

EATON VANCE LTD DURATION INCOME FUND  
Form N-Q  
February 28, 2012

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Form N-Q**  
**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED**  
**MANAGEMENT INVESTMENT COMPANIES**  
**811-21323**  
**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)  
March 31  
Date of Fiscal Year End  
December 31, 2011  
Date of Reporting Period

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**Item 1. Schedule of Investments**

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

**PORTFOLIO OF INVESTMENTS (Unaudited)**

**Senior Floating-Rate Interests 41.1%**

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>	<b>Value</b>
	<b>(000 s omitted)</b>	
<b>Aerospace and Defense 0.6%</b>		
<b>Avio SpA</b>		
Term Loan - Second Lien, 5.33%, Maturing June 14, 2016	EUR 700	\$ 831,685
<b>Booz Allen Hamilton, Inc.</b>		
Term Loan, 4.00%, Maturing August 3, 2017	471	472,027
<b>DAE Aviation Holdings, Inc.</b>		
Term Loan, 5.43%, Maturing July 31, 2014	1,376	1,340,302
Term Loan, 5.43%, Maturing July 31, 2014	1,438	1,400,288
<b>Ducommun, Inc.</b>		
Term Loan, 5.50%, Maturing June 28, 2017	572	563,543
<b>Dundee Holdco 4, Ltd.</b>		
Term Loan, 4.29%, Maturing May 15, 2015	555	463,939
Term Loan, 4.79%, Maturing May 13, 2016	555	463,940
<b>IAP Worldwide Services, Inc.</b>		
Term Loan, 9.25%, Maturing December 28, 2012	981	931,586
<b>Sequa Corp.</b>		
Term Loan, 3.63%, Maturing December 3, 2014	1,191	1,163,372
Term Loan, 6.25%, Maturing December 3, 2014	275	278,094
<b>TASC, Inc.</b>		
Term Loan, 4.50%, Maturing December 18, 2015	1,540	1,537,594
<b>Wesco Aircraft Hardware Corp.</b>		
Term Loan, 4.25%, Maturing April 7, 2017	367	367,257
<b>Wyle Services Corp.</b>		
Term Loan, 5.75%, Maturing March 27, 2017	926	907,197
		<b>\$ 10,720,824</b>
<b>Air Transport 0.1%</b>		
<b>Evergreen International Aviation, Inc.</b>		
Term Loan, 11.50%, Maturing June 30, 2015	963	\$ 868,938
<b>Orbitz Worldwide, Inc.</b>		
Term Loan, 3.39%, Maturing July 25, 2014	1,775	1,524,193
		<b>\$ 2,393,131</b>
<b>Automotive 2.1%</b>		
<b>Allison Transmission, Inc.</b>		

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Term Loan, 2.78%, Maturing August 7, 2014 <b>Chrysler Group, LLC</b>	6,635	\$	6,493,233
Term Loan, 6.00%, Maturing May 24, 2017 <b>Delphi Corp.</b>	7,972		7,563,903
Term Loan, 3.50%, Maturing March 31, 2017 <b>Federal-Mogul Corp.</b>	1,994		1,990,203
Term Loan, 2.21%, Maturing December 29, 2014	4,031		3,740,231
Term Loan, 2.22%, Maturing December 28, 2015 <b>Goodyear Tire &amp; Rubber Co.</b>	3,581		3,323,211
Term Loan - Second Lien, 1.93%, Maturing April 30, 2014 <b>HHI Holdings, LLC</b>	4,450		4,305,375
Term Loan, 7.00%, Maturing March 21, 2017 <b>Metaldyne Company, LLC</b>	471		466,723
Term Loan, 5.25%, Maturing May 18, 2017 <b>SRAM, LLC</b>	3,105		3,074,241
Term Loan, 4.76%, Maturing June 7, 2018 <b>TI Automotive, Ltd.</b>	1,388		1,395,405
Term Loan, 9.50%, Maturing July 29, 2016	995		994,962

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 s omitted)	<b>Value</b>
<b>Tomkins, LLC</b>		
Term Loan, 4.25%, Maturing September 29, 2016	2,158	\$ 2,154,237
<b>TriMas Corp.</b>		
Term Loan, 4.25%, Maturing June 21, 2017	1,119	1,113,778
<b>Veyance Technologies, Inc.</b>		
Term Loan, 2.80%, Maturing July 31, 2014	294	273,003
Term Loan, 2.80%, Maturing July 31, 2014	2,050	1,906,044
Term Loan - Second Lien, 6.05%, Maturing July 31, 2015	2,100	1,813,875
		<b>\$ 40,608,424</b>
<b>Beverage and Tobacco 0.0%</b>		
<b>Maine Beverage Co., LLC</b>		
Term Loan, 2.12%, Maturing March 31, 2013	178	\$ 171,000
		<b>\$ 171,000</b>
<b>Building and Development 0.5%</b>		
<b>Beacon Sales Acquisition, Inc.</b>		
Term Loan, 2.35%, Maturing September 30, 2013	822	\$ 799,339
<b>Forestar Real Estate Group, Inc.</b>		
Revolving Loan, 0.49%, Maturing August 6, 2013 <sup>(3)</sup>	311	292,711
Term Loan, 6.50%, Maturing August 6, 2015	2,854	2,754,443
<b>NCI Building Systems, Inc.</b>		
Term Loan, 8.00%, Maturing April 18, 2014	610	593,116
<b>Panolam Industries International, Inc.</b>		
Term Loan, 8.25%, Maturing December 31, 2013	1,807	1,730,294
<b>RE/MAX International, Inc.</b>		
Term Loan, 5.50%, Maturing April 15, 2016	2,175	2,175,103
<b>Realogy Corp.</b>		
Term Loan, 3.20%, Maturing October 10, 2013	98	91,679
Term Loan, 3.44%, Maturing October 10, 2013	975	915,618
<b>WCI Communities, Inc.</b>		
Term Loan, 10.05%, Maturing September 2, 2016 <sup>(4)</sup>	781	752,978
		<b>\$ 10,105,281</b>
<b>Business Equipment and Services 4.3%</b>		
<b>Acosta, Inc.</b>		
Term Loan, 4.75%, Maturing March 1, 2018	2,214	\$ 2,161,295
<b>Advantage Sales &amp; Marketing, Inc.</b>		
Term Loan, 5.25%, Maturing December 18, 2017	1,881	1,852,785
<b>Affinion Group, Inc.</b>		
Term Loan, 5.00%, Maturing October 10, 2016	5,534	4,917,920
<b>Allied Security Holdings, LLC</b>		

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Term Loan, 5.00%, Maturing February 3, 2017 <b>Altegrity, Inc.</b>		546	546,557
Term Loan, 3.04%, Maturing February 21, 2015 <b>Audatex North America, Inc.</b>		2,832	2,637,118
Term Loan, 3.19%, Maturing May 16, 2014 <b>BAR/BRI Review Courses, Inc.</b>	EUR	1,059	1,343,778
Term Loan, 6.00%, Maturing June 16, 2017 <b>Brand Energy and Infrastructure Services, Inc.</b>		775	774,031
Term Loan, 2.87%, Maturing February 7, 2014		910	742,402
Term Loan, 3.80%, Maturing February 7, 2014 <b>Brickman Group Holdings, Inc.</b>		983	830,875
Term Loan, 7.25%, Maturing October 14, 2016 <b>Brock Holdings III, Inc.</b>		1,312	1,315,849
Term Loan, 6.00%, Maturing March 16, 2017 <b>Catalina Marketing Corp.</b>		1,067	1,037,597
Term Loan, 3.05%, Maturing October 1, 2014 <b>ClientLogic Corp.</b>		1,984	1,900,083
Term Loan, 7.14%, Maturing January 30, 2017		1,171	1,098,634

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> <b>(000 s omitted)</b>	<b>Value</b>
<b>Education Management, LLC</b> Term Loan, 2.38%, Maturing June 3, 2013	4,128	\$ 3,908,214
<b>Endurance International Group, Inc. (The)</b> Term Loan, 7.75%, Maturing December 20, 2017	875	872,812
<b>Go Daddy Operating Company, LLC</b> Term Loan, 7.00%, Maturing December 17, 2018	1,571	1,573,812
<b>KAR Auction Services, Inc.</b> Term Loan, 5.00%, Maturing May 19, 2017	3,084	3,049,138
<b>Kronos, Inc.</b> Term Loan, 5.33%, Maturing June 9, 2017	1,456	1,423,325
Term Loan, Maturing December 28, 2017 <sup>(5)</sup>	875	855,312
<b>Meritas, LLC</b> Term Loan, 7.50%, Maturing July 28, 2017	831	818,781
<b>Mitchell International, Inc.</b> Term Loan - Second Lien, 5.88%, Maturing March 30, 2015	2,500	2,309,375
<b>MSCI, Inc.</b> Term Loan, 3.75%, Maturing March 14, 2017	1,077	1,085,909
<b>N.E.W. Holdings I, LLC</b> Term Loan, 6.00%, Maturing March 23, 2016	1,917	1,778,150
<b>National CineMedia, LLC</b> Term Loan, 2.05%, Maturing February 13, 2015	2,333	2,256,216
<b>Protection One Alarm Monitoring, Inc.</b> Term Loan, 6.00%, Maturing June 4, 2016	997	992,131
<b>Quantum Corp.</b> Term Loan, 3.80%, Maturing July 14, 2014	107	105,099
<b>Quintiles Transnational Corp.</b> Term Loan, 5.00%, Maturing June 8, 2018	4,552	4,481,863
<b>Res-Care, Inc.</b> Term Loan, 7.25%, Maturing December 22, 2016	1,489	1,429,173
<b>Sabre, Inc.</b> Term Loan, 2.33%, Maturing September 30, 2014	7,485	6,202,999
<b>Sensus USA, Inc.</b> Term Loan, 4.75%, Maturing May 9, 2017	720	717,764
<b>SunGard Data Systems, Inc.</b> Term Loan, 2.03%, Maturing February 28, 2014	439	429,232
Term Loan, 4.00%, Maturing February 26, 2016	13,378	13,068,745
<b>SymphonyIRI Group, Inc.</b> Term Loan, 5.00%, Maturing December 1, 2017	896	887,105
<b>TransUnion, LLC</b> Term Loan, 4.75%, Maturing February 12, 2018	993	991,880
<b>Travelport, LLC</b> Term Loan, 4.87%, Maturing August 21, 2015	1,563	1,306,965
Term Loan, 4.87%, Maturing August 21, 2015	2,109	1,763,534
Term Loan, 5.08%, Maturing August 21, 2015	446	372,997
Term Loan, 6.05%, Maturing August 21, 2015	EUR 739	800,602

**U.S. Security Holdings, Inc.**

Term Loan, 1.50%, Maturing July 28, 2017 <sup>(3)</sup>	130	128,879
Term Loan, 6.00%, Maturing July 28, 2017	668	660,133

**West Corp.**

Term Loan, 2.75%, Maturing October 24, 2013	552	548,444
Term Loan, 4.58%, Maturing July 15, 2016	1,341	1,336,409
Term Loan, 4.68%, Maturing July 15, 2016	3,816	3,802,110

**\$ 81,116,032**

**Cable and Satellite Television 2.2%**

**Bragg Communications, Inc.**

Term Loan, 3.02%, Maturing August 31, 2014	1,546	\$ 1,530,851
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**Cequel Communications, LLC**

Term Loan, 2.27%, Maturing November 5, 2013	2,808	2,781,804
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<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>	<b>Value</b>
	<b>(000 s omitted)</b>	
<b>Crown Media Holdings, Inc.</b>		
Term Loan, 5.75%, Maturing July 14, 2018	547	\$ 544,514
<b>CSC Holdings, Inc.</b>		
Term Loan, 3.29%, Maturing March 29, 2016	2,624	2,566,602
<b>Insight Midwest Holdings, LLC</b>		
Term Loan, 2.02%, Maturing April 7, 2014	4,067	4,031,111
<b>Lavena Holdings 4 GmbH</b>		
Term Loan, 4.20%, Maturing March 6, 2015	EUR 2,045	2,055,575
Term Loan, 4.45%, Maturing March 4, 2016	EUR 2,045	2,055,575
Term Loan, 8.83%, Maturing March 6, 2017 <sup>(4)</sup>	EUR 522	349,310
Term Loan - Second Lien, 5.58%, Maturing September 2, 2016	EUR 452	370,365
<b>MCC Iowa, LLC</b>		
Term Loan, 1.97%, Maturing January 30, 2015	2,329	2,202,785
<b>Mediacom Broadband, LLC</b>		
Term Loan, 4.50%, Maturing October 23, 2017	1,822	1,783,527
<b>Mediacom Illinois, LLC</b>		
Term Loan, 1.97%, Maturing January 30, 2015	4,597	4,343,988
<b>Mediacom, LLC</b>		
Term Loan, 4.50%, Maturing October 23, 2017	1,010	981,019
<b>NDS Finance, Ltd.</b>		
Term Loan, 4.00%, Maturing March 12, 2018	993	967,687
<b>P7S1 Broadcasting Holding II B.V.</b>		
Term Loan, 3.97%, Maturing July 1, 2016	EUR 1,235	1,472,336
<b>UPC Broadband Holding B.V.</b>		
Term Loan, 4.96%, Maturing December 31, 2016	EUR 4,531	5,548,882
Term Loan, 5.21%, Maturing December 29, 2017	EUR 1,962	2,425,049
<b>UPC Financing Partnership</b>		
Term Loan, 3.87%, Maturing December 30, 2016	239	231,365
Term Loan, 3.77%, Maturing December 29, 2017	1,815	1,753,943
Term Loan, 4.75%, Maturing December 29, 2017	400	393,750
<b>YPSO Holding SA</b>		
Term Loan, 4.81%, Maturing June 6, 2016 <sup>(4)</sup>	EUR 561	597,460
Term Loan, 4.81%, Maturing June 6, 2016 <sup>(4)</sup>	EUR 915	974,802
Term Loan, 4.81%, Maturing June 6, 2016 <sup>(4)</sup>	EUR 1,367	1,456,543
		<b>\$ 41,418,843</b>
<b>Chemicals and Plastics 1.7%</b>		
<b>Arizona Chemical, Inc.</b>		
Term Loan, Maturing December 22, 2017 <sup>(5)</sup>	1,375	\$ 1,379,297
<b>Ashland, Inc.</b>		
Term Loan, 3.75%, Maturing August 23, 2018	2,243	2,254,910
<b>Celanese U.S. Holdings, LLC</b>		
Term Loan, 3.12%, Maturing October 31, 2016	2,097	2,108,332
Term Loan, 4.24%, Maturing October 31, 2016	EUR 1,349	1,743,315

**General Chemical Corp.**

Term Loan, 5.00%, Maturing October 6, 2015	624	621,119
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**Harko C.V.**

Term Loan, 5.75%, Maturing August 2, 2017	550	548,625
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**Huntsman International, LLC**

Term Loan, 1.93%, Maturing April 21, 2014	794	773,004
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Term Loan, 2.88%, Maturing April 19, 2017	2,166	2,079,204
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**Ineos Holdings, Ltd.**

Term Loan, 9.00%, Maturing June 16, 2015	EUR 500	600,748
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**Ineos US Finance, LLC**

Term Loan, 7.50%, Maturing December 16, 2013	142	145,449
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Term Loan, 8.00%, Maturing December 16, 2014	142	145,629
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**MacDermid, Inc.**

Term Loan, 3.27%, Maturing April 11, 2014	EUR 768	971,757
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**Momentive Performance Materials USA, Inc.**

Term Loan, 3.81%, Maturing May 5, 2015	2,840	2,721,343
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<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 s omitted)	<b>Value</b>
<b>Momentive Specialty Chemicals, Inc.</b>		
Term Loan, Maturing May 6, 2013 <sup>(5)</sup>	163	\$ 155,412
Term Loan, Maturing May 6, 2013 <sup>(5)</sup>	399	384,512
Term Loan, Maturing May 6, 2013 <sup>(5)</sup>	938	903,026
Term Loan, 4.06%, Maturing May 5, 2015	861	831,790
Term Loan, 4.19%, Maturing May 5, 2015	2,281	2,189,901
Term Loan, 4.38%, Maturing May 5, 2015	386	373,000
<b>Norit NV</b>		
Term Loan, 6.75%, Maturing July 7, 2017	1,347	1,339,892
<b>Rockwood Specialties Group, Inc.</b>		
Term Loan, 3.50%, Maturing February 9, 2018	2,239	2,249,478
<b>Schoeller Arca Systems Holding B.V.</b>		
Term Loan, 5.98%, Maturing November 16, 2015	EUR 289	267,479
Term Loan, 5.98%, Maturing November 16, 2015	EUR 824	762,632
Term Loan, 5.98%, Maturing November 16, 2015	EUR 887	820,667
<b>Solutia, Inc.</b>		
Term Loan, 3.50%, Maturing August 1, 2017	2,371	2,375,512
<b>Styron S.A.R.L., LLC</b>		
Term Loan, 6.00%, Maturing August 2, 2017	1,856	1,607,203
<b>Univar, Inc.</b>		
Term Loan, 5.00%, Maturing June 30, 2017	2,998	2,901,021
		<b>\$ 33,254,257</b>
 <b>Clothing/Textiles 0.0%</b>		
<b>Phillips-Van Heusen Corp.</b>		
Term Loan, 3.50%, Maturing May 6, 2016	682	\$ 683,810
		<b>\$ 683,810</b>
 <b>Conglomerates 0.5%</b>		
<b>Jarden Corp.</b>		
Term Loan, 3.30%, Maturing March 30, 2018	848	\$ 850,495
<b>Jason, Inc.</b>		
Term Loan, 8.25%, Maturing September 21, 2014	249	244,533
Term Loan, 7.75%, Maturing September 22, 2014	224	219,388
Term Loan, 8.25%, Maturing September 22, 2014	99	97,785
<b>Rexnord Corp.</b>		
Term Loan, 2.56%, Maturing July 19, 2013	404	397,189
Term Loan, 2.89%, Maturing July 19, 2013	2,682	2,648,443
<b>RGIS Holdings, LLC</b>		
Term Loan, 3.08%, Maturing April 30, 2014	96	93,819
Term Loan, 3.08%, Maturing April 30, 2014	1,929	1,876,384
<b>Spectrum Brands, Inc.</b>		
Term Loan, 5.00%, Maturing June 17, 2016	772	773,941

