

EATON VANCE LTD DURATION INCOME FUND

Form N-Q

September 29, 2009

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form N-Q

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

811-21323

Investment Company Act File Number

Eaton Vance Limited Duration Income Fund

(Exact Name of Registrant as Specified in Charter)

Two International Place, Boston, Massachusetts 02110

(Address of Principal Executive Offices)

Maureen A. Gemma

Two International Place, Boston, Massachusetts 02110

(Name and Address of Agent for Services)

(617) 482-8260

(Registrant's Telephone Number, Including Area Code)

April 30

Date of Fiscal Year End

July 31, 2009

Date of Reporting Period

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Item 1. Schedule of Investments

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Eaton Vance Limited Duration Income Fund

as of July 31, 2009

PORTFOLIO OF INVESTMENTS (Unaudited)

Senior Floating-Rate Interests 52.0%

Principal

Amount*

(000 s omitted)

Borrower/Tranche Description

Value

Aerospace and Defense 0.9%

		ACTS Aero Technical Support & Service, Inc.	
897		Term Loan, 0.00%, Maturing October 5, 2014 ⁽²⁾	\$ 204,099
		Atlantic Inertial Systems, Inc.	
1,263		Term Loan, 3.31%, Maturing July 20, 2014	1,187,229
		AWAS Capital, Inc.	
420		Term Loan, 2.38%, Maturing March 22, 2013	373,359
2,136		Term Loan - Second Lien, 6.63%, Maturing March 22, 2013	977,415
		CACI International, Inc.	
281		Term Loan, 1.91%, Maturing May 3, 2011	274,784
		Colt Defense, LLC	
974		Term Loan, 3.54%, Maturing July 9, 2014	917,963
		DAE Aviation Holdings, Inc.	
563		Term Loan, 4.24%, Maturing July 31, 2014	467,656
574		Term Loan, 4.24%, Maturing July 31, 2014	476,809
		Evergreen International Aviation	
1,217		Term Loan, 11.50%, Maturing October 31, 2011	746,685
		Hawker Beechcraft Acquisition	
3,561		Term Loan, 2.39%, Maturing March 26, 2014	2,434,846
187		Term Loan, 2.60%, Maturing March 26, 2014	127,967
		Hexcel Corp.	
1,500		Term Loan, 6.50%, Maturing May 21, 2014	1,506,251
		IAP Worldwide Services, Inc.	
1,115		Term Loan, 9.25%, Maturing December 30, 2012 ⁽³⁾	797,280
		TransDigm, Inc.	
2,075		Term Loan, 2.41%, Maturing June 23, 2013	2,014,478
		Vought Aircraft Industries, Inc.	
667		Term Loan, 2.94%, Maturing December 17, 2011	650,000
701		Term Loan, 7.50%, Maturing December 17, 2011	688,859
216		Term Loan, 7.50%, Maturing December 22, 2011	213,823
		Wesco Aircraft Hardware Corp.	
1,459		Term Loan, 2.54%, Maturing September 29, 2013	1,313,321
			\$ 15,372,824

Air Transport 0.3%

		Airport Development and Investment, Ltd.	
GBP	1,957	Term Loan - Second Lien, 5.05%, Maturing April 7, 2011	\$ 1,834,183
		Delta Air Lines, Inc.	

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1,691	Term Loan - Second Lien, 3.55%, Maturing April 30, 2014 Northwest Airlines, Inc.	1,162,924
2,804	DIP Loan, 2.29%, Maturing December 31, 2010	2,679,119
		\$ 5,676,226

Automotive 1.6%

	Accuride Corp.	
2,338	Term Loan, 3.00%, Maturing January 31, 2012 Adesa, Inc.	\$ 2,156,616
4,905	Term Loan, 2.54%, Maturing October 18, 2013 Allison Transmission, Inc.	4,574,106
5,098	Term Loan, 3.06%, Maturing September 30, 2014 Dayco Products, LLC	4,446,169
2,283	Term Loan, 0.00%, Maturing June 21, 2011 ⁽²⁾ Delphi Corp.	642,168
622	DIP Loan, 8.25%, Maturing September 30, 2009	622,492

