

Eaton Vance Floating-Rate Income Trust  
Form N-Q  
April 26, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form N-Q**

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

811-21574

Investment Company Act File Number

**Eaton Vance Floating-Rate Income Trust**

(Exact Name of Registrant as Specified in Charter)

Two International Place, Boston, Massachusetts 02110

(Address of Principal Executive Offices)

Maureen A. Gemma

Two International Place, Boston, Massachusetts 02110

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(Name and Address of Agent for Services)

**(617) 482-8260**

**(Registrant's Telephone Number, Including Area Code)**

**May 31**

**Date of Fiscal Year End**

**February 28, 2013**

**Date of Reporting Period**

**Item 1. Schedule of Investments**

## Eaton Vance

## Floating-Rate Income Trust

February 28, 2013

## PORTFOLIO OF INVESTMENTS (Unaudited)

## Senior Floating-Rate Interests 141.6%

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Aerospace and Defense 2.9%</b>		
<b>AVIO S.p.A.</b>		
Term Loan, 3.08%, Maturing June 14, 2017	711	\$ 710,999
Term Loan, 3.87%, Maturing December 14, 2017	EUR 600	783,330
Term Loan, 3.95%, Maturing December 14, 2017	762	762,109
<b>Booz Allen Hamilton Inc.</b>		
Term Loan, 4.50%, Maturing July 31, 2019	923	933,068
<b>DAE Aviation Holdings, Inc.</b>		
Term Loan, 6.25%, Maturing October 29, 2018	772	785,660
Term Loan, 6.25%, Maturing November 2, 2018	350	356,166
<b>DigitalGlobe, Inc.</b>		
Term Loan, Maturing January 24, 2020 <sup>(2)</sup>	275	275,000
<b>Ducommun Incorporated</b>		
Term Loan, 5.50%, Maturing June 28, 2017	1,372	1,385,335
<b>Hawker Beechcraft Acquisition Company LLC</b>		
Term Loan, 5.75%, Maturing February 14, 2020	900	901,676
<b>IAP Worldwide Services, Inc.</b>		
Term Loan, 10.00%, Maturing December 31, 2015	1,783	1,372,531
<b>Sequa Corporation</b>		
Term Loan, 5.25%, Maturing June 19, 2017	1,750	1,775,156
<b>Silver II US Holdings, LLC</b>		
Term Loan, 4.00%, Maturing December 5, 2019	2,225	2,229,172
<b>TASC, Inc.</b>		
Term Loan, 4.50%, Maturing December 18, 2015	1,622	1,624,399
<b>Transdigm, Inc.</b>		
Term Loan, Maturing February 28, 2020 <sup>(2)</sup>	3,950	3,950,000
		<b>\$ 17,844,601</b>
<b>Air Transport 0.5%</b>		
<b>Evergreen International Aviation, Inc.</b>		
Term Loan, 0.00%, Maturing June 30, 2015 <sup>(3)</sup>	920	\$ 877,344
<b>Orbitz Worldwide Inc.</b>		
Term Loan, 3.20%, Maturing July 25, 2014	1,947	1,928,528
		<b>\$ 2,805,872</b>
<b>Automotive 6.3%</b>		
<b>Allison Transmission, Inc.</b>		
Term Loan, 4.25%, Maturing August 23, 2019	2,988	\$ 3,022,184
<b>Autoparts Holdings Limited</b>		
Term Loan, 6.50%, Maturing July 28, 2017	469	473,363

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<b>Chrysler Group LLC</b>		
Term Loan, 6.00%, Maturing May 24, 2017	8,803	8,999,064
<b>Delphi Corporation</b>		
Term Loan, 4.75%, Maturing March 31, 2017	878	883,332
<b>Federal-Mogul Corporation</b>		
Term Loan, 2.14%, Maturing December 29, 2014	3,526	3,301,125

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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Term Loan, 2.14%, Maturing December 28, 2015</b>	2,189	\$ 2,049,214
<b>Goodyear Tire &amp; Rubber Company (The)</b>		
Term Loan - Second Lien, 4.75%, Maturing April 30, 2019	7,450	7,535,332
<b>HHI Holdings LLC</b>		
Term Loan, 5.00%, Maturing October 5, 2018	2,325	2,354,063
<b>Metaldyne Company LLC</b>		
Term Loan, 5.00%, Maturing December 18, 2018	1,475	1,482,365
<b>SRAM, LLC</b>		
Term Loan, 4.77%, Maturing June 7, 2018	1,262	1,274,167
Term Loan - Second Lien, 8.50%, Maturing December 7, 2018	500	508,113
<b>Tomkins LLC</b>		
Term Loan, 3.75%, Maturing September 29, 2016	1,631	1,643,353
<b>TriMas Corporation</b>		
Term Loan, 3.75%, Maturing October 10, 2019	973	977,425
<b>Veyance Technologies, Inc.</b>		
Term Loan, 2.46%, Maturing July 31, 2014	361	358,771
Term Loan, 2.46%, Maturing July 31, 2014	2,520	2,504,789
Term Loan, 5.50%, Maturing July 31, 2014	372	371,257
Term Loan - Second Lien, 5.95%, Maturing July 31, 2015	1,350	1,333,969
		<b>\$ 39,071,886</b>
<b>Brokers, Dealers and Investment Houses 0.1%</b>		
<b>Clipper Acquisitions Corp.</b>		
Term Loan, 4.00%, Maturing February 6, 2020	600	\$ 608,250
		<b>\$ 608,250</b>
<b>Building and Development 0.7%</b>		
<b>Armstrong World Industries, Inc.</b>		
Term Loan, 4.00%, Maturing March 9, 2018	1,010	\$ 1,014,070
<b>Preferred Proppants, LLC</b>		
Term Loan, 7.50%, Maturing December 15, 2016	792	740,520
<b>RE/MAX International, Inc.</b>		
Term Loan, 5.50%, Maturing April 15, 2016	1,908	1,922,677
<b>Realogy Corporation</b>		
Term Loan, 3.23%, Maturing October 10, 2013	97	96,734
<b>Summit Materials Companies I, LLC</b>		
Term Loan, 5.00%, Maturing January 30, 2019	546	549,799
		<b>\$ 4,323,800</b>
<b>Business Equipment and Services 13.1%</b>		
<b>ACCO Brands Corporation</b>		
Term Loan, 4.25%, Maturing April 30, 2019	387	\$ 390,284
<b>Acosta, Inc.</b>		
Term Loan, 5.00%, Maturing March 2, 2018	4,129	4,190,856
<b>Axiom Corporation</b>		
Term Loan, 3.29%, Maturing March 15, 2015	724	730,775
<b>Advantage Sales &amp; Marketing, Inc.</b>		
Term Loan, 4.25%, Maturing December 12, 2017	2,577	2,596,780
<b>Affinion Group, Inc.</b>		
Term Loan, 6.50%, Maturing July 16, 2015	3,614	3,386,613
<b>Allied Security Holdings, LLC</b>		
Term Loan, 5.25%, Maturing February 3, 2017	639	644,218



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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Altegrity, Inc.</b>		
Term Loan, 3.20%, Maturing February 21, 2015	707	\$ 682,149
Term Loan, 7.75%, Maturing February 20, 2015	776	776,607
<b>Altisource Solutions S.a.r.l.</b>		
Term Loan, 5.75%, Maturing November 27, 2019	900	914,625
<b>Audio Visual Services Group, Inc.</b>		
Term Loan, 6.75%, Maturing November 9, 2018	1,222	1,219,646
<b>BAR/BRI Review Courses, Inc.</b>		
Term Loan, 6.00%, Maturing June 16, 2017	697	697,000
<b>Brand Energy &amp; Infrastructure Services, Inc.</b>		
Term Loan, 5.75%, Maturing October 16, 2016	179	179,366
Term Loan, 6.25%, Maturing October 16, 2018	744	745,653
<b>Brickman Group Holdings Inc.</b>		
Term Loan, 5.50%, Maturing October 14, 2016	1,594	1,615,696
<b>Brock Holdings III, Inc.</b>		
Term Loan, 6.00%, Maturing March 16, 2017	1,219	1,229,285
<b>ClientLogic Corporation</b>		
Term Loan, 7.06%, Maturing January 30, 2017	1,790	1,765,429
<b>Corporate Executive Board Company, The</b>		
Term Loan, 5.00%, Maturing July 2, 2019	575	579,672
<b>CPM Acquisition Corp.</b>		
Term Loan, 6.25%, Maturing August 29, 2017	549	552,054
Term Loan - Second Lien, 10.25%, Maturing February 28, 2018	1,000	1,005,000
<b>DynCorp International LLC</b>		
Term Loan, 6.25%, Maturing July 7, 2016	574	578,468
<b>Education Management LLC</b>		
Term Loan, 8.25%, Maturing March 29, 2018	2,306	2,012,910
<b>EIG Investors Corp.</b>		
Term Loan, 6.25%, Maturing November 8, 2019	2,250	2,269,687
Term Loan - Second Lien, 10.25%, Maturing May 8, 2020	575	577,875
<b>Expert Global Solutions, Inc.</b>		
Term Loan, 8.00%, Maturing April 3, 2018	2,126	2,148,215
<b>Genesys Telecom Holdings, U.S., Inc.</b>		
Term Loan, 4.00%, Maturing January 25, 2020	553	557,698
<b>Genpact International, Inc.</b>		
Term Loan, 4.25%, Maturing August 30, 2019	1,796	1,821,684
<b>Go Daddy Operating Company, LLC</b>		
Term Loan, 5.50%, Maturing December 17, 2018	1,629	1,633,041
<b>IMS Health Incorporated</b>		
Term Loan, 3.75%, Maturing August 25, 2017	2,208	2,218,907
<b>KAR Auction Services, Inc.</b>		
Term Loan, 5.00%, Maturing May 19, 2017	3,201	3,237,930
<b>Kronos Incorporated</b>		
Term Loan, 4.50%, Maturing October 18, 2019	1,775	1,794,415
Term Loan - Second Lien, 9.75%, Maturing April 30, 2020	1,025	1,053,187
<b>Language Line, LLC</b>		
Term Loan, 6.25%, Maturing June 20, 2016	2,275	2,263,917
<b>Meritas LLC</b>		
Term Loan, 7.50%, Maturing July 28, 2017	754	753,901
<b>Mitchell International, Inc.</b>		
Term Loan, 3.81%, Maturing March 28, 2016	914	914,894
Term Loan - Second Lien, 5.56%, Maturing March 30, 2015	1,000	997,500
<b>Monitronics International Inc.</b>		
Term Loan, 5.50%, Maturing March 23, 2018	943	948,377





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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>National CineMedia, LLC</b>		
Term Loan, 3.46%, Maturing November 23, 2019	575	\$ 578,953
<b>Quintiles Transnational Corp.</b>		
Term Loan, 4.50%, Maturing June 8, 2018	417	420,770
Term Loan, 4.50%, Maturing June 8, 2018	4,702	4,748,961
<b>Renaissance Learning, Inc.</b>		
Term Loan, 5.75%, Maturing November 13, 2018	623	631,230
<b>Sabre, Inc.</b>		
Term Loan, 5.25%, Maturing February 19, 2019	1,325	1,326,656
<b>Sensus USA Inc.</b>		
Term Loan, 4.75%, Maturing May 9, 2017	761	763,499
<b>Softlayer Technologies, Inc.</b>		
Term Loan, 7.25%, Maturing November 5, 2016	711	716,717
<b>SunGard Data Systems, Inc.</b>		
Term Loan, 3.85%, Maturing February 26, 2016	7,114	7,133,447
Term Loan, 3.95%, Maturing February 28, 2017	1,557	1,569,088
<b>SurveyMonkey.com, LLC</b>		
Term Loan, 5.50%, Maturing February 5, 2019	625	633,594
<b>SymphonyIRI Group, Inc.</b>		
Term Loan, 5.00%, Maturing December 1, 2017	936	940,429
<b>Trans Union, LLC</b>		
Term Loan, 5.50%, Maturing February 10, 2019	3,166	3,190,006
<b>Travelport LLC</b>		
Term Loan, 4.88%, Maturing August 21, 2015	EUR 741	941,541
Term Loan, 5.06%, Maturing August 21, 2015	679	669,399
Term Loan, 5.06%, Maturing August 21, 2015	1,122	1,106,553
Term Loan, 5.06%, Maturing August 21, 2015	225	221,588
<b>U.S. Security Holdings, Inc.</b>		
Term Loan, 6.00%, Maturing July 28, 2017	133	134,885
Term Loan, 6.00%, Maturing July 28, 2017	682	689,141
<b>WASH Multifamily Laundry Systems, LLC</b>		
Term Loan, Maturing February 15, 2019 <sup>(2)</sup>	350	353,500
<b>West Corporation</b>		
Term Loan, 4.25%, Maturing June 29, 2018	4,099	4,117,824
		<b>\$ 80,572,095</b>

**Cable and Satellite Television 6.8%**

<b>Atlantic Broadband Finance, LLC</b>		
Term Loan, 4.50%, Maturing November 29, 2019	948	\$ 962,235
<b>BBHI Acquisition LLC</b>		
Term Loan, 4.50%, Maturing December 14, 2017	1,397	1,405,926
<b>Bragg Communications Incorporated</b>		
Term Loan, 5.50%, Maturing February 28, 2018	446	448,470
<b>Cequel Communications, LLC</b>		
Term Loan, 4.00%, Maturing February 14, 2019	4,913	4,954,330
<b>Charter Communications Operating, LLC</b>		
Term Loan, 3.46%, Maturing September 6, 2016	508	510,648
Term Loan, 4.00%, Maturing May 15, 2019	298	301,062
<b>Crown Media Holdings, Inc.</b>		
Term Loan, 5.75%, Maturing July 14, 2018	1,740	1,757,436
<b>CSC Holdings, Inc.</b>		
Term Loan, 1.95%, Maturing March 29, 2016	3,692	3,708,151