**Walter Energy, Inc.**

Term Loan, 4.00%, Maturing April 2, 2018	2,095	2,082,095
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		\$ 9,284,072
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**Containers and Glass Products 1.2%****Berry Plastics Corp.**

Term Loan, 2.28%, Maturing April 3, 2015	4,470	\$ 4,272,767
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**BWAY Corp.**

Term Loan, 4.50%, Maturing February 23, 2018	235	231,864
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Term Loan, 4.50%, Maturing February 23, 2018	2,545	2,515,272
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**Consolidated Container Co., LLC**

Term Loan - Second Lien, 5.81%, Maturing September 28, 2014	2,000	1,700,000
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**Graphic Packaging International, Inc.**

Term Loan, 2.39%, Maturing May 16, 2014	5,620	5,600,328
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**Pelican Products, Inc.**

Term Loan, 5.00%, Maturing March 7, 2017	792	786,060
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<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Reynolds Group Holdings, Inc.</b>			
Term Loan, 6.50%, Maturing February 9, 2018	3,044	\$	3,020,820
Term Loan, 6.50%, Maturing August 9, 2018	3,034		3,022,069
<b>Sealed Air Corp.</b>			
Term Loan, 4.75%, Maturing October 3, 2018	691		699,459
<b>TricorBraun, Inc.</b>			
Term Loan, 2.52%, Maturing July 31, 2013	979		932,424
		<b>\$</b>	<b>22,781,063</b>
<b>Cosmetics/Toiletries 0.3%</b>			
<b>Bausch &amp; Lomb, Inc.</b>			
Term Loan, 3.55%, Maturing April 24, 2015	532	\$	520,936
Term Loan, 3.77%, Maturing April 24, 2015	2,180		2,134,703
<b>Huish Detergents, Inc.</b>			
Term Loan, 2.26%, Maturing April 25, 2014	1,218		1,082,164
<b>KIK Custom Products, Inc.</b>			
Term Loan - Second Lien, 5.27%, Maturing November 28, 2014	1,900		1,222,333
<b>Prestige Brands, Inc.</b>			
Term Loan, 4.75%, Maturing March 24, 2016	734		731,074
		<b>\$</b>	<b>5,691,210</b>
<b>Drugs 0.4%</b>			
<b>Capsugel Holdings US, Inc.</b>			
Term Loan, 5.25%, Maturing August 1, 2018	1,397	\$	1,400,690
<b>Endo Pharmaceuticals Holdings, Inc.</b>			
Term Loan, 4.00%, Maturing June 18, 2018	1,017		1,019,146
<b>Graceway Pharmaceuticals, LLC</b>			
Term Loan, 0.00%, Maturing May 3, 2012 <sup>(6)</sup>	54		29,375
Term Loan, 14.00%, Maturing November 3, 2013 <sup>(4)</sup>	1,566		4,893
Term Loan - Second Lien, 0.00%, Maturing May 3, 2013 <sup>(6)</sup>	2,000		45,000
<b>Warner Chilcott Co., LLC</b>			
Term Loan, 3.75%, Maturing March 17, 2016	1,388		1,380,409
Term Loan, 4.25%, Maturing March 15, 2018	754		746,286
Term Loan, 4.25%, Maturing March 15, 2018	1,509		1,492,571
<b>WC Luxco S.A.R.L.</b>			
Term Loan, 4.25%, Maturing March 15, 2018	1,037		1,026,143
		<b>\$</b>	<b>7,144,513</b>
<b>Ecological Services and Equipment 0.1%</b>			
<b>Big Dumpster Merger Sub, Inc.</b>			
Term Loan, 2.55%, Maturing February 5, 2013	806	\$	671,588
Term Loan, 2.55%, Maturing February 5, 2013	930		775,580

**Environmental Systems Products Holdings, Inc.**Term Loan - Second Lien, 13.50%, Maturing September 12, 2014<sup>(7)</sup> 200 180,179**Viking Consortium Borrower, Ltd.**Term Loan - Second Lien, 6.83%, Maturing March 31, 2016<sup>(4)</sup> GBP 515 301,856**\$ 1,929,203****Electronics/Electrical 2.7%****Aeroflex, Inc.**

Term Loan, 4.25%, Maturing May 9, 2018 1,719 \$ 1,624,331

**Aspect Software, Inc.**

Term Loan, 6.25%, Maturing May 6, 2016 1,916 1,908,643

**Attachmate Corp.**

Term Loan, 6.50%, Maturing April 27, 2017 2,888 2,837,890

**Cinedigm Digital Funding I, LLC**

Term Loan, 5.25%, Maturing April 29, 2016 693 668,358

**Datatel, Inc.**Term Loan, Maturing July 13, 2018<sup>(5)</sup> 1,325 1,327,484**Dealer Computer Services, Inc.**

Term Loan, 3.75%, Maturing April 20, 2018 2,223 2,215,006

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 s omitted)	<b>Value</b>
<b>DG FastChannel, Inc.</b>		
Term Loan, 5.75%, Maturing July 26, 2018	1,741	\$ 1,715,140
<b>Eagle Parent, Inc.</b>		
Term Loan, 5.00%, Maturing May 16, 2018	2,786	2,630,449
<b>Edwards (Cayman Island II), Ltd.</b>		
Term Loan, 5.50%, Maturing May 31, 2016	1,188	1,122,165
<b>Freescall Semiconductor, Inc.</b>		
Term Loan, 4.52%, Maturing December 1, 2016	4,321	4,169,824
<b>Infogroup, Inc.</b>		
Term Loan, 5.75%, Maturing May 22, 2018	972	894,697
<b>Infor Enterprise Solutions Holdings</b>		
Term Loan, 5.80%, Maturing March 3, 2014	500	401,250
Term Loan, 5.05%, Maturing July 28, 2015	257	236,598
Term Loan, 6.05%, Maturing July 28, 2015	2,048	1,945,167
Term Loan, 6.05%, Maturing July 28, 2015	3,924	3,693,898
Term Loan - Second Lien, 6.54%, Maturing March 3, 2014	550	447,333
Term Loan - Second Lien, 6.55%, Maturing March 3, 2014	950	774,589
<b>Microsemi Corp.</b>		
Term Loan, 5.75%, Maturing February 2, 2018	1,671	1,674,990
<b>NeuStar, Inc.</b>		
Term Loan, 5.00%, Maturing November 8, 2018	1,022	1,024,994
<b>Nxp B.V.</b>		
Term Loan, 4.50%, Maturing March 3, 2017	2,556	2,437,487
Term Loan, 5.50%, Maturing March 3, 2017	1,097	1,066,390
<b>Open Solutions, Inc.</b>		
Term Loan, 2.55%, Maturing January 23, 2014	2,334	2,012,473
<b>SafeNet, Inc.</b>		
Term Loan, 2.80%, Maturing April 12, 2014	948	912,778
<b>Sensata Technologies Finance Co., LLC</b>		
Term Loan, 4.00%, Maturing May 11, 2018	3,756	3,727,954
<b>Serena Software, Inc.</b>		
Term Loan, 4.54%, Maturing March 10, 2016	3,206	3,031,770
<b>SkillSoft Corp.</b>		
Term Loan, 6.50%, Maturing May 26, 2017	274	274,998
Term Loan, 6.50%, Maturing May 26, 2017	978	980,832
<b>VeriFone Inc.</b>		
Term Loan, 4.25%, Maturing December 28, 2018	525	525,328
<b>Vertafore, Inc.</b>		
Term Loan, 5.25%, Maturing July 29, 2016	2,059	2,016,402
<b>Web.com Group, Inc.</b>		
Term Loan, 7.00%, Maturing October 27, 2017	2,275	2,110,062
		<b>\$ 50,409,280</b>

**Equipment Leasing 0.3%**

**BakerCorp. International, Inc.**

Term Loan, 5.00%, Maturing June 1, 2018	898	\$	890,456
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**Delos Aircraft, Inc.**

Term Loan, 7.00%, Maturing March 17, 2016	775		780,037
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**International Lease Finance Corp.**

Term Loan, 6.75%, Maturing March 17, 2015	4,050		4,074,470
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		\$	<b>5,744,963</b>
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**Financial Intermediaries 1.5%****AmWINS Group, Inc.**

Term Loan - Second Lien, 6.07%, Maturing June 8, 2014	500	\$	473,750
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**Asset Acceptance Capital Corp.**

Term Loan, 8.75%, Maturing November 8, 2017	1,375		1,326,875
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**CB Richard Ellis Services, Inc.**

Term Loan, 3.55%, Maturing March 5, 2018	652		638,844
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Term Loan, 3.78%, Maturing September 4, 2019	616		603,352
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<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 s omitted)	<b>Value</b>
<b>Citco III, Ltd.</b>		
Term Loan, 6.25%, Maturing June 29, 2018	2,788	\$ 2,663,012
<b>Fifth Third Processing Solutions, LLC</b>		
Term Loan, 4.50%, Maturing November 3, 2016	347	347,086
<b>First Data Corp.</b>		
Term Loan, 3.04%, Maturing September 24, 2014	1,000	905,694
Term Loan, 3.04%, Maturing September 24, 2014	2,346	2,125,195
Term Loan, 3.04%, Maturing September 24, 2014	2,654	2,400,438
<b>Grosvenor Capital Management Holdings, LLP</b>		
Term Loan, 4.31%, Maturing December 5, 2016	624	600,986
<b>iPayment, Inc.</b>		
Term Loan, 5.75%, Maturing May 8, 2017	1,009	996,152
<b>LPL Holdings, Inc.</b>		
Term Loan, 2.11%, Maturing June 28, 2013	1,145	1,143,184
Term Loan, 4.25%, Maturing June 25, 2015	3,605	3,623,203
<b>Mercury Payment Systems Canada, LLC</b>		
Term Loan, 6.50%, Maturing July 3, 2017	721	721,375
<b>Mondrian Investment Partners, Ltd.</b>		
Term Loan, 5.50%, Maturing July 12, 2018	1,012	1,011,595
<b>Nuveen Investments, Inc.</b>		
Term Loan, 3.51%, Maturing November 13, 2014	1,842	1,761,377
Term Loan, 6.01%, Maturing May 12, 2017	2,153	2,075,430
Term Loan, Maturing May 13, 2017 <sup>(5)</sup>	550	554,125
<b>RJO Holdings Corp.</b>		
Term Loan, 6.29%, Maturing December 10, 2015 <sup>(7)</sup>	32	26,494
Term Loan, 7.04%, Maturing December 10, 2015 <sup>(7)</sup>	1,029	777,947
<b>RPI Finance Trust</b>		
Term Loan, 4.00%, Maturing May 9, 2018	3,756	3,736,172
		<b>\$ 28,512,286</b>
<b>Food Products 1.7%</b>		
<b>Dean Foods Co.</b>		
Term Loan, 2.08%, Maturing April 2, 2014	5,667	\$ 5,422,969
<b>Del Monte Foods Co.</b>		
Term Loan, 4.50%, Maturing March 8, 2018	6,070	5,781,199
<b>Dole Food Co., Inc.</b>		
Term Loan, 5.04%, Maturing July 6, 2018	1,062	1,060,337
<b>High Liner Foods, Inc.</b>		
Term Loan, 7.75%, Maturing January 3, 2018	675	671,625
<b>JBS USA Holdings, Inc.</b>		
Term Loan, 4.25%, Maturing May 25, 2018	1,070	1,045,558
<b>Michael Foods Group, Inc.</b>		
Term Loan, 4.25%, Maturing February 23, 2018	1,441	1,424,506
<b>NBTY, Inc.</b>		

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Term Loan, 4.25%, Maturing October 2, 2017	6,321	6,268,613
<b>Pierre Foods, Inc.</b>		
Term Loan, 7.00%, Maturing September 30, 2016	2,356	2,351,807
<b>Pinnacle Foods Holdings Corp.</b>		
Term Loan, 2.80%, Maturing April 2, 2014	7,077	6,920,167
<b>Solvest, Ltd.</b>		
Term Loan, 5.03%, Maturing July 6, 2018	1,973	1,969,197
		<b>\$ 32,915,978</b>

**Food Service 1.6%**

**Aramark Corp.**

Term Loan, 2.11%, Maturing January 27, 2014	137	\$ 134,445
Term Loan, 2.45%, Maturing January 27, 2014	1,696	1,664,182
Term Loan, 3.08%, Maturing January 27, 2014	GBP 950	1,401,582
Term Loan, 3.49%, Maturing July 26, 2016	246	240,466
Term Loan, 3.83%, Maturing July 26, 2016	3,742	3,656,445

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 s omitted)	<b>Value</b>
<b>Buffets, Inc.</b>		
Term Loan, 16.00%, Maturing April 21, 2015 <sup>(4)</sup>	1,562	\$ 759,142
Term Loan, 11.66%, Maturing April 22, 2015 <sup>(4)(7)</sup>	169	76,758
<b>Burger King Corp.</b>		
Term Loan, 4.50%, Maturing October 19, 2016	5,440	5,357,083
<b>Denny s, Inc.</b>		
Term Loan, 5.25%, Maturing September 30, 2016	653	652,856
<b>DineEquity, Inc.</b>		
Term Loan, 4.27%, Maturing October 19, 2017	2,421	2,391,240
<b>Dunkin Brands, Inc.</b>		
Term Loan, 4.00%, Maturing November 23, 2017	2,284	2,253,557
<b>JRD Holdings, Inc.</b>		
Term Loan, 2.55%, Maturing July 2, 2014	1,700	1,678,051
<b>OSI Restaurant Partners, LLC</b>		
Term Loan, 2.74%, Maturing June 14, 2013	547	520,183
Term Loan, 2.74%, Maturing June 14, 2014	6,058	5,755,872
<b>Sagittarius Restaurants, LLC</b>		
Term Loan, 7.51%, Maturing May 18, 2015	537	532,031
<b>Selecta</b>		
Term Loan - Second Lien, 5.64%, Maturing December 28, 2015	EUR 741	575,615
<b>U.S. Foodservice, Inc.</b>		
Term Loan, 2.79%, Maturing July 3, 2014	1,984	1,840,901
<b>Wendy s/Arby s Restaurants, LLC</b>		
Term Loan, 5.00%, Maturing May 24, 2017	1,006	1,006,248
		<b>\$ 30,496,657</b>
 <b>Food/Drug Retailers 1.5%</b>		
<b>Alliance Boots Holdings, Ltd.</b>		
Term Loan, 3.63%, Maturing July 9, 2015	GBP 4,950	\$ 6,930,630
Term Loan, 3.85%, Maturing July 9, 2015	EUR 1,000	1,203,653
<b>General Nutrition Centers, Inc.</b>		
Term Loan, 4.25%, Maturing March 2, 2018	2,400	2,376,000
<b>Pantry, Inc. (The)</b>		
Term Loan, 2.05%, Maturing May 15, 2014	290	281,340
Term Loan, 2.05%, Maturing May 15, 2014	1,007	977,017
<b>Rite Aid Corp.</b>		
Term Loan, 2.04%, Maturing June 4, 2014	5,710	5,423,742
Term Loan, 4.50%, Maturing March 2, 2018	4,565	4,369,013
<b>Roundy s Supermarkets, Inc.</b>		
Term Loan, 7.00%, Maturing November 3, 2013	3,645	3,644,838
<b>Supervalu, Inc.</b>		
Term Loan, 4.50%, Maturing April 28, 2018	3,474	3,411,223
		<b>\$ 28,617,456</b>

**Health Care 4.3%****Alere, Inc.**

Term Loan, 4.50%, Maturing June 30, 2017	600	\$	585,000
Term Loan, 4.50%, Maturing June 30, 2017	2,594		2,539,200

**Alliance Healthcare Services**

Term Loan, 7.25%, Maturing June 1, 2016	933		822,468
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**Ardent Medical Services, Inc.**

Term Loan, 6.50%, Maturing September 18, 2015	723		718,651
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**Aveta Holdings, LLC**

Term Loan, 8.50%, Maturing April 14, 2015	508		504,306
Term Loan, 8.50%, Maturing April 14, 2015	508		504,306

**Biomet, Inc.**

Term Loan, 3.47%, Maturing March 25, 2015	3,830		3,737,670
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**CareStream Health, Inc.**

Term Loan, 5.00%, Maturing February 25, 2017	2,456		2,225,819
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**Carl Zeiss Vision Holding GmbH**

Term Loan, 4.00%, Maturing September 30, 2019 <sup>(4)</sup>	135		113,556
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<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> <b>(000 s omitted)</b>	<b>Value</b>
<b>Catalent Pharma Solutions</b>		
Term Loan, 2.55%, Maturing April 10, 2014	1,094	\$ 1,055,623
Term Loan, 3.33%, Maturing April 10, 2014	EUR 1,915	2,391,742
<b>CDRL MS, Inc.</b>		
Term Loan, 6.75%, Maturing September 30, 2016	878	871,132
<b>Community Health Systems, Inc.</b>		
Term Loan, 2.55%, Maturing July 25, 2014	363	352,868
Term Loan, 2.76%, Maturing July 25, 2014	7,063	6,869,777
Term Loan, 3.96%, Maturing January 25, 2017	3,542	3,434,504
<b>ConMed Corp.</b>		
Term Loan, 1.08%, Maturing April 12, 2013	566	554,333
<b>ConvaTec, Inc.</b>		
Term Loan, 5.75%, Maturing December 22, 2016	992	986,887
<b>CRC Health Corp.</b>		
Term Loan, 5.08%, Maturing November 16, 2015	1,180	1,100,182
<b>Dako EQT Project Delphi</b>		
Term Loan - Second Lien, 4.12%, Maturing December 12, 2016	750	611,250
<b>DJO Finance, LLC</b>		
Term Loan, 3.30%, Maturing May 20, 2014	831	799,466
<b>Drumm Investors, LLC</b>		
Term Loan, 5.00%, Maturing May 4, 2018	1,990	1,740,046
<b>Emergency Medical Services Corp.</b>		
Term Loan, 5.25%, Maturing May 25, 2018	1,992	1,948,475
<b>Fenwal, Inc.</b>		
Term Loan, 2.77%, Maturing February 28, 2014	141	132,910
Term Loan, 2.77%, Maturing February 28, 2014	825	775,078
<b>Fresenius US Finance I, Inc.</b>		
Term Loan, 3.50%, Maturing September 10, 2014	355	354,271
Term Loan, 3.50%, Maturing September 10, 2014	621	620,194
<b>Grifols, Inc.</b>		
Term Loan, 6.00%, Maturing June 1, 2017	2,388	2,385,762
<b>HCA, Inc.</b>		
Term Loan, 3.83%, Maturing March 31, 2017	4,961	4,719,195
Term Loan, 3.55%, Maturing May 1, 2018	2,152	2,039,160
<b>Health Management Associates, Inc.</b>		
Term Loan, 4.50%, Maturing November 16, 2018	1,025	1,021,407
<b>Iasis Healthcare, LLC</b>		
Term Loan, 5.00%, Maturing May 3, 2018	1,787	1,728,439
<b>Immucor, Inc.</b>		
Term Loan, 7.25%, Maturing August 17, 2018	748	753,424
<b>inVentiv Health, Inc.</b>		
Term Loan, 6.50%, Maturing August 4, 2016	1,973	1,893,684
Term Loan, 6.75%, Maturing May 15, 2018	1,340	1,286,280
<b>Kindred Healthcare, Inc.</b>		
Term Loan, 5.25%, Maturing June 1, 2018	1,741	1,626,618

