial Intermed	iaries 0.2%		
102,000	Citigroup Capital XII, 8.50% ⁽¹⁶⁾	\$	2,624,460
30,740 35,605	Citigroup Capital XIII, 7.875% GMAC Capital Trust I, 8.125% ⁽¹⁷⁾		835,282 912,200
		\$	4,371,942
Oil, Gas & Consum	able Fuels $0.0 \mathscr{R}^{)}$		
9,691	Chesapeake Energy Corp., 4.50% Convertible	\$	949,718
		\$	949,718
Total Ducksmad St.	alta		
Total Preferred Sto (identified cost \$7,5		\$	7,584,614

### Warrants 0.0%)

Shares	Security		Value
Chemicals and Plas 663 663	Foamex, Series A, Expires $12/31/13^{(8)(17)(18)}$ Foamex, Series B, Expires $12/31/15^{(8)(17)(18)}$	\$	0 0
		\$	0
Food Products 0.	<b>0</b> <i>%</i> )		
1,745	ASG Consolidated, LLC/ASG Finance, Inc., Expires 5/5/18 ⁽¹⁷⁾	\$	218,125
		\$	218,125
Oil and Gas 0.0%	<del>2</del> )		
16,708	SemGroup Corp., Expires 11/30/14 ⁽¹⁷⁾	\$	92,646
		\$	92,646
Publishing 0.0%)		<b>•</b>	0
23,833 935	Reader s Digest Association, Inc. (The), Expires 2/19/14(17)(18) Star Tribune Media Holding, Expires 9/28/13 ⁽¹⁷⁾	\$	0 30,387
		\$	30,387

Shares S Radio and Television	ecurity 0.0 <i>%</i> )	\$Value
	Jew Young Broadcasting Holding Co., Inc., Expires 12/24/24 ⁽¹⁷⁾⁽¹⁸⁾	\$ 16,425
		\$ 16,425
Retailers (Except Foo	d and Drug) 0.0%	
10,360 C	Driental Trading Co., Inc., Expires $2/11/16^{(8)(17)(18)}$ Driental Trading Co., Inc., Expires $2/11/16^{(8)(17)(18)}$	\$ 0 0
11,500 0	friendal fracting Co., nic., Expires 2/11/10/04/04/04	
		\$ 0
Total Warrants (identified cost \$10,47)	8)	\$ 357,583
Miscellaneous 0.0%	)	
Shares	Security	Value
Business Equipment a 5,250,000	nd Services 0.0%) NCS Acquisition Corp., Escrow Certificate ⁽¹⁷⁾	\$ 361,988
		\$ 361,988
Cable and Satellite Te		
2,786,444	Adelphia Recovery $Trust^{(17)}$	\$ 27,864
300,000 2,500,000	Adelphia, Inc., Escrow Certificate ⁽¹⁷⁾ Adelphia, Inc., Escrow Certificate ⁽¹⁷⁾	561 4,675
2,500,000	Adophia, n.e., Escrow Contineates	
		\$ 33,100
Health Care 0.0%)		
1,815,000	US Oncology, Inc., Escrow Certificate ⁽¹⁷⁾	\$ 40,838
		\$ 40,838
Total Miscellaneous (identified cost \$2,777)	,647)	\$ 435,926

### Short-Term Investments 1.9%

### Interest/ Principal

Amount (000 s Omitted) \$ 34,373 3,950	<b>Description</b> Eaton Vance Cash Reserves Fund, LLC, 0.10% ⁽²⁰⁾ State Street Bank and Trust Euro Time Deposit, 0.01%, 8/1/11	\$ Value 34,372,874 3,950,262
Total Short-Term 1 (identified cost \$38		\$ 38,323,136
Total Investments (identified cost \$2,7	142.5% 715,662,522)	\$ 2,815,068,561
Less Unfunded Loa	an Commitments (0.1)%	\$ (1,833,607)
Net Investments (identified cost \$2,7	142.4% 713,828,915)	\$ 2,813,234,954
Other Assets, Less	Liabilities (29.0)%	\$ (571,735,213)
Auction Preferred	Shares Plus Cumulative Unpaid Dividends (13.4)%	\$ (266,628,677)
Net Assets Applica	ble to Common Shares 100.0%	\$ 1,974,871,064