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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Kabel Deutschland GmbH</b>		
Term Loan, 3.50%, Maturing February 1, 2019	1,200	\$ 1,203,875
<b>Lavena Holdings 4 GmbH</b>		
Term Loan, 2.62%, Maturing March 6, 2015	EUR 357	461,801
Term Loan, 3.00%, Maturing March 4, 2016	EUR 369	477,628
Term Loan, 7.37%, Maturing March 6, 2017 <sup>(4)</sup>	EUR 468	592,317
Term Loan - Second Lien, 4.12%, Maturing September 2, 2016	EUR 565	720,211
<b>MCC Iowa LLC</b>		
Term Loan, 1.93%, Maturing January 30, 2015	3,723	3,719,272
<b>Mediacom Broadband LLC</b>		
Term Loan, 4.50%, Maturing October 23, 2017	1,633	1,642,651
<b>Mediacom Illinois, LLC</b>		
Term Loan, 4.50%, Maturing October 23, 2017	902	905,257
<b>P7S1 Broadcasting Holding II B.V.</b>		
Term Loan, 2.71%, Maturing July 1, 2016	EUR 1,781	2,296,445
<b>UPC Broadband Holding B.V.</b>		
Term Loan, 3.87%, Maturing December 31, 2016	EUR 2,614	3,416,385
Term Loan, 4.12%, Maturing December 29, 2017	EUR 1,732	2,268,315
<b>UPC Financing Partnership</b>		
Term Loan, 3.70%, Maturing December 30, 2016	429	432,695
Term Loan, 3.70%, Maturing December 29, 2017	1,410	1,417,076
Term Loan, 4.00%, Maturing January 29, 2021	875	880,469
<b>Virgin Media Investment Holdings Limited</b>		
Term Loan, Maturing February 15, 2020 <sup>(2)</sup>	GBP 1,650	2,500,394
Term Loan, Maturing February 17, 2020 <sup>(2)</sup>	4,525	4,508,972
<b>WaveDivision Holdings, LLC</b>		
Term Loan, 4.00%, Maturing October 15, 2019	350	351,750
		<b>\$ 41,843,771</b>
<b>Chemicals and Plastics 3.4%</b>		
<b>AZ Chemical US Inc.</b>		
Term Loan, 5.25%, Maturing December 22, 2017	1,178	\$ 1,198,548
<b>Chemtura Corporation</b>		
Term Loan, 5.50%, Maturing August 27, 2016	275	277,750
<b>Emerald Performance Materials, LLC</b>		
Term Loan, 6.75%, Maturing May 18, 2018	796	799,980
<b>General Chemical Corporation</b>		
Term Loan, 5.00%, Maturing October 6, 2015	549	553,451
<b>Harko C.V.</b>		
Term Loan, 5.75%, Maturing August 2, 2017	568	572,308
<b>Ineos US Finance LLC</b>		
Term Loan, 6.50%, Maturing May 4, 2018	3,846	3,931,871
<b>OEP Pearl Dutch Acquisition B.V.</b>		
Term Loan, 6.50%, Maturing March 30, 2018	112	113,331
<b>Omnova Solutions Inc.</b>		
Term Loan, 5.50%, Maturing May 31, 2017	978	991,552
<b>PQ Corporation</b>		
Term Loan, 4.50%, Maturing August 7, 2017	1,325	1,328,865
<b>Schoeller Arca Systems Holding B.V.</b>		
Term Loan, 4.69%, Maturing November 16, 2015	EUR 72	66,039
Term Loan, 4.69%, Maturing November 16, 2015	EUR 206	188,288
Term Loan, 4.69%, Maturing November 16, 2015	EUR 222	202,616



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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Sonneborn LLC</b>		
Term Loan, 6.50%, Maturing March 30, 2018	633	\$ 642,210
<b>Taminco NV</b>		
Term Loan, 4.25%, Maturing February 15, 2019	422	426,294
<b>Tronox Pigments (Netherlands) B.V.</b>		
Term Loan, 4.25%, Maturing February 8, 2018	2,072	2,075,401
<b>U.S. Coatings Acquisition Inc.</b>		
Term Loan, 4.75%, Maturing February 3, 2020	3,125	3,168,856
<b>Univar Inc.</b>		
Term Loan, 5.00%, Maturing June 30, 2017	4,704	4,700,291
		<b>\$ 21,237,651</b>
<b>Clothing/Textiles 0.2%</b>		
<b>Ascena Retail Group, Inc.</b>		
Term Loan, 4.75%, Maturing June 14, 2018	856	\$ 863,583
<b>Wolverine Worldwide, Inc.</b>		
Term Loan, 4.00%, Maturing July 31, 2019	513	518,022
		<b>\$ 1,381,605</b>
<b>Conglomerates 2.7%</b>		
<b>Jason Incorporated</b>		
Term Loan, Maturing February 28, 2019 <sup>(2)</sup>	600	\$ 595,500
<b>Rexnord LLC</b>		
Term Loan, 4.50%, Maturing April 2, 2018	3,638	3,676,958
<b>RGIS Services, LLC</b>		
Term Loan, 4.56%, Maturing October 18, 2016	2,626	2,645,965
Term Loan, 5.50%, Maturing October 18, 2017	1,563	1,586,635
<b>Rocket Software, Inc.</b>		
Term Loan, 5.75%, Maturing February 8, 2018	1,485	1,493,044
Term Loan - Second Lien, 10.25%, Maturing February 8, 2019	750	747,188
<b>Spectrum Brands, Inc.</b>		
Term Loan, 4.50%, Maturing December 17, 2019	3,700	3,751,537
<b>Walter Energy, Inc.</b>		
Term Loan, 5.75%, Maturing April 2, 2018	2,115	2,125,143
		<b>\$ 16,621,970</b>
<b>Containers and Glass Products 1.8%</b>		
<b>Berry Plastics Holding Corporation</b>		
Term Loan, 3.50%, Maturing February 4, 2020	2,400	\$ 2,390,167
<b>BWAY Corporation</b>		
Term Loan, 4.50%, Maturing August 7, 2017	2,950	2,983,187
<b>Pelican Products, Inc.</b>		
Term Loan, 7.00%, Maturing July 11, 2018	547	548,618
<b>Reynolds Group Holdings Inc.</b>		
Term Loan, 4.75%, Maturing September 28, 2018	3,716	3,769,101
<b>Sealed Air Corporation</b>		
Term Loan, 4.00%, Maturing October 3, 2018	591	599,804
<b>TricorBraun, Inc.</b>		
Term Loan, 5.50%, Maturing May 3, 2018	697	706,947
		<b>\$ 10,997,824</b>



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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Cosmetics/Toiletries 0.8%</b>		
<b>Bausch &amp; Lomb, Inc.</b>		
Term Loan, 5.25%, Maturing May 17, 2019	3,358	\$ 3,389,608
<b>KIK Custom Products, Inc.</b>		
Term Loan - Second Lien, 5.20%, Maturing November 28, 2014	1,075	870,750
<b>Prestige Brands, Inc.</b>		
Term Loan, 3.76%, Maturing January 31, 2019	374	377,020
		<b>\$ 4,637,378</b>
<b>Drugs 1.3%</b>		
<b>Aptalis Pharma, Inc.</b>		
Term Loan, 5.50%, Maturing February 10, 2017	496	\$ 498,731
Term Loan, 5.50%, Maturing February 10, 2017	2,087	2,097,887
<b>Par Pharmaceutical Companies, Inc.</b>		
Term Loan, 4.25%, Maturing September 28, 2019	1,322	1,323,065
<b>Warner Chilcott Company, LLC</b>		
Term Loan, 3.75%, Maturing March 17, 2016	326	328,547
Term Loan, 4.25%, Maturing March 15, 2018	506	511,319
<b>Warner Chilcott Corporation</b>		
Term Loan, 4.25%, Maturing March 15, 2018	622	628,101
Term Loan, 4.25%, Maturing March 15, 2018	1,638	1,653,895
<b>WC Luxco S.a.r.l.</b>		
Term Loan, 4.25%, Maturing March 15, 2018	1,126	1,137,053
		<b>\$ 8,178,598</b>
<b>Ecological Services and Equipment 0.5%</b>		
<b>ADS Waste Holdings, Inc.</b>		
Term Loan, 4.25%, Maturing October 9, 2019	2,200	\$ 2,209,625
<b>Progressive Waste Solutions Ltd.</b>		
Term Loan, 3.50%, Maturing October 24, 2019	575	581,289
<b>Viking Consortium Borrower Limited</b>		
Term Loan - Second Lien, 6.68%, Maturing March 31, 2016 <sup>(4)</sup>	GBP 532	216,040
		<b>\$ 3,006,954</b>
<b>Electronics/Electrical 10.8%</b>		
<b>Aeroflex Incorporated</b>		
Term Loan, 5.75%, Maturing May 9, 2018	1,906	\$ 1,927,349
<b>Aspect Software, Inc.</b>		
Term Loan, 7.00%, Maturing May 6, 2016	2,315	2,343,806
<b>Attachmate Corporation</b>		
Term Loan, 7.25%, Maturing November 22, 2017	3,303	3,347,166
<b>Cinedigm Digital Funding I, LLC</b>		
Term Loan, 5.75%, Maturing April 29, 2016	632	635,923
<b>CommScope, Inc.</b>		
Term Loan, 4.25%, Maturing January 12, 2018	2,260	2,278,097
<b>CompuCom Systems, Inc.</b>		
Term Loan, 6.50%, Maturing October 4, 2018	900	911,063
<b>Dealer Computer Services, Inc.</b>		
Term Loan, 3.75%, Maturing April 20, 2018	1,491	1,500,982
<b>DG FastChannel, Inc.</b>		
Term Loan, 5.75%, Maturing July 26, 2018	2,203	2,126,067





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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Eagle Parent, Inc.</b>		
Term Loan, 5.00%, Maturing May 16, 2018	2,906	\$ 2,925,123
<b>Edwards (Cayman Islands II) Limited</b>		
Term Loan, 5.50%, Maturing May 31, 2016	419	419,823
Term Loan, 5.50%, Maturing May 31, 2016	1,165	1,166,687
<b>Freescale Semiconductor, Inc.</b>		
Term Loan, 4.45%, Maturing December 1, 2016	2,485	2,492,040
Term Loan, Maturing March 2, 2020 <sup>(2)</sup>	3,225	3,225,000
<b>Hyland Software, Inc.</b>		
Term Loan, 5.50%, Maturing October 25, 2019	375	378,047
<b>Infor (US), Inc.</b>		
Term Loan, 5.25%, Maturing April 5, 2018	5,647	5,727,831
<b>Magic Newco LLC</b>		
Term Loan, 7.25%, Maturing December 12, 2018	1,567	1,591,611
<b>Microsemi Corporation</b>		
Term Loan, 3.75%, Maturing February 19, 2020	1,587	1,596,812
<b>NXP B.V.</b>		
Term Loan, 4.50%, Maturing March 3, 2017	2,524	2,563,942
Term Loan, 5.50%, Maturing March 3, 2017	1,160	1,184,969
Term Loan, 5.25%, Maturing March 19, 2019	1,811	1,833,389
Term Loan, 4.75%, Maturing January 11, 2020	1,025	1,040,055
<b>Rovi Corporation</b>		
Term Loan, 4.00%, Maturing March 29, 2019	831	835,995
<b>RP Crown Parent, LLC</b>		
Term Loan, 6.75%, Maturing December 21, 2018	2,975	3,019,625
Term Loan - Second Lien, 11.25%, Maturing December 20, 2019	650	676,000
<b>SafeNet Inc.</b>		
Term Loan, 2.70%, Maturing April 12, 2014	492	492,826
<b>Semtech Corporation</b>		
Term Loan, 4.25%, Maturing March 20, 2017	447	452,208
<b>Sensata Technologies Finance Company, LLC</b>		
Term Loan, 3.75%, Maturing May 11, 2018	3,915	3,950,026
<b>Serena Software, Inc.</b>		
Term Loan, 4.20%, Maturing March 10, 2016	991	997,107
Term Loan, 5.00%, Maturing March 10, 2016	375	377,813
<b>Shield Finance Co. S.A.R.L.</b>		
Term Loan, 6.50%, Maturing May 10, 2019	1,119	1,127,770
<b>Sirius Computer Solutions, Inc.</b>		
Term Loan, 7.00%, Maturing November 30, 2018	660	667,036
<b>SkillSoft Corporation</b>		
Term Loan, 5.00%, Maturing May 26, 2017	1,269	1,281,479
<b>Sophia, L.P.</b>		
Term Loan, 4.50%, Maturing July 19, 2018	1,527	1,543,097
<b>Spansion LLC</b>		
Term Loan, 5.25%, Maturing December 11, 2018	848	857,358
<b>SS&amp;C Technologies Inc.</b>		
Term Loan, 5.00%, Maturing June 7, 2019	141	142,823
Term Loan, 5.00%, Maturing June 7, 2019	1,359	1,373,394
<b>SumTotal Systems LLC</b>		
Term Loan, 6.25%, Maturing November 16, 2018	1,450	1,464,500
<b>VeriFone Inc.</b>		
Term Loan, 4.25%, Maturing December 28, 2018	246	247,074
<b>Vertafore, Inc.</b>		
Term Loan, 5.25%, Maturing July 29, 2016	1,098	1,110,988



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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Wall Street Systems, Inc.</b>		
Term Loan, 5.75%, Maturing October 24, 2019	1,325	\$ 1,334,938
Term Loan - Second Lien, 9.25%, Maturing April 24, 2020	500	505,000
<b>Web.com Group, Inc.</b>		
Term Loan, 5.50%, Maturing October 27, 2017	2,793	2,834,937
		<b>\$ 66,507,776</b>
<b>Equipment Leasing 1.2%</b>		
<b>BakerCorp International, Inc.</b>		
Term Loan, 4.25%, Maturing February 14, 2020	1,925	\$ 1,932,219
<b>Delos Aircraft Inc.</b>		
Term Loan, 4.75%, Maturing April 12, 2016	1,425	1,439,250
<b>Flying Fortress Inc.</b>		
Term Loan, 5.00%, Maturing June 30, 2017	3,800	3,828,500
		<b>\$ 7,199,969</b>
<b>Financial Intermediaries 5.9%</b>		
<b>American Capital Holdings, Inc.</b>		
Term Loan, 5.50%, Maturing August 22, 2016	925	\$ 940,031
<b>Asset Acceptance Capital Corp.</b>		
Term Loan, 8.75%, Maturing November 14, 2017	1,378	1,394,719
<b>CB Richard Ellis Services, Inc.</b>		
Term Loan, 3.45%, Maturing March 5, 2018	760	763,419
Term Loan, 3.70%, Maturing September 4, 2019	718	721,007
<b>Citco Funding LLC</b>		
Term Loan, 5.50%, Maturing June 29, 2018	1,847	1,857,264
<b>First Data Corporation</b>		
Term Loan, 4.20%, Maturing March 23, 2018	4,136	4,094,372
Term Loan, 5.20%, Maturing September 24, 2018	1,375	1,378,560
<b>Grosvenor Capital Management Holdings, LLP</b>		
Term Loan, 4.25%, Maturing December 5, 2016	1,313	1,308,284
<b>Hamilton Lane Advisors, LLC</b>		
Term Loan, 6.50%, Maturing February 23, 2018	794	802,003
<b>Harbourvest Partners, LLC</b>		
Term Loan, 4.75%, Maturing November 21, 2017	1,009	1,016,316
<b>iPayment, Inc.</b>		
Term Loan, 5.75%, Maturing May 8, 2017	1,034	1,045,633
<b>LPL Holdings, Inc.</b>		
Term Loan, 4.00%, Maturing March 29, 2019	3,424	3,458,366
<b>Mercury Payment Systems Canada, LLC</b>		
Term Loan, 5.50%, Maturing July 3, 2017	1,113	1,129,821
<b>MIP Delaware, LLC</b>		
Term Loan, 5.50%, Maturing July 12, 2018	697	699,034
<b>Nuveen Investments, Inc.</b>		
Term Loan, 5.20%, Maturing May 13, 2017	6,728	6,804,175
<b>Ocwen Financial Corporation</b>		
Term Loan, 5.00%, Maturing January 22, 2018	1,375	1,394,250
<b>Oz Management L.P.</b>		
Term Loan, 1.70%, Maturing November 15, 2016	1,489	1,363,664
<b>RJO Holdings Corp.</b>		
Term Loan, 6.21%, Maturing December 10, 2015 <sup>(5)</sup>	15	12,487
Term Loan, 6.96%, Maturing December 10, 2015 <sup>(5)</sup>	480	369,055



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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>RPI Finance Trust</b>		
Term Loan, 3.50%, Maturing May 9, 2018	3,877	\$ 3,924,601
<b>Vantiv, LLC</b>		
Term Loan, 3.75%, Maturing March 27, 2019	521	523,505
<b>Walter Investment Management Corp.</b>		
Term Loan, 5.75%, Maturing November 28, 2017	1,394	1,412,333
		<b>\$ 36,412,899</b>
<b>Food Products 4.3%</b>		
<b>AdvancePierre Foods, Inc.</b>		
Term Loan, 5.75%, Maturing July 10, 2017	1,450	\$ 1,471,449
<b>American Seafoods Group LLC</b>		
Term Loan, 4.25%, Maturing March 16, 2018	732	724,250
<b>Blue Buffalo Company, Ltd.</b>		
Term Loan, 4.75%, Maturing August 8, 2019	1,471	1,481,734
<b>Clearwater Seafoods Limited Partnership</b>		
Term Loan, 6.78%, Maturing June 6, 2018	1,194	1,199,970
<b>Del Monte Foods Company</b>		
Term Loan, 4.00%, Maturing March 8, 2018	4,724	4,751,741
<b>Dole Food Company Inc.</b>		
Term Loan, 5.03%, Maturing July 6, 2018	1,086	1,091,223
<b>Hearthside Food Solutions, LLC</b>		
Term Loan, 6.50%, Maturing June 7, 2018	1,318	1,331,559
<b>High Liner Foods Incorporated</b>		
Term Loan, 5.75%, Maturing December 31, 2017	718	719,544
<b>JBS USA Holdings Inc.</b>		
Term Loan, 3.75%, Maturing May 25, 2018	1,108	1,110,895
<b>Michael Foods Group, Inc.</b>		
Term Loan, 4.25%, Maturing February 23, 2018	715	725,690
<b>NBTY, Inc.</b>		
Term Loan, 4.25%, Maturing October 2, 2017	3,909	3,965,456
<b>Pinnacle Foods Finance LLC</b>		
Term Loan, 4.75%, Maturing October 17, 2018	323	325,615
Term Loan, 4.75%, Maturing October 17, 2018	5,547	5,601,603
<b>Solvest Ltd.</b>		
Term Loan, 5.02%, Maturing July 6, 2018	1,943	1,952,718
		<b>\$ 26,453,447</b>
<b>Food Service 5.5%</b>		
<b>Aramark Corporation</b>		
Term Loan, 3.40%, Maturing July 26, 2016	194	\$ 194,969
Term Loan, 3.40%, Maturing July 26, 2016	348	351,399
Term Loan, 3.45%, Maturing July 26, 2016	5,298	5,343,249
Term Loan, 3.52%, Maturing July 26, 2016	2,401	2,417,380
Term Loan, 3.89%, Maturing July 26, 2016	GBP 1,188	1,774,475
<b>Brasa Holdings, Inc.</b>		
Term Loan, 7.50%, Maturing July 19, 2019	499	503,738
<b>Buffets, Inc.</b>		
Term Loan, 0.31%, Maturing April 22, 2015 <sup>(5)</sup>	113	113,158
<b>Burger King Corporation</b>		
Term Loan, 3.75%, Maturing September 27, 2019	2,893	2,920,471
<b>Centerplate, Inc.</b>		
Term Loan, 5.75%, Maturing October 15, 2018	399	403,489



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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>DineEquity, Inc.</b>		
Term Loan, 3.75%, Maturing October 19, 2017	1,161	\$ 1,176,154
<b>Dunkin Brands, Inc.</b>		
Term Loan, 3.76%, Maturing February 7, 2020	3,395	3,406,489
<b>Landry s, Inc.</b>		
Term Loan, 4.75%, Maturing April 24, 2018	2,864	2,880,047
<b>NPC International, Inc.</b>		
Term Loan, 4.50%, Maturing December 1, 2018	736	748,214
<b>OSI Restaurant Partners, LLC</b>		
Term Loan, 4.75%, Maturing October 24, 2019	2,901	2,943,000
<b>P.F. Chang s China Bistro Inc.</b>		
Term Loan, 5.25%, Maturing July 2, 2019	474	479,735
<b>Sagittarius Restaurants, LLC</b>		
Term Loan, 7.51%, Maturing May 18, 2015	420	420,290
<b>US Foods, Inc.</b>		
Term Loan, 5.75%, Maturing March 31, 2017	4,219	4,273,147
<b>Weight Watchers International, Inc.</b>		
Term Loan, 4.00%, Maturing March 15, 2019	1,464	1,475,466
<b>Wendy s International, Inc.</b>		
Term Loan, 4.75%, Maturing May 15, 2019	2,195	2,219,179
		<b>\$ 34,044,049</b>
<b>Food/Drug Retailers 4.1%</b>		
<b>Albertson s, LLC</b>		
Term Loan, Maturing February 25, 2016 <sup>(2)</sup>	800	\$ 808,834
<b>Alliance Boots Holdings Limited</b>		
Term Loan, 3.58%, Maturing July 10, 2017	EUR 1,000	1,296,167
Term Loan, 3.99%, Maturing July 10, 2017	GBP 7,000	10,424,974
<b>General Nutrition Centers, Inc.</b>		
Term Loan, 3.75%, Maturing March 2, 2018	5,782	5,831,630
<b>Pantry, Inc. (The)</b>		
Term Loan, 5.75%, Maturing August 2, 2019	499	506,855
<b>Rite Aid Corporation</b>		
Term Loan, Maturing February 21, 2020 <sup>(2)</sup>	2,575	2,593,991
Term Loan - Second Lien, 5.75%, Maturing August 21, 2020	500	514,312
<b>Sprouts Farmers Markets Holdings, LLC</b>		
Term Loan, 6.00%, Maturing April 18, 2018	647	652,409
<b>Supervalu Inc.</b>		
Term Loan, Maturing March 21, 2019 <sup>(2)</sup>	2,525	2,563,400
		<b>\$ 25,192,572</b>
<b>Health Care 16.8%</b>		
<b>Alere, Inc.</b>		
Term Loan, 4.75%, Maturing June 30, 2017	521	\$ 528,010
Term Loan, 4.75%, Maturing June 30, 2017	644	652,026
Term Loan, 4.75%, Maturing June 30, 2017	2,617	2,651,549
<b>Alkermes, Inc.</b>		
Term Loan, Maturing September 18, 2019 <sup>(2)</sup>	425	426,063
<b>Alliance Healthcare Services, Inc.</b>		
Term Loan, 7.25%, Maturing June 1, 2016	977	983,899
<b>Ardent Medical Services, Inc.</b>		
Term Loan, 6.75%, Maturing July 2, 2018	1,587	1,610,605





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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>AssuraMed Holding, Inc.</b>		
Term Loan, 5.50%, Maturing October 24, 2019	925	\$ 929,625
<b>ATI Holdings, Inc.</b>		
Term Loan, 5.75%, Maturing December 20, 2019	500	505,625
<b>Biomet Inc.</b>		
Term Loan, 4.00%, Maturing July 25, 2017	5,226	5,272,915
<b>BSN Medical Acquisition Holding GmbH</b>		
Term Loan, 5.00%, Maturing August 28, 2019	650	655,959
<b>Catalent Pharma Solutions Inc.</b>		
Term Loan, 3.70%, Maturing September 15, 2016	2,315	2,331,879
Term Loan, 4.25%, Maturing September 15, 2017	1,264	1,275,803
<b>CHG Buyer Corporation</b>		
Term Loan, 5.00%, Maturing November 22, 2019	716	726,289
<b>Community Health Systems, Inc.</b>		
Term Loan, 3.79%, Maturing January 25, 2017	6,791	6,851,271
<b>Convatec Inc.</b>		
Term Loan, 5.00%, Maturing December 22, 2016	1,520	1,541,335
<b>CRC Health Corporation</b>		
Term Loan, 4.70%, Maturing November 16, 2015	1,999	1,999,242
<b>DaVita, Inc.</b>		
Term Loan, 4.50%, Maturing October 20, 2016	3,332	3,369,485
Term Loan, 4.00%, Maturing November 1, 2019	3,500	3,539,900
<b>DJO Finance LLC</b>		
Term Loan, 5.20%, Maturing November 1, 2016	1,026	1,037,488
Term Loan, 6.25%, Maturing September 15, 2017	868	878,208
<b>Drumm Investors LLC</b>		
Term Loan, 5.00%, Maturing May 4, 2018	2,468	2,376,110
<b>Emdeon, Inc.</b>		
Term Loan, 5.00%, Maturing November 2, 2018	918	932,407
<b>Emergency Medical Services Corporation</b>		
Term Loan, 4.00%, Maturing May 25, 2018	2,034	2,043,422
<b>Grifols Inc.</b>		
Term Loan, 4.25%, Maturing June 1, 2017	3,270	3,293,972
<b>Hanger Orthopedic Group, Inc.</b>		
Term Loan, 4.00%, Maturing December 1, 2016	733	740,582
<b>HCA, Inc.</b>		
Term Loan, 3.56%, Maturing March 31, 2017	6,452	6,493,937
Term Loan, 3.45%, Maturing May 1, 2018	2,690	2,707,761
<b>Health Management Associates, Inc.</b>		
Term Loan, 4.50%, Maturing November 16, 2018	1,658	1,676,388
<b>Hologic Inc.</b>		
Term Loan, 4.50%, Maturing August 1, 2019	2,090	2,118,605
<b>Iasis Healthcare LLC</b>		
Term Loan, 4.50%, Maturing May 3, 2018	1,867	1,872,584
<b>inVentiv Health, Inc.</b>		
Term Loan, 7.50%, Maturing August 4, 2016	1,139	1,125,107
Term Loan, 7.75%, Maturing May 15, 2018	976	963,668
<b>Kindred Healthcare, Inc.</b>		
Term Loan, 5.25%, Maturing June 1, 2018	1,869	1,870,486
<b>Kinetic Concepts, Inc.</b>		
Term Loan, 5.50%, Maturing May 4, 2018	4,529	4,601,437
<b>LHP Hospital Group, Inc.</b>		
Term Loan, 9.00%, Maturing July 3, 2018	622	635,090



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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>MedAssets, Inc.</b>		
Term Loan, 4.00%, Maturing December 13, 2019	700	\$ 705,833
<b>Medpace, Inc.</b>		
Term Loan, 6.50%, Maturing June 16, 2017	899	899,266
<b>MMM Holdings, Inc.</b>		
Term Loan, 9.75%, Maturing October 9, 2017	796	802,023
<b>MSO of Puerto Rico, Inc.</b>		
Term Loan, 9.75%, Maturing October 26, 2017	579	580,395
<b>Multiplan, Inc.</b>		
Term Loan, 4.00%, Maturing August 18, 2017	4,009	4,029,914
<b>MX USA, Inc.</b>		
Term Loan, 6.50%, Maturing April 28, 2017	645	648,351
<b>One Call Medical, Inc.</b>		
Term Loan, 7.00%, Maturing August 16, 2019	998	1,006,644
<b>Onex Carestream Finance L.P.</b>		
Term Loan, 5.00%, Maturing February 25, 2017	1,694	1,702,004
<b>Pharmaceutical Product Development, Inc.</b>		
Term Loan, 4.25%, Maturing December 5, 2018	2,175	2,191,086
<b>Physiotherapy Associates Holdings, Inc.</b>		
Term Loan, 6.01%, Maturing April 30, 2018	348	351,080
<b>Radnet Management, Inc.</b>		
Term Loan, 5.50%, Maturing September 30, 2018	1,671	1,690,653
<b>Sage Products, Inc.</b>		
Term Loan, 4.25%, Maturing November 29, 2019	650	655,281
<b>Select Medical Corporation</b>		
Term Loan, 5.50%, Maturing June 1, 2018	3,349	3,379,670
<b>Sheridan Holdings, Inc.</b>		
Term Loan, 4.50%, Maturing June 29, 2018	722	725,810
<b>TriZetto Group, Inc. (The)</b>		
Term Loan, 4.75%, Maturing May 2, 2018	1,650	1,653,485
<b>Truven Health Analytics Inc.</b>		
Term Loan, 5.75%, Maturing June 1, 2019	1,845	1,879,964
<b>Universal Health Services, Inc.</b>		
Term Loan, 3.75%, Maturing November 15, 2016	1,200	1,207,721
<b>Valeant Pharmaceuticals International, Inc.</b>		
Term Loan, 3.50%, Maturing February 13, 2019	2,092	2,107,157
Term Loan, 3.50%, Maturing December 11, 2019	2,250	2,265,176
<b>Vanguard Health Holding Company II, LLC</b>		
Term Loan, 5.00%, Maturing January 29, 2016	2,249	2,269,698
<b>VWR Funding, Inc.</b>		
Term Loan, 4.20%, Maturing April 3, 2017	750	758,437
Term Loan, 4.45%, Maturing April 3, 2017	1,058	1,066,762
		<b>\$ 103,795,142</b>
<b>Home Furnishings 0.6%</b>		
<b>Serta Simmons Holdings, LLC</b>		
Term Loan, 5.00%, Maturing October 1, 2019	1,850	\$ 1,875,823
<b>Tempur-Pedic International Inc.</b>		
Term Loan, Maturing December 12, 2019 <sup>(2)</sup>	2,025	2,055,555
		<b>\$ 3,931,378</b>



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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Industrial Equipment 1.9%</b>		
<b>Ameriforge Group, Inc.</b>		
Term Loan, 5.00%, Maturing December 19, 2019	600	\$ 607,875
Term Loan - Second Lien, 8.75%, Maturing December 18, 2020	200	203,625
<b>Apex Tool Group, LLC</b>		
Term Loan, 4.50%, Maturing January 28, 2020	800	809,500
<b>Colfax Corporation</b>		
Term Loan, 3.25%, Maturing January 18, 2019	800	802,166
<b>Excelitas Technologies Corp.</b>		
Term Loan, 5.00%, Maturing November 23, 2016	978	982,397
<b>Generac Power Systems, Inc.</b>		
Term Loan, 6.25%, Maturing May 30, 2018	1,563	1,598,210
<b>Grede LLC</b>		
Term Loan, 7.00%, Maturing April 3, 2017	1,113	1,121,348
<b>Husky Injection Molding Systems Ltd.</b>		
Term Loan, 5.75%, Maturing June 29, 2018	3,195	3,243,781
<b>Manitowoc Company, Inc. (The)</b>		
Term Loan, 4.25%, Maturing November 13, 2017	146	147,770
<b>Tank Holding Corp.</b>		
Term Loan, 4.25%, Maturing July 9, 2019	1,098	1,101,126
<b>Terex Corporation</b>		
Term Loan, 4.50%, Maturing April 28, 2017	790	800,290
<b>Unifrax Corporation</b>		
Term Loan, 4.25%, Maturing November 28, 2018	382	385,999
		<b>\$ 11,804,087</b>
<b>Insurance 4.3%</b>		
<b>Alliant Holdings I, Inc.</b>		
Term Loan, 5.00%, Maturing December 20, 2019	2,225	\$ 2,246,322
<b>AmWINS Group, Inc.</b>		
Term Loan, Maturing September 6, 2019 <sup>(2)</sup>	4,525	4,553,281
<b>Applied Systems, Inc.</b>		
Term Loan, 5.50%, Maturing December 8, 2016	645	650,770
Term Loan, 5.50%, Maturing December 8, 2016	1,488	1,501,489
<b>Asurion LLC</b>		
Term Loan, 4.50%, Maturing May 24, 2019	9,725	9,776,056
<b>CCC Information Services, Inc.</b>		
Term Loan, 5.25%, Maturing December 20, 2019	350	354,156
<b>Compass Investors Inc.</b>		
Term Loan, 5.25%, Maturing December 27, 2019	2,375	2,396,772
<b>Cunningham Lindsey U.S. Inc.</b>		
Term Loan, 5.00%, Maturing December 10, 2019	775	786,625
<b>Hub International Limited</b>		
Term Loan, 4.70%, Maturing June 13, 2017	2,293	2,316,552
Term Loan, 6.75%, Maturing December 13, 2017	605	611,717
<b>Towergate Finance, PLC</b>		
Term Loan, 6.50%, Maturing August 4, 2017	GBP 1,000	1,511,994
		<b>\$ 26,705,734</b>
<b>Leisure Goods/Activities/Movies 5.8%</b>		
<b>Alpha D2 Limited</b>		
Term Loan, 6.00%, Maturing April 30, 2019	2,233	\$ 2,264,417
<b>AMC Entertainment, Inc.</b>		
Term Loan, 4.25%, Maturing December 15, 2016	5,317	5,364,681

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Term Loan, 4.75%, Maturing February 22, 2018	1,089	1,097,162
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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Bombardier Recreational Products, Inc.</b>		
Term Loan, 5.00%, Maturing January 22, 2019	4,750	\$ 4,797,500
<b>Bright Horizons Family Solutions, Inc.</b>		
Term Loan, 4.00%, Maturing January 16, 2020	1,025	1,033,328
<b>Cedar Fair, L.P.</b>		
Term Loan, 4.00%, Maturing December 15, 2017	2,171	2,185,956
<b>ClubCorp Club Operations, Inc.</b>		
Term Loan, 5.00%, Maturing November 30, 2016	2,685	2,732,304
<b>Dave &amp; Buster's, Inc.</b>		
Term Loan, 5.50%, Maturing June 1, 2016	973	979,186
<b>Equinox Fitness Clubs</b>		
Term Loan, 5.50%, Maturing February 5, 2020	1,350	1,366,031
<b>Fender Musical Instruments Corporation</b>		
Term Loan, 5.50%, Maturing June 9, 2014	262	261,605
Term Loan, 5.50%, Maturing June 9, 2014	519	517,706
<b>Live Nation Entertainment, Inc.</b>		
Term Loan, 4.50%, Maturing November 7, 2016	2,951	2,976,601
<b>Revolution Studios Distribution Company, LLC</b>		
Term Loan, 3.96%, Maturing December 21, 2014 <sup>(5)</sup>	814	672,673
Term Loan - Second Lien, 7.21%, Maturing June 21, 2015 <sup>(5)</sup>	900	479,250
<b>SeaWorld Parks &amp; Entertainment, Inc.</b>		
Term Loan, 4.00%, Maturing August 17, 2017	2,508	2,527,251
<b>Six Flags Theme Parks, Inc.</b>		
Term Loan, 4.00%, Maturing December 20, 2018	1,625	1,648,911
<b>Town Sports International Inc.</b>		
Term Loan, 5.75%, Maturing May 11, 2018	1,846	1,868,879
<b>Zuffa LLC</b>		
Term Loan, 5.75%, Maturing February 20, 2020	3,225	3,225,000
		<b>\$ 35,998,441</b>

**Lodging and Casinos 3.0%**

<b>Affinity Gaming, LLC</b>		
Term Loan, 5.50%, Maturing November 9, 2017	496	\$ 504,159
<b>Ameristar Casinos, Inc.</b>		
Term Loan, 4.00%, Maturing April 16, 2018	1,152	1,161,823
<b>Caesars Entertainment Operating Company</b>		
Term Loan, 9.50%, Maturing October 31, 2016	2,910	2,972,763
Term Loan, 5.45%, Maturing January 26, 2018	3,788	3,506,727
<b>Gala Group LTD</b>		
Term Loan, 5.50%, Maturing May 30, 2018	GBP 2,850	4,266,548
<b>Isle of Capri Casinos, Inc.</b>		
Term Loan, 4.75%, Maturing March 24, 2017	1,029	1,035,860
<b>LodgeNet Entertainment Corporation</b>		
Term Loan, 0.00%, Maturing April 4, 2014 <sup>(3)</sup>	1,288	914,304
<b>MGM Resorts International</b>		
Term Loan, 4.25%, Maturing December 20, 2019	2,750	2,792,232
<b>Penn National Gaming, Inc.</b>		
Term Loan, 3.75%, Maturing July 16, 2018	374	376,497
<b>Pinnacle Entertainment, Inc.</b>		
Term Loan, 4.00%, Maturing March 19, 2019	645	650,770
<b>Tropicana Entertainment Inc.</b>		
Term Loan, 7.50%, Maturing March 16, 2018	347	351,717
		<b>\$ 18,533,400</b>





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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Nonferrous Metals/Minerals 2.3%</b>		
<b>Arch Coal Inc.</b>		
Term Loan, 5.75%, Maturing May 16, 2018	3,260	\$ 3,323,873
<b>Fairmount Minerals LTD</b>		
Term Loan, 5.25%, Maturing March 15, 2017	2,924	2,932,586
<b>Noranda Aluminum Acquisition Corporation</b>		
Term Loan, 6.75%, Maturing February 24, 2019	1,141	1,150,649
<b>Novelis, Inc.</b>		
Term Loan, 4.00%, Maturing March 10, 2017	741	744,976
Term Loan, 4.00%, Maturing March 10, 2017	2,279	2,291,892
<b>Oxbow Carbon and Mineral Holdings LLC</b>		
Term Loan, 3.70%, Maturing May 8, 2016	2,061	2,075,182
<b>United Distribution Group, Inc.</b>		
Term Loan, 7.50%, Maturing October 9, 2018	1,314	1,278,254
Term Loan - Second Lien, 12.50%, Maturing April 12, 2019	500	477,500
		<b>\$ 14,274,912</b>
<b>Oil and Gas 5.3%</b>		
<b>Citgo Petroleum Corporation</b>		
Term Loan, 8.00%, Maturing June 24, 2015	197	\$ 199,295
Term Loan, 9.00%, Maturing June 23, 2017	2,454	2,515,368
<b>Crestwood Holdings LLC</b>		
Term Loan, 9.75%, Maturing March 26, 2018	1,175	1,197,235
<b>Energy Transfer Equity, L.P.</b>		
Term Loan, 3.75%, Maturing March 24, 2017	2,925	2,942,468
<b>Frac Tech International LLC</b>		
Term Loan, 8.50%, Maturing May 6, 2016	2,080	1,906,345
<b>Gibson Energy ULC</b>		
Term Loan, 4.75%, Maturing June 15, 2018	2,581	2,616,790
<b>MEG Energy Corp.</b>		
Term Loan, 3.75%, Maturing March 16, 2018	8,333	8,391,259
<b>Obsidian Natural Gas Trust</b>		
Term Loan, 7.00%, Maturing November 2, 2015	2,637	2,686,445
<b>Plains Exploration &amp; Production</b>		
Term Loan, 4.00%, Maturing November 30, 2019	2,250	2,260,238
<b>Samson Investment Company</b>		
Term Loan - Second Lien, 6.00%, Maturing September 25, 2018	950	961,380
<b>Sheridan Production Partners I, LLC</b>		
Term Loan, 5.00%, Maturing September 14, 2019	2,261	2,300,170
Term Loan, 5.00%, Maturing September 25, 2019	183	186,168
Term Loan, 5.00%, Maturing September 25, 2019	300	304,791
<b>Tallgrass Operations, LLC</b>		
Term Loan, 5.25%, Maturing November 13, 2018	2,400	2,437,999
<b>Tervita Corporation</b>		
Term Loan, 6.25%, Maturing May 1, 2018	1,825	1,841,783
		<b>\$ 32,747,734</b>
<b>Publishing 5.6%</b>		
<b>Ascend Learning, Inc.</b>		
Term Loan, 7.00%, Maturing May 23, 2017	3,402	\$ 3,394,864
<b>Aster Zweite Beteiligungs GmbH</b>		
Term Loan, 5.55%, Maturing December 31, 2014	93	93,118



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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Term Loan, 5.55%, Maturing December 31, 2014	1,665	\$ 1,661,362
Term Loan, 5.55%, Maturing December 31, 2014	1,683	1,678,930
<b>Cengage Learning Acquisitions, Inc.</b>		
Term Loan, 2.71%, Maturing July 3, 2014	979	770,731
<b>GateHouse Media Operating, Inc.</b>		
Term Loan, 2.21%, Maturing August 28, 2014	639	209,551
Term Loan, 2.21%, Maturing August 28, 2014	1,498	491,638
Term Loan, 2.46%, Maturing August 28, 2014	737	241,789
<b>Getty Images, Inc.</b>		
Term Loan, 4.75%, Maturing October 18, 2019	5,400	5,458,342
<b>Instant Web, Inc.</b>		
Term Loan, 3.58%, Maturing August 7, 2014	183	133,913
Term Loan, 3.58%, Maturing August 7, 2014	1,760	1,284,620
<b>Interactive Data Corporation</b>		
Term Loan, 3.75%, Maturing February 11, 2018	2,966	2,975,880
<b>John Henry Holdings, Inc.</b>		
Term Loan, 6.00%, Maturing December 4, 2018	675	685,687
<b>Lamar Media Corporation</b>		
Term Loan, 4.00%, Maturing December 30, 2016	39	38,875
<b>Laureate Education, Inc.</b>		
Term Loan, 5.25%, Maturing June 18, 2018	7,554	7,607,867
<b>MediaNews Group</b>		
Term Loan, 8.50%, Maturing March 19, 2014	128	124,998
<b>Merrill Communications, LLC</b>		
Term Loan, 11.25%, Maturing March 28, 2013	2,613	2,619,665
<b>Nelson Education Ltd.</b>		
Term Loan, 2.81%, Maturing July 3, 2014	462	365,143
<b>Nielsen Finance LLC</b>		
Term Loan, 2.94%, Maturing May 2, 2016	1,938	1,950,278
<b>Source Interlink Companies, Inc.</b>		
Term Loan, 15.00%, Maturing March 18, 2014 <sup>(4)(5)</sup>	786	335,217
Term Loan - Second Lien, 10.75%, Maturing June 18, 2013 <sup>(5)</sup>	884	703,940
<b>Tribune Company</b>		
Term Loan, 4.00%, Maturing December 31, 2019	1,900	1,911,865
		<b>\$ 34,738,273</b>

**Radio and Television 4.3%**

<b>Clear Channel Communications, Inc.</b>		
Term Loan, 3.85%, Maturing January 29, 2016	1,516	\$ 1,307,233
<b>Cumulus Media Holdings Inc.</b>		
Term Loan, 4.50%, Maturing September 17, 2018	7,122	7,195,380
Term Loan - Second Lien, 7.50%, Maturing September 16, 2019	1,000	1,027,500
<b>Entercom Radio, LLC</b>		
Term Loan, 5.02%, Maturing November 23, 2018	563	569,201
<b>Foxco Acquisition Sub, LLC</b>		
Term Loan, 5.50%, Maturing July 14, 2017	1,546	1,572,537
<b>Gray Television, Inc.</b>		
Term Loan, 4.75%, Maturing October 15, 2019	554	561,901
<b>Hubbard Radio, LLC</b>		
Term Loan, 4.50%, Maturing April 28, 2017	806	816,051
<b>ION Media Networks, Inc.</b>		
Term Loan, 7.25%, Maturing July 31, 2018	925	920,375



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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>LIN Television Corp.</b>		
Term Loan, 4.00%, Maturing December 21, 2018	668	\$ 674,097
<b>Mission Broadcasting, Inc.</b>		
Term Loan, 4.50%, Maturing December 3, 2019	461	464,889
<b>Nexstar Broadcasting, Inc.</b>		
Term Loan, 4.50%, Maturing December 3, 2019	1,089	1,099,642
<b>Nine Entertainment Group Limited</b>		
Term Loan, Maturing January 17, 2020 <sup>(2)</sup>	825	826,934
<b>Raycom TV Broadcasting, Inc.</b>		
Term Loan, 4.25%, Maturing May 31, 2017	985	987,463
<b>Sinclair Television Group Inc.</b>		
Term Loan, 4.00%, Maturing October 28, 2016	815	820,174
<b>Univision Communications Inc.</b>		
Term Loan, 4.75%, Maturing March 2, 2020	5,524	5,545,273
<b>Weather Channel</b>		
Term Loan, 3.50%, Maturing February 7, 2017	2,220	2,242,147
		<b>\$ 26,630,797</b>
<b>Retailers (Except Food and Drug) 6.0%</b>		
<b>99 Cents Only Stores</b>		
Term Loan, 5.25%, Maturing January 11, 2019	1,562	\$ 1,574,645
<b>B&amp;M Retail Limited</b>		
Term Loan, Maturing February 18, 2020 <sup>(2)</sup>	GBP 1,175	1,762,035
<b>Bass Pro Group, LLC</b>		
Term Loan, 4.00%, Maturing November 20, 2019	1,575	1,588,079
<b>David s Bridal, Inc.</b>		
Term Loan, 5.00%, Maturing October 11, 2019	750	759,844
<b>Evergreen Acqco 1 L.P.</b>		
Term Loan, 5.00%, Maturing July 9, 2019	746	751,665
<b>FTD, Inc.</b>		
Term Loan, 4.75%, Maturing June 11, 2018	1,346	1,352,837
<b>Harbor Freight Tools USA, Inc.</b>		
Term Loan, 5.50%, Maturing November 14, 2017	1,119	1,134,487
<b>J Crew Group, Inc.</b>		
Term Loan, 4.00%, Maturing March 7, 2018	1,793	1,797,866
<b>Jo-Ann Stores, Inc.</b>		
Term Loan, 4.00%, Maturing March 16, 2018	1,929	1,943,894
<b>Michaels Stores, Inc.</b>		
Term Loan, 3.75%, Maturing January 31, 2020	2,850	2,863,575
<b>National Vision, Inc.</b>		
Term Loan, 7.00%, Maturing August 2, 2018	893	906,649
<b>Neiman Marcus Group, Inc. (The)</b>		
Term Loan, 4.00%, Maturing May 16, 2018	5,225	5,235,340
<b>Ollie s Bargain Outlet, Inc.</b>		
Term Loan, 6.25%, Maturing September 27, 2019	549	553,425
<b>Party City Holdings Inc.</b>		
Term Loan, 4.25%, Maturing July 29, 2019	1,525	1,527,065
<b>Pep Boys-Manny, Moe &amp; Jack (The)</b>		
Term Loan, 5.00%, Maturing October 11, 2018	525	534,187
<b>Petco Animal Supplies, Inc.</b>		
Term Loan, 4.00%, Maturing November 24, 2017	2,356	2,374,384
<b>Pilot Travel Centers LLC</b>		
Term Loan, 3.75%, Maturing March 30, 2018	1,986	2,005,942



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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>ServiceMaster Company</b>		
Term Loan, 4.25%, Maturing August 7, 2019	673	\$ 680,151
<b>Visant Holding Corp.</b>		
Term Loan, 4.45%, Maturing January 31, 2017	2,929	2,941,580
Term Loan, Maturing April 1, 2017 <sup>(2)</sup>	1,625	1,623,404
<b>Vivarte SA</b>		
Term Loan, 5.25%, Maturing December 22, 2016	1,479	1,420,242
<b>Wilton Brands LLC</b>		
Term Loan, 7.50%, Maturing August 30, 2018	716	726,677
		<b>\$ 37,136,401</b>
<b>Steel 2.1%</b>		
<b>Essar Steel Algoma, Inc.</b>		
Term Loan, 8.75%, Maturing September 19, 2014	1,172	\$ 1,198,434
<b>FMG America Finance, Inc.</b>		
Term Loan, 5.25%, Maturing October 18, 2017	6,559	6,652,842
<b>JFB Firth Rixson Inc.</b>		
Term Loan, 5.00%, Maturing June 30, 2017	GBP 750	1,145,255
<b>JMC Steel Group, Inc.</b>		
Term Loan, 4.75%, Maturing April 3, 2017	761	765,732
<b>Patriot Coal Corporation</b>		
DIP Loan, 9.25%, Maturing October 4, 2013	925	931,167
<b>SunCoke Energy, Inc.</b>		
Term Loan, 4.00%, Maturing July 26, 2018	174	175,729
<b>Waupaca Foundry, Inc.</b>		
Term Loan, 5.75%, Maturing June 29, 2017	1,282	1,299,615
<b>WireCo WorldGroup, Inc.</b>		
Term Loan, 6.00%, Maturing February 15, 2017	698	708,724
		<b>\$ 12,877,498</b>
<b>Surface Transport 1.2%</b>		
<b>Hertz Corporation (The)</b>		
Term Loan, 3.75%, Maturing March 9, 2018	3,905	\$ 3,930,456
Term Loan, 3.75%, Maturing March 11, 2018	2,050	2,064,948
<b>Swift Transportation Co., Inc.</b>		
Term Loan, 5.00%, Maturing December 21, 2017	1,677	1,695,720
		<b>\$ 7,691,124</b>
<b>Telecommunications 6.4%</b>		
<b>Alaska Communications Systems Holdings, Inc.</b>		
Term Loan, 5.50%, Maturing October 21, 2016	1,136	\$ 1,110,945
<b>Arris Group, Inc.</b>		
Term Loan, Maturing February 7, 2020 <sup>(2)</sup>	1,175	1,177,386
<b>Cellular South, Inc.</b>		
Term Loan, 4.50%, Maturing July 27, 2017	936	945,108
<b>Cricket Communications, Inc.</b>		



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Term Loan, 4.75%, Maturing October 10, 2019

550

554,641

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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Crown Castle International Corporation</b>		
Term Loan, 4.00%, Maturing January 31, 2019	2,079	\$ 2,094,882
<b>Intelsat Jackson Holdings Ltd.</b>		
Term Loan, 4.50%, Maturing April 2, 2018	11,599	11,748,564
<b>MetroPCS Wireless, Inc.</b>		
Term Loan, 4.07%, Maturing November 3, 2016	974	980,114
Term Loan, 4.00%, Maturing March 16, 2018	4,470	4,496,384
<b>Mitel Networks Corporation</b>		
Term Loan, Maturing February 27, 2019 <sup>(2)</sup>	825	824,484
<b>Oberthur Technologies Holding SAS</b>		
Term Loan, 6.25%, Maturing March 30, 2019	622	622,652
<b>SBA Finance</b>		
Term Loan, 3.75%, Maturing June 29, 2018	1,034	1,039,206
Term Loan, 3.75%, Maturing September 27, 2019	475	478,488
<b>Syniverse Holdings, Inc.</b>		
Term Loan, 1.00%, Maturing April 23, 2019 <sup>(6)</sup>	1,375	1,375,000
Term Loan, 5.00%, Maturing April 23, 2019	2,090	2,100,602
<b>Telesat LLC</b>		
Term Loan, 4.25%, Maturing March 28, 2019	7,761	7,838,610
<b>TNS, Inc.</b>		
Term Loan, Maturing February 15, 2020 <sup>(2)</sup>	1,000	1,002,500
<b>Windstream Corporation</b>		
Term Loan, 4.00%, Maturing August 8, 2019	1,045	1,053,725
		<b>\$ 39,443,291</b>
<b>Utilities 3.1%</b>		
<b>AES Corporation</b>		
Term Loan, 4.25%, Maturing June 1, 2018	2,247	\$ 2,260,069
<b>Calpine Corporation</b>		
Term Loan, 4.00%, Maturing April 2, 2018	1,059	1,068,729
Term Loan, 4.00%, Maturing April 2, 2018	3,119	3,143,613
Term Loan, 4.00%, Maturing October 9, 2019	948	956,410
<b>Dynegy Midwest Generation LLC</b>		
Term Loan, 9.25%, Maturing August 4, 2016	496	516,198
<b>Dynegy Power, LLC</b>		
Term Loan, 9.25%, Maturing August 4, 2016	799	834,967
<b>LSP Madison Funding, LLC</b>		
Term Loan, 5.50%, Maturing June 28, 2019	808	819,613
<b>NRG Energy, Inc.</b>		
Term Loan, 3.25%, Maturing July 2, 2018	4,900	4,932,752
<b>Raven Power Finance, LLC</b>		
Term Loan, 7.25%, Maturing November 15, 2018	575	589,375
<b>Texas Competitive Electric Holdings Company, LLC</b>		
Term Loan, 4.73%, Maturing October 10, 2017	6,000	4,083,455
		<b>\$ 19,205,181</b>
<b>Total Senior Floating-Rate Interests (identified cost \$871,378,039)</b>		<b>\$ 874,456,360</b>



## Eaton Vance

## Floating-Rate Income Trust

February 28, 2013

## PORTFOLIO OF INVESTMENTS (Unaudited)

## Corporate Bonds &amp; Notes 11.9%

Security	Principal Amount* (000 s omitted)	Value
<b>Aerospace and Defense 0.0%</b>		
<b>GenCorp, Inc.</b>		
7.125%, 3/15/21 <sup>(8)</sup>	50	\$ 52,250
		\$ 52,250
<b>Automotive 0.0%</b>		
<b>American Axle &amp; Manufacturing, Inc., Sr. Notes</b>		
9.25%, 1/15/17 <sup>(8)</sup>	120	\$ 132,600
<b>General Motors Financial Co., Inc., Sr. Notes</b>		
4.75%, 8/15/17 <sup>(8)</sup>	75	78,497
<b>Navistar International Corp., Sr. Notes</b>		
8.25%, 11/1/21	55	53,350
		\$ 264,447
<b>Beverage and Tobacco 0.0%</b>		
<b>Constellation Brands, Inc., Sr. Notes</b>		
6.00%, 5/1/22	70	\$ 76,825
<b>Innovation Ventures LLC/Innovation Ventures Finance Corp., Sr. Notes</b>		
9.50%, 8/15/19 <sup>(8)</sup>	45	38,925
		\$ 115,750
<b>Brokers, Dealers and Investment Houses 0.0%</b>		
<b>Alliance Data Systems Corp., Sr. Notes</b>		
6.375%, 4/1/20 <sup>(8)</sup>	55	\$ 59,537
<b>E*TRADE Financial Corp., Sr. Notes</b>		
6.00%, 11/15/17	15	15,638
6.375%, 11/15/19	45	47,138
		\$ 122,313
<b>Building and Development 0.1%</b>		
<b>Brookfield Residential Properties, Inc., Sr. Notes</b>		
6.50%, 12/15/20 <sup>(8)</sup>	55	\$ 58,575
<b>HD Supply, Inc., Sr. Notes</b>		
8.125%, 4/15/19 <sup>(8)</sup>	40	45,250
7.50%, 7/15/20 <sup>(8)</sup>	100	100,375
11.50%, 7/15/20 <sup>(8)</sup>	35	40,425
<b>Isabelle Acquisition Sub, Inc., Sr. Notes</b>		
10.00%, 11/15/18 <sup>(4)(8)</sup>	140	154,612

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<b>Nortek, Inc., Sr. Notes</b>		
10.00%, 12/1/18	90	100,688
8.50%, 4/15/21	25	27,688
8.50%, 4/15/21 <sup>(8)</sup>	105	116,025
		<b>\$ 643,638</b>

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Security	Principal Amount* (000 s omitted)	Value
<b>Business Equipment and Services 0.1%</b>		
<b>Education Management, LLC, Sr. Notes</b> 8.75%, 6/1/14	100	\$ 100,625
<b>FTI Consulting, Inc., Sr. Notes</b> 6.00%, 11/15/22 <sup>(8)</sup>	40	41,500
<b>HDTFS, Inc., Sr. Notes</b> 6.25%, 10/15/22 <sup>(8)</sup>	55	59,400
<b>TransUnion Holding Co., Inc., Sr. Notes</b> 8.125%, 6/15/18 <sup>(4)(8)</sup>	110	115,775
		<b>\$ 317,300</b>
<b>Cable and Satellite Television 0.2%</b>		
<b>AMC Networks, Inc., Sr. Notes</b> 4.75%, 12/15/22	35	\$ 35,044
<b>CCO Holdings, LLC/CCO Capital Corp., Sr. Notes</b> 5.25%, 9/30/22	200	197,750
<b>Unitymedia Hessen GmbH &amp; Co. KG/Unitymedia NRW GmbH, Sr. Notes</b> 5.50%, 1/15/23 <sup>(8)</sup>	1,000	1,015,000
		<b>\$ 1,247,794</b>
<b>Chemicals and Plastics 1.6%</b>		
<b>Ashland, Inc., Sr. Notes</b> 3.00%, 3/15/16 <sup>(8)</sup>	15	\$ 15,263
<b>Hexion US Finance Corp., Sr. Notes</b> 6.625%, 4/15/20 <sup>(8)</sup>	1,075	1,064,250
<b>Ineos Finance PLC, Sr. Notes</b> 7.25%, 2/15/19 <sup>(8)(9)</sup>	EUR 1,000	1,384,535
<b>LyondellBasell Industries N.V., Sr. Notes</b> 8.375%, 2/15/19 <sup>(8)</sup>	1,950	2,142,562
<b>Rockwood Specialties Group, Inc., Sr. Notes</b> 7.50%, 5/1/20 <sup>(8)</sup>	900	974,250
<b>TPC Group, Inc.</b> 5.00%, 4/15/19	215	240,800
<b>Trinseo Materials Operating S.C.A., Sr. Notes</b> 5.75%, 4/15/24	200	233,500
<b>Tronox Finance, LLC, Sr. Notes</b> 4.625%, 10/15/20	130	135,037
<b>Trinseo Materials Operating S.C.A., Sr. Notes</b> 8.75%, 12/15/20 <sup>(8)</sup>	35	35,525
<b>Trinseo Materials Operating S.C.A., Sr. Notes</b> 8.75%, 2/1/19 <sup>(8)</sup>	1,685	1,685,000
<b>Tronox Finance, LLC, Sr. Notes</b> 6.375%, 8/15/20 <sup>(8)</sup>	115	114,713
		<b>\$ 10,005,435</b>
<b>Commercial Services 0.0%</b>		
<b>RR Donnelley &amp; Sons Co., Sr. Notes</b> 7.875%, 3/15/21	35	\$ 34,825
		<b>\$ 34,825</b>
<b>Conglomerates 0.1%</b>		
<b>Belden, Inc., Sr. Sub. Notes</b> 5.50%, 9/1/22 <sup>(8)</sup>	50	\$ 51,500



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Security	Principal Amount* (000 s omitted)	Value
<b>General Cable Corp., Sr. Notes</b>		
5.75%, 10/1/22 <sup>(8)</sup>	80	\$ 82,400
<b>Harbinger Group, Inc., Sr. Notes</b>		
7.875%, 7/15/19 <sup>(8)</sup>	35	36,488
<b>Spectrum Brands Escrow Corp., Sr. Notes</b>		
6.375%, 11/15/20 <sup>(8)</sup>	50	53,312
6.625%, 11/15/22 <sup>(8)</sup>	75	81,000
		<b>\$ 304,700</b>
<b>Containers and Glass Products 0.9%</b>		
<b>Berry Plastics Corp., Sr. Notes</b>		
5.054%, 2/15/15 <sup>(9)</sup>	1,000	\$ 1,000,825
<b>BOE Merger Corp., Sr. Notes</b>		
9.50%, 11/1/17 <sup>(4)(8)</sup>	65	69,225
<b>Crown Americas, LLC/Crown Americas Capital Corp. IV, Sr. Notes</b>		
4.50%, 1/15/23 <sup>(8)</sup>	85	83,512
<b>Reynolds Group Holdings Inc., Sr. Notes</b>		
5.75%, 10/15/20	4,350	4,502,250
<b>Sealed Air Corp., Sr. Notes</b>		
6.50%, 12/1/20 <sup>(8)</sup>	35	38,238
8.375%, 9/15/21 <sup>(8)</sup>	10	11,450
		<b>\$ 5,705,500</b>
<b>Cosmetics/Toiletries 0.1%</b>		
<b>Alphabet Holding Co., Inc., Sr. Notes</b>		
7.75%, 11/1/17 <sup>(4)(8)</sup>	135	\$ 140,569
<b>Party City Holdings, Inc., Sr. Notes</b>		
8.875%, 8/1/20 <sup>(8)</sup>	130	142,025
		<b>\$ 282,594</b>
<b>Diversified Financial Services 0.3%</b>		
<b>KION Finance SA, Sr. Notes</b>		
4.726%, 2/15/20 <sup>(8)(9)</sup>	EUR 1,450	\$ 1,907,245
		<b>\$ 1,907,245</b>
<b>Drugs 0.0%</b>		
<b>VPI Escrow Corp., Sr. Notes</b>		
6.375%, 10/15/20 <sup>(8)</sup>	135	\$ 145,969
		<b>\$ 145,969</b>
<b>Ecological Services and Equipment 0.0%</b>		
<b>ADS Waste Holdings, Inc., Sr. Notes</b>		
8.25%, 10/1/20 <sup>(8)</sup>	55	\$ 59,400
<b>Clean Harbors, Inc., Sr. Notes</b>		
5.25%, 8/1/20	50	51,750
5.125%, 6/1/21 <sup>(8)</sup>	25	25,500
		<b>\$ 136,650</b>



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**Electronics/Electrical 0.1%**

**Brocade Communications Systems, Inc., Sr. Notes**

6.875%, 1/15/20	40	\$	43,900
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Security	Principal Amount* (000 s omitted)	Value
<b>Security</b>		
<b>Infor US, Inc., Sr. Notes</b>		
9.375%, 4/1/19	65	\$ 73,288
<b>NCR Corp., Sr. Notes</b>		
5.00%, 7/15/22 <sup>(8)</sup>	65	65,000
<b>Nuance Communications, Inc., Sr. Notes</b>		
5.375%, 8/15/20 <sup>(8)</sup>	120	122,100
		<b>\$ 304,288</b>
<b>Equipment Leasing 0.4%</b>		
<b>Air Lease Corp., Sr. Notes</b>		
4.50%, 1/15/16	265	\$ 272,287
<b>International Lease Finance Corp., Sr. Notes</b>		
5.65%, 6/1/14	1,000	1,050,000
6.75%, 9/1/16 <sup>(8)</sup>	400	454,000
7.125%, 9/1/18 <sup>(8)</sup>	400	469,500
		<b>\$ 2,245,787</b>
<b>Financial Intermediaries 1.3%</b>		
<b>Ally Financial, Inc., Sr. Notes</b>		
2.487%, 12/1/14 <sup>(9)</sup>	35	\$ 35,103
0.00%, 6/15/15	80	74,300
4.625%, 6/26/15	535	562,727
<b>CIT Group, Inc., Sr. Notes</b>		
5.50%, 2/15/19 <sup>(8)</sup>	45	49,163
5.375%, 5/15/20	10	10,950
5.00%, 8/15/22	20	21,507
<b>First Data Corp., Sr. Notes</b>		
7.375%, 6/15/19 <sup>(8)</sup>	1,000	1,056,250
6.75%, 11/1/20 <sup>(8)</sup>	1,640	1,691,250
11.25%, 1/15/21 <sup>(8)</sup>	65	66,625
<b>Ford Motor Credit Co., LLC, Sr. Notes</b>		
12.00%, 5/15/15	2,250	2,747,812
<b>Lender Processing Services, Inc., Sr. Notes</b>		
5.75%, 4/15/23	80	84,200
<b>Nuveen Investments, Inc., Sr. Notes</b>		
9.50%, 10/15/20 <sup>(8)</sup>	135	137,700
<b>UPCB Finance II, Ltd., Sr. Notes</b>		
6.375%, 7/1/20 <sup>(8)</sup>	EUR 1,000	1,390,410
		<b>\$ 7,927,997</b>
<b>Food Products 0.0%</b>		
<b>Land O Lakes, Inc., Sr. Notes</b>		
6.00%, 11/15/22 <sup>(8)</sup>	50	\$ 53,250
<b>Michael Foods Holding, Inc., Sr. Notes</b>		
8.50%, 7/15/18 <sup>(4)(8)</sup>	50	51,500
<b>Smithfield Foods, Inc., Sr. Notes</b>		
6.625%, 8/15/22	105	114,450
		<b>\$ 219,200</b>



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Security	Principal Amount* (000 s omitted)	Value
<b>Food Service 0.0%</b>		
<b>Aramark Corp., Sr. Notes</b>		
5.75%, 3/15/20 <sup>(8)</sup>	35	\$ 35,875
		<b>\$ 35,875</b>
<b>Food/Drug Retailers 0.0%</b>		
<b>Pantry, Inc., Sr. Notes</b>		
8.375%, 8/1/20 <sup>(8)</sup>	75	\$ 80,906
		<b>\$ 80,906</b>
<b>Health Care 0.9%</b>		
<b>Accellent, Inc., Sr. Notes</b>		
8.375%, 2/1/17	180	\$ 191,700
<b>Air Medical Group Holdings, Inc., Sr. Notes</b>		
9.25%, 11/1/18	4	4,445
<b>Amsurg Corp., Sr. Notes</b>		
5.625%, 11/30/20 <sup>(8)</sup>	20	21,100
<b>Biomet, Inc., Sr. Notes</b>		
6.50%, 8/1/20 <sup>(8)</sup>	115	122,044
<b>CDRT Holding Corp., Sr. Notes</b>		
9.25%, 10/1/17 <sup>(4)(8)</sup>	90	93,038
<b>Community Health Systems, Inc., Sr. Notes</b>		
5.125%, 8/15/18	2,445	2,576,419
7.125%, 7/15/20	130	140,237
<b>DaVita, Inc., Sr. Notes</b>		
5.75%, 8/15/22	225	235,687
<b>DJO Finance, LLC/DJO Finance Corp., Sr. Notes</b>		
8.75%, 3/15/18	20	22,175
<b>HCA Holdings, Inc., Sr. Notes</b>		
6.25%, 2/15/21	90	95,175
<b>HCA, Inc., Sr. Notes</b>		
4.75%, 5/1/23	1,200	1,200,000
<b>Hologic, Inc., Sr. Notes</b>		
6.25%, 8/1/20 <sup>(8)</sup>	265	280,900
<b>IMS Health, Inc., Sr. Notes</b>		
6.00%, 11/1/20 <sup>(8)</sup>	80	83,400
<b>INC Research, LLC., Sr. Notes</b>		
11.50%, 7/15/19 <sup>(8)</sup>	55	58,988
<b>Kinetic Concepts, Inc./KCI USA, Inc.</b>		
10.50%, 11/1/18 <sup>(8)</sup>	50	54,125
<b>United Surgical Partners International, Inc., Sr. Notes</b>		
9.00%, 4/1/20	65	73,450
<b>Valeant Pharmaceuticals International, Sr. Notes</b>		
6.375%, 10/15/20 <sup>(8)</sup>	110	118,662
<b>VWR Funding, Inc., Sr. Notes</b>		
7.25%, 9/15/17 <sup>(8)</sup>	190	200,925
		<b>\$ 5,572,470</b>
<b>Home Furnishings 0.2%</b>		
<b>Libbey Glass, Inc., Sr. Notes</b>		
6.875%, 5/15/20	835	\$ 899,713