<b>Kinetic Concepts, Inc.</b>		
Term Loan, 7.00%, Maturing May 4, 2018	3,750	3,788,531
<b>Lifepoint Hospitals, Inc.</b>		
Term Loan, 3.28%, Maturing April 15, 2015	2,901	2,842,867
<b>MedAssets, Inc.</b>		
Term Loan, 5.25%, Maturing November 16, 2016	951	949,298
<b>Medpace, Inc.</b>		
Term Loan, 6.50%, Maturing June 16, 2017	920	874,356
<b>MultiPlan, Inc.</b>		
Term Loan, 4.75%, Maturing August 26, 2017	3,625	3,465,985
<b>Pharmaceutical Products Development</b>		
Term Loan, 6.25%, Maturing December 5, 2018	2,075	2,072,406
<b>Physiotherapy Associates, Inc.</b>		
Term Loan, 7.50%, Maturing June 27, 2013	908	903,124
Term Loan - Second Lien, 12.00%, Maturing June 27, 2014 <sup>(7)</sup>	500	397,250

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 \$ omitted)	<b>Value</b>
<b>RadNet Management, Inc.</b> Term Loan, 5.75%, Maturing April 6, 2016	2,346	\$ 2,230,047
<b>Select Medical Corp.</b> Term Loan, 5.50%, Maturing May 25, 2018	3,234	3,093,622
<b>Sunrise Medical Holdings B.V.</b> Term Loan, 6.75%, Maturing May 13, 2014	EUR 735	880,253
<b>TriZetto Group, Inc. (The)</b> Term Loan, 4.75%, Maturing May 2, 2018	1,567	1,544,272
<b>Universal Health Services, Inc.</b> Term Loan, 3.75%, Maturing November 15, 2016	992	991,465
<b>Vanguard Health Holding Co. II, LLC</b> Term Loan, 5.00%, Maturing January 29, 2016	1,234	1,213,365
<b>VWR Funding, Inc.</b> Term Loan, 2.80%, Maturing June 30, 2014	2,267	2,181,867
		<b>\$ 81,232,391</b>
<b>Home Furnishings 0.6%</b>		
<b>Hunter Fan Co.</b> Term Loan, 2.79%, Maturing April 16, 2014	467	\$ 428,342
Term Loan - Second Lien, 7.04%, Maturing October 16, 2014	500	408,125
<b>National Bedding Co., LLC</b> Term Loan, 4.13%, Maturing November 28, 2013	3,243	3,203,407
Term Loan - Second Lien, 5.50%, Maturing February 28, 2014	2,550	2,492,625
<b>Oreck Corp.</b> Term Loan - Second Lien, 4.07%, Maturing March 19, 2016 <sup>(7)</sup>	527	473,962
<b>Sofia III S.A.R.L.</b> Term Loan, 1.80%, Maturing June 24, 2016	EUR 387	402,163
<b>Yankee Candle Co., Inc. (The)</b> Term Loan, 2.55%, Maturing February 6, 2014	3,923	3,878,181
		<b>\$ 11,286,805</b>
<b>Industrial Equipment 0.6%</b>		
<b>Alliance Laundry Systems, LLC</b> Term Loan, 6.25%, Maturing September 30, 2016	679	\$ 679,829
<b>Butterfly Wendel US, Inc.</b> Term Loan, 3.44%, Maturing June 23, 2014	590	585,833
Term Loan, 4.19%, Maturing June 22, 2015	589	585,644
<b>Colfax Corp.</b> Term Loan, Maturing December 7, 2018 <sup>(5)</sup>	1,350	1,352,320
<b>Generac CCMP Acquisition Corp.</b> Term Loan, 2.80%, Maturing November 11, 2013	1,740	1,721,169
<b>Husky Injection Molding Systems, Ltd.</b> Term Loan, 6.50%, Maturing June 29, 2018	997	997,078

**KION Group GmbH**

Term Loan, 3.80%, Maturing December 23, 2014 <sup>(4)</sup>	258	196,462
Term Loan, 4.05%, Maturing December 23, 2015 <sup>(4)</sup>	258	196,462

**Manitowoc Co., Inc. (The)**

Term Loan, 4.25%, Maturing November 13, 2017	602	595,727
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**Polypore, Inc.**

Term Loan, 2.30%, Maturing July 3, 2014	4,058	3,974,495
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**Unifrax Corp.**

Term Loan, 7.00%, Maturing November 28, 2018	400	401,000
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**\$ 11,286,019**

**Insurance 0.9%**

**Alliant Holdings I, Inc.**

Term Loan, 3.58%, Maturing August 21, 2014	2,688	\$ 2,623,325
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**Applied Systems, Inc.**

Term Loan, 5.50%, Maturing December 8, 2016	992	973,252
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<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 s omitted)	<b>Value</b>
<b>Asurion, LLC</b>		
Term Loan, 5.50%, Maturing May 24, 2018	6,394	\$ 6,314,389
Term Loan - Second Lien, 9.00%, Maturing May 24, 2019	1,175	1,163,250
<b>C.G. JCF Corp.</b>		
Term Loan, 3.30%, Maturing August 1, 2014	658	638,057
<b>HUB International Holdings, Inc.</b>		
Term Loan, 3.08%, Maturing June 13, 2014	210	202,048
Term Loan, 3.08%, Maturing June 13, 2014	936	898,824
<b>Sedgwick CMS Holdings, Inc.</b>		
Term Loan, 5.00%, Maturing December 30, 2016	661	647,458
<b>U.S.I. Holdings Corp.</b>		
Term Loan, 2.80%, Maturing May 5, 2014	2,609	2,504,591
Term Loan, 7.00%, Maturing May 5, 2014	977	975,056
		<b>\$ 16,940,250</b>
<b>Leisure Goods/Activities/Movies 1.8%</b>		
<b>AMC Entertainment, Inc.</b>		
Term Loan, 3.55%, Maturing December 15, 2016	1,659	\$ 1,627,286
<b>AMC Networks, Inc.</b>		
Term Loan, 4.00%, Maturing December 31, 2018	1,468	1,456,618
<b>Bombardier Recreational Products</b>		
Term Loan, 2.90%, Maturing June 28, 2013	2,854	2,811,674
<b>Bright Horizons Family Solutions, Inc.</b>		
Term Loan, 4.30%, Maturing May 28, 2015	240	238,721
<b>Cedar Fair, L.P.</b>		
Term Loan, 4.00%, Maturing December 15, 2017	2,412	2,411,056
<b>Cinemark USA, Inc.</b>		
Term Loan, 3.62%, Maturing April 29, 2016	3,643	3,628,506
<b>Clubcorp Operations, Inc.</b>		
Term Loan, 6.00%, Maturing November 30, 2016	1,997	1,998,314
<b>Deluxe Entertainment Services Group, Inc.</b>		
Term Loan, 6.25%, Maturing May 11, 2013	41	41,209
Term Loan, 6.25%, Maturing May 11, 2013	562	560,448
Term Loan - Second Lien, 11.00%, Maturing November 11, 2013	500	492,500
<b>Live Nation Entertainment, Inc.</b>		
Term Loan, 4.50%, Maturing November 7, 2016	4,289	4,274,428
<b>Merlin Entertainment Group</b>		
Term Loan, 5.02%, Maturing July 21, 2017	GBP 1,720	2,545,239
<b>Regal Cinemas Corp.</b>		
Term Loan, 3.58%, Maturing August 23, 2017	3,960	3,934,426
<b>Revolution Studios Distribution Co., LLC</b>		
Term Loan, 4.05%, Maturing December 21, 2014	1,526	1,113,791
Term Loan - Second Lien, 7.30%, Maturing June 21, 2015 <sup>(7)</sup>	2,050	634,270
<b>SeaWorld Parks &amp; Entertainment, Inc.</b>		

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Term Loan, 3.05%, Maturing February 17, 2016	982	967,617
Term Loan, 4.00%, Maturing August 17, 2017	910	907,158
<b>Six Flags Theme Parks, Inc.</b>		
Term Loan, 4.25%, Maturing December 20, 2018	2,200	2,193,125
<b>Town Sports International, Inc.</b>		
Term Loan, 7.00%, Maturing May 11, 2018	1,045	1,038,904
<b>Zuffa, LLC</b>		
Term Loan, 2.31%, Maturing June 19, 2015	1,454	1,395,688
		<b>\$ 34,270,978</b>

**Lodging and Casinos 0.8%**

**Ameristar Casinos, Inc.**

Term Loan, 4.00%, Maturing April 13, 2018	993	\$ 993,327
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**Caesars Entertainment Operating Co.**

Term Loan, 3.37%, Maturing January 28, 2015	2,130	1,857,311
Term Loan, 3.42%, Maturing January 28, 2015	2,250	1,960,000
Term Loan, 3.42%, Maturing January 28, 2015	1,759	1,530,456

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Gala Group, Ltd.</b>			
Term Loan, 5.77%, Maturing May 30, 2018	GBP	1,775	\$ 2,058,817
<b>Herbst Gaming, Inc.</b>			
Term Loan, 10.00%, Maturing December 31, 2015		816	819,498
<b>Isle of Capri Casinos, Inc.</b>			
Term Loan, 4.75%, Maturing November 1, 2013		868	864,450
<b>Las Vegas Sands, LLC</b>			
Term Loan, 2.93%, Maturing November 23, 2016		719	692,244
Term Loan, 2.93%, Maturing November 23, 2016		2,638	2,535,400
<b>LodgeNet Entertainment Corp.</b>			
Term Loan, 6.50%, Maturing April 4, 2014		739	647,864
<b>Penn National Gaming, Inc.</b>			
Term Loan, 3.75%, Maturing July 16, 2018		1,219	1,224,489
<b>Tropicana Entertainment, Inc.</b>			
Term Loan, 15.00%, Maturing March 8, 2013		70	76,835
			<b>\$ 15,260,691</b>
<b>Nonferrous Metals/Minerals 0.5%</b>			
<b>Compass Minerals Group, Inc.</b>			
Term Loan, 3.05%, Maturing January 15, 2016		1,703	\$ 1,668,468
<b>Fairmount Minerals, Ltd.</b>			
Term Loan, 5.25%, Maturing March 15, 2017		2,627	2,627,250
<b>Noranda Aluminum Acquisition Corp.</b>			
Term Loan, 2.05%, Maturing May 16, 2014		357	353,771
<b>Novelis, Inc.</b>			
Term Loan, 3.75%, Maturing March 10, 2017		698	688,125
Term Loan, 3.75%, Maturing March 10, 2017		2,079	2,048,855
<b>Oxbow Carbon and Mineral Holdings, LLC</b>			
Term Loan, 3.93%, Maturing May 8, 2016		1,420	1,382,854
			<b>\$ 8,769,323</b>
<b>Oil and Gas 0.6%</b>			
<b>Buffalo Gulf Coast Terminals, LLC</b>			
Term Loan, 7.50%, Maturing October 31, 2017		599	\$ 601,492
<b>CITGO Petroleum Corp.</b>			
Term Loan, 8.00%, Maturing June 24, 2015		530	532,479
Term Loan, 9.00%, Maturing June 23, 2017		493	502,104
<b>Crestwood Holdings, LLC</b>			
Term Loan, 10.50%, Maturing September 30, 2016		506	515,010
<b>Frac Tech International, LLC</b>			
Term Loan, 6.25%, Maturing May 6, 2016		3,163	3,127,988
<b>Gibson Energy</b>			
Term Loan, 5.75%, Maturing June 15, 2018		2,239	2,242,482

**MEG Energy Corp.**

Term Loan, 4.00%, Maturing March 16, 2018	1,147	1,146,408
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**Obsidian Natural Gas Trust**

Term Loan, 7.00%, Maturing November 2, 2015	1,180	1,178,733
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**Sheridan Production Partners I, LLC**

Term Loan, 6.50%, Maturing April 20, 2017	134	134,552
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Term Loan, 6.50%, Maturing April 20, 2017	220	220,286
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Term Loan, 6.50%, Maturing April 20, 2017	1,660	1,662,435
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		<b>\$ 11,863,969</b>
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**Publishing 1.7%****Aster Zweite Beteiligungs GmbH**

Term Loan, 4.80%, Maturing December 30, 2016	1,075	\$ 951,375
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Term Loan, 4.80%, Maturing December 30, 2016	1,194	1,057,071
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Term Loan, 4.80%, Maturing December 30, 2016	1,277	1,132,632
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Term Loan, 6.00%, Maturing December 30, 2016	EUR 472	546,364
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Term Loan, 6.00%, Maturing December 30, 2016	EUR 528	610,372
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Term Loan - Second Lien, 8.33%, Maturing June 29, 2018	EUR 1,500	1,487,094
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<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 s omitted)	<b>Value</b>
<b>Cengage Learning Acquisitions, Inc.</b>		
Term Loan, 2.55%, Maturing July 3, 2014	1,659	\$ 1,420,475
<b>GateHouse Media Operating, Inc.</b>		
Term Loan, 2.30%, Maturing August 28, 2014	2,921	663,263
Term Loan, 2.30%, Maturing August 28, 2014	4,147	941,681
Term Loan, 2.55%, Maturing August 28, 2014	964	218,856
<b>Getty Images, Inc.</b>		
Term Loan, 5.25%, Maturing November 7, 2016	1,961	1,967,915
<b>Interactive Data Corp.</b>		
Term Loan, 4.50%, Maturing February 12, 2018	2,208	2,189,911
<b>Laureate Education, Inc.</b>		
Term Loan, 5.25%, Maturing August 15, 2018	5,346	4,994,104
<b>MediaNews Group, Inc.</b>		
Term Loan, 8.50%, Maturing March 19, 2014	144	134,853
<b>Merrill Communications, LLC</b>		
Term Loan, 7.50%, Maturing December 24, 2012	1,382	1,331,256
<b>Nelson Education, Ltd.</b>		
Term Loan, 3.08%, Maturing July 3, 2014	624	503,082
<b>Nielsen Finance, LLC</b>		
Term Loan, 2.28%, Maturing August 9, 2013	6,943	6,870,465
Term Loan, 3.53%, Maturing May 2, 2016	1,985	1,947,051
<b>Penton Media, Inc.</b>		
Term Loan, 5.00%, Maturing August 1, 2014 <sup>(4)</sup>	968	601,774
<b>SGS International, Inc.</b>		
Term Loan, 3.80%, Maturing September 30, 2013	595	589,328
<b>Source Interlink Companies, Inc.</b>		
Term Loan, 7.25%, Maturing June 18, 2013	1,119	1,077,220
Term Loan, 15.00%, Maturing March 18, 2014 <sup>(4)</sup>	825	763,171
<b>Star Tribune Co. (The)</b>		
Term Loan, 8.00%, Maturing September 28, 2014	29	26,233
Term Loan, 8.00%, Maturing September 29, 2014	25	25,219
		<b>\$ 32,050,765</b>
<b>Radio and Television 1.6%</b>		
<b>Block Communications, Inc.</b>		
Term Loan, 2.30%, Maturing December 21, 2012	1,974	\$ 1,956,728
<b>Clear Channel Communication</b>		
Term Loan, 3.95%, Maturing January 28, 2016	1,000	741,944
<b>Cumulus Media, Inc.</b>		
Term Loan, 5.75%, Maturing September 17, 2018	4,550	4,463,741
<b>Entercom Radio, LLC</b>		
Term Loan, 6.27%, Maturing November 23, 2018	600	601,000
<b>Foxco Acquisition Sub, LLC</b>		
Term Loan, 4.75%, Maturing July 14, 2015	891	872,467

<b>Gray Television, Inc.</b>		
Term Loan, 3.78%, Maturing December 31, 2014	1,740	1,691,665
<b>HIT Entertainment, Inc.</b>		
Term Loan, 5.52%, Maturing June 1, 2012	993	991,650
<b>Lin Television Corp.</b>		
Term Loan, 5.00%, Maturing December 21, 2018	600	597,750
<b>Local TV Finance, LLC</b>		
Term Loan, 2.30%, Maturing May 7, 2013	1,712	1,655,302
<b>Mission Broadcasting, Inc.</b>		
Term Loan, 5.00%, Maturing September 30, 2016	653	651,422
<b>Nexstar Broadcasting, Inc.</b>		
Term Loan, 5.00%, Maturing September 30, 2016	3,006	2,998,893
<b>Raycom TV Broadcasting, LLC</b>		
Term Loan, 4.50%, Maturing May 31, 2017	920	883,560
<b>Sinclair Television Group, Inc.</b>		
Term Loan, Maturing December 15, 2016 <sup>(5)</sup>	750	749,981

<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b>		<b>Value</b>
	(000 s omitted)		
<b>Tyrol Acquisition 2 SAS</b>			
Term Loan, 4.83%, Maturing January 29, 2016	EUR	750	\$ 800,332
Term Loan, 5.08%, Maturing January 29, 2016	EUR	750	800,332
<b>Univision Communications, Inc.</b>			
Term Loan, 2.30%, Maturing September 29, 2014		4,218	4,037,921
Term Loan, 4.55%, Maturing March 31, 2017		4,218	3,776,217
<b>Weather Channel</b>			
Term Loan, 4.25%, Maturing February 13, 2017		1,270	1,270,136
			<b>\$ 29,541,041</b>
<b>Retailers (Except Food and Drug) 1.2%</b>			
<b>99 Cents Only Store</b>			
Term Loan, Maturing December 28, 2018 <sup>(5)</sup>		525	\$ 520,406
<b>Amscan Holdings, Inc.</b>			
Term Loan, 6.75%, Maturing December 4, 2017		2,494	2,485,894
<b>Dollar General Corp.</b>			
Term Loan, 3.12%, Maturing July 7, 2014		1,000	1,000,126
<b>FTD, Inc.</b>			
Term Loan, 4.75%, Maturing June 11, 2018		1,393	1,365,140
<b>J. Crew Operating Corp.</b>			
Term Loan, 4.75%, Maturing March 7, 2018		2,687	2,530,683
<b>Jo-Ann Stores, Inc.</b>			
Term Loan, 4.75%, Maturing March 16, 2018		2,689	2,588,156
<b>Michael Stores, Inc.</b>			
Term Loan, 5.02%, Maturing July 29, 2016		926	911,011
<b>Neiman Marcus Group, Inc.</b>			
Term Loan, 4.75%, Maturing May 16, 2018		3,250	3,143,699
<b>Pilot Travel Centers, LLC</b>			
Term Loan, 4.25%, Maturing March 30, 2018		1,676	1,676,397
<b>Savers, Inc.</b>			
Term Loan, 4.25%, Maturing March 3, 2017		1,069	1,058,111
<b>Service Master Co.</b>			
Term Loan, 2.80%, Maturing July 24, 2014		291	278,605
Term Loan, 2.83%, Maturing July 24, 2014		2,926	2,797,655
<b>Visant Holding Corp.</b>			
Term Loan, 5.26%, Maturing December 22, 2016		1,295	1,217,379
<b>Vivarte SA</b>			
Term Loan, 3.08%, Maturing March 9, 2015	EUR	31	29,161
Term Loan, 3.08%, Maturing March 9, 2015	EUR	122	113,405
Term Loan, 3.08%, Maturing March 9, 2015	EUR	782	728,382
Term Loan, 3.70%, Maturing March 8, 2016	EUR	782	728,382
Term Loan, 3.70%, Maturing May 29, 2016	EUR	31	29,161
Term Loan, 3.70%, Maturing May 29, 2016	EUR	122	113,405

\$ 23,315,158

**Steel 0.2%****JMC Steel Group, Inc.**

Term Loan, 4.75%, Maturing April 3, 2017 645 \$ 640,690

**SunCoke Energy, Inc.**

Term Loan, 4.00%, Maturing July 26, 2018 547 540,410

**Tube City IMS Corp.**

Term Loan, 2.30%, Maturing January 25, 2014 2,555 2,449,865

Term Loan, 2.58%, Maturing January 25, 2014 324 310,946

\$ 3,941,911

**Surface Transport 0.3%****Hertz Corp.**

Term Loan, 3.75%, Maturing March 9, 2018 3,325 \$ 3,271,537



<b>Borrower/Tranche Description</b>	<b>Principal Amount*</b> (000 s omitted)	<b>Value</b>
<b>Swift Transportation Co., Inc.</b>		
Term Loan, 6.00%, Maturing December 21, 2016	2,083	\$ 2,089,762
		<b>\$ 5,361,299</b>
<b>Telecommunications 1.9%</b>		
<b>Cellular South, Inc.</b>		
Term Loan, 4.50%, Maturing July 27, 2017	920	\$ 915,773
<b>ERC Luxembourg Holdings, Ltd.</b>		
Term Loan, 2.96%, Maturing September 30, 2014	EUR 1,797	1,375,437
Term Loan, 3.21%, Maturing September 30, 2015	EUR 1,797	1,375,718
<b>Intelsat Jackson Holdings SA</b>		
Term Loan, 5.25%, Maturing April 2, 2018	10,497	10,475,384
<b>IPC Systems, Inc.</b>		
Term Loan, 3.34%, Maturing May 31, 2014	GBP 1,366	1,982,812
<b>Macquarie UK Broadcast, Ltd.</b>		
Term Loan, 3.02%, Maturing December 1, 2014	GBP 1,071	1,446,278
<b>MetroPCS Wireless</b>		
Term Loan, 4.06%, Maturing March 16, 2018	6,149	5,995,028
<b>NTELOS, Inc.</b>		
Term Loan, 4.00%, Maturing August 7, 2015	1,216	1,203,643
<b>SBA Finance</b>		
Term Loan, 3.75%, Maturing June 29, 2018	1,020	1,015,413
<b>Syniverse Technologies, Inc.</b>		
Term Loan, 5.25%, Maturing December 21, 2017	992	993,722
<b>Telesat Canada</b>		
Term Loan, 3.30%, Maturing October 31, 2014	312	309,088
Term Loan, 3.30%, Maturing October 31, 2014	3,627	3,598,216
<b>TowerCo Finance, LLC</b>		
Term Loan, 5.25%, Maturing February 2, 2017	645	645,932
<b>Windstream Corp.</b>		
Term Loan, 3.13%, Maturing December 17, 2015	3,861	3,833,977
		<b>\$ 35,166,421</b>
<b>Utilities 0.8%</b>		
<b>AES Corp.</b>		
Term Loan, 4.25%, Maturing June 1, 2018	2,754	\$ 2,755,479
<b>Calpine Corp.</b>		
Term Loan, 4.50%, Maturing April 2, 2018	1,020	1,002,452
Term Loan, 4.50%, Maturing April 2, 2018	2,630	2,581,907
<b>Dynegy Midwest Generation, LLC</b>		
Term Loan, 9.25%, Maturing August 4, 2016	549	554,523
<b>Dynegy Power, LLC</b>		
Term Loan, 9.25%, Maturing August 4, 2016	998	1,014,778

<b>Invenergy, LLC</b>		
Term Loan, 9.00%, Maturing November 21, 2017	775	765,312
<b>NRG Energy, Inc.</b>		
Term Loan, 4.00%, Maturing July 2, 2018	4,726	4,723,296
<b>Texas Competitive Electric Holdings Co., LLC</b>		
Term Loan, 4.78%, Maturing October 10, 2017	4,000	2,546,425
		<b>\$ 15,944,172</b>
<b>Total Senior Floating-Rate Interests</b>		
<b>(identified cost \$817,726,138)</b>		<b>\$ 780,229,476</b>

**Corporate Bonds & Notes 50.1%**

	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Security</b>			
<b>Aerospace and Defense 0.7%</b>			
<b>Alliant Techsystems, Inc.</b>			
6.875%, 9/15/20	760	\$	779,000
<b>Huntington Ingalls Industries, Inc.</b>			
6.875%, 3/15/18 <sup>(8)</sup>	825		812,625
7.125%, 3/15/21 <sup>(8)</sup>	2,670		2,629,950
<b>Rural Metro Corp., Sr. Notes</b>			
10.125%, 7/15/19 <sup>(8)</sup>	1,105		1,046,988
<b>TransDigm, Inc.</b>			
7.75%, 12/15/18	6,545		7,068,600
		<b>\$</b>	<b>12,337,163</b>
<b>Air Transport 0.3%</b>			
<b>CHC Helicopter SA, Sr. Notes</b>			
9.25%, 10/15/20 <sup>(8)</sup>	4,835	\$	4,375,675
<b>Southwest Airlines Co., Sr. Notes</b>			
5.75%, 12/15/16	850		944,133
		<b>\$</b>	<b>5,319,808</b>
<b>Automotive 1.2%</b>			
<b>Affinia Group, Inc., Sr. Notes</b>			
10.75%, 8/15/16 <sup>(8)</sup>	2,964	\$	3,230,760
<b>Allison Transmission, Inc.</b>			
7.125%, 5/15/19 <sup>(8)</sup>	1,040		1,024,400
<b>American Axle &amp; Manufacturing Holdings, Inc., Sr. Notes</b>			
9.25%, 1/15/17 <sup>(8)</sup>	1,174		1,279,660
<b>Chrysler Group, LLC, Sr. Notes</b>			
8.25%, 6/15/21 <sup>(8)</sup>	1,835		1,679,025
<b>Commercial Vehicle Group, Inc., Sr. Notes</b>			
7.875%, 4/15/19 <sup>(8)</sup>	1,080		1,044,900
<b>Goodyear Tire &amp; Rubber Co. (The), Sr. Notes</b>			
10.50%, 5/15/16	2,106		2,332,395
<b>Kia Motors Corp., Sr. Notes</b>			
3.625%, 6/14/16 <sup>(8)</sup>	1,400		1,389,591
<b>Meritor, Inc.</b>			
8.125%, 9/15/15	1,450		1,305,000
10.625%, 3/15/18	1,190		1,124,550
<b>Navistar International Corp.</b>			
8.25%, 11/1/21	2,795		2,987,156
<b>Tomkins, LLC</b>			
9.00%, 10/1/18	2,227		2,480,321

**Tower Automotive Holdings USA, LLC/TA Holding Finance, Inc., Sr.****Notes**

10.625%, 9/1/17 <sup>(8)</sup>	2,821	2,849,210
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**Visteon Corp., Sr. Notes**

6.75%, 4/15/19 <sup>(8)</sup>	675	676,688
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		<b>\$ 23,403,656</b>
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**Banks and Thrifts 1.2%****Ally Financial, Inc.**

6.25%, 12/1/17	3,295	\$ 3,191,481
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8.00%, 11/1/31	4,485	4,350,450
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**Bank of America NA**

5.30%, 3/15/17	1,805	1,630,104
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**Bank of America NA, Sr. Notes**

7.625%, 6/1/19	400	414,153
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5.625%, 7/1/20	1,230	1,137,685
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**Capital One Financial Corp.**

6.15%, 9/1/16	600	625,075
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**Charter One Bank NA**

6.375%, 5/15/12	800	806,398
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	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Security</b>			
<b>Countrywide Financial Corp.</b>			
6.25%, 5/15/16	950	\$	896,029
<b>Fifth Third Bancorp</b>			
8.25%, 3/1/38	910		1,115,298
<b>HSBC Holdings PLC</b>			
6.50%, 5/2/36	775		784,213
<b>PNC Bank NA</b>			
6.875%, 4/1/18	2,000		2,270,584
<b>Sovereign Bank</b>			
8.75%, 5/30/18	1,500		1,687,068
<b>Standard Chartered Bank, Sr. Notes</b>			
6.40%, 9/26/17 <sup>(8)</sup>	2,275		2,345,329
<b>Zions Bancorporation</b>			
6.00%, 9/15/15	1,900		1,897,899
		<b>\$</b>	<b>23,151,766</b>
<b>Broadcast Radio and Television 0.5%</b>			
<b>Clear Channel Worldwide Holdings, Inc.</b>			
9.25%, 12/15/17	1,550	\$	1,681,750
<b>Historic TW, Inc.</b>			
6.625%, 5/15/29	500		590,178
<b>LBI Media, Inc., Sr. Notes</b>			
9.25%, 4/15/19 <sup>(8)</sup>	1,830		1,640,137
<b>XM Satellite Radio Holdings, Inc.</b>			
13.00%, 8/1/14 <sup>(8)</sup>	5,080		5,791,200
		<b>\$</b>	<b>9,703,265</b>
<b>Brokers, Dealers and Investment Houses 0.4%</b>			
<b>Macquarie Bank, Ltd.</b>			
6.625%, 4/7/21 <sup>(8)</sup>	1,100	\$	1,015,513
<b>Morgan Stanley, Sr. Notes</b>			
7.30%, 5/13/19	1,900		1,937,238
<b>SSI Investments II, Sr. Notes</b>			
11.125%, 6/1/18	4,340		4,611,250
		<b>\$</b>	<b>7,564,001</b>
<b>Building and Development 1.0%</b>			
<b>Building Materials Corp. of America, Sr. Notes</b>			
6.75%, 5/1/21 <sup>(8)</sup>	3,945	\$	4,152,113
<b>CB Richard Ellis Service, Inc.</b>			
6.625%, 10/15/20	3,270		3,368,100
<b>CB Richard Ellis Service, Inc., Sr. Sub. Notes</b>			

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11.625%, 6/15/17	9,415	10,897,862
<b>Interface, Inc., Sr. Notes</b>		
7.625%, 12/1/18	860	913,750
		<b>\$ 19,331,825</b>
<b>Business Equipment and Services 2.8%</b>		
<b>Abengoa Finance SAU</b>		
8.875%, 11/1/17 <sup>(8)</sup>	1,910	\$ 1,919,550
<b>ACCO Brands Corp., Sr. Notes</b>		
10.625%, 3/15/15	1,600	1,788,000
<b>Avis Budget Car Rental, LLC/Avis Budget Finance, Inc.</b>		
9.625%, 3/15/18	3,230	3,359,200
9.75%, 3/15/20	2,770	2,860,025
<b>Brocade Communications Systems, Inc., Sr. Notes</b>		
6.625%, 1/15/18	700	731,500
6.875%, 1/15/20	890	952,300
<b>CMA CGM SA</b>		
8.50%, 4/15/17 <sup>(8)</sup>	3,070	1,373,825

	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Security</b>			
<b>Education Management, LLC, Sr. Notes</b>			
8.75%, 6/1/14	11,470	\$	11,556,025
<b>MDC Partners, Inc.</b>			
11.00%, 11/1/16	1,145		1,230,875
<b>RSC Equipment Rental, Inc.</b>			
10.25%, 11/15/19	1,525		1,669,875
8.25%, 2/1/21	440		447,700
<b>RSC Equipment Rental, Inc., Sr. Notes</b>			
10.00%, 7/15/17 <sup>(8)</sup>	4,540		5,311,800
<b>Sitel, LLC/Sitel Finance Corp., Sr. Notes</b>			
11.50%, 4/1/18	915		679,387
<b>SunGard Data Systems, Inc., Sr. Notes</b>			
10.625%, 5/15/15	11,035		11,807,450
<b>TransUnion LLC/TransUnion Financing Corp.</b>			
11.375%, 6/15/18 <sup>(8)</sup>	3,880		4,452,300
<b>United Rentals North America, Inc.</b>			
10.875%, 6/15/16	2,730		3,043,950
		<b>\$</b>	<b>53,183,762</b>
<b>Cable and Satellite Television 1.2%</b>			
<b>Bresnan Broadband Holdings, LLC</b>			
8.00%, 12/15/18 <sup>(8)</sup>	470	\$	491,150
<b>Cablevision Systems Corp., Sr. Notes</b>			
8.625%, 9/15/17	2,135		2,375,188
7.75%, 4/15/18	1,055		1,123,575
<b>CCO Holdings, LLC/CCO Capital Corp.</b>			
7.875%, 4/30/18	1,425		1,526,531
7.00%, 1/15/19	420		439,950
8.125%, 4/30/20 <sup>(8)</sup>	365		401,500
7.375%, 6/1/20	2,110		2,236,600
<b>Comcast Corp.</b>			
6.95%, 8/15/37	500		637,179
<b>CSC Holdings, LLC, Sr. Notes</b>			
6.75%, 11/15/21 <sup>(8)</sup>	2,780		2,939,850
<b>Mediacom Broadband Corp., Sr. Notes</b>			
8.50%, 10/15/15	3,290		3,405,150
<b>Mediacom, LLC/Mediacom Capital Corp., Sr. Notes</b>			
9.125%, 8/15/19	785		837,006
<b>Time Warner Cable, Inc.</b>			
8.75%, 2/14/19	1,055		1,348,655
<b>UPCB Finance V, Ltd., Sr. Notes</b>			
7.25%, 11/15/21 <sup>(8)</sup>	4,560		4,639,800
		<b>\$</b>	<b>22,402,134</b>

**Chemicals and Plastics 1.7%****Celanese US Holdings, LLC**6.625%, 10/15/18<sup>(8)</sup> 880 \$ 939,400

5.875%, 6/15/21 940 971,725

**CF Industries, Inc., Sr. Notes**

6.875%, 5/1/18 2,990 3,431,025

7.125%, 5/1/20 2,230 2,642,550

**Chemtura Corp.**

7.875%, 9/1/18 2,185 2,261,475

**Dow Chemical Co. (The), Sr. Notes**

4.125%, 11/15/21 970 996,524

**Hexion US Finance Corp./Hexion Nova Scotia Finance, ULC**

9.00%, 11/15/20 1,100 913,000

**INEOS Finance PLC, Sr. Notes**9.00%, 5/15/15<sup>(8)</sup> 3,160 3,223,200**INEOS Group Holdings PLC, Sr. Sub. Notes**8.50%, 2/15/16<sup>(8)</sup> 2,000 1,600,000



	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Security</b>			
<b>Kraton Polymers LLC, Sr. Notes</b> 6.75%, 3/1/19	695	\$	656,775
<b>Lyondell Chemical Co., Sr. Notes</b> 11.00%, 5/1/18	5,513		6,050,021
<b>LyondellBasell Industries NV</b> 6.00%, 11/15/21 <sup>(8)</sup>	1,045		1,089,413
<b>Nova Chemicals Corp., Sr. Notes</b> 8.375%, 11/1/16	1,960		2,146,200
<b>Polymer Group, Inc., Sr. Notes</b> 7.75%, 2/1/19 <sup>(8)</sup>	320		332,800
<b>PolyOne Corp., Sr. Notes</b> 7.375%, 9/15/20	585		605,475
<b>Scotts Miracle-Gro Co. (The)</b> 7.25%, 1/15/18	565		596,075
<b>Solutia, Inc.</b> 8.75%, 11/1/17	1,725		1,893,187
<b>Styrolution Group GmbH, Sr. Notes</b> 7.625%, 5/15/16 <sup>(8)</sup>	EUR 1,150		1,049,314
<b>Vertellus Specialties, Inc., Sr. Notes</b> 9.375%, 10/1/15 <sup>(8)</sup>	1,250		962,500
		<b>\$</b>	<b>32,360,659</b>
<b>Clothing/Textiles 0.5%</b>			
<b>Oxford Industries, Inc., Sr. Notes</b> 11.375%, 7/15/15	4,521	\$	4,973,100
<b>Phillips-Van Heusen Corp., Sr. Notes</b> 7.75%, 11/15/23	3,740		4,208,435
		<b>\$</b>	<b>9,181,535</b>
<b>Conglomerates 0.4%</b>			
<b>Amsted Industries, Inc., Sr. Notes</b> 8.125%, 3/15/18 <sup>(8)</sup>	3,220	\$	3,429,300
<b>General Electric Co., Sr. Notes</b> 5.00%, 2/1/13	250		260,615
<b>Manitowoc Co., Inc. (The)</b> 9.50%, 2/15/18	800		856,000
8.50%, 11/1/20	1,470		1,556,362
<b>RBS Global &amp; Rexnord Corp.</b> 11.75%, 8/1/16	1,775		1,872,625
		<b>\$</b>	<b>7,974,902</b>
<b>Containers and Glass Products 0.7%</b>			

<b>BWAY Holding Co.</b>			
10.00%, 6/15/18 <sup>(8)</sup>	620	\$	663,400
<b>Reynolds Group Holdings, Inc., Sr. Notes</b>			
8.75%, 10/15/16 <sup>(8)</sup>	2,030		2,146,725
7.125%, 4/15/19 <sup>(8)</sup>	2,665		2,724,962
9.00%, 4/15/19 <sup>(8)</sup>	1,020		974,100
9.875%, 8/15/19 <sup>(8)</sup>	1,740		1,696,500
<b>Sealed Air Corp., Sr. Notes</b>			
8.375%, 9/15/21 <sup>(8)</sup>	4,260		4,728,600
		\$	<b>12,934,287</b>
<b>Diversified Financial Services 1.4%</b>			
<b>Bear Stearns Cos., LLC (The), Sr. Notes</b>			
5.70%, 11/15/14	1,000	\$	1,088,398
<b>CIT Group, Inc.</b>			
7.00%, 5/1/15	9,245		9,275,046
8.50%, 5/22/19	615		724,724

	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Security</b>			
<b>CIT Group, Inc., Sr. Notes</b>			
5.25%, 4/1/14 <sup>(8)</sup>	3,360	\$	3,364,200
7.00%, 5/1/17	5,660		5,667,075
<b>CNH Capital, LLC</b>			
6.25%, 11/1/16 <sup>(8)</sup>	2,055		2,126,925
<b>General Electric Capital Corp., Sr. Notes</b>			
5.625%, 5/1/18	2,175		2,438,625
<b>General Motors Financial Co., Inc.</b>			
6.75%, 6/1/18 <sup>(8)</sup>	1,365		1,399,125
<b>Goldman Sachs Group, Inc. (The)</b>			
5.95%, 1/15/27	900		844,576
		<b>\$</b>	<b>26,928,694</b>
<b>Diversified Manufacturing Operations 0.1%</b>			
<b>Hutchison Whampoa International, Ltd.</b>			
6.25%, 1/24/14 <sup>(8)</sup>	500	\$	540,222
7.45%, 11/24/33 <sup>(8)</sup>	400		538,216
		<b>\$</b>	<b>1,078,438</b>
<b>Diversified Media 0.5%</b>			
<b>Catalina Marketing Corp.</b>			
10.50%, 10/1/15 <sup>(8)</sup>	3,255	\$	3,263,137
11.625%, 10/1/17 <sup>(8)</sup>	4,150		4,025,500
<b>Checkout Holding Corp., Sr. Notes</b>			
0.00%, 11/15/15 <sup>(8)</sup>	3,170		1,695,950
		<b>\$</b>	<b>8,984,587</b>
<b>Drugs 0.8%</b>			
<b>Endo Pharmaceuticals Holdings, Inc.</b>			
7.00%, 7/15/19 <sup>(8)</sup>	1,260	\$	1,348,200
7.00%, 12/15/20 <sup>(8)</sup>	1,275		1,361,063
7.25%, 1/15/22 <sup>(8)</sup>	555		593,156
<b>Jaguar Holding Co. II / Jaguar Merger Sub, Inc., Sr. Notes</b>			
9.50%, 12/1/19 <sup>(8)</sup>	5,050		5,327,750
<b>Patheon, Inc., Sr. Notes</b>			
8.625%, 4/15/17 <sup>(8)</sup>	1,185		948,000
<b>Warner Chilcott Co., LLC</b>			
7.75%, 9/15/18	5,430		5,572,537
		<b>\$</b>	<b>15,150,706</b>
<b>Ecological Services and Equipment 0.2%</b>			

<b>Casella Waste Systems, Inc.</b> 7.75%, 2/15/19	960	\$	943,200
<b>Casella Waste Systems, Inc., Sr. Notes</b> 11.00%, 7/15/14	845		921,050
<b>Clean Harbors, Inc., Sr. Notes</b> 7.625%, 8/15/16	995		1,062,162
<b>Environmental Systems Product Holdings, Inc., Jr. Notes</b> 18.00%, 3/31/15 <sup>(7)(8)</sup>	149		125,977
<b>Waste Management, Inc.</b> 7.75%, 5/15/32	560		782,068
		\$	<b>3,834,457</b>
 <b>Electronics/Electrical 0.7%</b>			
<b>Advanced Micro Devices, Inc., Sr. Notes</b> 8.125%, 12/15/17	1,670	\$	1,740,975
7.75%, 8/1/20	945		975,713
<b>Comision Federal de Electricidad</b> 4.875%, 5/26/21 <sup>(8)</sup>	1,100		1,144,000
<b>Dominion Resources Inc., Sr. Notes</b> 5.15%, 7/15/15	800		892,494

	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Security</b>			
<b>Duke Energy Corp., Sr. Notes</b>			
3.55%, 9/15/21	1,000	\$	1,024,484
<b>PPL Energy Supply, LLC, Sr. Notes</b>			
6.50%, 5/1/18	430		489,444
<b>Scottish Power, Ltd., Sr. Notes</b>			
5.375%, 3/15/15	1,040		1,094,966
<b>Spectrum Brands, Inc.</b>			
12.00%, 8/28/19 <sup>(4)</sup>	3,599		3,931,580
<b>Spectrum Brands, Inc., Sr. Notes</b>			
9.50%, 6/15/18 <sup>(8)</sup>	1,090		1,197,637
<b>Tyco Electronics Group SA</b>			
5.95%, 1/15/14	850		906,271
7.125%, 10/1/37	400		532,795
		<b>\$</b>	<b>13,930,359</b>
<b>Equipment Leasing 1.1%</b>			
<b>AWAS Aviation Capital, Ltd., Sr. Notes</b>			
7.00%, 10/17/16 <sup>(8)</sup>	4,931	\$	4,955,977
<b>International Lease Finance Corp., Sr. Notes</b>			
5.875%, 5/1/13	705		697,950
5.65%, 6/1/14	3,650		3,504,000
8.75%, 3/15/17	1,525		1,574,563
6.25%, 5/15/19	1,930		1,784,960
8.25%, 12/15/20	3,275		3,315,937
8.625%, 1/15/22	4,650		4,725,660
		<b>\$</b>	<b>20,559,047</b>
<b>Financial Intermediaries 0.7%</b>			
<b>Ford Motor Credit Co., LLC, Sr. Notes</b>			
12.00%, 5/15/15	3,380	\$	4,166,408
8.00%, 12/15/16	4,975		5,658,287
8.125%, 1/15/20	1,530		1,806,105
5.875%, 8/2/21	1,980		2,066,595
<b>Janus Capital Group, Inc., Sr. Notes</b>			
6.70%, 6/15/17	100		106,264
		<b>\$</b>	<b>13,803,659</b>
<b>Financial Services 0.5%</b>			
<b>BBVA Bancomer SA</b>			
6.50%, 3/10/21 <sup>(8)</sup>	1,500	\$	1,453,125
<b>Credit Suisse AG</b>			
5.40%, 1/14/20	1,195		1,128,518

<b>E*Trade Financial Corp., Sr. Notes</b>		
12.50%, 11/30/17 <sup>(4)</sup>	3,860	4,381,100
<b>UBS AG, Sr. Sub. Notes</b>		
5.875%, 7/15/16	1,325	1,321,175
<b>Xstrata Canada Financial Corp.</b>		
4.95%, 11/15/21	970	992,517
<b>ZFS Finance USA Trust V</b>		
6.50% to 5/9/17, 5/9/67 <sup>(8)(9)</sup>	290	262,450
		<b>\$ 9,538,885</b>
<b>Food Products 0.7%</b>		
<b>ASG Consolidated, LLC/ASG Finance, Inc., Sr. Notes</b>		
15.00%, 5/15/17 <sup>(8)</sup>	2,175	\$ 1,643,574
<b>ASG Consolidated, LLC/ASG Finance, Inc., Sr. Sub. Notes</b>		
10.75%, 5/15/16 <sup>(8)</sup>	5,465	4,891,175
<b>Corn Products International, Inc., Sr. Notes</b>		
6.625%, 4/15/37	325	387,017
<b>Michael Foods, Inc.</b>		
9.75%, 7/15/18	4,360	4,610,700

	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Security</b>			
<b>Pinnacle Foods Finance, LLC</b>			
10.625%, 4/1/17	620	\$	654,100
<b>Ralcorp Holdings, Inc., Sr. Notes</b>			
6.625%, 8/15/39	1,440		1,485,023
		<b>\$</b>	<b>13,671,589</b>
<b>Food Service 0.2%</b>			
<b>Aramark Holdings Corp., Sr. Notes</b>			
8.625%, 5/1/16 <sup>(4)(8)</sup>	1,030	\$	1,066,050
<b>NPC International, Inc.</b>			
10.50%, 1/15/20 <sup>(8)</sup>	3,405		3,439,050
		<b>\$</b>	<b>4,505,100</b>
<b>Food/Drug Retailers 0.2%</b>			
<b>NBTY, Inc.</b>			
9.00%, 10/1/18	1,450	\$	1,602,250
<b>Pantry, Inc.</b>			
7.75%, 2/15/14	1,040		1,037,400
<b>Safeway, Inc., Sr. Notes</b>			
6.35%, 8/15/17	490		556,373
7.25%, 2/1/31	500		602,410
		<b>\$</b>	<b>3,798,433</b>
<b>Forest Products 0.5%</b>			
<b>Boise Paper Holdings, LLC</b>			
9.00%, 11/1/17	370	\$	399,600
8.00%, 4/1/20	605		642,813
<b>Domtar Corp., Sr. Notes</b>			
10.75%, 6/1/17	2,995		3,788,675
<b>Longview Fibre Paper &amp; Packaging, Inc., Sr. Notes</b>			
8.00%, 6/1/16 <sup>(8)</sup>	1,300		1,306,500
<b>Sappi Papier Holdings GmbH, Sr. Notes</b>			
6.625%, 4/15/21 <sup>(8)</sup>	2,765		2,384,812
<b>Verso Paper Holdings, LLC/Verso Paper, Inc.</b>			
11.375%, 8/1/16	800		332,000
		<b>\$</b>	<b>8,854,400</b>
<b>Health Care 3.2%</b>			
<b>Accellent, Inc., Sr. Notes</b>			
8.375%, 2/1/17	3,655	\$	3,600,175
<b>Alere, Inc., Sr. Notes</b>			

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7.875%, 2/1/16	3,585	3,611,887
<b>American Renal Holdings, Sr. Notes</b>		
8.375%, 5/15/18	600	633,000
<b>AMGH Merger Sub, Inc.</b>		
9.25%, 11/1/18 <sup>(8)</sup>	1,845	1,909,575
<b>Bio-Rad Laboratories, Inc.</b>		
8.00%, 9/15/16	800	880,000
<b>Biomet, Inc.</b>		
10.375%, 10/15/17 <sup>(4)</sup>	2,290	2,490,375
11.625%, 10/15/17	12,825	13,979,250
<b>ConvaTec Healthcare E SA, Sr. Notes</b>		
10.50%, 12/15/18 <sup>(8)</sup>	1,835	1,646,912
<b>Emergency Medical Services Corp.</b>		
8.125%, 6/1/19	3,510	3,518,775
<b>Fresenius US Finance II, Inc., Sr. Notes</b>		
9.00%, 7/15/15 <sup>(8)</sup>	1,400	1,576,750
<b>HCA, Inc.</b>		
7.50%, 2/15/22	3,515	3,602,875



	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Security</b>			
<b>HCA, Inc., Sr. Notes</b>			
9.875%, 2/15/17	2,330	\$	2,557,175
6.50%, 2/15/20	2,985		3,104,400
7.75%, 5/15/21 <sup>(8)</sup>	795		812,888
<b>Hillenbrand, Inc., Sr. Notes</b>			
5.50%, 7/15/20	1,800		1,932,518
<b>inVentiv Health, Inc., Sr. Notes</b>			
10.00%, 8/15/18 <sup>(8)</sup>	1,100		1,012,000
<b>Kinetic Concepts, Inc.</b>			
10.50%, 11/1/18 <sup>(8)</sup>	2,080		2,043,600
<b>Laboratory Corp. of America Holdings, Sr. Notes</b>			
4.625%, 11/15/20	700		740,223
<b>Multiplan, Inc.</b>			
9.875%, 9/1/18 <sup>(8)</sup>	4,060		4,242,700
<b>Rotech Healthcare, Inc.</b>			
10.50%, 3/15/18	1,885		1,460,875
<b>Stewart Enterprises, Inc.</b>			
6.50%, 4/15/19 <sup>(8)</sup>	555		560,550
<b>STHI Holding Corp.</b>			
8.00%, 3/15/18 <sup>(8)</sup>	1,375		1,419,687
<b>Teleflex, Inc.</b>			
6.875%, 6/1/19	540		565,650
<b>UnitedHealth Group, Inc., Sr. Notes</b>			
3.375%, 11/15/21	970		1,004,861
5.80%, 3/15/36	370		443,399
<b>WellPoint, Inc., Sr. Notes</b>			
6.375%, 6/15/37	1,050		1,327,403
		<b>\$</b>	<b>60,677,503</b>
<b>Home Furnishings 0.3%</b>			
<b>Sealy Mattress Co., Sr. Notes</b>			
10.875%, 4/15/16 <sup>(8)</sup>	4,850	\$	5,322,875
		<b>\$</b>	<b>5,322,875</b>
<b>Industrial Equipment 0.4%</b>			
<b>JMC Steel Group, Inc., Sr. Notes</b>			
8.25%, 3/15/18 <sup>(8)</sup>	1,370	\$	1,342,600
<b>Polypore International, Inc.</b>			
7.50%, 11/15/17	760		790,400
<b>Terex Corp., Sr. Notes</b>			
10.875%, 6/1/16	5,550		6,160,500
		<b>\$</b>	<b>8,293,500</b>

**Insurance 0.6%****Alliant Holdings I, Inc.**11.00%, 5/1/15<sup>(8)</sup> 1,600 \$ 1,656,000**General American Life Insurance Co.**7.625%, 1/15/24<sup>(8)</sup> 2,200 2,797,142**HUB International Holdings, Inc., Sr. Notes**9.00%, 12/15/14<sup>(8)</sup> 1,825 1,838,687**Nationwide Mutual Insurance Co.**9.375%, 8/15/39<sup>(8)</sup> 660 798,646**QBE Capital Funding III, Ltd.**7.25% to 5/24/12, 5/24/41<sup>(8)(9)</sup> 1,000 881,682**QBE Insurance Group, Ltd., Sr. Notes**9.75%, 3/14/14<sup>(8)</sup> 1,235 1,364,316**U.S.I. Holdings Corp., Sr. Notes**4.332%, 11/15/14<sup>(8)(10)</sup> 905 830,337

	<b>Principal Amount*</b>		<b>Value</b>
<b>Security</b>	<b>(000 s omitted)</b>		
<b>Validus Holdings, Ltd., Sr. Notes</b>			
8.875%, 1/26/40	934	\$	1,021,732
			<b>\$ 11,188,542</b>
<b>Leisure Goods/Activities/Movies 1.1%</b>			
<b>AMC Entertainment, Inc., Sr. Notes</b>			
8.75%, 6/1/19	1,145	\$	1,190,800
<b>AMC Networks, Inc.</b>			
7.75%, 7/15/21 <sup>(8)</sup>	1,100		1,201,750
<b>Cinemark USA, Inc.</b>			
7.375%, 6/15/21	685		703,838
<b>Hasbro, Inc., Sr. Notes</b>			
6.35%, 3/15/40	450		487,281
<b>NAI Entertainment Holdings, LLC, Sr. Notes</b>			
8.25%, 12/15/17 <sup>(8)</sup>	940		998,750
<b>NCL Corp, Ltd., Sr. Notes</b>			
11.75%, 11/15/16	3,615		4,175,325
9.50%, 11/15/18 <sup>(8)</sup>	925		968,937
<b>Regal Cinemas Corp.</b>			
8.625%, 7/15/19	220		238,700
<b>Regal Entertainment Group</b>			
9.125%, 8/15/18	875		942,813
<b>Royal Caribbean Cruises, Sr. Notes</b>			
7.00%, 6/15/13	2,205		2,326,275
6.875%, 12/1/13	1,400		1,484,000
11.875%, 7/15/15	530		628,050
7.25%, 6/15/16	660		712,800
7.25%, 3/15/18	1,680		1,768,200
<b>Seven Seas Cruises, S de RL, LLC</b>			
9.125%, 5/15/19 <sup>(8)</sup>	2,225		2,286,187
<b>Vail Resorts, Inc.</b>			
6.50%, 5/1/19 <sup>(8)</sup>	685		702,125
			<b>\$ 20,815,831</b>
<b>Lodging and Casinos 3.3%</b>			
<b>Buffalo Thunder Development Authority</b>			
9.375%, 12/15/14 <sup>(6)(8)</sup>	4,300	\$	1,397,500
<b>CCM Merger, Inc.</b>			
8.00%, 8/1/13 <sup>(8)</sup>	975		945,750
<b>Harrah s Operating Co., Inc.</b>			
5.375%, 12/15/13	3,300		2,689,500
5.625%, 6/1/15	8,435		4,618,162
10.00%, 12/15/15	1,190		922,250

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12.75%, 4/15/18	2,585	2,068,000
<b>Harrah s Operating Co., Inc., Sr. Notes</b>		
11.25%, 6/1/17	4,615	4,920,744
10.00%, 12/15/18 <sup>(8)</sup>	780	538,200
<b>Inn of the Mountain Gods Resort &amp; Casino, Sr. Notes</b>		
1.25%, 11/30/20 <sup>(4)(8)</sup>	3,554	1,898,767
8.75%, 11/30/20 <sup>(8)</sup>	1,542	1,495,740
<b>MCE Finance, Ltd., Sr. Notes</b>		
10.25%, 5/15/18	2,205	2,386,912
<b>MGM Resorts International</b>		
6.75%, 9/1/12	7,885	8,022,987
6.75%, 4/1/13	2,110	2,133,738
<b>MGM Resorts International, Sr. Notes</b>		
10.375%, 5/15/14	1,655	1,899,113
11.125%, 11/15/17	1,715	1,963,675
9.00%, 3/15/20 <sup>(8)</sup>	755	839,938