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

- BACM Bank of America Commercial Mortgage, Inc.
- BSCMS Bear Stearns Commercial Mortgage Securities, Inc.
- CGCMT Citigroup Commercial Mortgage Trust
- COMM Commercial Mortgage Pass-Through Certificate
- CSFB Credit Suisse First Boston Mortgage Securities Corp.
- GECMC General Electric Commercial Mortgage Corporation
- GMACC GMAC Commercial Mortgage Securities, Inc.
- JPMCC JPMorgan Chase Commercial Mortgage Securities Corp.
- LB-UBS LB-UBS Commercial Mortgage Trust
- MLMT Merrill Lynch Mortgage Trust
- MSC Morgan Stanley Capital I
- RBSCF Royal Bank of Scotland Commercial Funding
- WBCMT Wachovia Bank Commercial Mortgage Trust
- 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) Amount is less than 0.05%.

- (3) Unfunded or partially unfunded loan commitments. The Fund may enter into certain credit agreements all or a portion of which may be unfunded. The Fund is obligated to fund these commitments at the borrower s discretion.
- (4) Defaulted matured security. For a variable rate security, interest rate has been adjusted to reflect non-accrual status.
- (5) Represents a payment-in-kind security which may pay all or a portion of interest/dividends in additional par/shares.
- (6) This Senior Loan will settle after July 31, 2011, at which time the interest rate will be determined.
- (7) 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.
- (8) Security valued at fair value using methods determined in good faith by or at the direction of the Trustees.
- (9) Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933. These securities may be sold in certain transactions (normally to qualified institutional buyers) and remain exempt from registration. At July 31, 2011, the aggregate value of these securities is \$402,186,694 or 20.4% of the Fund s net assets applicable to common shares.
- (10) Security exempt from registration under Regulation S of the Securities Act of 1933, which exempts from registration securities offered and sold outside the United States. Security may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act of 1933.
- (11) Security converts to floating rate after the indicated fixed-rate coupon period.
- (12) Security (or a portion thereof) has been pledged to cover collateral requirements on open financial contracts.
- (13) Adjustable rate mortgage security. Rate shown is the rate at July 31, 2011.
- (14) Weighted average fixed-rate coupon that changes/updates monthly.
- (15) Security held as collateral for borrowings under the Term Asset-Backed Securities Loan Facility (TALF).
- (16) Variable rate security. The stated interest rate represents the rate in effect at July 31, 2011.
- (17) Non-income producing security.
- (18) Security was acquired in connection with a restructuring of a Senior Loan and may be subject to restrictions on resale.
- (19) Restricted security.

(20)

Affiliated investment company available to Eaton Vance portfolios and funds which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of July 31, 2011. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended July 31, 2011 was \$11,908.

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

### Forward Foreign Currency Exchange Contracts

Sales

Settlement Date	Deliver	In Exchange For	Counterparty	t Unrealized epreciation
	British Pound	United States	jj	
	Sterling	Dollar	JPMorgan Chase	
8/31/11	5,634,519	9,214,945	Bank	\$ (31,101)
		United States		
	Euro	Dollar	Citigroup Global	
8/31/11	47,802,119	67,302,516	Markets	(1,341,384)
	<b>British Pound</b>	United States		
	Sterling	Dollar	Goldman Sachs,	
9/30/11	5,375,688	8,602,391	Inc.	(216,024)
		United States		
	Euro	Dollar		
9/30/11	3,985,520	5,708,599	HSBC Bank USA	(10,225)
	<b>British Pound</b>	United States		
	Sterling	Dollar	JPMorgan Chase	
10/31/11	5,749,033	9,388,256	Bank	(39,555)
				\$ (1,638,289)