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Amount***

(000 \$ omitted)	Borrower/Tranche Description	Value
	Federal-Mogul Corp.	
1,823	Term Loan, 2.24%, Maturing December 27, 2014	\$ 1,380,752
1,411	Term Loan, 2.23%, Maturing December 27, 2015	1,068,973
	Ford Motor Co.	
3,258	Term Loan, 3.50%, Maturing December 15, 2013	2,781,340
	Goodyear Tire & Rubber Co.	
4,450	Term Loan - Second Lien, 2.04%, Maturing April 30, 2010	4,123,668
	Keystone Automotive Operations, Inc.	
1,112	Term Loan, 3.79%, Maturing January 12, 2012	528,015
	LKQ Corp.	
1,284	Term Loan, 2.55%, Maturing October 12, 2014	1,258,554
	TriMas Corp.	
314	Term Loan, 2.62%, Maturing August 2, 2011	283,441
1,324	Term Loan, 2.65%, Maturing August 2, 2013	1,194,469
	TRW Automotive, Inc.	
997	Term Loan, 6.31%, Maturing February 2, 2014	949,453
	United Components, Inc.	
1,439	Term Loan, 3.21%, Maturing June 30, 2010	1,270,265
		\$ 27,280,481
	Beverage and Tobacco 0.4%	
	Constellation Brands, Inc.	
1,057	Term Loan, 1.81%, Maturing June 5, 2013	\$ 1,041,240
	Culligan International Co.	
976	Term Loan, 2.54%, Maturing November 24, 2014	651,631
EUR 1,400	Term Loan - Second Lien, 5.48%, Maturing May 31, 2013	515,483
	Liberator Midco Ltd.	
GBP 380	Term Loan, 8.59%, Maturing October 27, 2016 ⁽³⁾	538,274
	Southern Wine & Spirits of America, Inc.	
2,893	Term Loan, 2.10%, Maturing May 31, 2012	2,798,782
	Van Houtte, Inc.	
118	Term Loan, 3.09%, Maturing July 11, 2014	110,001
863	Term Loan, 3.09%, Maturing July 11, 2014	806,674
		\$ 6,462,085
	Brokers, Dealers and Investment Houses 0.1%	
	AmeriTrade Holding Corp.	
2,108	Term Loan, 1.79%, Maturing December 31, 2012	\$ 2,048,304
		\$ 2,048,304
	Building and Development 1.5%	
	AIMCO Properties, L.P.	

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2,669	Term Loan, 1.79%, Maturing March 23, 2011 Beacon Sales Acquisition, Inc.	\$ 2,575,344
881	Term Loan, 2.56%, Maturing September 30, 2013 Brickman Group Holdings, Inc.	801,767
1,404	Term Loan, 2.34%, Maturing January 23, 2014 Building Materials Corp. of America	1,289,518
1,877	Term Loan, 3.06%, Maturing February 22, 2014 Capital Automotive (REIT)	1,688,889
1,047	Term Loan, 2.06%, Maturing December 16, 2010 Epco/Fantome, LLC	824,232
1,738	Term Loan, 2.91%, Maturing November 23, 2010 Forestar USA Real Estate Group, Inc.	1,329,570
1,975	Revolving Loan, 0.38%, Maturing December 1, 2010 ⁽⁴⁾	1,629,015
1,535	Term Loan, 4.91%, Maturing December 1, 2010 Hovstone Holdings, LLC	1,266,257
753	Term Loan, 5.50%, Maturing September 25, 2009 ⁽³⁾⁽⁵⁾ LNR Property Corp.	302,822
2,920	Term Loan, 3.81%, Maturing July 3, 2011	1,780,978