	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Security</b>			
<b>Mohegan Tribal Gaming Authority, Sr. Sub. Notes</b>			
8.00%, 4/1/12	4,830	\$	3,260,250
7.125%, 8/15/14	3,375		1,611,563
6.875%, 2/15/15	4,550		2,047,500
<b>Peninsula Gaming, LLC</b>			
8.375%, 8/15/15	1,325		1,411,125
10.75%, 8/15/17	3,220		3,389,050
<b>SugarHouse HSP Gaming Property, LP/SugarHouse HSP Gaming Finance Corp.</b>			
8.625%, 4/15/16 <sup>(8)</sup>	740		762,200
<b>Tunica-Biloxi Gaming Authority, Sr. Notes</b>			
9.00%, 11/15/15 <sup>(8)</sup>	3,565		3,449,137
<b>Waterford Gaming, LLC, Sr. Notes</b>			
8.625%, 9/15/14 <sup>(7)(8)</sup>	4,031		2,323,572
<b>Wynn Las Vegas, LLC/Wynn Las Vegas Capital Corp.</b>			
7.75%, 8/15/20	4,430		4,939,450
		<b>\$</b>	<b>61,934,823</b>
<b>Nonferrous Metals/Minerals 2.3%</b>			
<b>Alpha Natural Resources, Inc.</b>			
6.00%, 6/1/19	2,135	\$	2,081,625
6.25%, 6/1/21	1,425		1,389,375
<b>Arch Coal, Inc.</b>			
8.75%, 8/1/16	980		1,075,550
7.00%, 6/15/19 <sup>(8)</sup>	2,690		2,757,250
7.25%, 10/1/20	1,085		1,114,838
7.25%, 6/15/21 <sup>(8)</sup>	2,690		2,777,425
<b>Barrick International Barbados Corp.</b>			
6.35%, 10/15/36 <sup>(8)</sup>	500		618,957
<b>CII Carbon, LLC, Sr. Notes</b>			
8.00%, 12/1/18 <sup>(8)</sup>	2,805		2,826,037
<b>Consol Energy, Inc.</b>			
8.00%, 4/1/17 <sup>(8)</sup>	1,785		1,963,500
8.25%, 4/1/20 <sup>(8)</sup>	1,495		1,659,450
<b>FMG Resources PTY, Ltd., Sr. Notes</b>			
7.00%, 11/1/15 <sup>(8)</sup>	7,835		7,952,525
8.25%, 11/1/19 <sup>(8)</sup>	5,540		5,664,650
<b>Novelis, Inc.</b>			
8.375%, 12/15/17	1,565		1,670,637
8.75%, 12/15/20	3,010		3,243,275
<b>Quadra FNX Mining, Ltd., Sr. Notes</b>			
7.75%, 6/15/19 <sup>(8)</sup>	3,730		4,238,212
<b>Rio Tinto Finance USA, Ltd.</b>			
5.20%, 11/2/40	500		573,742

<b>SunCoke Energy, Inc.</b> 7.625%, 8/1/19 <sup>(8)</sup>	1,365	1,371,825
<b>Vale, Inc.</b> 6.875%, 11/21/36	300	342,505
<b>Vale, Inc., Sr. Notes</b> 5.70%, 10/15/15	500	544,933
		<b>\$ 43,866,311</b>
<b>Oil and Gas 5.8%</b>		
<b>AmeriGas Partners LP/AmeriGas Finance Corp., Sr. Notes</b> 6.25%, 8/20/19	1,570	\$ 1,570,000
<b>Anadarko Finance Co.</b> 7.50%, 5/1/31	465	563,338
<b>Anadarko Petroleum Corp., Sr. Notes</b> 6.375%, 9/15/17	3,595	4,173,166
<b>Basic Energy Services, Inc.</b> 7.75%, 2/15/19 <sup>(8)</sup>	685	693,563

	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Security</b>			
<b>Berry Petroleum Co., Sr. Notes</b>			
10.25%, 6/1/14	2,435	\$	2,766,769
<b>Bill Barrett Corp.</b>			
9.875%, 7/15/16	505		558,025
7.625%, 10/1/19	1,800		1,890,000
<b>Calfrac Holdings, LP, Sr. Notes</b>			
7.50%, 12/1/20 <sup>(8)</sup>	955		935,900
<b>Cameron International Corp., Sr. Notes</b>			
7.00%, 7/15/38	700		874,077
<b>Carrizo Oil &amp; Gas, Inc.</b>			
8.625%, 10/15/18	3,990		4,049,850
<b>Chesapeake Oilfield Operating, LLC/Chesapeake Oilfield Finance, Inc.</b>			
6.625%, 11/15/19 <sup>(8)</sup>	1,100		1,149,500
<b>Coffeyville Resources, LLC/Coffeyville Finance, Inc., Sr. Notes</b>			
9.00%, 4/1/15 <sup>(8)</sup>	5,266		5,608,290
<b>Concho Resources, Inc.</b>			
6.50%, 1/15/22	685		719,250
<b>Concho Resources, Inc., Sr. Notes</b>			
7.00%, 1/15/21	1,800		1,941,750
<b>Continental Resources, Inc.</b>			
7.375%, 10/1/20	305		333,975
7.125%, 4/1/21 <sup>(8)</sup>	735		801,150
<b>Denbury Resources, Inc.</b>			
8.25%, 2/15/20	1,674		1,879,065
<b>Denbury Resources, Inc., Sr. Sub. Notes</b>			
9.75%, 3/1/16	3,285		3,638,137
<b>Devon Energy Corp., Sr. Notes</b>			
5.60%, 7/15/41	830		999,798
<b>Energy Transfer Partners, LP, Sr. Notes</b>			
6.00%, 7/1/13	690		726,724
7.50%, 7/1/38	550		628,877
<b>Forest Oil Corp.</b>			
7.25%, 6/15/19	410		420,250
<b>Frac Tech Services, LLC/Frac Tech Finance, Inc.</b>			
7.625%, 11/15/18 <sup>(8)</sup>	4,000		4,210,000
<b>Frontier Oil Corp.</b>			
6.875%, 11/15/18	610		628,300
<b>GMX Resources, Inc., Sr. Notes</b>			
11.00%, 12/1/17 <sup>(4)(8)</sup>	862		711,150
<b>Harvest Operations Corp.</b>			
6.875%, 10/1/17 <sup>(8)</sup>	920		956,800
<b>Holly Corp.</b>			
9.875%, 6/15/17	1,435		1,592,850
<b>Kodiak Oil &amp; Gas Corp.</b>			
8.125%, 12/1/19 <sup>(8)</sup>	2,690		2,790,875

<b>Nabors Industries, Inc.</b>		
6.15%, 2/15/18	2,000	2,236,480
<b>Oasis Petroleum, Inc.</b>		
6.50%, 11/1/21	955	952,612
<b>OGX Petroleo E Gas Participacoes SA</b>		
8.50%, 6/1/18 <sup>(8)</sup>	3,880	3,841,200
<b>Oil States International, Inc.</b>		
6.50%, 6/1/19 <sup>(8)</sup>	3,415	3,508,912
<b>Peabody Energy Corp.</b>		
6.00%, 11/15/18 <sup>(8)</sup>	4,770	4,889,250
6.25%, 11/15/21 <sup>(8)</sup>	4,090	4,253,600
<b>Petrobras International Finance Co.</b>		
9.125%, 7/2/13	1,300	1,431,625
6.875%, 1/20/40	700	816,320



	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Security</b>			
<b>Petroleum Development Corp., Sr. Notes</b>			
12.00%, 2/15/18	1,870	\$	2,038,300
<b>Petroplus Finance, Ltd., Sr. Notes</b>			
7.00%, 5/1/17 <sup>(8)</sup>	880		448,800
9.375%, 9/15/19 <sup>(8)</sup>	2,020		1,050,400
<b>Precision Drilling Corp.</b>			
6.625%, 11/15/20 <sup>(8)</sup>	1,150		1,181,625
<b>Precision Drilling Corp., Sr. Notes</b>			
6.50%, 12/15/21 <sup>(8)</sup>	2,390		2,449,750
<b>Quicksilver Resources, Inc., Sr. Notes</b>			
11.75%, 1/1/16	5,490		6,258,600
<b>Range Resources Corp.</b>			
6.75%, 8/1/20	1,815		2,023,725
<b>Rockies Express Pipeline, LLC, Sr. Notes</b>			
3.90%, 4/15/15 <sup>(8)</sup>	600		593,458
6.875%, 4/15/40 <sup>(8)</sup>	400		368,486
<b>Rosetta Resources, Inc.</b>			
9.50%, 4/15/18	1,115		1,209,775
<b>Rowan Cos., Inc., Sr. Notes</b>			
7.875%, 8/1/19	600		704,203
<b>SESI, LLC</b>			
6.375%, 5/1/19 <sup>(8)</sup>	3,365		3,440,712
<b>SESI, LLC, Sr. Notes</b>			
6.875%, 6/1/14	690		696,900
<b>Shell International Finance BV</b>			
5.50%, 3/25/40	750		938,941
<b>Southwestern Energy Co., Sr. Notes</b>			
7.50%, 2/1/18	4,200		4,861,500
<b>Transocean, Inc., Sr. Notes</b>			
6.80%, 3/15/38	700		706,591
<b>Venoco, Inc.</b>			
11.50%, 10/1/17	545		553,175
<b>Venoco, Inc., Sr. Notes</b>			
8.875%, 2/15/19	1,745		1,579,225
<b>W&amp;T Offshore, Inc., Sr. Notes</b>			
8.50%, 6/15/19 <sup>(8)</sup>	2,615		2,719,600
<b>Weatherford International Ltd.</b>			
5.125%, 9/15/20	1,000		1,040,634
<b>WPX Energy, Inc., Sr. Notes</b>			
5.25%, 1/15/17 <sup>(8)</sup>	1,635		1,651,350
6.00%, 1/15/22 <sup>(8)</sup>	3,405		3,502,894
			<b>\$ 109,760,072</b>

**Publishing 1.3%**

<b>Laureate Education, Inc.</b>			
10.00%, 8/15/15 <sup>(8)</sup>	8,540	\$	8,753,500
10.25%, 8/15/15 <sup>(4)(8)</sup>	5,523		5,688,358
11.75%, 8/15/17 <sup>(8)</sup>	8,355		8,647,425
<b>Nielsen Finance, LLC</b>			
11.50%, 5/1/16	1,619		1,861,850
<b>Nielsen Finance, LLC, Sr. Notes</b>			
11.625%, 2/1/14	195		224,981
		\$	<b>25,176,114</b>
<b>Radio and Television 0.6%</b>			
<b>Crown Media Holdings, Inc.</b>			
10.50%, 7/15/19	940	\$	994,050
<b>Cumulus Media, Inc., Sr. Notes</b>			
7.75%, 5/1/19 <sup>(8)</sup>	1,345		1,200,413
<b>WMG Acquisition Corp.</b>			
11.50%, 10/1/18 <sup>(8)</sup>	3,755		3,745,612

	<b>Principal Amount*</b>		<b>Value</b>
<b>Security</b>	<b>(000 s omitted)</b>		
<b>WMG Acquisition Corp., Sr. Notes</b>			
9.50%, 6/15/16 <sup>(8)</sup>	600	\$	654,000
9.50%, 6/15/16	3,660		3,989,400
		<b>\$</b>	<b>10,583,475</b>
<b>Rail Industries 0.2%</b>			
<b>American Railcar Industry, Sr. Notes</b>			
7.50%, 3/1/14	2,020	\$	2,030,100
<b>Kansas City Southern Mexico, Sr. Notes</b>			
8.00%, 2/1/18	1,000		1,105,000
6.125%, 6/15/21	740		767,750
		<b>\$</b>	<b>3,902,850</b>
<b>Real Estate Investment Trusts (REITs) 0.1%</b>			
<b>Development Diversified Realty Corp., Sr. Notes</b>			
9.625%, 3/15/16	945	\$	1,100,425
<b>DuPont Fabros Technology, LP</b>			
8.50%, 12/15/17	895		962,125
<b>Goodman Funding PTY, Ltd., Sr. Notes</b>			
6.375%, 4/15/21 <sup>(8)</sup>	560		570,607
		<b>\$</b>	<b>2,633,157</b>
<b>Retailers (Except Food and Drug) 3.4%</b>			
<b>Academy, Ltd./Academy Finance Corp.</b>			
9.25%, 8/1/19 <sup>(8)</sup>	3,000	\$	2,977,500
<b>Amscan Holdings, Inc., Sr. Sub. Notes</b>			
8.75%, 5/1/14	14,383		14,454,915
<b>Burlington Coat Factory Warehouse Corp.</b>			
10.00%, 2/15/19	995		977,588
<b>Express, LLC/Express Finance Corp.</b>			
8.75%, 3/1/18	6,915		7,520,062
<b>Limited Brands, Inc.</b>			
8.50%, 6/15/19	3,325		3,890,250
6.625%, 4/1/21	6,135		6,533,775
<b>Macy s Retail Holdings, Inc.</b>			
8.125%, 7/15/15	740		855,176
6.90%, 4/1/29	400		440,484
<b>Michaels Stores, Inc.</b>			
11.375%, 11/1/16	1,280		1,363,072
7.75%, 11/1/18	625		634,375
<b>Nordstrom, Inc., Sr. Notes</b>			
4.00%, 10/15/21	1,000		1,044,086

<b>PETCO Animal Supplies, Inc.</b>			
9.25%, 12/1/18 <sup>(8)</sup>	4,475		4,821,813
<b>Sally Holdings, LLC / Sally Capital, Inc.</b>			
6.875%, 11/15/19 <sup>(8)</sup>	1,130		1,186,500
<b>Toys R Us</b>			
10.75%, 7/15/17	11,930		13,108,087
<b>Toys R Us, Sr. Notes</b>			
7.875%, 4/15/13	3,565		3,640,756
7.375%, 9/1/16 <sup>(8)</sup>	1,925		1,939,438
			<b>\$ 65,387,877</b>
<b>Steel 0.0%</b>			
<b>RathGibson, Inc., Sr. Notes</b>			
11.25%, 2/15/14 <sup>(6)(7)</sup>	4,915	\$	492
		\$	<b>492</b>
<b>Surface Transport 0.4%</b>			
<b>CEVA Group PLC, Sr. Notes</b>			
11.625%, 10/1/16 <sup>(8)</sup>	1,250	\$	1,246,875

	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Security</b>			
8.375%, 12/1/17 <sup>(8)</sup>	4,695	\$	4,425,038
11.50%, 4/1/18 <sup>(8)</sup>	1,330		1,206,975
<b>Hertz Corp.</b>			
7.50%, 10/15/18	25		26,250
		<b>\$</b>	<b>6,905,138</b>
<b>Technology 0.3%</b>			
<b>International Game Technology, Sr. Notes</b>			
7.50%, 6/15/19	1,646	\$	1,898,860
<b>Seagate HDD Cayman</b>			
7.00%, 11/1/21 <sup>(8)</sup>	3,340		3,440,200
<b>Western Union Co. (The)</b>			
6.20%, 11/17/36	1,000		1,065,678
		<b>\$</b>	<b>6,404,738</b>
<b>Telecommunications 5.1%</b>			
<b>America Movil SAB de CV</b>			
5.50%, 3/1/14	1,200	\$	1,295,036
<b>AT&amp;T, Inc., Sr. Notes</b>			
5.80%, 2/15/19	1,750		2,067,511
<b>Avaya, Inc., Sr. Notes</b>			
9.75%, 11/1/15	1,225		1,108,625
10.125%, 11/1/15 <sup>(4)</sup>	6,715		6,076,871
7.00%, 4/1/19 <sup>(8)</sup>	1,130		1,101,750
<b>Cellco Partnership/Verizon Wireless Capital, LLC, Sr. Notes</b>			
8.50%, 11/15/18	1,250		1,688,984
<b>CenturyLink, Inc., Sr. Notes</b>			
6.45%, 6/15/21	5,385		5,402,480
<b>Cisco Systems, Inc., Sr. Notes</b>			
1.625%, 3/14/14	1,300		1,325,221
<b>Digicel Group, Ltd., Sr. Notes</b>			
12.00%, 4/1/14 <sup>(8)</sup>	5,100		5,737,500
8.25%, 9/1/17 <sup>(8)</sup>	3,655		3,709,825
<b>EH Holding Corp., Sr. Notes</b>			
6.50%, 6/15/19 <sup>(8)</sup>	3,235		3,388,662
<b>Equinix, Inc., Sr. Notes</b>			
7.00%, 7/15/21	1,340		1,417,050
<b>GCI, Inc., Sr. Notes</b>			
6.75%, 6/1/21	660		646,800
<b>Intelsat Bermuda, Ltd.</b>			
11.25%, 6/15/16	3,265		3,438,453
<b>Intelsat Luxembourg SA</b>			
11.50%, 2/4/17 <sup>(4)(8)</sup>	1,753		1,695,846

11.50%, 2/4/17	4,435	4,290,862
<b>News America, Inc.</b>		
8.00%, 10/17/16	950	1,173,233
<b>Nextel Communications, Inc., Series E</b>		
6.875%, 10/31/13	14,285	14,285,000
<b>SBA Telecommunications, Inc.</b>		
8.00%, 8/15/16	1,475	1,596,688
8.25%, 8/15/19	985	1,076,113
<b>Sprint Nextel Corp.</b>		
9.00%, 11/15/18 <sup>(8)</sup>	7,795	8,204,237
<b>Sprint Nextel Corp., Sr. Notes</b>		
6.00%, 12/1/16	1,760	1,469,600
<b>Telefonica Emisiones SAU</b>		
5.877%, 7/15/19	1,350	1,335,766
<b>Telesat Canada/Telesat, LLC, Sr. Notes</b>		
11.00%, 11/1/15	2,465	2,659,119
<b>Telesat Canada/Telesat, LLC, Sr. Sub Notes</b>		
12.50%, 11/1/17	6,830	7,666,675

	<b>Principal Amount*</b>		<b>Value</b>
	<b>(000 s omitted)</b>		
<b>Security</b>			
<b>Wind Acquisition Finance SA, Sr. Notes</b>			
12.25%, 7/15/17 <sup>(8)</sup>	10,262	\$	6,988,755
<b>Windstream Corp.</b>			
8.125%, 9/1/18	2,490		2,679,863
7.75%, 10/1/21	675		695,250
7.50%, 6/1/22 <sup>(8)</sup>	1,870		1,870,000
		<b>\$</b>	<b>96,091,775</b>
<b>Utilities 1.5%</b>			
<b>AES Corp. (The), Sr. Notes</b>			
7.375%, 7/1/21 <sup>(8)</sup>	1,365	\$	1,477,613
<b>Calpine Construction Finance Co., Sr. Notes</b>			
8.00%, 6/1/16 <sup>(8)</sup>	4,275		4,638,375
<b>Dolphin Subsidiary II, Inc., Sr. Notes</b>			
6.50%, 10/15/16 <sup>(8)</sup>	2,075		2,215,062
7.25%, 10/15/21 <sup>(8)</sup>	4,210		4,557,325
<b>Duquesne Light Holdings, Inc., Sr. Notes</b>			
5.90%, 12/1/21 <sup>(8)</sup>	2,000		2,067,624
<b>Edison Mission Energy, Sr. Notes</b>			
7.50%, 6/15/13	1,355		1,321,125
<b>Exelon Generation Co., LLC, Sr. Notes</b>			
5.35%, 1/15/14	925		988,609
<b>GenOn Energy, Inc., Sr. Notes</b>			
9.875%, 10/15/20	1,400		1,428,000
<b>NRG Energy, Inc.</b>			
8.25%, 9/1/20	3,910		3,949,100
7.875%, 5/15/21 <sup>(8)</sup>	2,015		1,974,700
<b>Reliant Energy, Inc., Sr. Notes</b>			
7.625%, 6/15/14	360		361,800
<b>Southwestern Electric Power Co., Sr. Notes</b>			
6.20%, 3/15/40	565		691,319
<b>Texas Competitive Electric Holdings Co., LLC, Sr. Notes</b>			
11.50%, 10/1/20 <sup>(8)</sup>	3,580		3,056,425
		<b>\$</b>	<b>28,727,077</b>
<b>Total Corporate Bonds &amp; Notes</b>			
(identified cost \$938,962,064)		<b>\$</b>	<b>951,159,267</b>
<b>Foreign Government Securities 0.0%</b>			

<b>Security</b>	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
Government of Bermuda, Sr. Note 5.603%, 7/20/20 <sup>(8)</sup>	\$ 200	\$ 224,385
<b>Total Foreign Government Securities (identified cost \$200,000)</b>		<b>\$ 224,385</b>

**Mortgage Pass-Throughs 29.6%**

<b>Security</b>	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
<b>Federal Home Loan Mortgage Corp.:</b>		
5.00%, with various maturities to 2023 <sup>(11)</sup>	\$ 24,565	\$ 26,422,967
5.50%, with various maturities to 2032 <sup>(12)</sup>	7,718	8,453,624
6.00%, with various maturities to 2031 <sup>(11)</sup>	7,816	8,505,500
6.50%, with various maturities to 2032 <sup>(11)</sup>	40,313	45,723,661
7.00%, with various maturities to 2036 <sup>(11)</sup>	29,768	34,274,267



<b>Security</b>	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
7.13%, with maturity at 2023	\$ 395	\$ 463,701
7.50%, with various maturities to 2029	16,752	19,828,978
7.65%, with maturity at 2022	604	712,016
7.70%, with maturity at 2022	46	51,588
8.00%, with various maturities to 2030	10,917	12,888,141
8.25%, with maturity at 2020	345	405,466
8.30%, with maturity at 2020	881	1,036,549
8.50%, with various maturities to 2031	8,360	10,193,347
9.00%, with various maturities to 2031	2,606	3,085,891
9.50%, with various maturities to 2025	2,086	2,446,106
10.00%, with maturity at 2020	299	345,896
10.50%, with maturity at 2020	267	313,890
12.00%, with maturity at 2020	241	264,148
13.00%, with maturity at 2015	17	18,475
		<b>\$ 175,434,211</b>
<b>Federal National Mortgage Association:</b>		
2.447%, with maturity at 2022 <sup>(13)</sup>	\$ 2,113	\$ 2,164,525
3.012%, with maturity at 2036 <sup>(13)</sup>	4,058	4,189,754
4.50%, with maturity at 2018	3,256	3,474,557
5.00%, with various maturities to 2018 <sup>(11)</sup>	19,226	20,684,523
5.50%, with various maturities to 2028	8,190	8,968,574
6.00%, with various maturities to 2033	19,800	22,021,319
6.324%, with maturity at 2032 <sup>(13)</sup>	12,209	13,309,348
6.50%, with various maturities to 2036 <sup>(11)</sup>	86,796	99,494,020
6.75%, with maturity at 2023	295	342,703
7.00%, with various maturities to 2036	43,220	50,649,719
7.50%, with various maturities to 2035	18,159	21,758,249
8.00%, with various maturities to 2031	7,232	8,597,289
8.25%, with maturity at 2018	15	17,392
8.284%, with maturity at 2027 <sup>(14)</sup>	1,733	2,114,909
8.475%, with maturity at 2028 <sup>(14)</sup>	668	797,861
8.50%, with various maturities to 2030	7,968	9,577,396
8.54%, with maturity at 2029 <sup>(14)</sup>	482	580,645
8.614%, with maturity at 2024 <sup>(14)</sup>	84	98,948
8.623%, with maturity at 2027 <sup>(14)</sup>	616	722,469
9.00%, with various maturities to 2027	10,737	12,986,928
9.368%, with maturity at 2018 <sup>(14)</sup>	382	432,819
9.50%, with various maturities to 2030	2,901	3,482,140
9.881%, with maturity at 2025 <sup>(14)</sup>	577	664,798
10.00%, with various maturities to 2020	772	889,352
10.33%, with maturity at 2019 <sup>(14)</sup>	451	506,444
10.50%, with maturity at 2021	677	785,521
11.50%, with maturity at 2016	145	157,659

**\$ 289,469,861**

**Government National Mortgage Association:**

6.00%, with maturity at 2024	\$	1,986	\$	2,242,876
6.50%, with various maturities to 2032		17,534		20,338,867
7.00%, with various maturities to 2033		10,897		12,982,703
7.50%, with various maturities to 2032		23,418		28,161,109
8.00%, with various maturities to 2034		15,095		18,288,616
8.30%, with maturity at 2020		531		627,801
8.50%, with various maturities to 2022		921		1,100,776
9.00%, with various maturities to 2026		4,482		5,384,192

<b>Security</b>	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
9.50%, with various maturities to 2026	\$ 6,330	\$ 7,691,330
10.00%, with maturity at 2019	342	397,439
		<b>\$ 97,215,709</b>

**Total Mortgage Pass-Throughs**  
(identified cost \$525,791,766) **\$ 562,119,781**

**Collateralized Mortgage Obligations 5.9%**

<b>Security</b>	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
<b>Federal Home Loan Mortgage Corp.:</b>		
Series 24, Class J, 6.25%, 11/25/23	\$ 1,227	\$ 1,343,099
Series 1497, Class K, 7.00%, 4/15/23	1,363	1,444,671
Series 1529, Class Z, 7.00%, 6/15/23	2,086	2,209,963
Series 1620, Class Z, 6.00%, 11/15/23	1,800	1,950,249
Series 1677, Class Z, 7.50%, 7/15/23	1,062	1,233,844
Series 1702, Class PZ, 6.50%, 3/15/24	12,641	13,716,838
Series 2113, Class QG, 6.00%, 1/15/29	3,297	3,581,430
Series 2122, Class K, 6.00%, 2/15/29	500	543,365
Series 2130, Class K, 6.00%, 3/15/29	339	372,080
Series 2167, Class BZ, 7.00%, 6/15/29	332	352,882
Series 2182, Class ZB, 8.00%, 9/15/29	2,731	3,028,204
Series 2198, Class ZA, 8.50%, 11/15/29	3,858	4,173,702
Series 2245, Class A, 8.00%, 8/15/27	8,899	10,127,843
Series 2458, Class ZB, 7.00%, 6/15/32	3,218	3,679,928
		<b>\$ 47,758,098</b>

<b>Federal National Mortgage Association:</b>		
Series G92-44, Class Z, 8.00%, 7/25/22	\$ 310	\$ 342,952
Series G92-44, Class ZQ, 8.00%, 7/25/22	504	558,038
Series G92-46, Class Z, 7.00%, 8/25/22	827	937,699
Series G92-60, Class Z, 7.00%, 10/25/22	1,362	1,513,734
Series G93-35, Class ZQ, 6.50%, 11/25/23	15,391	17,304,163
Series G93-40, Class H, 6.40%, 12/25/23	3,428	3,848,095
Series 1988-14, Class I, 9.20%, 6/25/18	220	248,407
Series 1989-1, Class D, 10.30%, 1/25/19	196	218,885
Series 1989-34, Class Y, 9.85%, 7/25/19	375	440,632
Series 1990-17, Class G, 9.00%, 2/25/20	283	328,145

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Series 1990-27, Class Z, 9.00%, 3/25/20	135	156,672
Series 1990-29, Class J, 9.00%, 3/25/20	144	167,302
Series 1990-43, Class Z, 9.50%, 4/25/20	655	770,524
Series 1991-98, Class J, 8.00%, 8/25/21	248	285,853
Series 1992-77, Class ZA, 8.00%, 5/25/22	1,616	1,885,746
Series 1992-103, Class Z, 7.50%, 6/25/22	110	126,983
Series 1992-113, Class Z, 7.50%, 7/25/22	203	234,374
Series 1992-185, Class ZB, 7.00%, 10/25/22	429	488,007
Series 1993-16, Class Z, 7.50%, 2/25/23	1,059	1,225,317
Series 1993-22, Class PM, 7.40%, 2/25/23	812	941,793
Series 1993-25, Class J, 7.50%, 3/25/23	1,300	1,504,850
Series 1993-30, Class PZ, 7.50%, 3/25/23	2,313	2,686,625
Series 1993-42, Class ZQ, 6.75%, 4/25/23	2,811	3,157,776
Series 1993-56, Class PZ, 7.00%, 5/25/23	468	530,699
Series 1993-156, Class ZB, 7.00%, 9/25/23	538	608,518
Series 1994-45, Class Z, 6.50%, 2/25/24	3,826	4,291,942
Series 1994-89, Class ZQ, 8.00%, 7/25/24	2,057	2,434,521
Series 1996-57, Class Z, 7.00%, 12/25/26	2,189	2,516,000
Series 1997-77, Class Z, 7.00%, 11/18/27	1,043	1,192,378
Series 1998-44, Class ZA, 6.50%, 7/20/28	910	1,038,631

<b>Security</b>	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
Series 1999-45, Class ZG, 6.50%, 9/25/29	\$ 390	\$ 443,820
Series 2000-22, Class PN, 6.00%, 7/25/30	2,889	3,228,657
Series 2001-37, Class GA, 8.00%, 7/25/16	411	446,838
Series 2002-1, Class G, 7.00%, 7/25/23	718	811,160
Series 2002-21, Class PE, 6.50%, 4/25/32	3,178	3,590,712
		<b>\$ 60,506,448</b>
<b>Government National Mortgage Association:</b>		
Series 2002-45, Class PG, 6.00%, 3/17/32	\$ 3,452	\$ 3,745,854
Series 2005-72, Class E, 12.00%, 11/16/15	220	239,401
		<b>\$ 3,985,255</b>
<b>Total Collateralized Mortgage Obligations (identified cost \$105,498,080)</b>		<b>\$ 112,249,801</b>

**Commercial Mortgage-Backed Securities 9.3%**

<b>Security</b>	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
BACM, Series 2004-1, Class A4, 4.76%, 11/10/39	\$ 22,300	\$ 23,445,239
BACM, Series 2004-6, Class A5, 4.811%, 12/10/42	625	671,437
BSCMS, Series 2002-TOP8, Class C, 5.22%, 8/15/38 <sup>(14)</sup>	2,000	2,031,561
BSCMS, Series 2004-PWR3, Class A4, 4.715%, 2/11/41	1,250	1,309,507
BSCMS, Series 2004-PWR4, Class A2, 5.286%, 6/11/41 <sup>(14)</sup>	3,476	3,608,308
BSCMS, Series 2005-PW10, Class A4, 5.405%, 12/11/40 <sup>(14)</sup>	3,352	3,704,314
BSCMS, Series 2005-PWR7, Class A3, 5.116%, 2/11/41 <sup>(14)</sup>	2,361	2,566,146
CGCMT, Series 2004-C1, Class A3, 5.251%, 4/15/40 <sup>(14)</sup>	1,663	1,718,939
CGCMT, Series 2004-C1, Class A4, 5.364%, 4/15/40 <sup>(14)</sup>	12,215	13,094,071
COMM, Series 2004-LB2A, Class A4, 4.715%, 3/10/39	22,864	24,075,363
COMM, Series 2005-LP5, Class A2, 4.63%, 5/10/43	1,787	1,790,066
CSFB, Series 2003-C3, Class A5, 3.936%, 5/15/38	2,440	2,496,193
CSFB, Series 2004-C1, Class A4, 4.75%, 1/15/37 <sup>(14)</sup>	12,397	13,004,639
CSFB, Series 2004-C3, Class A5, 5.113%, 7/15/36 <sup>(14)</sup>	1,577	1,681,794
CSFB, Series 2005-C4, Class A3, 5.12%, 8/15/38 <sup>(14)</sup>	4,096	4,125,313
GECMC, Series 2005-C1, Class A3, 4.578%, 6/10/48	1,320	1,343,562
GMACC, Series 2002-C3, Class A2, 4.93%, 7/10/39	1,995	2,031,279
GMACC, Series 2004-C3, Class A5, 4.864%, 12/10/41	750	805,062
GSMSC, Series 2003-C1, Class A3, 4.608%, 1/10/40	7,000	7,169,295
JPMCC, Series 2004-CBX, Class A4, 4.529%, 1/12/37	653	652,662

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JPMCC, Series 2004-CBX, Class A5, 4.654%, 1/12/37	500	508,077
JPMCC, Series 2005-LDP3, Class A3, 4.959%, 8/15/42	10,697	10,978,789
JPMCC, Series 2005-LDP4, Class A4, 4.918%, 10/15/42 <sup>(14)</sup>	3,000	3,273,762
JPMCC, Series 2005-LDP5, Class A3, 5.235%, 12/15/44 <sup>(14)</sup>	27,214	28,708,375
JPMCC, Series 2005-LDP5, Class AJ, 5.327%, 12/15/44 <sup>(14)</sup>	1,000	980,952
JPMCC, Series 2011-C3, Class A2, 3.673%, 2/15/46 <sup>(8)</sup>	2,000	2,093,372
LB-UBS, Series 2003-C1, Class A4, 4.394%, 3/15/32	1,350	1,385,408
LB-UBS, Series 2003-C7, Class A4, 4.931%, 9/15/35 <sup>(14)</sup>	5,000	5,222,492
MLMT, Series 2003-KEY1, Class A4, 5.236%, 11/12/35 <sup>(14)</sup>	3,775	3,986,691
MSC, Series 2004-IQ7, Class A3, 5.35%, 6/15/38 <sup>(14)</sup>	5,855	5,908,956
MSC, Series 2004-IQ8, Class A5, 5.11%, 6/15/40 <sup>(14)</sup>	660	706,395
RBSCF, Series 2010-MB1, Class C, 4.673%, 4/15/24 <sup>(8)(14)</sup>	500	485,942
WBCMT, Series 2003-C6, Class F, 5.125%, 8/15/35 <sup>(8)(14)</sup>	965	986,492
WBCMT, Series 2004-C12, Class A4, 5.316%, 7/15/41 <sup>(14)</sup>	250	269,078

**Total Commercial Mortgage-Backed Securities**  
**(identified cost \$172,000,330)**

**\$ 176,819,531**

**Asset-Backed Securities 0.4%**

<b>Security</b>	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
Alzette European CLO SA, Series 2004-1A, Class E2, 7.046%, 12/15/20 <sup>(10)</sup>	\$ 400	\$ 320,432
Avalon Capital Ltd. 3, Series 1A, Class D, 2.456%, 2/24/19 <sup>(8)(10)</sup>	589	420,586
Babson Ltd., Series 2005-1A, Class C1, 2.353%, 4/15/19 <sup>(8)(10)</sup>	753	509,398
Carlyle High Yield Partners, Series 2004-6A, Class C, 2.903%, 8/11/16 <sup>(8)(10)</sup>	1,000	835,238
Centurion CDO 8 Ltd., Series 2005-8A, Class D, 6.038%, 3/8/17 <sup>(10)</sup>	985	719,510
Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 5.153%, 7/17/19 <sup>(10)</sup>	500	341,502
Comstock Funding Ltd., Series 2006-1A, Class D, 4.773%, 5/30/20 <sup>(8)(10)</sup>	1,844	1,214,891
FUEL Trust, Series 2011-1, 4.207%, 10/15/22 <sup>(8)</sup>	3,750	3,786,247
<b>Total Asset-Backed Securities (identified cost \$9,340,940)</b>		<b>\$ 8,147,804</b>

**U.S. Government Agency Obligations 1.9%**

<b>Security</b>	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
<b>Federal Home Loan Bank:</b>		
4.125%, 12/13/19	\$ 3,975	\$ 4,604,088
4.125%, 3/13/20	4,205	4,832,453
5.25%, 12/9/22	9,000	11,257,560
5.375%, 5/15/19	6,585	8,204,159
5.375%, 8/15/24	5,740	7,283,980
<b>Total U.S. Government Agency Obligations (identified cost \$33,851,837)</b>		<b>\$ 36,182,240</b>

**Common Stocks 1.5%**

<b>Security</b>	<b>Shares</b>	<b>Value</b>
<b>Automotive 0.1%</b>		
Dayco Products, LLC <sup>(15)(16)</sup>	25,372	\$ 1,033,909
Hayes Lemmerz International, Inc. <sup>(15)(16)</sup>	8,949	485,483
		<b>\$ 1,519,392</b>

**Building and Development 0.2%**

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Panolam Industries International, Inc. <sup>(7)(15)(17)</sup>	3,677	\$	3,140,305
United Subcontractors, Inc. <sup>(7)(15)(16)</sup>	1,231		72,024
WCI Communities, Inc. <sup>(7)(15)(16)</sup>	4,575		480,422
		\$	<b>3,692,751</b>
<b>Containers and Glass Products 0.3%</b>			
Anchor Glass Container Corp. <sup>(7)(15)</sup>	142,857	\$	4,692,852
		\$	<b>4,692,852</b>
<b>Diversified Manufacturing 0.0%</b>			
MEGA Brands, Inc. <sup>(15)</sup>	14,906	\$	119,385
		\$	<b>119,385</b>
<b>Ecological Services and Equipment 0.0%</b>			
Environmental Systems Products Holdings, Inc. <sup>(7)(15)(17)</sup>	2,484	\$	105,098
		\$	<b>105,098</b>
<b>Financial Intermediaries 0.0%</b>			
RTS Investor Corp. <sup>(7)(15)(16)</sup>	357	\$	94,083
		\$	<b>94,083</b>
<b>Food Service 0.0%</b>			
Buffets, Inc. <sup>(7)(15)</sup>	30,225	\$	0
		\$	<b>0</b>



	Shares		Value
<b>Security</b>			
<b>Home Furnishings 0.1%</b>			
Oreck Corp. <sup>(7)(15)(16)</sup>	9,399	\$	659,904
Sanitec Europe Oy B Units <sup>(15)(16)</sup>	26,249		89,178
Sanitec Europe Oy E Units <sup>(7)(15)(16)</sup>	25,787		0
		<b>\$</b>	<b>749,082</b>
<b>Leisure Goods/Activities/Movies 0.1%</b>			
Metro-Goldwyn-Mayer Holdings, Inc. <sup>(15)(16)</sup>	72,419	\$	1,514,767
		<b>\$</b>	<b>1,514,767</b>
<b>Lodging and Casinos 0.0%</b>			
Greektown Superholdings, Inc. <sup>(15)</sup>	828	\$	55,890
Herbst Gaming, Inc. <sup>(7)(15)(16)</sup>	46,819		286,066
Tropicana Entertainment, Inc. <sup>(15)(16)</sup>	17,051		233,740
		<b>\$</b>	<b>575,696</b>
<b>Nonferrous Metals/Minerals 0.0%</b>			
Euramax International, Inc. <sup>(7)(15)(16)</sup>	1,636	\$	490,830
		<b>\$</b>	<b>490,830</b>
<b>Oil and Gas 0.0%</b>			
SemGroup Corp. <sup>(15)</sup>	15,874	\$	413,676
		<b>\$</b>	<b>413,676</b>
<b>Publishing 0.2%</b>			
Ion Media Networks, Inc. <sup>(7)(15)(16)</sup>	5,187	\$	4,149,600
MediaNews Group, Inc. <sup>(7)(15)(16)</sup>	14,016		277,371
Source Interlink Companies, Inc. <sup>(7)(15)(16)</sup>	2,862		17,802
Star Tribune Media Holdings Co. <sup>(15)(16)</sup>	1,315		40,546
SuperMedia, Inc. <sup>(15)(16)</sup>	9,296		24,541
		<b>\$</b>	<b>4,509,860</b>
<b>Radio and Television 0.1%</b>			
New Young Broadcasting Holding Co., Inc. <sup>(15)(16)</sup>	892	\$	2,549,633
		<b>\$</b>	<b>2,549,633</b>
<b>Steel 0.4%</b>			
RathGibson Acquisition Co., LLC <sup>(7)(15)(17)</sup>	218,800	\$	6,760,920
		<b>\$</b>	<b>6,760,920</b>

**Total Common Stocks**  
 (identified cost \$11,531,126) **\$ 27,788,025**

**Convertible Bonds 0.0%**

	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
<b>Security</b>		
<b>Oil and Gas 0.0%</b>		
Transocean, Inc., 1.50%, 12/15/37	\$ 700	\$ 691,250

**Total Convertible Bonds**  
 (identified cost \$680,022) **\$ 691,250**

**Preferred Stocks 0.1%**

	<b>Shares</b>	<b>Value</b>
<b>Security</b>		
<b>Ecological Services and Equipment 0.0%</b>		
Environmental Systems Products Holdings, Inc., Series A <sup>(7)(15)(17)</sup>	569	\$ 35,028
		<b>\$ 35,028</b>

	<b>Shares</b>	<b>Value</b>
<b>Security</b>		
<b>Financial Intermediaries 0.1%</b>		
GMAC Capital Trust I, 8.125% <sup>(15)</sup>	20,465	\$ 395,793
XLIT, Ltd., Series D, 3.526%	1,840	1,281,215
		<b>\$ 1,677,008</b>
<b>Oil, Gas &amp; Consumable Fuels 0.0%</b>		
Chesapeake Energy Corp., 4.50%, Convertible	9,691	\$ 897,483
		<b>\$ 897,483</b>
<b>Total Preferred Stocks (identified cost \$3,088,447)</b>		<b>\$ 2,609,519</b>
<b>Warrants 0.0%</b>		
<b>Security</b>	<b>Shares</b>	<b>Value</b>
<b>Chemicals and Plastics 0.0%</b>		
Foamex, Series A, Expires 12/31/13 <sup>(7)(15)(16)</sup>	663	\$ 0
Foamex, Series B, Expires 12/31/15 <sup>(7)(15)(16)</sup>	663	0
		<b>\$ 0</b>
<b>Food Products 0.0%</b>		
ASG Consolidated, LLC/ASG Finance, Inc., Expires 5/15/18 <sup>(15)</sup>	1,745	\$ 183,225
		<b>\$ 183,225</b>
<b>Oil and Gas 0.0%</b>		
SemGroup Corp., Expires 11/30/14 <sup>(15)</sup>	16,708	\$ 93,565
		<b>\$ 93,565</b>
<b>Publishing 0.0%</b>		
Reader's Digest Association, Inc. (The), Expires 2/19/14 <sup>(15)(16)</sup>	23,833	\$ 0
Star Tribune Media Holding, Expires 9/28/13 <sup>(15)</sup>	935	28,829
		<b>\$ 28,829</b>
<b>Radio and Television 0.0%</b>		
New Young Broadcasting Holding Co., Inc., Expires 12/24/24 <sup>(15)(16)</sup>	6	\$ 17,150
		<b>\$ 17,150</b>

**Retailers (Except Food and Drug) 0.0%**

Oriental Trading Co., Inc., Expires 2/11/16 <sup>(7)(15)(16)</sup>	10,360	\$	0
Oriental Trading Co., Inc., Expires 2/11/16 <sup>(7)(15)(16)</sup>	11,366		0
		\$	<b>0</b>

**Total Warrants**

(identified cost \$10,478)		\$	<b>322,769</b>
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**Miscellaneous 0.0%**

**Security**

**Business Equipment and Services 0.0%**

	Shares		Value
NCS Acquisition Corp., Escrow Certificate <sup>(7)(15)</sup>	5,250,000	\$	361,987
		\$	<b>361,987</b>

**Cable and Satellite Television 0.0%**

Adelphia Recovery Trust <sup>(15)</sup>	2,786,444	\$	16,719
Adelphia, Inc., Escrow Certificate <sup>(15)</sup>	300,000		1,275
Adelphia, Inc., Escrow Certificate <sup>(15)</sup>	2,500,000		10,625
		\$	<b>28,619</b>

<b>Security</b>	<b>Shares</b>	<b>Value</b>
<b>Health Care 0.0%</b> US Oncology, Inc., Escrow Certificate <sup>(15)</sup>	1,815,000	\$ 31,763
		<b>\$ 31,763</b>
<b>Total Miscellaneous</b> <b>(identified cost \$2,777,648)</b>		<b>\$ 422,369</b>
 <b>Short-Term Investments 2.2%</b>		
	<b>Interest/ Principal Amount</b>	<b>Value</b>
<b>Description</b>	<b>(000 s omitted)</b>	
Eaton Vance Cash Reserves Fund, LLC, 0.06% <sup>(18)</sup>	\$ 37,488	\$ 37,488,048
State Street Bank and Trust Euro Time Deposit, 0.01%, 1/3/12	3,183	3,182,916
<b>Total Short-Term Investments</b> <b>(identified cost \$40,670,964)</b>		<b>\$ 40,670,964</b>
<b>Total Investments 142.1%</b> <b>(identified cost \$2,662,129,839)</b>		<b>\$ 2,699,637,181</b>
<b>Less Unfunded Loan Commitments (0.0%)</b>		<b>\$ (441,795)</b>
<b>Net Investments 142.1%</b> <b>(identified cost \$2,661,688,044)</b>		<b>\$ 2,699,195,386</b>
<b>Other Assets, Less Liabilities (28.1%)</b>		<b>\$ (532,846,949)</b>
<b>Auction Preferred Shares Plus Cumulative Unpaid Dividends (14.0%)</b>		<b>\$ (266,624,254)</b>
<b>Net Assets Applicable to Common Shares 100.0%</b>		<b>\$ 1,899,724,183</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.
FUEL	- Ford Upgrade Exchange Linked Notes
GECCM	- General Electric Commercial Mortgage Corp.
GMACC	- GMAC Commercial Mortgage Securities, Inc.
GSMSC	- Goldman Sachs Mortgage Securities Corp. II
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) Represents a payment-in-kind security which may pay all or a portion of interest in additional par.
- (5) This Senior Loan will settle after December 31, 2011, at which time the interest rate will be determined.
- (6) 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.
- (7) For fair value measurement disclosure purposes, security is categorized as Level 3.
- (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 December 31, 2011, the aggregate value of these securities is \$383,672,625 or 20.2% of the Fund's net assets applicable to common shares.
- (9) Security converts to floating rate after the indicated fixed-rate coupon period.
- (10) Variable rate security. The stated interest rate represents the rate in effect at December 31, 2011.
- (11) Security (or a portion thereof) has been pledged for the benefit of the counterparty for reverse repurchase agreements.
- (12) Security (or a portion thereof) has been pledged to cover margin requirements on open financial futures contracts.
- (13) Adjustable rate mortgage security. Rate shown is the rate at December 31, 2011.
- (14) Weighted average fixed-rate coupon that changes/updates monthly.
- (15) Non-income producing security.
- (16) Security was acquired in connection with a restructuring of a Senior Loan and may be subject to restrictions on resale.
- (17) Restricted security.
- (18) 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 December 31, 2011. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended December 31, 2011 was \$22,400.

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

#### **Forward Foreign Currency Exchange Contracts**

#### **Sales**



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<b>Settlement Date</b>	<b>Deliver</b>	<b>In Exchange For</b>	<b>Counterparty</b>	<b>Net Unrealized Appreciation (Depreciation)</b>
1/31/12	British Pound Sterling 4,110,868	United States Dollar 6,615,003	JPMorgan Chase Bank	\$ 232,305
2/29/12	British Pound Sterling 3,511,854	United States Dollar 5,454,928	JPMorgan Chase Bank	3,862
2/29/12	Euro 37,284,925	United States Dollar 49,838,760	Citibank NA	1,561,398
3/30/12	British Pound Sterling 3,106,307	United States Dollar 4,803,437	Goldman Sachs, Inc.	(16,624)
				<b>\$ 1,780,941</b>

**Purchases**

<b>Settlement Date</b>	<b>In Exchange For</b>	<b>Deliver</b>	<b>Counterparty</b>	<b>Net Unrealized Appreciation (Depreciation)</b>
1/31/12	Euro 4,050,416	United States Dollar 5,751,266	Deutsche Bank	\$ (508,152)
3/30/12	Euro 1,533,406	United States Dollar 1,986,030	HSBC Bank USA	151
				<b>\$ (508,001)</b>

**Futures Contracts**

<b>Expiration Month/Year</b>	<b>Contracts</b>	<b>Position</b>	<b>Aggregate Cost</b>	<b>Value</b>	<b>Net Unrealized Depreciation</b>
3/12	200 U.S. 2-Year Treasury Note	Short	\$ (44,100,000)	\$ (44,109,375)	\$ (9,375)
3/12	550 U.S. 5-Year Treasury Note	Short	(67,452,344)	(67,791,797)	(339,453)
3/12	650 U.S. 10-Year Treasury Note	Short	(84,251,172)	(85,231,250)	(980,078)
3/12	120 U.S. 30-Year Treasury Bond	Short	(17,153,437)	(17,377,500)	(224,063)
					<b>\$ (1,552,969)</b>

At December 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 open derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) by risk exposure at December 31, 2011 was as follows:

<b>Risk</b>	<b>Derivative</b>	<b>Fair Value</b>	
		<b>Asset Derivative</b>	<b>Liability Derivative</b>
Foreign Exchange	Forward Foreign Currency Exchange Contracts	\$ 1,797,716	\$ (524,776)
Interest Rate	Financial Futures Contracts		(1,552,969)*
<b>Total</b>		<b>\$ 1,797,716</b>	<b>\$ (2,077,745)</b>

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

#### Reverse Repurchase Agreements

Reverse repurchase agreements outstanding as of December 31, 2011 were as follows:

<b>Counterparty</b>	<b>Trade Date</b>	<b>Maturity Date</b>	<b>Interest Rate</b>	<b>Principal Amount</b>	<b>Principal Amount Including Accrued Interest</b>
Bank of America	12/20/11	1/23/12	0.42%	\$64,877,000	\$ 64,885,326

At December 31, 2011, the market value of securities pledged for the benefit of the counterparty for reverse repurchase agreements was \$66,691,570.

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

<b>Aggregate cost</b>	<b>\$ 2,684,283,991</b>
Gross unrealized appreciation	\$ 99,345,297
Gross unrealized depreciation	(84,433,902)
<b>Net unrealized appreciation</b>	<b>\$ 14,911,395</b>

#### Restricted Securities

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At December 31, 2011, the Fund owned the following securities (representing 0.5% 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>	\$ 105,098
Panolam Industries International, Inc.	12/30/09	3,677	2,020,511	3,140,305
RathGibson Acquisition Co., LLC	6/14/10	218,800	1,161,180	6,760,920
<b>Total Common Stocks</b>			<b>\$ 3,181,691</b>	<b>\$ 10,006,323</b>
<b>Preferred Stocks</b>				
Environmental Systems Products Holdings, Inc., Series A	10/25/07	569	\$ 9,958	\$ 35,028
<b>Total Preferred Stocks</b>			<b>\$ 9,958</b>	<b>\$ 35,028</b>
<b>Total Restricted Securities</b>			<b>\$ 3,191,649</b>	<b>\$ 10,041,351</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

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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 December 31, 2011, the hierarchy of inputs used in valuing the Fund's investments and open derivative instruments, 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)	\$	\$ 777,220,821	\$ 2,566,860	\$ 779,787,681
Corporate Bonds & Notes		948,709,226	2,450,041	951,159,267
Foreign Government Securities		224,385		224,385
Mortgage Pass-Throughs		562,119,781		562,119,781
Collateralized Mortgage Obligations		112,249,801		112,249,801
Commercial Mortgage-Backed Securities		176,819,531		176,819,531
Asset-Backed Securities		8,147,804		8,147,804
U.S. Government Agency Obligations		36,182,240		36,182,240
Common Stocks	557,602	6,003,146	21,227,277	27,788,025
Convertible Bonds		691,250		691,250
Preferred Stocks	1,293,276	1,281,215	35,028	2,609,519
Warrants		322,769	0	322,769
Miscellaneous		60,382	361,987	422,369
Short-Term Investments		40,670,964		40,670,964
<b>Total Investments</b>	<b>\$ 1,850,878</b>	<b>\$ 2,670,703,315</b>	<b>\$ 26,641,193</b>	<b>\$ 2,699,195,386</b>
Forward Foreign Currency Exchange Contracts	\$	\$ 1,797,716	\$	\$ 1,797,716
<b>Total</b>	<b>\$ 1,850,878</b>	<b>\$ 2,672,501,031</b>	<b>\$ 26,641,193</b>	<b>\$ 2,700,993,102</b>

**Liability Description**

Forward Foreign Currency				
Exchange Contracts	\$	\$	(524,776)	\$ (524,776)
Futures Contracts		(1,552,969)		(1,552,969)
<b>Total</b>	<b>\$</b>	<b>(1,552,969)</b>	<b>\$</b>	<b>(524,776)</b>
			<b>\$</b>	<b>(2,077,745)</b>

The following is a reconciliation of Level 3 assets and liabilities for which significant unobservable inputs were used to determine fair value:

	Investments in Senior Floating-Rate Interests	Investments in Corporate Bonds & Notes	Investments in Common Stocks	Investments in Preferred Stocks, Warrants and Miscellaneous	TALF Loans Payable	Total
<b>Balance as of April 30, 2011</b>	<b>\$ 4,729,112</b>	<b>\$ 6,352,882</b>	<b>\$ 21,825,447</b>	<b>\$ 64,704</b>	<b>\$ (51,042,132)</b>	<b>\$ (18,069,987)</b>
Realized gains (losses)	(1,119,637)	143,861	460,647	(6,493,930)		(7,009,059)
Change in net unrealized appreciation (depreciation)	1,030,362	(52,497)	87,784	6,795,530		7,861,179
Cost of purchases <sup>(1)</sup>	36,688	6,554				43,242
Proceeds from sales <sup>(1)</sup>	(2,933,475)	(631,807)	(584,789)	(1,841,959)		(5,992,030)
Accrued discount (premium)	32,101	43,744				75,845
Repayment of TALF Loans Payable					51,042,132	51,042,132
Transfers to Level 3*	806,206	492		1,901,655		2,708,353
Transfers from Level 3*	(14,497)	(3,413,188)	(561,812)	(28,985)		(4,018,482)
<b>Balance as of December 31, 2011</b>	<b>\$ 2,566,860</b>	<b>\$ 2,450,041</b>	<b>\$ 21,227,277</b>	<b>\$ 397,015</b>	<b>\$</b>	<b>\$ 26,641,193</b>
<b>Change in net unrealized appreciation (depreciation) on investments still held as of December 31, 2011</b>	<b>\$ (224,958)</b>	<b>\$ (292,449)</b>	<b>\$ 407,542</b>	<b>\$ 301,665</b>	<b>\$</b>	<b>\$ 191,800</b>

- \* 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.
- (1) Cost of purchases may include securities received in corporate actions; proceeds from sales may include securities delivered in corporate actions.

At December 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: February 23, 2012

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

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

Date: February 23, 2012

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

Date: February 23, 2012