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Security	Principal Amount* (000 s omitted)	Value
<b>Mead Products, LLC/ACCO Brands Corp., Sr. Notes</b>		
6.75%, 4/30/20 <sup>(8)</sup>	135	\$ 143,606
<b>Tempur-Pedic International, Inc., Sr. Notes</b>		
6.875%, 12/15/20 <sup>(8)</sup>	40	42,400
		<b>\$ 1,085,719</b>
<b>Homebuilders/Real Estate 0.0%</b>		
<b>BC Mountain, LLC/BC Mountain Finance, Inc., Sr. Notes</b>		
7.00%, 2/1/21 <sup>(8)</sup>	65	\$ 67,113
		<b>\$ 67,113</b>
<b>Industrial Equipment 0.0%</b>		
<b>Manitowoc Co., Inc. (The), Sr. Notes</b>		
5.875%, 10/15/22	70	\$ 71,925
		<b>\$ 71,925</b>
<b>Insurance 0.2%</b>		
<b>A-S Co-Issuer Subsidiary, Inc./A-S Merger Sub, LLC, Sr. Notes</b>		
7.875%, 12/15/20 <sup>(8)</sup>	50	\$ 50,500
<b>CNO Financial Group, Inc., Sr. Notes</b>		
6.375%, 10/1/20 <sup>(8)</sup>	1,175	1,251,375
<b>Hub International, Ltd., Sr. Notes</b>		
8.125%, 10/15/18 <sup>(8)</sup>	70	73,325
<b>Onex USI Acquisition Corp., Sr. Notes</b>		
7.75%, 1/15/21 <sup>(8)</sup>	95	94,406
		<b>\$ 1,469,606</b>
<b>Leisure Goods/Activities/Movies 0.3%</b>		
<b>AMC Entertainment, Inc., Sr. Notes</b>		
8.75%, 6/1/19	85	\$ 93,606
<b>Bombardier, Inc., Sr. Notes</b>		
4.25%, 1/15/16 <sup>(8)</sup>	50	52,125
6.125%, 1/15/23 <sup>(8)</sup>	35	36,050
<b>National CineMedia, LLC, Sr. Notes</b>		
6.00%, 4/15/22	835	899,712
<b>NCL Corp., Ltd., Sr. Notes</b>		
5.00%, 2/15/18 <sup>(8)</sup>	50	50,500
<b>Regal Entertainment Group, Sr. Notes</b>		
5.75%, 2/1/25	30	29,475
<b>Royal Caribbean Cruises, Sr. Notes</b>		
7.00%, 6/15/13	105	106,706
6.875%, 12/1/13	40	41,800
7.25%, 6/15/16	25	28,375
7.25%, 3/15/18	50	57,625
<b>Seven Seas Cruises, S. de R.L., Sr. Notes</b>		
9.125%, 5/15/19	75	80,813
<b>Viking Cruises, Ltd., Sr. Notes</b>		
8.50%, 10/15/22 <sup>(8)</sup>	65	71,744
		<b>\$ 1,548,531</b>



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Security	Principal Amount* (000 s omitted)	Value
<b>Security</b>		
<b>Lodging and Casinos 1.1%</b>		
<b>Buffalo Thunder Development Authority, Sr. Notes</b>		
9.375%, 12/15/14 <sup>(3)(8)</sup>	535	\$ 171,200
<b>Caesars Entertainment Operating Co., Inc., Sr. Notes</b>		
5.375%, 12/15/13	20	19,900
11.25%, 6/1/17	1,000	1,068,750
8.50%, 2/15/20	2,375	2,323,047
<b>Caesars Operating Escrow, LLC/Caesars Escrow Corp., Sr. Notes</b>		
9.00%, 2/15/20 <sup>(8)</sup>	630	625,275
9.00%, 2/15/20 <sup>(8)</sup>	1,300	1,290,250
<b>Inn of the Mountain Gods Resort &amp; Casino, Sr. Notes</b>		
8.75%, 11/30/20 <sup>(8)</sup>	66	66,330
<b>MGM Resorts International, Sr. Notes</b>		
6.625%, 12/15/21	120	124,350
7.75%, 3/15/22	30	33,113
<b>Mohegan Tribal Gaming Authority</b>		
10.50%, 12/15/16 <sup>(8)</sup>	105	104,475
<b>Mohegan Tribal Gaming Authority, Sr. Sub. Notes</b>		
11.00%, 9/15/18 <sup>(8)</sup>	450	390,375
<b>Station Casinos, LLC, Sr. Notes</b>		
7.50%, 3/1/21 <sup>(8)</sup>	85	85,956
<b>Tunica-Biloxi Gaming Authority, Sr. Notes</b>		
9.00%, 11/15/15 <sup>(8)</sup>	345	310,500
<b>Waterford Gaming, LLC, Sr. Notes</b>		
8.625%, 9/15/14 <sup>(5)(8)</sup>	179	96,050
		<b>\$ 6,709,571</b>
<b>Mining, Steel, Iron and Nonprecious Metals 0.1%</b>		
<b>ArcelorMittal, Sr. Notes</b>		
6.75%, 2/25/22	25	\$ 27,582
<b>Eldorado Gold Corp., Sr. Notes</b>		
6.125%, 12/15/20 <sup>(8)</sup>	135	141,075
<b>IAMGOLD Corp., Sr. Notes</b>		
6.75%, 10/1/20 <sup>(8)</sup>	135	131,288
<b>Inmet Mining Corp., Sr. Notes</b>		
8.75%, 6/1/20 <sup>(8)</sup>	30	32,775
7.50%, 6/1/21 <sup>(8)</sup>	50	53,500
		<b>\$ 386,220</b>
<b>Nonferrous Metals/Minerals 0.0%</b>		
<b>FMG Resources (August 2006) Pty, Ltd., Sr. Notes</b>		
7.00%, 11/1/15 <sup>(8)</sup>	60	\$ 63,150
<b>New Gold, Inc., Sr. Notes</b>		
7.00%, 4/15/20 <sup>(8)</sup>	45	48,825
6.25%, 11/15/22 <sup>(8)</sup>	70	74,025
<b>Penn Virginia Resource Partners, L.P./Penn Virginia Resource Finance Corp. II, Sr. Notes</b>		
8.375%, 6/1/20 <sup>(8)</sup>	55	58,300
		<b>\$ 244,300</b>
<b>Oil and Gas 0.5%</b>		
<b>Access Midstream Partners L.P./ACMP Finance Corp., Sr. Notes</b>		
4.875%, 5/15/23	65	\$ 64,431





Security	Principal Amount* (000 s omitted)	Value
<b>Atlas Energy Holdings Operating Co., LLC, Sr. Notes</b> 7.75%, 1/15/21 <sup>(8)</sup>	50	\$ 48,656
<b>Bristow Group, Inc., Sr. Notes</b> 6.25%, 10/15/22	85	91,694
<b>Chesapeake Energy Corp., Sr. Notes</b> 6.125%, 2/15/21	140	149,100
<b>Concho Resources, Inc., Sr. Notes</b> 5.50%, 4/1/23	85	88,825
<b>Continental Resources, Inc., Sr. Notes</b> 5.00%, 9/15/22	280	302,400
<b>CVR Refining, LLC/Coffeyville Finance, Inc., Sr. Notes</b> 6.50%, 11/1/22 <sup>(8)</sup>	130	131,625
<b>Denbury Resources, Inc., Sr. Sub. Notes</b> 4.625%, 7/15/23	40	39,300
<b>EP Energy, LLC/EP Energy Finance, Inc., Sr. Notes</b> 6.875%, 5/1/19	190	208,050
<b>EP Energy, LLC/EP Energy Finance, Inc., Sr. Notes</b> 9.375%, 5/1/20	145	166,025
<b>EP Energy, LLC/Everest Acquisition Finance, Inc., Sr. Notes</b> 7.75%, 9/1/22	40	43,500
<b>EPL Oil &amp; Gas, Inc., Sr. Notes</b> 8.25%, 2/15/18 <sup>(8)</sup>	80	83,800
<b>FTS International Services, LLC/FTS International Bonds, Inc., Sr. Notes</b> 8.125%, 11/15/18 <sup>(8)</sup>	25	26,000
<b>Inergy Midstream LP/NRGM Finance Corp., Sr. Notes</b> 6.00%, 12/15/20 <sup>(8)</sup>	25	26,000
<b>Kodiak Oil &amp; Gas Corp., Sr. Notes</b> 5.50%, 1/15/21 <sup>(8)</sup>	15	15,544
<b>Laredo Petroleum, Inc., Sr. Notes</b> 7.375%, 5/1/22	75	81,750
<b>MEG Energy Corp., Sr. Notes</b> 6.375%, 1/30/23 <sup>(8)</sup>	105	109,200
<b>Newfield Exploration Co., Sr. Notes</b> 5.625%, 7/1/24	130	136,175
<b>Oasis Petroleum, Inc., Sr. Notes</b> 6.875%, 1/15/23	140	154,000
<b>Offshore Group Investment, Ltd., Sr. Notes</b> 7.50%, 11/1/19 <sup>(8)</sup>	40	41,450
<b>Plains Exploration &amp; Production Co., Sr. Notes</b> 6.875%, 2/15/23	210	243,075
<b>Rockies Express Pipeline, LLC, Sr. Notes</b> 6.00%, 1/15/19 <sup>(8)</sup>	70	68,775
<b>Sabine Pass Liquefaction, LLC, Sr. Notes</b> 5.625%, 2/1/21 <sup>(8)</sup>	100	103,375
<b>Sabine Pass LNG, L.P., Sr. Notes</b> 6.50%, 11/1/20 <sup>(8)</sup>	105	111,300
<b>SandRidge Energy, Inc., Sr. Notes</b> 7.50%, 3/15/21	15	15,750
<b>SandRidge Energy, Inc., Sr. Notes</b> 8.125%, 10/15/22	5	5,406
<b>Seadrill, Ltd., Sr. Notes</b> 5.625%, 9/15/17 <sup>(8)</sup>	280	284,900
<b>SM Energy Co., Sr. Notes</b> 6.50%, 1/1/23	85	92,437
<b>Tervita Corp., Sr. Notes</b> 8.00%, 11/15/18 <sup>(8)</sup>	35	36,116



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Security	Principal Amount* (000 s omitted)	Value
<b>Tesoro Corp., Sr. Notes</b>		
5.375%, 10/1/22	105	\$ 109,725
		<b>\$ 3,078,384</b>
<b>Publishing 0.1%</b>		
<b>Laureate Education, Inc., Sr. Notes</b>		
9.25%, 9/1/19 <sup>(8)</sup>	645	\$ 704,662
<b>Laureate Education, Inc., Sr. Sub. Notes</b>		
12.75%, 8/15/17 <sup>(8)</sup>	105	112,875
		<b>\$ 817,537</b>
<b>Radio and Television 0.5%</b>		
<b>Clear Channel Communications, Inc., Sr. Notes</b>		
9.00%, 12/15/19 <sup>(8)</sup>	953	\$ 891,055
11.25%, 3/1/21 <sup>(8)</sup>	50	50,125
<b>Clear Channel Worldwide Holdings, Inc., Series A, Sr. Notes</b>		
6.50%, 11/15/22 <sup>(8)</sup>	50	52,500
<b>Clear Channel Worldwide Holdings, Inc., Series B, Sr. Notes</b>		
6.50%, 11/15/22 <sup>(8)</sup>	140	148,050
<b>Entravision Communications Corp., Sr. Notes</b>		
8.75%, 8/1/17	844	922,070
<b>Starz, LLC/Starz Finance Corp., Sr. Notes</b>		
5.00%, 9/15/19	70	71,925
<b>Univision Communications, Inc., Sr. Notes</b>		
6.75%, 9/15/22 <sup>(8)</sup>	925	1,003,625
<b>WMG Acquisition Corp., Sr. Notes</b>		
6.00%, 1/15/21 <sup>(8)</sup>	55	57,200
		<b>\$ 3,196,550</b>
<b>Rail Industries 0.1%</b>		
<b>Kansas City Southern Mexico, Sr. Notes</b>		
8.00%, 2/1/18	500	\$ 552,500
		<b>\$ 552,500</b>
<b>Retailers (Except Food and Drug) 0.2%</b>		
<b>Burlington Holdings, LLC/Burlington Holding Finance, Inc., Sr. Notes</b>		
9.00%, 2/15/18 <sup>(4)(8)</sup>	55	\$ 55,000
<b>Claire s Stores, Inc., Sr. Notes</b>		
8.875%, 3/15/19	15	15,094
9.00%, 3/15/19 <sup>(8)</sup>	140	156,100
<b>Michaels Stores, Inc., Sr. Notes</b>		
7.75%, 11/1/18	150	164,437
<b>New Academy Finance Co., LLC/New Academy Finance Corp., Sr. Notes</b>		
8.00%, 6/15/18 <sup>(4)(8)</sup>	115	119,312
<b>PETCO Holdings, Inc., Sr. Notes</b>		
8.50%, 10/15/17 <sup>(4)(8)</sup>	215	222,525
<b>Radio Systems Corp., Sr. Notes</b>		
8.375%, 11/1/19 <sup>(8)</sup>	65	69,225
<b>Sally Holdings, LLC/Sally Capital, Inc., Sr. Notes</b>		
5.75%, 6/1/22	185	196,331