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Principal Amount* (000 s omitted)	Borrower/Tranche Description	Value
	Metroflag BP, LLC	
700	Term Loan - Second Lien, 0.00%, Maturing October 2, 2009 ⁽²⁾	\$ 7,350
	NCI Building Systems, Inc.	
1,375	Term Loan, 2.91%, Maturing June 18, 2010	1,192,573
	Panolam Industries Holdings, Inc.	
1,345	Term Loan, 5.00%, Maturing September 30, 2012	992,150
	Realogy Corp.	
1,175	Term Loan, 3.28%, Maturing September 1, 2014	910,249
4,362	Term Loan, 3.31%, Maturing September 1, 2014	3,380,926
	South Edge, LLC	
288	Term Loan, 0.00%, Maturing October 31, 2009 ⁽²⁾	71,875
	Standard Pacific Corp.	
1,260	Term Loan, 2.60%, Maturing May 5, 2013	888,300
	WCI Communities, Inc.	
3,747	Term Loan, 5.55%, Maturing December 23, 2010	2,160,859
	Wintergames Acquisition ULC	
3,396	Term Loan, 7.79%, Maturing October 31, 2009	2,678,779
		\$ 25,771,453
	Business Equipment and Services 4.2%	
	Activant Solutions, Inc.	
892	Term Loan, 2.48%, Maturing May 1, 2013	\$ 807,183
	Affiliated Computer Services	
294	Term Loan, 2.29%, Maturing March 20, 2013	288,850
1,867	Term Loan, 2.29%, Maturing March 20, 2013	1,834,643
	Affinion Group, Inc.	
4,275	Term Loan, 2.79%, Maturing October 17, 2012	4,073,991
	Allied Barton Security Service	
1,117	Term Loan, 6.75%, Maturing February 21, 2015	1,122,788
	Education Management, LLC	
4,847	Term Loan, 2.38%, Maturing June 1, 2013	4,653,583
	Euronet Worldwide, Inc.	
1,836	Term Loan, 2.49%, Maturing April 4, 2012	1,707,189
	Info USA, Inc.	
328	Term Loan, 2.60%, Maturing February 14, 2012	313,464
	Information Resources, Inc.	
1,823	Term Loan, 2.44%, Maturing May 7, 2014	1,691,066
	Intergraph Corp.	
1,000	Term Loan, 2.66%, Maturing May 29, 2014	951,875
1,000	Term Loan - Second Lien, 6.43%, Maturing November 29, 2014	915,000
	iPayment, Inc.	
2,027	Term Loan, 2.46%, Maturing May 10, 2013	1,657,267
	Kronos, Inc.	
1,515	Term Loan, 2.60%, Maturing June 11, 2014	1,407,004

	Language Line, Inc.	
2,149	Term Loan, 3.85%, Maturing June 11, 2011	2,089,739
	Mitchell International, Inc.	
1,500	Term Loan - Second Lien, 5.88%, Maturing March 28, 2015	900,000
	N.E.W. Holdings I, LLC	
2,523	Term Loan, 2.80%, Maturing May 22, 2014	2,340,436
	Protection One, Inc.	
2,019	Term Loan, 2.54%, Maturing March 31, 2012	1,928,186
	Quantum Corp.	
293	Term Loan, 4.10%, Maturing July 12, 2014	260,713
	Quintiles Transnational Corp.	
1,206	Term Loan, 2.48%, Maturing March 31, 2013	1,145,031
1,725	Term Loan - Second Lien, 4.29%, Maturing March 31, 2014	1,612,875
	Sabre, Inc.	
6,636	Term Loan, 2.67%, Maturing September 30, 2014	5,367,257

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Principal Amount* (000 \$ omitted)	Borrower/Tranche Description	Value
	Safenet, Inc.	
985	Term Loan, 2.79%, Maturing April 12, 2014	\$ 918,442
	Serena Software, Inc.	
1,558	Term Loan, 2.63%, Maturing March 10, 2013	1,437,014
	Sitel (Client Logic)	
1,707	Term Loan, 5.96%, Maturing January 29, 2014	1,272,080
	Solera Holdings, LLC	
EUR 1,084	Term Loan, 3.06%, Maturing May 15, 2014	1,344,689
	SunGard Data Systems, Inc.	
455	Term Loan, 2.45%, Maturing February 11, 2013	432,264
12,854	Term Loan, 4.35%, Maturing February 28, 2016	12,346,392
	TDS Investor Corp.	
1,779	Term Loan, 2.90%, Maturing August 23, 2013	1,514,524
357	Term Loan, 3.10%, Maturing August 23, 2013	303,890
EUR 1,052	Term Loan, 3.62%, Maturing August 23, 2013	1,169,090
	Transaction Network Services, Inc.	
730	Term Loan, 9.50%, Maturing May 4, 2012	734,042
	U.S. Security Holdings, Inc.	
859	Term Loan, 2.79%, Maturing May 8, 2013	807,018
	Valassis Communications, Inc.	
403	Term Loan, 2.04%, Maturing March 2, 2014	384,176
1,757	Term Loan, 2.04%, Maturing March 2, 2014	1,673,934
	VWR International, Inc.	
2,325	Term Loan, 2.79%, Maturing June 28, 2013	2,134,157
	West Corp.	
6,636	Term Loan, 2.67%, Maturing October 24, 2013	6,303,571
		\$ 69,843,423
Cable and Satellite Television 4.2%		
	Atlantic Broadband Finance, LLC	
2,446	Term Loan, 6.75%, Maturing June 8, 2013	\$ 2,450,205
91	Term Loan, 2.85%, Maturing September 1, 2013	90,303
	Bragg Communications, Inc.	
1,587	Term Loan, 3.17%, Maturing August 31, 2014	1,554,954
	Bresnan Broadband Holdings, LLC	
1,721	Term Loan, 2.52%, Maturing March 29, 2014	1,657,237
1,550	Term Loan - Second Lien, 4.81%, Maturing March 29, 2014	1,441,500
	Cequel Communications, LLC	
977	Term Loan, 2.30%, Maturing November 5, 2013	936,364
5,131	Term Loan, 6.31%, Maturing May 5, 2014 ⁽³⁾	4,649,543
2,175	Term Loan - Second Lien, 4.81%, Maturing May 5, 2014	1,949,344
	Charter Communications Operating, Inc.	
14,799	Term Loan, 6.25%, Maturing April 28, 2013	13,858,884
	CSC Holdings, Inc.	

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	2,691	Term Loan, 2.04%, Maturing March 29, 2013 CW Media Holdings, Inc.	2,606,487
	1,855	Term Loan, 3.85%, Maturing February 15, 2015 DirectTV Holdings, LLC	1,601,932
	1,813	Term Loan, 1.79%, Maturing April 13, 2013 Insight Midwest Holdings, LLC	1,778,260
	4,742	Term Loan, 2.31%, Maturing April 6, 2014 MCC Iowa, LLC	4,501,396
	870	Term Loan, 1.77%, Maturing March 31, 2010	859,125
	2,390	Term Loan, 2.02%, Maturing January 31, 2015 Mediacom Illinois, LLC	2,254,778
	4,718	Term Loan, 2.02%, Maturing January 31, 2015 ProSiebenSat.1 Media AG	4,438,644
EUR	822	Term Loan, 3.53%, Maturing March 2, 2015	443,554
EUR	48	Term Loan, 3.14%, Maturing June 26, 2015	53,172

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Amount***

(000 s omitted)		Borrower/Tranche Description	Value
EUR	1,187	Term Loan, 3.14%, Maturing June 26, 2015	\$ 1,310,202
EUR	822	Term Loan, 3.78%, Maturing March 2, 2016	443,554
		UPC Broadband Holding B.V.	
	1,815	Term Loan, 2.06%, Maturing December 31, 2014	1,736,925
	985	Term Loan, 3.81%, Maturing December 31, 2016	963,456
EUR	4,531	Term Loan, 4.52%, