

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**

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**Eaton Vance  
Limited Duration Income Fund  
July 31, 2011**

**PORTFOLIO OF INVESTMENTS (Unaudited)**

**Senior Floating-Rate Interests 42.1%**

**Principal  
Amount\***

<b>(000 s omitted)</b>	<b>Borrower/Tranche Description</b>	<b>Value</b>
<b>Aerospace and Defense 0.8%</b>		
	<b>Aeroflex, Inc.</b>	
	725 Term Loan, 4.25%, Maturing May 9, 2018	\$ 723,184
	<b>Avio Holding SpA</b>	
EUR	700 Term Loan-Second Lien, 5.69%, Maturing June 14, 2016	982,256
	<b>Booz Allen Hamilton, Inc.</b>	
	474 Term Loan, 4.00%, Maturing August 3, 2017	475,801
	<b>DAE Aviation Holdings, Inc.</b>	
	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
	<b>Delos Aircraft, Inc.</b>	
	775 Term Loan, 7.00%, Maturing March 17, 2016	780,536
	<b>Doncasters (Dundee HoldCo 4 Ltd.)</b>	
	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
	<b>Ducommun, Inc.</b>	
	575 Term Loan, 5.50%, Maturing June 28, 2017	578,414
	<b>Evergreen International Aviation</b>	
	975 Term Loan, 12.25%, Maturing July 5, 2016	950,625
	<b>IAP Worldwide Services, Inc.</b>	
	987 Term Loan, 9.25%, Maturing December 28, 2012	985,840
	<b>International Lease Finance Co.</b>	
	4,050 Term Loan, 6.75%, Maturing March 17, 2015	4,075,673
	<b>Wesco Aircraft Hardware Corp.</b>	
	408 Term Loan, 4.25%, Maturing April 7, 2017	410,499
	<b>Wyle Services Corp.</b>	
	927 Term Loan, 5.75%, Maturing March 27, 2017	931,996
		<b>\$ 16,642,665</b>
<b>Automotive 1.6%</b>		
	<b>Allison Transmission, Inc.</b>	
	6,675 Term Loan, 2.94%, Maturing August 7, 2014	\$ 6,548,514
	<b>Chrysler Group, LLC</b>	
	3,500 Term Loan, 6.00%, Maturing May 24, 2017	3,413,596
	<b>Delphi Corp.</b>	

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

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>TriMas Corp.</b>	
1,125	Term Loan, 4.25%, Maturing June 21, 2017	\$ 1,126,406
		<b>\$ 32,004,943</b>
<b>Beverage and Tobacco 0.0%</b>		
	<b>Maine Beverage Co., LLC</b>	
213	Term Loan, 2.00%, Maturing March 31, 2013	\$ 206,883
		<b>\$ 206,883</b>
<b>Brokers, Dealers and Investment Houses 0.1%</b>		
	<b>Mondrian Investment Partners, Ltd.</b>	
1,550	Term Loan, 5.50%, Maturing July 12, 2018	\$ 1,550,000
		<b>\$ 1,550,000</b>
<b>Building and Development 0.7%</b>		
	<b>Beacon Sales Acquisition, Inc.</b>	
826	Term Loan, 2.22%, Maturing September 30, 2013	\$ 813,368
	<b>Brickman Group Holdings, Inc.</b>	
1,318	Term Loan, 7.25%, Maturing October 14, 2016	1,336,915
	<b>CB Richard Ellis Services, Inc.</b>	
656	Term Loan, 3.25%, Maturing March 5, 2018 <sup>(3)</sup>	649,977
619	Term Loan, 3.69%, Maturing September 4, 2019	613,480
	<b>Forestar USA Real Estate Group, Inc.</b>	
311	Revolving Loan, 2.43%, Maturing August 6, 2013 <sup>(3)</sup>	306,724
2,854	Term Loan, 6.50%, Maturing August 6, 2015	2,840,073
	<b>NCI Building Systems, Inc.</b>	
614	Term Loan, 8.00%, Maturing April 18, 2014	608,147
	<b>Panolam Industries Holdings, Inc.</b>	
1,946	Term Loan, 8.25%, Maturing December 31, 2013	1,887,762
	<b>RE/MAX International, Inc.</b>	
2,187	Term Loan, 5.50%, Maturing April 15, 2016	2,193,812
	<b>Realogy Corp.</b>	
116	Term Loan, 3.19%, Maturing October 10, 2013	109,998
980	Term Loan, 3.27%, Maturing October 10, 2013	928,202
	<b>South Edge, LLC</b>	
288	Term Loan, 0.00%, Maturing October 31, 2009 <sup>(4)</sup>	276,958
	<b>WCI Communities, Inc.</b>	
748	Term Loan, 11.00%, Maturing September 2, 2016 <sup>(5)</sup>	729,172
		<b>\$ 13,294,588</b>
<b>Business Equipment and Services 3.7%</b>		

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

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

\$ 73,038,232

**Cable and Satellite Television 2.5%**

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

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>Insight Midwest Holdings, LLC</b>	
4,359	Term Loan, 1.96%, Maturing April 7, 2014	\$ 4,326,690
	<b>Kabel Deutschland GmbH</b>	
EUR 1,300	Term Loan, 4.69%, Maturing June 15, 2018	1,860,445
	<b>MCC Iowa, LLC</b>	
2,341	Term Loan, 1.91%, Maturing January 30, 2015	2,247,546
	<b>Mediacom Broadband, LLC</b>	
1,832	Term Loan, 4.50%, Maturing October 23, 2017	1,820,817
	<b>Mediacom Illinois, LLC</b>	
4,621	Term Loan, 1.91%, Maturing January 30, 2015	4,410,173
	<b>Mediacom, LLC</b>	
1,015	Term Loan, 4.50%, Maturing October 23, 2017	1,012,467
	<b>NDS Finance, Ltd.</b>	
998	Term Loan, 4.00%, Maturing March 12, 2018	989,084
	<b>ProSiebenSat.1 Media AG</b>	
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 <sup>(5)</sup>	610,302
EUR 452	Term Loan-Second Lien, 5.58%, Maturing September 2, 2016	553,192
	<b>UPC Broadband Holding B.V.</b>	
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
	<b>YPSO Holding SA</b>	
EUR 557	Term Loan, 5.19%, Maturing June 16, 2014 <sup>(5)</sup>	731,507
EUR 908	Term Loan, 5.19%, Maturing June 16, 2014 <sup>(5)</sup>	1,193,510
EUR 1,357	Term Loan, 5.19%, Maturing June 16, 2014 <sup>(5)</sup>	1,783,335
		<b>\$ 49,960,482</b>
<b>Chemicals and Plastics 2.0%</b>		
	<b>Ashland, Inc.</b>	
2,250	Term Loan, Maturing July 30, 2018 <sup>(6)</sup>	\$ 2,256,505
	<b>Celanese Holdings, LLC</b>	
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
	<b>General Chemical Corp.</b>	
656	Term Loan, 5.00%, Maturing October 6, 2015	661,958
	<b>Hexion Specialty Chemicals, Inc.</b>	
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

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

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>Momentive Performance Materials</b>	
1,853	Term Loan, 3.69%, Maturing May 5, 2015	\$ 1,821,341
	<b>Nalco Co.</b>	
1,563	Term Loan, 4.50%, Maturing October 5, 2017	1,566,484
	<b>Norit NV</b>	
1,350	Term Loan, 7.50%, Maturing July 7, 2017	1,356,750
	<b>OM Group, Inc.</b>	
550	Term Loan, Maturing July 28, 2017 <sup>(6)</sup>	550,000
	<b>Rockwood Specialties Group, Inc.</b>	
2,250	Term Loan, 3.75%, Maturing February 9, 2018	2,263,887
	<b>Schoeller Arca Systems Holding</b>	
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
	<b>Solutia, Inc.</b>	
2,371	Term Loan, 3.50%, Maturing August 1, 2017	2,377,840
	<b>Styron S.A.R.L.</b>	
1,866	Term Loan, 6.00%, Maturing August 2, 2017	1,868,929
	<b>Univar, Inc.</b>	
3,014	Term Loan, 5.00%, Maturing June 30, 2017	3,012,272
		<b>\$ 40,151,460</b>
<b>Conglomerates</b>	<b>0.7%</b>	
	<b>Jarden Corp.</b>	
852	Term Loan, 3.25%, Maturing March 30, 2018	\$ 856,277
	<b>Manitowoc Company, Inc. (The)</b>	
725	Term Loan, 4.25%, Maturing November 13, 2017	728,622
	<b>RBS Global, Inc.</b>	
406	Term Loan, 2.44%, Maturing July 19, 2013	402,324
2,682	Term Loan, 2.77%, Maturing July 19, 2013	2,665,205
	<b>RGIS Holdings, LLC</b>	
96	Term Loan, 2.75%, Maturing April 30, 2014	94,060
1,929	Term Loan, 2.75%, Maturing April 30, 2014	1,881,208
	<b>Service Master Co.</b>	
293	Term Loan, 2.69%, Maturing July 24, 2014	283,643
2,941	Term Loan, 2.71%, Maturing July 24, 2014	2,848,247
	<b>US Investigations Services, Inc.</b>	
2,832	Term Loan, 3.00%, Maturing February 21, 2015	2,780,478
	<b>Walter Industries, Inc.</b>	
2,195	Term Loan, 4.00%, Maturing April 2, 2018	2,198,983
		<b>\$ 14,739,047</b>
<b>Containers and Glass Products</b>	<b>1.7%</b>	

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

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>Pelican Products, Inc.</b>	
796	Term Loan, 5.00%, Maturing March 7, 2017	\$ 796,663
	<b>Reynolds Group Holdings, Inc.</b>	
3,092	Term Loan, 4.25%, Maturing February 9, 2018	3,074,213
3,075	Term Loan, Maturing August 9, 2018 <sup>(6)</sup>	3,046,172
	<b>Smurfit Kappa Acquisitions</b>	
EUR 115	Term Loan, 4.73%, Maturing December 31, 2014	164,762
EUR 138	Term Loan, 4.85%, Maturing December 31, 2014	197,796
	<b>Tegrant Holding Corp.</b>	
1,915	Term Loan, 3.45%, Maturing March 8, 2013	1,766,587
		<b>\$ 32,936,236</b>
<b>Cosmetics/Toiletries</b>	<b>0.7%</b>	
	<b>Alliance Boots Holdings, Ltd.</b>	
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
	<b>Bausch &amp; Lomb, Inc.</b>	
533	Term Loan, 3.44%, Maturing April 24, 2015	530,358
2,191	Term Loan, 3.48%, Maturing April 24, 2015	2,178,817
	<b>KIK Custom Products, Inc.</b>	
1,900	Term Loan-Second Lien, 5.27%, Maturing November 28, 2014	1,354,700
	<b>Prestige Brands, Inc.</b>	
842	Term Loan, 4.76%, Maturing March 24, 2016	847,123
		<b>\$ 13,927,228</b>
<b>Diversified Media</b>	<b>0.1%</b>	
	<b>Catalina Marketing Corp.</b>	
1,995	Term Loan, 2.94%, Maturing October 1, 2014	\$ 1,969,588
		<b>\$ 1,969,588</b>
<b>Drugs</b>	<b>0.4%</b>	
	<b>Endo Pharmaceuticals Holdings, Inc.</b>	
1,625	Term Loan, 4.00%, Maturing June 18, 2018	\$ 1,631,238
	<b>Graceway Pharmaceuticals, LLC</b>	
445	Term Loan, 4.94%, Maturing May 3, 2012	246,601
1,487	Term Loan, 9.94%, Maturing November 3, 2013 <sup>(5)</sup>	7,466
2,000	Term Loan-Second Lien, 0.00%, Maturing May 3, 2013 <sup>(7)</sup>	57,000
	<b>Warner Chilcott Corp.</b>	
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
	<b>WC Luxco S.A.R.L.</b>	

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1,042	Term Loan, 4.25%, Maturing March 15, 2018	1,044,505
		<b>\$ 6,978,128</b>

**Ecological Services and Equipment 0.1%**

	<b>Big Dumpster Merger Sub, Inc.</b>	
806	Term Loan, 2.44%, Maturing February 5, 2013	\$ 696,256
	<b>Cory Environmental Holdings</b>	
GBP 513	Term Loan-Second Lien, 5.04%, Maturing September 30, 2014 <sup>(5)(8)</sup>	296,574
	<b>Environmental Systems Products Holdings, Inc.</b>	
248	Term Loan-Second Lien, 13.50%, Maturing September 12, 2014	228,538
	<b>Sensus Metering Systems, Inc.</b>	
723	Term Loan, 4.75%, Maturing May 9, 2017	726,804
	<b>Wastequip, Inc.</b>	
930	Term Loan, 2.44%, Maturing February 5, 2013	804,069
		<b>\$ 2,752,241</b>

**Electronics/Electrical 2.0%**

	<b>Aspect Software, Inc.</b>	
1,926	Term Loan, 6.25%, Maturing May 6, 2016	\$ 1,930,439

<b>Principal Amount*</b> (000 s omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>Attachmate Corp.</b>	
2,925	Term Loan, 6.50%, Maturing April 27, 2017	\$ 2,938,405
	<b>Christie/Aix, Inc.</b>	
767	Term Loan, 5.25%, Maturing April 29, 2016	764,895
	<b>Eagle Parent, Inc.</b>	
2,800	Term Loan, 5.00%, Maturing May 16, 2018	2,737,000
	<b>Edwards (Cayman Island II), Ltd.</b>	
1,194	Term Loan, 5.50%, Maturing May 31, 2016	1,192,010
	<b>Freescale Semiconductor, Inc.</b>	
4,335	Term Loan, 4.44%, Maturing December 1, 2016	4,320,617
	<b>Infor Enterprise Solutions Holdings</b>	
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
	<b>Network Solutions, LLC</b>	
1,787	Term Loan, 2.44%, Maturing March 7, 2014	1,733,215
	<b>NXP B.V.</b>	
2,569	Term Loan, 4.50%, Maturing March 7, 2017	2,571,773
	<b>Open Solutions, Inc.</b>	
2,346	Term Loan, 2.38%, Maturing January 23, 2014	2,043,631
	<b>Sensata Technologies Finance Co., LLC</b>	
3,775	Term Loan, 4.00%, Maturing May 11, 2018	3,776,684
	<b>Ship US Bidco, Inc.</b>	
GBP 2,000	Term Loan, 6.01%, Maturing November 30, 2017	3,245,970
	<b>Spectrum Brands, Inc.</b>	
909	Term Loan, 5.00%, Maturing June 17, 2016	916,095
	<b>SS&amp;C Technologies, Inc.</b>	
1,428	Term Loan, 2.24%, Maturing November 23, 2012	1,413,793
	<b>VeriFone, Inc.</b>	
895	Term Loan, 2.94%, Maturing October 31, 2013	893,057
	<b>Vertafore, Inc.</b>	
1,065	Term Loan, 5.25%, Maturing July 29, 2016	1,065,981
		<b>\$ 39,390,843</b>
	<b>Equipment Leasing 0.2%</b>	
	<b>Hertz Corp.</b>	
3,342	Term Loan, 3.75%, Maturing March 9, 2018	\$ 3,338,220
		<b>\$ 3,338,220</b>
	<b>Financial Intermediaries 1.4%</b>	

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

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>LPL Holdings, Inc.</b>	
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
	<b>MSCI, Inc.</b>	
3,619	Term Loan, 3.75%, Maturing March 14, 2017	3,640,731
	<b>Nuveen Investments, Inc.</b>	
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
	<b>RJO Holdings Corp. (RJ O Brien)</b>	
32	Term Loan, 6.19%, Maturing December 10, 2015 <sup>(8)</sup>	26,624
1,029	Term Loan, 6.19%, Maturing December 10, 2015 <sup>(8)</sup>	816,237
		<b>\$ 26,720,055</b>
<b>Food Products 1.4%</b>		
	<b>Acosta, Inc.</b>	
2,219	Term Loan, 4.75%, Maturing March 1, 2018	\$ 2,212,502
	<b>Dean Foods Co.</b>	
5,697	Term Loan, 1.75%, Maturing April 2, 2014	5,516,714
	<b>Dole Food Company, Inc.</b>	
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
	<b>JBS USA Holdings, Inc.</b>	
1,075	Term Loan, 4.25%, Maturing May 25, 2018	1,075,336
	<b>Liberator Midco, Ltd.</b>	
GBP 1,000	Term Loan, 5.26%, Maturing April 29, 2016	1,645,555
	<b>Michael Foods Holdings, Inc.</b>	
1,496	Term Loan, 4.25%, Maturing February 23, 2018	1,498,494
	<b>Pierre Foods, Inc.</b>	
2,362	Term Loan, 7.00%, Maturing September 30, 2016	2,387,273
	<b>Pinnacle Foods Finance, LLC</b>	
7,111	Term Loan, 2.69%, Maturing April 2, 2014	7,053,092
	<b>Provimi Group SA</b>	
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
		<b>\$ 27,692,392</b>

**Food Service 1.9%**

		<b>Aramark Corp.</b>	
	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
		<b>Buffets, Inc.</b>	
	1,558	Term Loan, 12.00%, Maturing April 21, 2015 <sup>(5)</sup>	1,347,814
	162	Term Loan, 7.50%, Maturing April 22, 2015 <sup>(5)</sup>	127,665
		<b>Burger King Corp.</b>	
	5,653	Term Loan, 4.50%, Maturing October 19, 2016	5,647,772
		<b>Del Monte Corp.</b>	
	6,100	Term Loan, 4.50%, Maturing March 8, 2018	6,081,480
		<b>Denny s, Inc.</b>	
	726	Term Loan, 5.25%, Maturing September 30, 2016	727,361
		<b>DineEquity, Inc.</b>	
	1,533	Term Loan, 4.25%, Maturing October 19, 2017	1,535,205

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>Dunkin' Brands, Inc.</b>	
2,314	Term Loan, 4.25%, Maturing November 23, 2017	\$ 2,316,857
	<b>JRD Holdings, Inc.</b>	
1,700	Term Loan, 2.47%, Maturing July 2, 2014	1,684,427
	<b>NPC International, Inc.</b>	
352	Term Loan, 1.95%, Maturing May 3, 2013	349,940
	<b>OSI Restaurant Partners, LLC</b>	
509	Term Loan, 2.50%, Maturing June 14, 2013	490,910
5,178	Term Loan, 2.50%, Maturing June 14, 2014	4,997,486
	<b>Sagittarius Restaurants, LLC</b>	
566	Term Loan, 7.51%, Maturing May 18, 2015	563,574
	<b>Selecta</b>	
EUR 741	Term Loan-Second Lien, 5.77%, Maturing December 28, 2015	729,591
	<b>U.S. Foodservice, Inc.</b>	
1,995	Term Loan, 2.69%, Maturing July 3, 2014	1,893,569
	<b>Wendy's/Arby's Restaurants, LLC</b>	
1,011	Term Loan, 5.00%, Maturing May 24, 2017	1,013,087
		<b>\$ 36,810,867</b>
<b>Food/Drug Retailers</b>	<b>1.4%</b>	
	<b>General Nutrition Centers, Inc.</b>	
2,400	Term Loan, 4.25%, Maturing March 2, 2018	\$ 2,401,800
	<b>NBTY, Inc.</b>	
7,301	Term Loan, 4.25%, Maturing October 2, 2017	7,310,985
	<b>Pantry, Inc. (The)</b>	
313	Term Loan, 1.94%, Maturing May 15, 2014	309,269
1,087	Term Loan, 1.94%, Maturing May 15, 2014	1,074,051
	<b>Rite Aid Corp.</b>	
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
	<b>Roundy's Supermarkets, Inc.</b>	
3,664	Term Loan, 7.00%, Maturing November 3, 2013	3,679,480
	<b>Supervalu, Inc.</b>	
3,491	Term Loan, 4.50%, Maturing April 28, 2018	3,445,647
		<b>\$ 27,192,134</b>
<b>Forest Products</b>	<b>0.2%</b>	
	<b>Georgia-Pacific Corp.</b>	
3,638	Term Loan, 2.25%, Maturing December 21, 2012	\$ 3,639,759
1,287	Term Loan, 3.50%, Maturing December 23, 2014	1,289,288
		<b>\$ 4,929,047</b>

**Health Care 4.5%**

		<b>Alere, Inc.</b>	
	2,600	Term Loan, 4.50%, Maturing June 30, 2017	\$ 2,597,400
		<b>Alliance Healthcare Services</b>	
	997	Term Loan, 5.50%, Maturing June 1, 2016	995,182
		<b>Ardent Medical Services, Inc.</b>	
	725	Term Loan, Maturing September 18, 2015 <sup>(6)</sup>	726,133
		<b>Aveta Holdings, LLC</b>	
	656	Term Loan, 8.50%, Maturing April 14, 2015	658,988
	656	Term Loan, 8.50%, Maturing April 14, 2015	658,988
		<b>Biomet, Inc.</b>	
	3,850	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
		<b>Bright Horizons Family Solutions, Inc.</b>	
	240	Term Loan, 4.19%, Maturing May 28, 2015	240,775
		<b>Capsugel Healthcare, Ltd.</b>	
	1,400	Term Loan, Maturing August 1, 2018 <sup>(6)</sup>	1,405,600
		<b>Cardinal Health 409, Inc.</b>	
	1,100	Term Loan, 2.44%, Maturing April 10, 2014	1,056,108

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

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

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>RadNet Management, Inc.</b>	
1,358	Term Loan, 5.75%, Maturing April 1, 2016	\$ 1,359,170
	<b>ReAble Therapeutics Finance, LLC</b>	
1,093	Term Loan, 2.19%, Maturing November 18, 2013	1,089,050
	<b>Res-Care, Inc.</b>	
1,496	Term Loan, 7.25%, Maturing December 22, 2016	1,501,851
	<b>Select Medical Holdings Corp.</b>	
3,250	Term Loan, 5.50%, Maturing May 25, 2018	3,199,180
	<b>Skillsoft Corp.</b>	
978	Term Loan, 6.50%, Maturing May 26, 2017	991,228
	<b>Sunrise Medical Holdings, Inc.</b>	
EUR 793	Term Loan, 6.75%, Maturing May 13, 2014	1,053,535
	<b>TriZetto Group, Inc. (The)</b>	
1,575	Term Loan, 4.75%, Maturing May 2, 2018	1,567,618
	<b>Universal Health Services, Inc.</b>	
997	Term Loan, 4.00%, Maturing November 15, 2016	1,000,605
	<b>Vanguard Health Holding Co., LLC</b>	
1,238	Term Loan, 5.00%, Maturing January 29, 2016	1,240,177
	<b>VWR Funding, Inc.</b>	
2,279	Term Loan, 2.69%, Maturing June 30, 2014	2,220,113
		<b>\$ 89,626,975</b>
<b>Home Furnishings</b>	<b>0.4%</b>	
	<b>Hunter Fan Co.</b>	
524	Term Loan, 2.69%, Maturing April 16, 2014	\$ 503,103
500	Term Loan-Second Lien, 6.94%, Maturing October 16, 2014	405,000
	<b>National Bedding Co., LLC</b>	
3,252	Term Loan, 3.75%, Maturing November 28, 2013	3,235,771
2,550	Term Loan-Second Lien, 5.31%, Maturing February 28, 2014	2,456,499
	<b>Oreck Corp.</b>	
527	Term Loan-Second Lien, 3.75%, Maturing March 19, 2016 <sup>(8)</sup>	475,017
	<b>Sanitec Europe OY</b>	
EUR 387	Term Loan, 2.50%, Maturing June 24, 2016	492,574
		<b>\$ 7,567,964</b>
<b>Industrial Equipment</b>	<b>1.0%</b>	
	<b>Alliance Laundry Systems, LLC</b>	
933	Term Loan, 6.25%, Maturing September 30, 2016	\$ 941,889
	<b>Brand Energy and Infrastructure Services, Inc.</b>	
910	Term Loan, 2.50%, Maturing February 7, 2014	832,643
983	Term Loan, 3.56%, Maturing February 7, 2014	909,538
	<b>Brock Holdings III, Inc.</b>	
1,072	Term Loan, 6.00%, Maturing March 16, 2017	1,072,313

		<b>Butterfly Wendel US, Inc.</b>	
	596	Term Loan, 3.46%, Maturing June 23, 2014	582,060
	596	Term Loan, 4.21%, Maturing June 22, 2015	581,872
		<b>EPD Holdings, (Goodyear Engineering Products)</b>	
	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
		<b>Generac Acquisition Corp.</b>	
	1,841	Term Loan, 2.74%, Maturing November 11, 2013	1,833,299
		<b>Itron, Inc.</b>	
EUR	158	Term Loan, 5.03%, Maturing April 18, 2014	226,963
		<b>Jason, Inc.</b>	
	100	Term Loan, 8.25%, Maturing September 21, 2014	99,679
	251	Term Loan, 8.25%, Maturing September 21, 2014	250,808
		<b>JMC Steel Group, Inc.</b>	
	648	Term Loan, 4.75%, Maturing April 3, 2017	652,014

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

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	612	Term Loan, 6.25%, Maturing May 11, 2013	609,134
	500	Term Loan-Second Lien, 11.00%, Maturing November 11, 2013	498,125
		<b>Merlin Entertainment Group</b>	
GBP	1,720	Term Loan, 4.88%, Maturing July 21, 2017	2,777,819
		<b>National CineMedia, LLC</b>	
	2,333	Term Loan, 1.75%, Maturing February 13, 2015	2,290,769
		<b>Regal Cinemas Corp.</b>	
	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 <sup>(8)</sup>	631,400
		<b>SeaWorld Parks &amp; Entertainment, Inc.</b>	
	1,005	Term Loan, 2.94%, Maturing February 17, 2016	1,004,192
	915	Term Loan, 4.00%, Maturing August 17, 2017	917,664
		<b>Six Flags Theme Parks, Inc.</b>	
	2,927	Term Loan, 5.25%, Maturing June 30, 2016	2,946,298
		<b>SRAM, LLC</b>	
	1,425	Term Loan, 4.77%, Maturing June 7, 2018	1,425,890

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>Zuffa, LLC</b>	
1,462	Term Loan, 2.25%, Maturing June 19, 2015	\$ 1,433,908
		<b>\$ 31,785,945</b>
<b>Lodging and Casinos 0.9%</b>		
	<b>Ameristar Casinos, Inc.</b>	
998	Term Loan, 4.00%, Maturing April 13, 2018	\$ 1,001,657
	<b>Gala Electric Casinos, Ltd.</b>	
GBP 1,775	Term Loan, 5.70%, Maturing May 30, 2018	2,630,542
	<b>Harrah's Operating Co.</b>	
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
	<b>Herbst Gaming, Inc.</b>	
816	Term Loan, 10.00%, Maturing December 31, 2015	839,545
	<b>Isle of Capri Casinos, Inc.</b>	
873	Term Loan, 4.50%, Maturing November 1, 2013	877,904
	<b>Las Vegas Sands, LLC</b>	
723	Term Loan, 2.72%, Maturing November 23, 2016	698,017
2,651	Term Loan, 2.72%, Maturing November 23, 2016	2,565,022
	<b>LodgeNet Entertainment Corp.</b>	
749	Term Loan, 6.50%, Maturing April 4, 2014	718,065
	<b>Penn National Gaming, Inc.</b>	
1,225	Term Loan, 3.75%, Maturing July 16, 2018	1,227,290
	<b>Tropicana Entertainment, Inc.</b>	
87	Term Loan, 15.00%, Maturing March 8, 2013	97,729
	<b>VML US Finance, LLC</b>	
1,873	Term Loan, 4.69%, Maturing May 27, 2013	1,873,050
		<b>\$ 17,402,735</b>
<b>Nonferrous Metals/Minerals 0.6%</b>		
	<b>Compass Minerals Group, Inc.</b>	
1,711	Term Loan, 2.94%, Maturing January 15, 2016	\$ 1,719,695
	<b>Fairmount Minerals, Ltd.</b>	
2,627	Term Loan, 5.25%, Maturing March 15, 2017	2,636,007
	<b>Noranda Aluminum Acquisition</b>	
357	Term Loan, 1.94%, Maturing May 16, 2014	354,962
	<b>Novelis, Inc.</b>	
2,090	Term Loan, 3.75%, Maturing March 10, 2017	2,095,158
	<b>Oxbow Carbon and Mineral Holdings</b>	
1,455	Term Loan, 3.74%, Maturing May 8, 2016	1,456,792
	<b>SunCoke Energy, Inc.</b>	
550	Term Loan, 5.25%, Maturing July 26, 2018	551,375

	<b>Tube City IMS Corp.</b>	
2,562	Term Loan, 2.19%, Maturing January 25, 2014	2,517,125
324	Term Loan, 2.31%, Maturing January 25, 2014	318,649
		<b>\$ 11,649,763</b>

**Oil and Gas 0.6%**

	<b>CITGO Petroleum Corp.</b>	
568	Term Loan, 8.00%, Maturing June 24, 2015	\$ 575,767
495	Term Loan, 9.00%, Maturing June 23, 2017	516,244
	<b>Crestwood Holdings, LLC</b>	
530	Term Loan, 10.50%, Maturing September 30, 2016	546,391
	<b>Dynegy Holdings, Inc.</b>	
73	Term Loan, 3.94%, Maturing April 2, 2013	72,562
926	Term Loan, 3.94%, Maturing April 2, 2013	915,434
	<b>Frac Tech International, LLC</b>	
2,354	Term Loan, 6.25%, Maturing May 6, 2016	2,354,059
	<b>Gibson Energy</b>	
2,250	Term Loan, 5.75%, Maturing June 14, 2018	2,247,892

Principal Amount* (000 \$ omitted)	Borrower/Tranche Description	Value
	<b>MEG Energy Corp.</b>	
1,150	Term Loan, 4.00%, Maturing March 16, 2018	\$ 1,151,677
	<b>Obsidian Natural Gas Trust</b>	
1,369	Term Loan, 7.00%, Maturing November 2, 2015	1,389,565
	<b>Sheridan Production Partners I, LLC</b>	
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
		<b>\$ 11,794,289</b>
<b>Publishing 1.8%</b>		
	<b>Aster Zweite Beteiligungs GmbH</b>	
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
	<b>Cengage Learning, Inc.</b>	
1,668	Term Loan, 2.50%, Maturing July 3, 2014	1,461,662
	<b>GateHouse Media Operating, Inc.</b>	
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
	<b>Getty Images, Inc.</b>	
1,961	Term Loan, 5.25%, Maturing November 7, 2016	1,973,025
	<b>Laureate Education, Inc.</b>	
3,621	Term Loan, 5.25%, Maturing August 15, 2018	3,462,675
	<b>MediaNews Group, Inc.</b>	
147	Term Loan, 8.50%, Maturing March 19, 2014	147,097
	<b>Merrill Communications, LLC</b>	
1,382	Term Loan, 7.50%, Maturing December 24, 2012	1,381,927
	<b>Nelson Education, Ltd.</b>	
638	Term Loan, 2.75%, Maturing July 3, 2014	558,493
	<b>Nielsen Finance, LLC</b>	
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
	<b>Penton Media, Inc.</b>	
971	Term Loan, 5.00%, Maturing August 1, 2014 <sup>(5)</sup>	757,281
	<b>SGS International, Inc.</b>	
613	Term Loan, 3.77%, Maturing September 30, 2013	612,569
	<b>Source Interlink Companies, Inc.</b>	
1,122	Term Loan, 10.75%, Maturing June 18, 2013	1,099,611
775	Term Loan, 15.00%, Maturing March 18, 2014 <sup>(5)</sup>	716,944
	<b>Springer Science+Business Media S.A.</b>	

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	2,000	Term Loan, 4.19%, Maturing June 17, 2016 <b>Star Tribune Co. (The)</b>	1,999,506
	29	Term Loan, 8.00%, Maturing September 28, 2014	28,371
	25	Term Loan, 8.00%, Maturing September 29, 2014 <b>Trader Media Corp., Ltd.</b>	25,219
GBP	1,000	Term Loan, 5.14%, Maturing December 1, 2017 <b>Xsys, Inc.</b>	1,605,886
EUR	1,500	Term Loan-Second Lien, 8.33%, Maturing June 29, 2018	2,090,688
			<b>\$ 35,451,002</b>

**Radio and Television 1.8%**

		<b>Block Communications, Inc.</b>	
	1,985	Term Loan, 2.19%, Maturing December 22, 2011 <b>CMP Susquehanna Corp.</b>	\$ 1,974,577
	954	Revolving Loan, 0.50%, Maturing May 5, 2012 <sup>(3)</sup>	939,383
	2,125	Term Loan, 2.19%, Maturing May 3, 2013	2,114,657

Principal Amount* (000 \$ omitted)	Borrower/Tranche Description	Value
	<b>Cumulus Media, Inc.</b>	
4,550	Term Loan, Maturing August 30, 2018 <sup>(6)</sup>	\$ 4,534,817
	<b>Gray Television, Inc.</b>	
1,749	Term Loan, 3.69%, Maturing December 31, 2014	1,714,036
	<b>HIT Entertainment, Inc.</b>	
993	Term Loan, 5.52%, Maturing June 1, 2012	984,513
	<b>Live Nation Worldwide, Inc.</b>	
4,311	Term Loan, 4.50%, Maturing November 7, 2016	4,318,644
	<b>Local TV Finance, LLC</b>	
1,712	Term Loan, 2.19%, Maturing May 7, 2013	1,671,362
	<b>Mission Broadcasting, Inc.</b>	
656	Term Loan, 5.00%, Maturing September 30, 2016	658,011
	<b>New Young Broadcasting Holding Co., Inc.</b>	
539	Term Loan, 8.00%, Maturing June 30, 2015	543,488
	<b>Nexstar Broadcasting, Inc.</b>	
3,022	Term Loan, 5.00%, Maturing September 30, 2016	3,029,172
	<b>Raycom TV Broadcasting, LLC</b>	
925	Term Loan, 4.50%, Maturing May 31, 2017	925,000
	<b>Tyrol Acquisition 2 SAS</b>	
EUR 750	Term Loan, 5.44%, Maturing January 30, 2015	934,883
EUR 750	Term Loan, 5.44%, Maturing January 29, 2016	934,883
	<b>Univision Communications, Inc.</b>	
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
	<b>Weather Channel</b>	
1,277	Term Loan, 4.25%, Maturing February 13, 2017	1,280,790
		<b>\$ 34,615,981</b>
<b>Retailers (Except Food and Drug) 1.2%</b>		
	<b>Dollar General Corp.</b>	
1,000	Term Loan, 2.94%, Maturing July 7, 2014	\$ 1,000,750
	<b>FTD, Inc.</b>	
1,400	Term Loan, 4.75%, Maturing June 6, 2018	1,401,715
	<b>J. Crew Operating Corp.</b>	
2,693	Term Loan, 4.75%, Maturing March 7, 2018	2,592,439
	<b>Jo-Ann Stores, Inc.</b>	
1,696	Term Loan, 4.75%, Maturing March 16, 2018	1,678,528
	<b>Michaels Stores, Inc.</b>	
926	Term Loan, 2.50%, Maturing October 31, 2013	911,300
	<b>Neiman Marcus Group, Inc.</b>	
3,250	Term Loan, 4.75%, Maturing May 16, 2018	3,212,619
	<b>Orbitz Worldwide, Inc.</b>	
1,775	Term Loan, 3.22%, Maturing July 25, 2014	1,631,825
	<b>Phillips-Van Heusen Corp.</b>	

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

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>Yankee Candle Company, Inc. (The)</b>	
3,923	Term Loan, 2.19%, Maturing February 6, 2014	\$ 3,906,744
		<b>\$ 23,671,110</b>
<b>Steel 0.1%</b>		
	<b>Niagara Corp.</b>	
1,990	Term Loan, 10.50%, Maturing June 29, 2014 <sup>(5)(8)</sup>	\$ 1,867,313
		<b>\$ 1,867,313</b>
<b>Surface Transport 0.1%</b>		
	<b>Swift Transportation Co., Inc.</b>	
2,250	Term Loan, 6.00%, Maturing December 21, 2016	\$ 2,263,770
		<b>\$ 2,263,770</b>
<b>Telecommunications 2.6%</b>		
	<b>Asurion Corp.</b>	
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	1,185,445
	<b>BCM Luxembourg, Ltd.</b>	
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
	<b>Cellular South, Inc.</b>	
925	Term Loan, 4.50%, Maturing July 27, 2017	927,312
	<b>Intelsat Jackson Holdings SA</b>	
10,524	Term Loan, 5.25%, Maturing April 2, 2018	10,568,845
	<b>IPC Systems, Inc.</b>	
GBP 1,366	Term Loan, 3.08%, Maturing May 31, 2014	2,213,419
	<b>Macquarie UK Broadcast Ventures, Ltd.</b>	
GBP 1,071	Term Loan, 2.88%, Maturing December 1, 2014	1,587,275
	<b>MetroPCS Wireless</b>	
6,180	Term Loan, 3.94%, Maturing March 16, 2018	6,168,162
	<b>NTelos, Inc.</b>	
1,972	Term Loan, 4.00%, Maturing August 7, 2015	1,972,449
	<b>SBA Communications Corp.</b>	
1,025	Term Loan, 3.75%, Maturing June 29, 2018	1,026,281
	<b>Syniverse Technologies, Inc.</b>	
997	Term Loan, 5.25%, Maturing December 21, 2017	1,001,234
	<b>Telesat Canada, Inc.</b>	
313	Term Loan, 3.19%, Maturing October 31, 2014	310,086
3,646	Term Loan, 3.19%, Maturing October 31, 2014	3,609,932
	<b>TowerCo Finance, LLC</b>	

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

<b>Principal Amount*</b> (000 s omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>TXU Texas Competitive Electric Holdings Co., LLC</b>	
4,000	Term Loan, 4.73%, Maturing October 10, 2017	\$ 2,992,214
		<b>\$ 14,743,448</b>
<b>Total Senior Floating-Rate Interests</b> (identified cost \$844,302,956)		<b>\$ 830,918,722</b>

**Corporate Bonds & Notes 50.0%**

<b>Principal Amount*</b> (000 s omitted)	<b>Security</b>	<b>Value</b>
<b>Aerospace and Defense 0.9%</b>		
	<b>Alliant Techsystems, Inc.</b>	
760	6.875%, 9/15/20	\$ 794,200
	<b>BE Aerospace, Inc.</b>	
1,465	6.875%, 10/1/20	1,582,200
	<b>Huntington Ingalls Industries, Inc.</b>	
135	6.875%, 3/15/18 <sup>(9)</sup>	139,725
1,885	7.125%, 3/15/21 <sup>(9)</sup>	1,955,687
	<b>International Lease Finance Corp., Sr. Notes</b>	
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
	<b>Rural Metro Corp., Sr. Notes</b>	
1,105	10.125%, 7/15/19 <sup>(9)</sup>	1,146,438
	<b>TransDigm, Inc., Sr. Sub. Notes</b>	
4,980	7.75%, 12/15/18 <sup>(9)</sup>	5,328,600
		<b>\$ 17,761,496</b>

**Air Transport 0.4%**

	<b>American Airlines, Inc., Sr. Notes</b>	
3,035	7.50%, 3/15/16 <sup>(9)</sup>	\$ 2,997,062
	<b>CHC Helicopter SA, Sr. Notes</b>	
4,195	9.25%, 10/15/20 <sup>(9)</sup>	3,775,500
	<b>Southwest Airlines Co., Sr. Notes</b>	
850	5.75%, 12/15/16	956,290
	<b>United Air Lines, Inc., Sr. Notes</b>	
261	9.875%, 8/1/13 <sup>(9)</sup>	276,660

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

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

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

<b>Principal Amount*</b>	<b>Security</b>	<b>\$Value</b>
<b>(000 s omitted)</b>		
<b>Broadcast Radio and Television 0.5%</b>		
	<b>Clear Channel Worldwide Holdings, Inc.</b>	
1,550	9.25%, 12/15/17	\$ 1,701,125
	<b>Historic TW, Inc.</b>	
500	6.625%, 5/15/29	562,456
	<b>LBI Media, Inc., Sr. Notes</b>	
1,830	9.25%, 4/15/19 <sup>(9)</sup>	1,823,137
	<b>XM Satellite Radio Holdings, Inc.</b>	
5,080	13.00%, 8/1/14 <sup>(9)</sup>	5,981,700
		<b>\$ 10,068,418</b>
<b>Brokers, Dealers and Investment Houses 0.4%</b>		
	<b>FMR, LLC</b>	
750	4.75%, 3/1/13 <sup>(9)</sup>	\$ 787,091
	<b>FMR, LLC, Sr. Notes</b>	
500	6.45%, 11/15/39 <sup>(9)</sup>	521,793
	<b>Macquarie Bank, Ltd.</b>	
2,000	6.625%, 4/7/21 <sup>(9)</sup>	2,069,320
	<b>SSI Investments II, Sr. Notes</b>	
4,095	11.125%, 6/1/18	4,545,450
		<b>\$ 7,923,654</b>
<b>Building and Development 0.9%</b>		
	<b>Building Materials Corp. of America, Sr. Notes</b>	
2,685	6.75%, 5/1/21 <sup>(9)</sup>	\$ 2,728,631
	<b>CB Richard Ellis Service, Inc.</b>	
3,270	6.625%, 10/15/20 <sup>(9)</sup>	3,368,100
	<b>CB Richard Ellis Service, Inc., Sr. Sub. Notes</b>	
9,415	11.625%, 6/15/17	10,944,938
	<b>Interface, Inc., Sr. Notes</b>	
860	7.625%, 12/1/18	920,200
	<b>Toll Brothers Finance Corp.</b>	
590	4.95%, 3/15/14	621,544
		<b>\$ 18,583,413</b>
<b>Business Equipment and Services 2.6%</b>		
	<b>Abengoa Finance SAU</b>	
1,910	8.875%, 11/1/17 <sup>(9)</sup>	\$ 1,929,100
	<b>ACCO Brands Corp., Sr. Notes</b>	
1,600	10.625%, 3/15/15	1,794,000
	<b>Avis Budget Car Rental, LLC/Avis Budget Finance, Inc.</b>	
1,950	9.625%, 3/15/18	2,123,062

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

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

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

<b>Principal Amount*</b> (000 s omitted)	<b>Security</b>	<b>Value</b>
	<b>Vertellus Specialties, Inc., Sr. Notes</b>	
1,250	9.375%, 10/1/15 <sup>(9)</sup>	\$ 1,295,313
	<b>Wellman Holdings, Inc.</b>	
269	5.00%, 1/29/19 <sup>(5)(8)</sup>	149,258
		<b>\$ 43,156,456</b>
<b>Clothing/Textiles</b>	<b>0.3%</b>	
	<b>Oxford Industries, Inc., Sr. Notes</b>	
4,521	11.375%, 7/15/15	\$ 5,136,986
		<b>\$ 5,136,986</b>
<b>Conglomerates</b>	<b>0.8%</b>	
	<b>Amsted Industries, Inc., Sr. Notes</b>	
3,220	8.125%, 3/15/18 <sup>(9)</sup>	\$ 3,405,150
	<b>FUEL Trust</b>	
3,750	4.207%, 4/15/16 <sup>(9)</sup>	3,818,996
	<b>General Electric Co., Sr. Notes</b>	
1,625	5.00%, 2/1/13	1,723,327
	<b>Griffon Corp.</b>	
2,015	7.125%, 4/1/18 <sup>(9)</sup>	2,020,038
	<b>Manitowoc Co., Inc. (The)</b>	
800	9.50%, 2/15/18	884,000
2,160	8.50%, 11/1/20	2,359,800
	<b>RBS Global &amp; Rexnord Corp.</b>	
1,775	11.75%, 8/1/16	1,883,719
		<b>\$ 16,095,030</b>
<b>Containers and Glass Products</b>	<b>0.7%</b>	
	<b>BWAY Holding Co.</b>	
620	10.00%, 6/15/18 <sup>(9)</sup>	\$ 682,000
	<b>Reynolds Group Holdings, Inc., Sr. Notes</b>	
2,930	8.75%, 5/15/18 <sup>(9)</sup>	2,827,450
1,685	7.125%, 4/15/19 <sup>(9)</sup>	1,647,088
2,950	9.00%, 4/15/19 <sup>(9)</sup>	2,950,000
4,785	7.875%, 8/15/19 <sup>(9)</sup>	4,862,756
1,740	9.875%, 8/15/19 <sup>(9)</sup>	1,759,575
		<b>\$ 14,728,869</b>
<b>Diversified Financial Services</b>	<b>1.1%</b>	
	<b>American Express Co., Variable Rate</b>	
550	6.80% to 9/1/16, 9/1/66 <sup>(11)</sup>	\$ 568,563

	<b>CIT Group, Inc.</b>	
9,245	7.00%, 5/1/15	9,291,225
	<b>CIT Group, Inc., Sr. Notes</b>	
3,360	5.25%, 4/1/14 <sup>(9)</sup>	3,385,200
876	7.00%, 5/1/14	883,206
3,710	7.00%, 5/1/17	3,723,912
	<b>General Electric Capital Corp., Sr. Notes</b>	
1,500	5.875%, 1/14/38	1,547,457
	<b>General Motors Financial Co., Inc.</b>	
1,365	6.75%, 6/1/18 <sup>(9)</sup>	1,399,125
		<b>\$ 20,798,688</b>

**Diversified Manufacturing Operations 0.1%**

	<b>Hutchison Whamboa International, Ltd.</b>	
500	6.25%, 1/24/14 <sup>(9)</sup>	\$ 554,775
400	7.45%, 11/24/33 <sup>(9)</sup>	515,071
		<b>\$ 1,069,846</b>

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

	<b>Scottish Power, Ltd., Sr. Notes</b>	
1,040	5.375%, 3/15/15	1,100,405
	<b>Spectrum Brands, Inc.</b>	
3,599	12.00%, 8/28/19 <sup>(5)</sup>	4,012,551
	<b>Tyco Electronics Group SA</b>	
850	5.95%, 1/15/14	938,156
400	7.125%, 10/1/37	505,120
		<b>\$ 13,973,128</b>
<b>Equipment Leasing 0.2%</b>		
	<b>AWAS Aviation Capital, Ltd., Sr. Notes</b>	
4,146	7.00%, 10/15/16 <sup>(9)</sup>	\$ 4,249,609
	<b>Hertz Corp.</b>	
229	8.875%, 1/1/14	236,156
25	7.50%, 10/15/18 <sup>(9)</sup>	25,938
		<b>\$ 4,511,703</b>

<b>Principal Amount*</b>	<b>Security</b>	<b>\$Value</b>
<b>(000 s omitted)</b>		
<b>Financial Intermediaries</b>	<b>0.7%</b>	
	<b>Ford Motor Credit Co., LLC, Sr. Notes</b>	
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
	<b>Janus Capital Group, Inc., Sr. Notes</b>	
2,000	6.70%, 6/15/17	2,220,246
		<b>\$ 14,006,338</b>
<b>Financial Services</b>	<b>0.5%</b>	
	<b>BBVA Bancomer SA</b>	
1,500	6.50%, 3/10/21 <sup>(9)</sup>	\$ 1,560,000
	<b>Credit Suisse AG</b>	
1,595	5.40%, 1/14/20	1,645,903
	<b>E*Trade Financial Corp., Sr. Notes</b>	
3,860	12.50%, 11/30/17 <sup>(5)</sup>	4,632,000
	<b>UBS AG, Sr. Sub. Notes</b>	
1,325	5.875%, 7/15/16	1,462,110
		<b>\$ 9,300,013</b>
<b>Food Products</b>	<b>0.7%</b>	
	<b>ASG Consolidated, LLC/ASG Finance, Inc., Sr. Notes</b>	
2,023	15.00%, 5/15/17 <sup>(9)</sup>	\$ 2,091,087
	<b>ASG Consolidated, LLC/ASG Finance, Inc., Sr. Sub. Notes</b>	
3,605	10.75%, 5/15/16 <sup>(9)</sup>	3,803,275
	<b>Corn Products International, Inc., Sr. Notes</b>	
325	6.625%, 4/15/37	365,122
	<b>Michael Foods, Inc., Sr. Notes</b>	
4,360	9.75%, 7/15/18 <sup>(9)</sup>	4,730,600
	<b>Pinnacle Foods Finance, LLC</b>	
620	10.625%, 4/1/17	669,600
	<b>Ralcorp Holdings, Inc., Sr. Notes</b>	
1,440	6.625%, 8/15/39	1,481,348
		<b>\$ 13,141,032</b>
<b>Food Service</b>	<b>0.5%</b>	
	<b>Aramark Holdings Corp., Sr. Notes</b>	
1,310	8.625%, 5/1/16 <sup>(5)(9)</sup>	\$ 1,355,850
	<b>Dunkin Finance Corp., Sr. Notes</b>	
2,856	9.625%, 12/1/18 <sup>(9)</sup>	2,895,241
	<b>NPC International, Inc., Sr. Sub. Notes</b>	
5,200	9.50%, 5/1/14	5,330,000

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

Principal Amount* (000 s omitted)	Security	Value
3,335	<b>Alere, Inc., Sr. Notes</b> 7.875%, 2/1/16	\$ 3,426,713
600	<b>American Renal Holdings, Sr. Notes</b> 8.375%, 5/15/18	624,000
1,845	<b>AMGH Merger Sub, Inc.</b> 9.25%, 11/1/18 <sup>(9)</sup>	1,983,375
800	<b>Bio-Rad Laboratories, Inc.</b> 8.00%, 9/15/16	899,000
2,290	<b>Biomet, Inc.</b> 10.375%, 10/15/17 <sup>(5)</sup>	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 <sup>(9)</sup>	3,518,775
1,835	<b>ConvaTec Healthcare E SA, Sr. Notes</b> 10.50%, 12/15/18 <sup>(9)</sup>	1,899,225
5,070	<b>DJO Finance, LLC/DJO Finance Corp.</b> 10.875%, 11/15/14	5,456,587
1,260	<b>Endo Pharmaceuticals Holdings, Inc.</b> 7.00%, 7/15/19 <sup>(9)</sup>	1,326,150
1,275	7.00%, 12/15/20 <sup>(9)</sup>	1,335,563
555	7.25%, 1/15/22 <sup>(9)</sup>	585,525
1,400	<b>Fresenius US Finance II, Inc., Sr. Notes</b> 9.00%, 7/15/15 <sup>(9)</sup>	1,596,000
2,115	<b>HCA, Inc.</b> 9.25%, 11/15/16	2,267,016
3,415	7.50%, 2/15/22	3,474,762
2,330	<b>HCA, Inc., Sr. Notes</b> 9.875%, 2/15/17	2,627,075
4,760	6.50%, 2/15/20	4,843,300
1,800	<b>Hillenbrand, Inc., Sr. Notes</b> 5.50%, 7/15/20	1,871,631
1,100	<b>inVentiv Health, Inc., Sr. Notes</b> 10.00%, 8/15/18 <sup>(9)</sup>	1,078,000
3,305	<b>Multiplan, Inc.</b> 9.875%, 9/1/18 <sup>(9)</sup>	3,561,137
1,885	<b>Rotech Healthcare, Inc.</b> 10.50%, 3/15/18	1,861,438
555	<b>Stewart Enterprises, Inc.</b> 6.50%, 4/15/19 <sup>(9)</sup>	563,325
1,375	<b>STHI Holding Corp.</b> 8.00%, 3/15/18 <sup>(9)</sup>	1,416,250
540	<b>Teleflex, Inc.</b> 6.875%, 6/1/19	558,900
		<b>\$ 66,502,628</b>

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

<b>Principal Amount*</b> (000 \$ omitted)	<b>Security</b>	<b>Value</b>
	<b>Terex Corp., Sr. Notes</b>	
5,550	10.875%, 6/1/16	\$ 6,396,375
		<b>\$ 19,516,854</b>
<b>Insurance 0.9%</b>		
	<b>Aflac, Inc., Sr. Notes</b>	
600	8.50%, 5/15/19	\$ 759,087
	<b>Alliant Holdings I, Inc.</b>	
2,455	11.00%, 5/1/15 <sup>(9)</sup>	2,602,300
	<b>AXA SA</b>	
900	8.60%, 12/15/30	1,093,593
	<b>General American Life Insurance Co.</b>	
2,200	7.625%, 1/15/24 <sup>(9)</sup>	2,711,570
	<b>HUB International Holdings, Inc., Sr. Notes</b>	
1,825	9.00%, 12/15/14 <sup>(9)</sup>	1,856,937
	<b>Nationwide Mutual Insurance Co.</b>	
1,660	9.375%, 8/15/39 <sup>(9)</sup>	2,123,201
	<b>QBE Capital Funding III, Ltd.</b>	
1,000	7.25% to 5/24/12, 5/24/41 <sup>(9)(11)</sup>	1,021,281
	<b>QBE Insurance Group, Ltd., Sr. Notes</b>	
1,235	9.75%, 3/14/14 <sup>(9)</sup>	1,437,402
	<b>U.S.I. Holdings Corp., Sr. Notes, Variable Rate</b>	
905	4.136%, 11/15/14 <sup>(9)</sup>	834,863
	<b>Validus Holdings, Ltd., Sr. Notes</b>	
934	8.875%, 1/26/40	1,041,970
	<b>Willis Group Holdings, Ltd.</b>	
1,100	5.75%, 3/15/21	1,149,240
	<b>XL Group PLC, Sr. Notes</b>	
535	5.25%, 9/15/14	576,915
1,250	6.25%, 5/15/27	1,292,704
		<b>\$ 18,501,063</b>
<b>Leisure Goods/Activities/Movies 1.0%</b>		
	<b>AMC Entertainment, Inc., Sr. Notes</b>	
1,145	8.75%, 6/1/19	\$ 1,222,287
	<b>AMC Networks, Inc.</b>	
1,100	7.75%, 7/15/21 <sup>(9)</sup>	1,160,500
	<b>Cinemark USA, Inc.</b>	
685	7.375%, 6/15/21 <sup>(9)</sup>	688,425
	<b>Hasbro, Inc., Sr. Notes</b>	
450	6.35%, 3/15/40	484,790
	<b>Live Nation Entertainment, Inc., Sr. Notes</b>	
640	8.125%, 5/15/18 <sup>(9)</sup>	654,400

	<b>NAI Entertainment Holdings, LLC, Sr. Notes</b>	
940	8.25%, 12/15/17 <sup>(9)</sup>	1,021,075
	<b>NCL Corp, Ltd., Sr. Notes</b>	
3,615	11.75%, 11/15/16	4,193,400
925	9.50%, 11/15/18 <sup>(9)</sup>	1,019,812
	<b>Regal Entertainment Group</b>	
1,095	9.125%, 8/15/18	1,160,700
	<b>Royal Caribbean Cruises, Sr. Notes</b>	
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
	<b>Seven Seas Cruises, S de RL, LLC</b>	
925	9.125%, 5/15/19 <sup>(9)</sup>	968,937

<b>Principal Amount*</b> (000 \$ omitted)	<b>Security</b>	<b>Value</b>
	<b>Vail Resorts, Inc., Sr. Sub. Notes</b>	
685	6.50%, 5/1/19 <sup>(9)</sup>	\$ 704,694
		<b>\$ 20,329,745</b>
<b>Lodging and Casinos</b>	<b>3.9%</b>	
	<b>Buffalo Thunder Development Authority</b>	
4,300	9.375%, 12/15/49 <sup>(7)(9)</sup>	\$ 1,682,375
	<b>CCM Merger, Inc.</b>	
975	8.00%, 8/1/13 <sup>(9)</sup>	975,000
	<b>Harrah's Operating Co., Inc.</b>	
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
	<b>Harrah's Operating Co., Inc., Sr. Notes</b>	
4,615	11.25%, 6/1/17	5,105,344
780	10.00%, 12/15/18	702,000
	<b>Inn of the Mountain Gods Resort &amp; Casino, Sr. Notes</b>	
3,554	1.25%, 11/30/20 <sup>(5)(9)</sup>	2,237,264
1,542	8.75%, 11/30/20 <sup>(9)</sup>	1,534,290
	<b>Mandalay Resort Group</b>	
5,735	6.375%, 12/15/11	5,806,687
	<b>MCE Finance, Ltd., Sr. Notes</b>	
2,205	10.25%, 5/15/18	2,508,187
	<b>MGM Resorts International</b>	
7,885	6.75%, 9/1/12	8,062,412
2,110	6.75%, 4/1/13	2,141,650
	<b>MGM Resorts International, Sr. Notes</b>	
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 <sup>(9)</sup>	843,713
	<b>Mohegan Tribal Gaming Authority, Sr. Sub. Notes</b>	
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
	<b>Peninsula Gaming, LLC</b>	
495	8.375%, 8/15/15	525,938
830	8.375%, 8/15/15 <sup>(9)</sup>	881,875
985	10.75%, 8/15/17 <sup>(9)</sup>	1,081,038
2,235	10.75%, 8/15/17	2,452,912
	<b>Starwood Hotels &amp; Resorts Worldwide, Inc.</b>	
1,300	6.75%, 5/15/18	1,459,250
	<b>SugarHouse HSP Gaming Property, LP/SugarHouse HSP Gaming Finance Corp.</b>	

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740	8.625%, 4/15/16 <sup>(9)</sup>	773,300
	<b>Tunica-Biloxi Gaming Authority, Sr. Notes</b>	
3,565	9.00%, 11/15/15 <sup>(9)</sup>	3,694,231
	<b>Waterford Gaming, LLC, Sr. Notes</b>	
4,360	8.625%, 9/15/14 <sup>(8)(9)</sup>	2,803,693
	<b>Wynn Las Vegas, LLC/Wynn Las Vegas Capital Corp.</b>	
3,165	7.75%, 8/15/20	3,513,150
		<b>\$ 76,159,179</b>

**Nonferrous Metals/Minerals 1.9%**

	<b>Arch Coal, Inc.</b>	
2,690	7.00%, 6/15/19 <sup>(9)</sup>	\$ 2,831,225
1,085	7.25%, 10/1/20	1,140,606
2,690	7.25%, 6/15/21 <sup>(9)</sup>	2,837,950
	<b>Arch Coal, Inc., Sr. Notes</b>	
980	8.75%, 8/1/16	1,092,700

<b>Principal Amount*</b> (000 \$ omitted)		<b>Value</b>
	<b>Security</b>	
	<b>CII Carbon, LLC</b>	
2,520	11.125%, 11/15/15 <sup>(9)</sup>	\$ 2,627,100
	<b>CII Carbon, LLC, Sr. Notes</b>	
2,805	8.00%, 12/1/18 <sup>(9)</sup>	2,931,225
	<b>Consol Energy, Inc.</b>	
1,785	8.00%, 4/1/17 <sup>(9)</sup>	1,976,888
1,495	8.25%, 4/1/20 <sup>(9)</sup>	1,670,663
	<b>FMG Resources PTY, Ltd., Sr. Notes</b>	
7,835	7.00%, 11/1/15 <sup>(9)</sup>	8,158,194
	<b>Novelis, Inc.</b>	
3,010	8.375%, 12/15/17	3,292,187
3,010	8.75%, 12/15/20	3,363,675
	<b>Quadra FNX Mining, Ltd., Sr. Notes</b>	
3,730	7.75%, 6/15/19 <sup>(9)</sup>	3,860,550
	<b>SunCoke Energy, Inc.</b>	
1,365	7.625%, 8/1/19 <sup>(9)</sup>	1,405,950
	<b>Vale, Ltd.</b>	
300	6.875%, 11/21/36	346,395
	<b>Vale, Ltd., Sr. Notes</b>	
500	5.70%, 10/15/15	558,190
		<b>\$ 38,093,498</b>
<b>Oil and Gas</b>	<b>4.9%</b>	
	<b>Alpha Natural Resources, Inc.</b>	
2,575	6.00%, 6/1/19	\$ 2,668,344
1,945	6.25%, 6/1/21	2,022,800
	<b>Anadarko Finance Co.</b>	
465	7.50%, 5/1/31	558,824
	<b>Anadarko Petroleum Corp., Sr. Notes</b>	
4,830	6.375%, 9/15/17	5,706,471
	<b>Antero Resources Finance Corp., Sr. Notes</b>	
1,090	7.25%, 8/1/19 <sup>(9)</sup>	1,109,075
	<b>ATP Oil &amp; Gas Corp., Sr. Notes</b>	
1,455	11.875%, 5/1/15	1,491,375
	<b>Basic Energy Services, Inc.</b>	
685	7.75%, 2/15/19 <sup>(9)</sup>	703,838
	<b>Berry Petroleum Co., Sr. Notes</b>	
2,435	10.25%, 6/1/14	2,794,162
	<b>Bill Barrett Corp.</b>	
505	9.875%, 7/15/16	573,175
	<b>Calfrac Holdings, LP, Sr. Notes</b>	
955	7.50%, 12/1/20 <sup>(9)</sup>	986,038
	<b>Carrizo Oil &amp; Gas, Inc.</b>	
4,190	8.625%, 10/15/18	4,483,300

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

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

	<b>Rosetta Resources, Inc.</b>	
1,115	9.50%, 4/15/18	1,251,587
	<b>SESI, LLC</b>	
3,365	6.375%, 5/1/19 <sup>(9)</sup>	3,398,650
	<b>SESI, LLC, Sr. Notes</b>	
690	6.875%, 6/1/14	702,938
	<b>SM Energy Co., Sr. Notes</b>	
700	6.625%, 2/15/19 <sup>(9)</sup>	724,500
	<b>Southwestern Energy Co., Sr. Notes</b>	
4,200	7.50%, 2/1/18	4,861,500
	<b>Statoil ASA</b>	
230	5.10%, 8/17/40	239,159
	<b>Transocean, Inc., Sr. Notes</b>	
300	6.80%, 3/15/38	344,762

<b>Principal Amount*</b> (000 \$ omitted)	<b>Security</b>	<b>Value</b>
	<b>Unit Corp.</b>	
395	6.625%, 5/15/21	\$ 400,925
	<b>Venoco, Inc.</b>	
545	11.50%, 10/1/17	606,313
	<b>Venoco, Inc., Sr. Notes</b>	
1,745	8.875%, 2/15/19	1,814,800
	<b>W&amp;T Offshore, Inc., Sr. Notes</b>	
2,615	8.50%, 6/15/19 <sup>(9)</sup>	2,722,869
		<b>\$ 96,619,730</b>
<b>Publishing 1.2%</b>		
	<b>Laureate Education, Inc.</b>	
8,540	10.00%, 8/15/15 <sup>(9)</sup>	\$ 8,956,325
4,344	10.25%, 8/15/15 <sup>(5)(9)</sup>	4,465,482
8,355	11.75%, 8/15/17 <sup>(9)</sup>	9,138,281
	<b>Nielsen Finance, LLC</b>	
1,619	11.50%, 5/1/16	1,890,183
	<b>Nielsen Finance, LLC, Sr. Notes</b>	
195	11.625%, 2/1/14	227,663
		<b>\$ 24,677,934</b>
<b>Radio and Television 0.3%</b>		
	<b>Cumulus Media, Inc., Sr. Notes</b>	
1,345	7.75%, 5/1/19 <sup>(9)</sup>	\$ 1,297,925
	<b>WMG Acquisition Corp., Sr. Notes</b>	
3,660	9.50%, 6/15/16	3,902,475
		<b>\$ 5,200,400</b>
<b>Rail Industries 0.5%</b>		
	<b>American Railcar Industry, Sr. Notes</b>	
2,020	7.50%, 3/1/14	\$ 2,060,400
	<b>Kansas City Southern Mexico, Sr. Notes</b>	
500	8.00%, 2/1/18	556,350
2,350	6.125%, 6/15/21 <sup>(9)</sup>	2,414,625
	<b>Kansas City Southern Railway Co., Sr. Notes</b>	
4,000	8.00%, 6/1/15	4,320,000
		<b>\$ 9,351,375</b>
<b>Real Estate Investment Trusts (REITs) 0.1%</b>		
	<b>Developers Diversified Realty Corp., Sr. Notes</b>	
945	9.625%, 3/15/16	\$ 1,158,264

	<b>DuPont Fabros Technology, LP</b>	
895	8.50%, 12/15/17	984,500
	<b>Goodman Funding PTY, Ltd., Sr. Notes</b>	
560	6.375%, 4/15/21 <sup>(9)</sup>	588,945
		<b>\$ 2,731,709</b>

**Retailers (Except Food and Drug) 3.6%**

	<b>Academy, Ltd./Academy Finance Corp.</b>	
1,930	9.25%, 8/1/19 <sup>(9)</sup>	\$ 1,968,600
	<b>Amscan Holdings, Inc., Sr. Sub. Notes</b>	
10,105	8.75%, 5/1/14	10,307,100
	<b>AutoZone, Inc., Sr. Notes</b>	
475	5.875%, 10/15/12	501,040
500	5.50%, 11/15/15	565,001
	<b>Express, LLC/Express Finance Corp.</b>	
6,245	8.75%, 3/1/18	6,775,825
	<b>Limited Brands, Inc.</b>	
3,325	8.50%, 6/15/19	3,840,375
5,030	6.625%, 4/1/21	5,231,200

<b>Principal Amount*</b> (000 \$ omitted)	<b>Security</b>	<b>Value</b>
	<b>Macy's Retail Holdings, Inc.</b>	
740	8.125%, 7/15/15	\$ 886,519
400	6.90%, 4/1/29	456,684
	<b>PETCO Animal Supplies, Inc.</b>	
3,690	9.25%, 12/1/18 <sup>(9)</sup>	4,003,650
	<b>Phillips-Van Heusen Corp., Sr. Notes</b>	
3,085	7.75%, 11/15/23	3,414,851
	<b>Sally Holdings, LLC, Sr. Notes</b>	
18,715	10.50%, 11/15/16	20,118,625
	<b>Toys R Us</b>	
9,930	10.75%, 7/15/17	11,220,900
	<b>Toys R Us, Sr. Notes</b>	
1,925	7.375%, 9/1/16 <sup>(9)</sup>	1,992,375
		<b>\$ 71,282,745</b>
<b>Steel 0.0%</b>		
	<b>RathGibson, Inc., Sr. Notes</b>	
4,915	11.25%, 2/15/14 <sup>(7)(8)</sup>	\$ 492
	<b>United States Steel Corp., Sr. Notes</b>	
750	7.375%, 4/1/20	782,812
		<b>\$ 783,304</b>
<b>Surface Transport 0.5%</b>		
	<b>CEVA Group PLC, Sr. Notes</b>	
1,250	11.625%, 10/1/16 <sup>(9)</sup>	\$ 1,368,750
4,695	8.375%, 12/1/17 <sup>(9)</sup>	4,771,294
3,115	11.50%, 4/1/18 <sup>(9)</sup>	3,294,112
		<b>\$ 9,434,156</b>
<b>Technology 0.4%</b>		
	<b>International Game Technology, Sr. Notes</b>	
1,646	7.50%, 6/15/19	\$ 1,924,447
	<b>Seagate HDD Cayman</b>	
3,340	7.00%, 11/1/21 <sup>(9)</sup>	3,390,100
	<b>Sensata Technologies BV</b>	
1,425	6.50%, 5/15/19 <sup>(9)</sup>	1,446,375
	<b>Western Union Co. (The)</b>	
1,000	6.20%, 11/17/36	1,041,339
		<b>\$ 7,802,261</b>
<b>Telecommunications 5.3%</b>		

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

<b>Principal Amount*</b> (000 s omitted)		<b>Value</b>
	<b>Security</b>	
	<b>Intelsat Bermuda, Ltd.</b>	
14,115	11.25%, 6/15/16	\$ 15,067,762
	<b>Intelsat Luxembourg SA</b>	
2,795	11.50%, 2/4/17 <sup>(5)(9)</sup>	3,011,613
3,393	11.50%, 2/4/17	3,655,755
	<b>News America, Inc.</b>	
950	8.00%, 10/17/16	1,144,479
	<b>Nextel Communications, Inc., Series E</b>	
1,795	6.875%, 10/31/13	1,811,828
	<b>NII Capital Corp.</b>	
3,490	10.00%, 8/15/16	4,039,675
	<b>SBA Telecommunications, Inc.</b>	
1,475	8.00%, 8/15/16	1,583,781
985	8.25%, 8/15/19	1,068,725
	<b>Sprint Capital Corp.</b>	
2,900	6.90%, 5/1/19	2,979,750
	<b>Telecom Italia Capital SA</b>	
660	5.25%, 11/15/13	671,599
950	7.175%, 6/18/19	1,007,356
	<b>Telefonica Emisiones SAU</b>	
2,350	5.877%, 7/15/19	2,459,761
	<b>Telesat Canada/Telesat, LLC, Sr. Notes</b>	
3,625	11.00%, 11/1/15	3,987,500
	<b>Telesat Canada/Telesat, LLC, Sr. Sub. Notes</b>	
6,830	12.50%, 11/1/17	8,050,863
	<b>Wind Acquisition Finance SA, Sr. Notes</b>	
2,950	11.75%, 7/15/17 <sup>(9)</sup>	3,285,563
12,012	12.25%, 7/15/17 <sup>(9)</sup>	13,362,525
	<b>Windstream Corp.</b>	
4,800	8.125%, 9/1/18	5,160,000
675	7.75%, 10/1/21	718,875
		<b>\$ 105,068,658</b>
<b>Utilities 1.3%</b>		
	<b>AES Corp. (The), Sr. Notes</b>	
1,365	7.375%, 7/1/21 <sup>(9)</sup>	\$ 1,414,481
	<b>Calpine Construction Finance Co., Sr. Notes</b>	
4,275	8.00%, 6/1/16 <sup>(9)</sup>	4,638,375
	<b>Duquesne Light Holdings, Inc., Sr. Notes</b>	
2,000	5.90%, 12/1/21 <sup>(9)</sup>	2,063,332
	<b>Exelon Generation Co., LLC, Sr. Notes</b>	
925	5.35%, 1/15/14	1,005,325
	<b>GenOn Energy, Inc., Sr. Notes</b>	
2,550	9.875%, 10/15/20	2,703,000

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

**Total Corporate Bonds & Notes**  
**(identified cost \$936,377,478)** **\$ 987,084,889**

**Foreign Government Securities 0.0%****Principal****Amount**

<b>(000 s omitted)</b>	<b>Security</b>	<b>Value</b>
\$ 200	Government of Bermuda, Sr. Notes, 5.603%, 7/20/20 <sup>(9)</sup>	\$ 223,148
		<b>\$ 223,148</b>

**Total Foreign Government Securities  
(identified cost \$200,000)****\$ 223,148****Mortgage Pass-Throughs 29.4%****Principal****Amount**

<b>(000 s omitted)</b>	<b>Security</b>	<b>Value</b>
\$ 28,028	Federal Home Loan Mortgage Corp.: 5.00%, with various maturities to 2023 <sup>(12)</sup>	\$ 30,183,687
8,541	5.50%, with various maturities to 2032	9,349,323
9,055	6.00%, with various maturities to 2031	9,861,883
44,580	6.50%, with various maturities to 2032	50,565,646
33,555	7.00%, with various maturities to 2036	38,236,204
434	7.13%, with maturity at 2023	506,882
18,404	7.50%, with various maturities to 2029	21,588,635
652	7.65%, with maturity at 2022	760,874
84	7.70%, with maturity at 2022	99,025
11,918	8.00%, with various maturities to 2030	14,111,953
365	8.25%, with maturity at 2020	429,663
989	8.30%, with maturity at 2020	1,167,378
8,999	8.50%, with various maturities to 2031	10,799,410
2,860	9.00%, with various maturities to 2031	3,338,232
2,432	9.50%, with various maturities to 2025	2,896,605
329	10.00%, with maturity at 2020	386,963
313	10.50%, with maturity at 2020	373,185
309	12.00%, with maturity at 2020	345,018
19	13.00%, with maturity at 2015	21,317
		<b>\$ 195,021,883</b>
\$ 2,340	Federal National Mortgage Association: 2.516%, with maturity at 2022 <sup>(13)</sup>	\$ 2,406,851
4,323	3.079%, with maturity at 2036 <sup>(13)</sup>	4,462,848
3,718	4.50%, with maturity at 2018	3,970,814

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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 <sup>(13)</sup>	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 <sup>(12)</sup>	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 <sup>(14)</sup>	2,251,728
723	8.493%, with maturity at 2028 <sup>(14)</sup>	854,617
8,773	8.50%, with various maturities to 2030	10,464,437
535	8.562%, with maturity at 2029 <sup>(14)</sup>	652,353
711	8.624%, with maturity at 2027 <sup>(14)</sup>	856,131
93	8.651%, with maturity at 2024 <sup>(14)</sup>	109,728
11,642	9.00%, with various maturities to 2027	14,050,614
441	9.405%, with maturity at 2018 <sup>(14)</sup>	506,023
3,196	9.50%, with various maturities to 2030	3,862,164
659	9.946%, with maturity at 2025 <sup>(14)</sup>	766,737
863	10.00%, with various maturities to 2020	1,008,473

<b>Principal Amount (000 s omitted)</b>	<b>Security</b>	<b>Value</b>
\$ 523	10.391%, with maturity at 2019 <sup>(14)</sup>	\$ 593,670
734	10.50%, with maturity at 2021	869,445
181	11.50%, with maturity at 2016	200,359
		<b>\$ 282,036,955</b>
	<b>Government National Mortgage Association:</b>	
\$ 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
		<b>\$ 103,341,451</b>
	<b>Total Mortgage Pass-Throughs (identified cost \$545,371,719)</b>	<b>\$ 580,400,289</b>

**Collateralized Mortgage Obligations 6.1%**

<b>Principal Amount (000 s omitted)</b>	<b>Security</b>	<b>Value</b>
\$ 1,322	Federal Home Loan Mortgage Corp.:	
	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

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3,462	Series 2458, Class ZB, 7.00%, 6/15/32	3,997,174
		<b>\$ 49,589,115</b>
	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

<b>Principal Amount (000 s omitted)</b>	<b>Security</b>	<b>Value</b>
\$ 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
		<b>\$ 65,921,696</b>
	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
		<b>\$ 4,466,042</b>
	<b>Total Collateralized Mortgage Obligations (identified cost \$112,486,866)</b>	<b>\$ 119,976,853</b>

**Commercial Mortgage-Backed Securities 9.1%**

<b>Principal Amount (000 s omitted)</b>	<b>Security</b>	<b>Value</b>
\$ 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 <sup>(14)</sup>	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 <sup>(14)</sup>	4,072,181

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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 <sup>(14)</sup>	1,990,261
12,215	CGCMT, Series 2004-C1, Class A4, 5.368%, 4/15/40 <sup>(14)</sup>	13,202,760
32,874	COMM, Series 2004-LB2A, Class A4, 4.715%, 3/10/39 <sup>(15)</sup>	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 <sup>(14)</sup>	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 <sup>(14)</sup>	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 <sup>(14)</sup> <sup>(15)</sup>	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 <sup>(9)</sup>	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 <sup>(14)</sup>	9,392,018
7,252	MSC, Series 2004-IQ7, Class A3, 5.35%, 6/15/38 <sup>(14)</sup>	7,321,149
660	MSC, Series 2004-IQ8, Class A5, 5.11%, 6/15/40 <sup>(14)</sup>	707,149

**Principal  
Amount**

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

**Total Commercial Mortgage-Backed Securities  
(identified cost \$173,759,565)****\$ 179,890,693****Asset-Backed Securities 0.3%****Principal  
Amount**

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

**Total Asset-Backed Securities  
(identified cost \$8,125,542)****\$ 6,509,746****U.S. Government Agency Obligations 1.7%****Principal  
Amount**

<b>(000 s omitted)</b>	<b>Security</b>	<b>Value</b>
\$ 6,585	Federal Home Loan Bank: 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**

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

**Common Stocks 1.5%**

<b>Shares</b>	<b>Security</b>	<b>Value</b>
<b>Automotive 0.1%</b>		
25,372	Dayco Products, LLC <sup>(8)(17)(18)</sup>	\$ 1,420,832
8,949	Hayes Lemmerz International, Inc. <sup>(8)(17)(18)</sup>	536,940
		<b>\$ 1,957,772</b>
<b>Building and Development 0.2%</b>		
3,677	Panolam Holdings Co. <sup>(8)(17)(19)</sup>	\$ 3,539,664
1,231	United Subcontractors, Inc. <sup>(8)(17)(18)</sup>	94,474
4,575	WCI Communities, Inc. <sup>(8)(17)(18)</sup>	480,421
		<b>\$ 4,114,559</b>
<b>Chemicals and Plastics 0.0%</b>		
243	Wellman Holdings, Inc. <sup>(8)(17)(18)</sup>	\$ 0
		<b>\$ 0</b>

<b>Shares</b>	<b>Security</b>	<b>Value</b>
<b>Containers and Glass Products 0.2%</b>		
142,857	Anchor Glass Container Corp. <sup>(8)(17)</sup>	\$ 4,097,139
		<b>\$ 4,097,139</b>
<b>Diversified Manufacturing 0.0%</b>		
14,906	MEGA Brands, Inc. <sup>(17)</sup>	\$ 140,943
		<b>\$ 140,943</b>
<b>Ecological Services and Equipment 0.0%</b>		
2,484	Environmental Systems Products Holdings, Inc. <sup>(8)(17)(19)</sup>	\$ 56,114
		<b>\$ 56,114</b>
<b>Financial Intermediaries 0.0%</b>		
357	RTS Investor Corp. <sup>(8)(17)(18)</sup>	\$ 78,845
		<b>\$ 78,845</b>
<b>Food Service 0.0%</b>		
30,225	Buffets, Inc. <sup>(8)(17)</sup>	\$ 124,678
		<b>\$ 124,678</b>
<b>Home Furnishings 0.1%</b>		
9,399	Oreck Corp. <sup>(8)(17)(18)</sup>	\$ 644,489
26,249	Sanitec Europe Oy B Units <sup>(17)(18)</sup>	150,869
25,787	Sanitec Europe Oy E Units <sup>(8)(17)(18)</sup>	0
		<b>\$ 795,358</b>
<b>Leisure Goods/Activities/Movies 0.1%</b>		
72,419	Metro-Goldwyn-Mayer Holdings, Inc. <sup>(17)(18)</sup>	\$ 1,609,968
		<b>\$ 1,609,968</b>
<b>Lodging and Casinos 0.1%</b>		
828	Greektown Superholdings, Inc. <sup>(17)</sup>	\$ 57,960
46,819	Herbst Gaming, Inc. <sup>(8)(17)(18)</sup>	238,310
17,051	Tropicana Entertainment, Inc. <sup>(8)(17)(18)</sup>	274,947
		<b>\$ 571,217</b>
<b>Nonferrous Metals/Minerals 0.0%</b>		
1,636	Euramax International, Inc. <sup>(17)(18)</sup>	\$ 523,552

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

**Convertible Bonds 0.0%****Principal****Amount****(000 s omitted)****Security****Value****Oil and Gas 0.0%**

\$	700	Transocean, Inc., 1.50%, 12/15/37	\$	690,375
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**Total Convertible Bonds****(identified cost \$679,764)****\$ 690,375****Preferred Stocks 0.4%****Shares****Security****Value****Banks and Thrifts 0.1%**

	40,000	BB&T Capital Trust VI, 9.60%	\$	1,052,000
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**\$ 1,052,000****Diversified Financial Services 0.1%**

	46,000	JPMorgan Chase Capital XXVIII, 7.20% <sup>(16)</sup>	\$	1,175,300
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**\$ 1,175,300****Ecological Services and Equipment 0.0%**

	569	Environmental Systems Products Holdings, Inc., Series A <sup>(8)(17)(19)</sup>	\$	35,654
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**\$ 35,654****Financial Intermediaries 0.2%**

	102,000	Citigroup Capital XII, 8.50% <sup>(16)</sup>	\$	2,624,460
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	30,740	Citigroup Capital XIII, 7.875%		835,282
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	35,605	GMAC Capital Trust I, 8.125% <sup>(17)</sup>		912,200
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**\$ 4,371,942****Oil, Gas & Consumable Fuels 0.0%**

	9,691	Chesapeake Energy Corp., 4.50% Convertible	\$	949,718
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**\$ 949,718****Total Preferred Stocks****(identified cost \$7,529,398)****\$ 7,584,614**

**Warrants 0.0%**

<b>Shares</b>	<b>Security</b>	<b>Value</b>
<b>Chemicals and Plastics 0.0%</b>		
663	Foamex, Series A, Expires 12/31/13 <sup>(8)(17)(18)</sup>	\$ 0
663	Foamex, Series B, Expires 12/31/15 <sup>(8)(17)(18)</sup>	0
		<b>\$ 0</b>

**Food Products 0.0%**

1,745	ASG Consolidated, LLC/ASG Finance, Inc., Expires 5/5/18 <sup>(17)</sup>	\$ 218,125
		<b>\$ 218,125</b>

**Oil and Gas 0.0%**

16,708	SemGroup Corp., Expires 11/30/14 <sup>(17)</sup>	\$ 92,646
		<b>\$ 92,646</b>

**Publishing 0.0%**

23,833	Reader s Digest Association, Inc. (The), Expires 2/19/14 <sup>(8)(17)(18)</sup>	\$ 0
935	Star Tribune Media Holding, Expires 9/28/13 <sup>(17)</sup>	30,387
		<b>\$ 30,387</b>

Shares	Security		\$Value
<b>Radio and Television 0.0%</b>			
6	New Young Broadcasting Holding Co., Inc., Expires 12/24/24 <sup>(17)(18)</sup>		\$ 16,425
			<b>\$ 16,425</b>
<b>Retailers (Except Food and Drug) 0.0%</b>			
10,360	Oriental Trading Co., Inc., Expires 2/11/16 <sup>(8)(17)(18)</sup>		\$ 0
11,366	Oriental Trading Co., Inc., Expires 2/11/16 <sup>(8)(17)(18)</sup>		0
			<b>\$ 0</b>
<b>Total Warrants (identified cost \$10,478)</b>			<b>\$ 357,583</b>
<b>Miscellaneous 0.0%</b>			
<b>Shares Security Value</b>			
<b>Business Equipment and Services 0.0%</b>			
5,250,000	NCS Acquisition Corp., Escrow Certificate <sup>(17)</sup>		\$ 361,988
			<b>\$ 361,988</b>
<b>Cable and Satellite Television 0.0%</b>			
2,786,444	Adelphia Recovery Trust <sup>(17)</sup>		\$ 27,864
300,000	Adelphia, Inc., Escrow Certificate <sup>(17)</sup>		561
2,500,000	Adelphia, Inc., Escrow Certificate <sup>(17)</sup>		4,675
			<b>\$ 33,100</b>
<b>Health Care 0.0%</b>			
1,815,000	US Oncology, Inc., Escrow Certificate <sup>(17)</sup>		\$ 40,838
			<b>\$ 40,838</b>
<b>Total Miscellaneous (identified cost \$2,777,647)</b>			<b>\$ 435,926</b>
<b>Short-Term Investments 1.9%</b>			
<b>Interest/ Principal</b>			

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

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

#### Purchases

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

#### Futures Contracts

Expiration Date	Contracts	Position	Aggregate Cost	Value	Net Unrealized 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)

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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)
					<b>\$ (5,378,906)</b>

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:

<b>Risk</b>	<b>Derivative</b>	<b>Fair Value</b>	
		<b>Asset Derivatives</b>	<b>Liability Derivatives</b>
Foreign Exchange	Forward Foreign Currency Exchange Contracts	\$ 308	\$ (1,638,289)
Interest Rate	Financial Futures Contracts		(5,378,906)*
	<b>Total</b>	<b>\$ 308</b>	<b>\$ (7,017,195)</b>

\* 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:

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

**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.

<b>Description</b>	<b>Date of Acquisition</b>	<b>Shares</b>	<b>Cost</b>	<b>Value</b>
<b>Common Stocks</b>				
Environmental Systems Products Holdings, Inc.	10/25/07	2,484	\$ 0 <sup>(1)</sup>	\$ 56,114
Panolam Holdings Co.	12/30/09	3,677	2,020,511	3,539,664
RathGibson Acquisition Co., LLC	6/14/10	218,800	1,161,180	7,318,860
<b>Total Common Stocks</b>			<b>\$ 3,181,691</b>	<b>\$ 10,914,638</b>
<b>Preferred Stocks</b>				
Environmental Systems Products Holdings, Inc., Series A	10/25/07	569	\$ 9,958	\$ 35,654
<b>Total Preferred Stocks</b>			<b>\$ 9,958</b>	<b>\$ 35,654</b>
<b>Total Restricted Securities</b>			<b>\$ 3,191,649</b>	<b>\$ 10,950,292</b>

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

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

Level 1 quoted prices in active markets for identical investments

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

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

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

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

<b>Asset Description</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Senior Floating-Rate Interests (Less Unfunded Loan Commitments)	\$	\$ 824,971,950	\$ 4,113,165	\$ 829,085,115
Corporate Bonds & Notes		984,003,292	3,081,597	987,084,889
Foreign Government Securities		223,148		223,148
Mortgage Pass-Throughs		580,400,289		580,400,289
Collateralized Mortgage Obligations		119,976,853		119,976,853
Commercial 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
<b>Total Investments</b>	<b>\$ 7,258,098</b>	<b>\$ 2,775,386,522</b>	<b>\$ 30,590,334</b>	<b>\$ 2,813,234,954</b>
Forward Foreign Currency Exchange Contracts	\$	\$ 308	\$	\$ 308
<b>Total</b>	<b>\$ 7,258,098</b>	<b>\$ 2,775,386,830</b>	<b>\$ 30,590,334</b>	<b>\$ 2,813,235,262</b>

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

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

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

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**Signatures**

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

Eaton Vance 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