### Purchases

Settlement Date	In Exchange For	<b>Deliver</b> United States	<b>Counterparty</b> State Street Bank	Unre	Net ealized eciation
	Euro	Dollar	and Trust		
8/31/11	155,626	223,171	Company	\$	308
				\$	308

#### **Futures Contracts**

Expiration			Aggregate		Net Unrealized
Date	Contracts	Position	Cost	Value	Depreciation
9/11	250 U.S. 2-Year Treasury Note	Short	\$ (54,714,844)	\$ (54,980,469)	\$ (265,625)
9/11	650 U.S. 5-Year Treasury Note	Short	(77,055,469)	(78,939,454)	(1,883,985)

9/11	680 U.S. 10-Year Treasury Note	Short	(82,805,938)	(85,467,500)	(2,661,562)
9/11	130 U.S. 30-Year Treasury Bond	Short	(16,088,516)	(16,656,250)	(567,734)

#### \$ (5,378,906)

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

In the normal course of pursuing its investment objective and its use of derivatives, the Fund is subject to the following risks:

Foreign Exchange Risk: Because the Fund 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 Fund enters into forward foreign currency exchange contracts. The Fund also enters into such contracts to hedge the currency risk of investments it anticipates purchasing.

Interest Rate Risk: The Fund purchases and sells U.S. Treasury futures contracts to manage the duration of its portfolio.

The fair value of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) by risk exposure at July 31, 2011 was as follows:

			r Value		
		A	Asset		Liability
Risk	Derivative		ivatives	;	Derivatives
Foreign Exchange Interest Rate	Forward Foreign Currency Exchange Contracts Financial Futures Contracts	\$	308	\$	(1,638,289) (5,378,906)*
	Total	\$	308	\$	(7,017,195)

* Amount represents cumulative unrealized appreciation or (depreciation) on futures contracts in the Futures Contracts table above.

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

Aggregate cost	\$ 2,734,684,074
Gross unrealized appreciation Gross unrealized depreciation	\$ 127,024,113 (48,473,233)
Net unrealized appreciation	\$ 78,550,880

#### **Restricted Securities**

At July 31, 2011, the Fund owned the following securities (representing 0.6% 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 Fund 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.

Date of					
Acquisition	Shares		Cost	Value	
10/25/07	2,484	\$	0(1)	\$	56,114
12/30/09	3,677		2,020,511		3,539,664
6/14/10	218,800		1,161,180		7,318,860
		\$	3,181,691	\$	10,914,638
10/25/07	569	\$	9,958	\$	35,654
		+	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	Ŧ	,
		\$	9,958	\$	35,654
		•		•	
		\$	3,191,649	\$	10,950,292
	Acquisition 10/25/07 12/30/09	Acquisition         Shares           10/25/07         2,484           12/30/09         3,677           6/14/10         218,800	Acquisition         Shares           10/25/07         2,484         \$           12/30/09         3,677         \$           6/14/10         218,800         \$           10/25/07         569         \$           10/25/07         569         \$	AcquisitionSharesCost $10/25/07$ 2,484\$ 0(1) $12/30/09$ 3,6772,020,511 $6/14/10$ 218,800\$ 3,181,691 $10/25/07$ 569\$ 9,958 $9,958$ \$ 9,958	AcquisitionSharesCost $10/25/07$ $2,484$ \$ $0(1)$ \$ $12/30/09$ $3,677$ $2,020,511$ \$ $6/14/10$ $218,800$ $1,161,180$ \$ $10/25/07$ $569$ \$ $9,958$ \$ $10/25/07$ $569$ \$ $9,958$ \$ $8$ $9,958$ \$\$

#### ⁽¹⁾ Less than \$0.50.

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

Level 1 quoted prices in active markets for identical investments

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

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

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

At July 31, 2011, the hierarchy of inputs used in valuing the Fund s investments, which are carried at value, were as follows:

Asset Description		Level 1		Level 2	Level 3			Total
Senior Floating-Rate								
Interests (Less Unfunded	¢		<b></b>	004051050	<b></b>		<b></b>	000 005 115
Loan Commitments)	\$		\$	824,971,950	\$	4,113,165	\$	829,085,115
Corporate Bonds & Notes Foreign Government				984,003,292		3,081,597		987,084,889
Securities				223,148				223,148
Mortgage Pass-Throughs				580,400,289				580,400,289
Collateralized Mortgage				500,100,207				500,100,207
Obligations				119,976,853				119,976,853
Commercial				117,770,000				117,770,000
Mortgage-Backed								
Securities				179,890,693				179,890,693
Asset-Backed Securities				6,509,746				6,509,746
U.S. Government Agency								
Obligations				33,948,592				33,948,592
Common Stocks		544,420		4,819,657		23,359,918		28,723,995
Convertible Bonds				690,375				690,375
Preferred Stocks		6,713,678		835,282		35,654		7,584,614
Warrants				357,583		0		357,583
Miscellaneous				435,926				435,926
Short-Term Investments				38,323,136				38,323,136
Total Investments	\$	7,258,098	\$	2,775,386,522	\$	30,590,334	\$	2,813,234,954
	•	, , -	•	, , , ,		, , -	•	, , , , -
Forward Foreign Currency								
Exchange Contracts	\$		\$	308	\$		\$	308
Exchange Contracts	φ		φ	508	φ		φ	500
Total	\$	7,258,098	\$	2,775,386,830	\$	30,590,334	\$	2,813,235,262
	·	, , -		, , ,		, , -		· · · · ·

Liability Description	Level 1	Level 2	Level 3	Total
Forward Foreign Currency Exchange Contracts Futures Contracts TALF Loans Payable	\$ (5,378,906)	\$ (1,638,289)	\$ (51,042,132)	\$ (1,638,289) (5,378,906) (51,042,132)
Total	\$ (5,378,906)	\$ (1,638,289)	\$ (51,042,132)	\$ (58,059,327)

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

	in Senior Dating-Rate	(	ivestments in Corporate Bonds &	Investments in Common Stocks		Investments in Preferred Stocks, Warrants and Miscellaneous		TALF Loans				
	Interests		Notes					Payable			Total	
Balance as of April 30, 2011 Realized gains	\$ 4,729,112	\$	6,352,882	\$		21,825,447	\$	64,704	\$	(51,042,132)	\$	(18,069,987)
(losses) Change in net unrealized appreciation	(1,223,542)							(6,493,930)				(7,717,472)
(depreciation) Cost of	925,143		146,113			314,048		6,493,865				7,879,169
purchases Proceeds from	47,757											47,757
sales Accrued discount	(762,597)											(762,597)
(premium) Transfers to	12,993		(4,702)									8,291
Level 3* Transfers from	398,796		492			1,728,713						2,128,001
Level 3*	(14,497)		(3,413,188)			(508,290)		(28,985)				(3,964,960)
Balance as of July 31, 2011	\$ 4,113,165	\$	3,081,597	\$		23,359,918	\$	35,654	\$	(51,042,132)	\$	(20,451,798)
	\$ (221,380)	\$	146,113	\$		314,048	\$		\$		\$	238,781

Change in net unrealized appreciation (depreciation) on investments still held as of July 31, 2011*

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

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

For information on the Fund s policy regarding the valuation of investments and other significant accounting policies, please refer to the Fund 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 Limited Duration Income Fund

By: /s/ Payson F. Swaffield

Payson F. Swaffield President

Date: September 26, 2011

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

By: /s/ Payson F. Swaffield

Payson F. Swaffield President

Date: September 26, 2011

By: /s/ Barbara E. Campbell

Barbara E. Campbell Treasurer

Date: September 26, 2011