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Security	Principal Amount* (000 s omitted)	Value
<b>ServiceMaster Company, Sr. Notes</b>		
7.00%, 8/15/20 <sup>(8)</sup>	115	\$ 117,588
		<b>\$ 1,115,612</b>
<b>Steel 0.0%</b>		
<b>AK Steel Corp., Sr. Notes</b>		
8.75%, 12/1/18 <sup>(8)</sup>	35	\$ 38,281
		<b>\$ 38,281</b>
<b>Telecommunications 1.1%</b>		
<b>Avaya, Inc., Sr. Notes</b>		
9.75%, 11/1/15	840	\$ 830,550
9.00%, 4/1/19 <sup>(8)</sup>	50	51,625
<b>Crown Castle International Corp., Sr. Notes</b>		
5.25%, 1/15/23	105	105,000
<b>Hughes Satellite Systems Corp., Sr. Notes</b>		
6.50%, 6/15/19	1,000	1,100,000
<b>Intelsat Jackson Holdings SA, Sr. Notes</b>		
7.25%, 10/15/20	110	118,388
<b>Lynx I Corp., Sr. Notes</b>		
5.375%, 4/15/21 <sup>(8)</sup>	1,025	1,055,750
6.00%, 4/15/21 <sup>(8)</sup>	GBP 1,050	1,640,690
<b>SBA Communications Corp., Sr. Notes</b>		
5.625%, 10/1/19 <sup>(8)</sup>	105	108,544
<b>SBA Telecommunications, Inc., Sr. Notes</b>		
5.75%, 7/15/20 <sup>(8)</sup>	95	99,156
<b>Sprint Nextel Corp., Sr. Notes</b>		
7.00%, 8/15/20	1,095	1,196,287
6.00%, 11/15/22	190	192,850
<b>Windstream Corp., Sr. Notes</b>		
6.375%, 8/1/23 <sup>(8)</sup>	40	39,400
		<b>\$ 6,538,240</b>
<b>Utilities 1.4%</b>		
<b>Calpine Corp., Sr. Notes</b>		
7.50%, 2/15/21 <sup>(8)</sup>	4,590	\$ 5,014,575
7.875%, 1/15/23 <sup>(8)</sup>	3,442	3,829,225
<b>Energy Future Intermediate Holding Co., LLC/EFIH Finance, Inc., Sr. Notes</b>		
6.875%, 8/15/17 <sup>(8)</sup>	35	37,100
<b>Reliant Energy, Inc., Sr. Notes</b>		
7.625%, 6/15/14	20	21,450
		<b>\$ 8,902,350</b>
<b>Total Corporate Bonds &amp; Notes</b> (identified cost \$70,418,328)		<b>\$ 73,495,372</b>



**Asset-Backed Securities 0.6%**

Security	Principal Amount (000 s omitted)	Value
Avalon Capital Ltd. 3, Series 1A, Class D, 2.238%, 2/24/19 <sup>(8)(9)</sup>	\$ 589	\$ 548,825
Babson Ltd., Series 2005-1A, Class C1, 2.254%, 4/15/19 <sup>(8)(9)</sup>	753	689,501
Centurion CDO 8 Ltd., Series 2005-8A, Class D, 5.811%, 3/8/17 <sup>(8)(9)</sup>	985	985,601
Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 5.053%, 7/17/19 <sup>(8)(9)</sup>	750	719,391
Comstock Funding Ltd., Series 2006-1A, Class D, 4.537%, 5/30/20 <sup>(8)(9)</sup>	692	647,956

**Total Asset-Backed Securities**  
(identified cost \$3,619,092) **\$ 3,591,274**

**Common Stocks 1.5%**

Security	Shares	Value
<b>Automotive 0.1%</b>		
Dayco Products, LLC <sup>(5)(10)(11)</sup>	20,780	\$ 644,180
		<b>\$ 644,180</b>

**Building and Development 0.1%**

Panolam Holdings Co. <sup>(5)(10)(12)</sup>	280	\$ 494,251
United Subcontractors, Inc. <sup>(5)(10)(11)</sup>	601	25,038
		<b>\$ 519,289</b>

**Financial Intermediaries 0.0%**

RTS Investor Corp. <sup>(5)(10)(11)</sup>	168	\$ 18,189
		<b>\$ 18,189</b>

**Food Service 0.1%**

Buffets Restaurants Holdings, Inc. <sup>(5)(10)(11)</sup>	50,495	\$ 456,980
		<b>\$ 456,980</b>

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

Metro-Goldwyn-Mayer Holdings, Inc. <sup>(10)(11)</sup>	66,174	\$ 2,616,573
		<b>\$ 2,616,573</b>

**Lodging and Casinos 0.1%**

Greektown Superholdings, Inc. <sup>(10)</sup>	83	\$ 5,976
Tropicana Entertainment, Inc. <sup>(5)(10)(11)</sup>	37,016	578,375
		<b>\$ 584,351</b>

**Nonferrous Metals/Minerals 0.0%**

Euramax International, Inc. <sup>(5)(10)(11)</sup>	701	\$ 140,240
		<b>\$ 140,240</b>



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**Oil and Gas 0.0%**

SemGroup Corp. <sup>(10)</sup>	1,565	\$	72,131
		\$	<b>72,131</b>

**Publishing 0.6%**

Ion Media Networks, Inc. <sup>(5)(10)(11)</sup>	4,429	\$	2,816,844
MediaNews Group, Inc. <sup>(5)(10)(11)</sup>	29,104		610,603
Source Interlink Companies, Inc. <sup>(5)(10)(11)</sup>	2,290		0
		\$	<b>3,427,447</b>

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Security	Shares	Value
<b>Radio and Television 0.1%</b>		
New Young Broadcasting Holding Co., Inc. <sup>(10)(11)</sup>	232	\$ 852,600
		<b>\$ 852,600</b>

**Total Common Stocks**  
(identified cost \$5,362,451) **\$ 9,331,980**

**Warrants 0.0%**

Security	Shares	Value
<b>Oil and Gas 0.0%</b>		
SemGroup Corp., Expires 11/30/14 <sup>(10)</sup>	1,647	\$ 35,229
		<b>\$ 35,229</b>

<b>Radio and Television 0.0%</b>		
New Young Broadcasting Holding Co., Inc., Expires 12/24/24 <sup>(10)(11)</sup>	3	\$ 11,025
		<b>\$ 11,025</b>

**Total Warrants**  
(identified cost \$5,172) **\$ 46,254**

**Miscellaneous 0.0%**

Security	Shares	Value
<b>Oil and Gas 0.0%</b>		
SemGroup Corp., Escrow Certificate	605,000	\$ 16,637
		<b>\$ 16,637</b>

**Short-Term Investments 2.4%**

Description	Interest (000 s omitted)	Value
Eaton Vance Cash Reserves Fund, LLC, 0.10% <sup>(13)</sup>	\$ 14,800	\$ 14,799,936

**Total Short-Term Investments**  
(identified cost \$14,799,936) **\$ 14,799,936**

**Total Investments 158.0%**  
(identified cost \$965,583,018) **\$ 975,737,813**

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<b>Less Unfunded Loan Commitments</b>	<b>(0.2)%</b>	<b>\$ (1,375,000)</b>
<b>Net Investments</b>	<b>157.8%</b>	
<b>(identified cost \$964,208,018)</b>		<b>\$ 974,362,813</b>
<b>Variable Rate Term Preferred Shares, at Liquidation Value</b>	<b>(13.0)%</b>	<b>\$ (80,000,000)</b>
<b>Other Assets, Less Liabilities</b>	<b>(44.8)%</b>	<b>\$ (276,893,964)</b>
<b>Net Assets Applicable to Common Shares</b>	<b>100.0%</b>	<b>\$ 617,468,849</b>

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

DIP - Debtor In Possession  
EUR - Euro  
GBP - British Pound Sterling

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

- (1) Senior floating-rate interests (Senior Loans) often require prepayments from excess cash flows or permit the borrowers to repay at their election. The degree to which borrowers repay, whether as a contractual requirement or at their election, cannot be predicted with accuracy. As a result, the actual remaining maturity may be substantially less than the stated maturities shown. However, Senior Loans will have an expected average life of approximately two to four years. The stated interest rate represents the weighted average interest rate of all contracts within the senior loan facility and includes commitment fees on unfunded loan commitments, if any. Senior Loans typically have rates of interest which are redetermined either daily, monthly, quarterly or semi-annually by reference to a base lending rate, plus a premium. These base lending rates are primarily the London Interbank Offered Rate ( LIBOR ) and secondarily, the prime rate offered by one or more major United States banks (the Prime Rate ) and the certificate of deposit ( CD ) rate or other base lending rates used by commercial lenders.
- (2) This Senior Loan will settle after February 28, 2013, at which time the interest rate will be determined.
- (3) 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.
- (4) Represents a payment-in-kind security which may pay all or a portion of interest in additional par.
- (5) For fair value measurement disclosure purposes, security is categorized as Level 3.
- (6) Unfunded or partially unfunded loan commitments. The Trust may enter into certain credit agreements all or a portion of which may be unfunded. The Trust is obligated to fund these commitments at the borrower's discretion.
- (7) Amount is less than 0.05%.
- (8) Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933. These securities may be sold in certain transactions (normally to qualified institutional buyers) and remain exempt from registration. At February 28, 2013, the aggregate value of these securities is \$45,238,084 or 7.3% of the Trust's net assets applicable to common shares.
- (9) Variable rate security. The stated interest rate represents the rate in effect at February 28, 2013.
- (10) Non-income producing security.

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- (11) Security was acquired in connection with a restructuring of a Senior Loan and may be subject to restrictions on resale.
- (12) Restricted security.
- (13) Affiliated investment company available to Eaton Vance portfolios and funds which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of February 28, 2013. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended February 28, 2013 was \$15,305. The cost and unrealized appreciation (depreciation) of investments of the Trust at February 28, 2013, as determined on a federal income tax basis, were as follows:

<b>Aggregate cost</b>	<b>\$ 964,834,431</b>
Gross unrealized appreciation	\$ 19,555,941
Gross unrealized depreciation	(10,027,559)
<b>Net unrealized appreciation</b>	<b>\$ 9,528,382</b>

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### Restricted Securities

At February 28, 2013, the Trust owned the following securities (representing 0.1% of net assets applicable to common shares) which were restricted as to public resale and not registered under the Securities Act of 1933 (excluding Rule 144A securities). The Trust has various registration rights (exercisable under a variety of circumstances) with respect to these securities. The value of these securities is determined based on valuations provided by brokers when available, or if not available, they are valued at fair value using methods determined in good faith by or at the direction of the Trustees.

Description	Date of		Shares	Cost	Value
	Acquisition				
<b>Common Stocks</b>					
Panoram Holdings Co.	12/30/09		280	\$ 153,860	\$ 494,251
<b>Total Restricted Securities</b>				<b>\$ 153,860</b>	<b>\$ 494,251</b>

A summary of open financial instruments at February 28, 2013 is as follows:

### Forward Foreign Currency Exchange Contracts

#### Sales

Settlement Date	Deliver	In Exchange For	Counterparty	Net Unrealized Appreciation (Depreciation)
	British Pound Sterling	United States Dollar		
3/28/13	3,137,206	5,055,058	Citibank NA	\$ 296,391
	British Pound Sterling	United States Dollar		
3/28/13	1,970,000	3,112,890	State Street Bank and Trust Co.	124,697
	Euro	United States Dollar		
3/28/13	1,442,750	1,940,275	HSBC Bank USA	56,370
	Euro	United States Dollar		
3/28/13	2,213,999	2,928,800	HSBC Bank USA	37,817
	British Pound Sterling	United States Dollar		
4/30/13	1,050,000	1,630,745	Citibank NA	38,314
	British Pound Sterling	United States Dollar		
4/30/13	5,894,485	9,285,170	HSBC Bank USA	345,588
	Euro	United States Dollar		
4/30/13	4,880,237	6,585,977	Deutsche Bank	211,902
	British Pound Sterling	United States Dollar		
5/31/13	2,636,306	3,991,090	Goldman Sachs International	(6,548)
	Euro	United States Dollar		
5/31/13	6,395,837	8,364,731	Citibank NA	9,039

**\$ 1,113,570**

At February 28, 2013, the Trust had sufficient cash and/or securities to cover commitments under these contracts.

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

At February 28, 2013, the aggregate fair value of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) in an asset position and in a liability position and whose primary underlying risk exposure is foreign exchange risk was \$1,120,118 and \$6,548, respectively.

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.

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Level 1 quoted prices in active markets for identical investments

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

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

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

At February 28, 2013, the hierarchy of inputs used in valuing the Trust's investments and open derivative instruments, which are carried at value, were as follows:

Asset Description	Level 1	Level 2	Level 3*	Total
Senior Floating-Rate Interests (Less Unfunded Loan Commitments)	\$	\$ 870,395,580	\$ 2,685,780	\$ 873,081,360
Corporate Bonds & Notes		73,399,322	96,050	73,495,372
Asset-Backed Securities		3,591,274		3,591,274
Common Stocks	72,131	3,475,149	5,784,700	9,331,980
Warrants		46,254		46,254
Miscellaneous		16,637		16,637
Short-Term Investments		14,799,936		14,799,936
<b>Total Investments</b>	<b>\$ 72,131</b>	<b>\$ 965,724,152</b>	<b>\$ 8,566,530</b>	<b>\$ 974,362,813</b>
Forward Foreign Currency Exchange Contracts	\$	\$ 1,120,118	\$	\$ 1,120,118
<b>Total</b>	<b>\$ 72,131</b>	<b>\$ 966,844,270</b>	<b>\$ 8,566,530</b>	<b>\$ 975,482,931</b>
<b>Liability Description</b>				
Forward Foreign Currency Exchange Contracts	\$	\$ (6,548)	\$	\$ (6,548)
<b>Total</b>	<b>\$</b>	<b>\$ (6,548)</b>	<b>\$</b>	<b>\$ (6,548)</b>

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

The carrying amount of the Variable Rate Term Preferred Shares (VRTP Shares) at February 28, 2013 approximated its fair value. If measured at fair value, VRTP Shares would have been considered as Level 2 in the fair value hierarchy at February 28, 2013.

Level 3 investments at the beginning and/or end of the period in relation to net assets were not significant and accordingly, a reconciliation of Level 3 assets for the fiscal year to date ended February 28, 2013 is not presented.

At February 28, 2013, there were no investments transferred between Level 1 and Level 2 during the fiscal year to date then ended.

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



**Item 2. Controls and Procedures**

(a) It is the conclusion of the registrant's principal executive officer and principal financial officer that the effectiveness of the registrant's current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant on this Form N-Q has been recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms and that the information required to be disclosed by the registrant on this Form N-Q has been accumulated and communicated to the registrant's principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

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

**Signatures**

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

Eaton Vance Floating-Rate Income Trust

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

Date: April 24, 2013

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

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

Date: April 24, 2013

By: /s/ James F. Kirchner  
James F. Kirchner  
Treasurer

Date: April 24, 2013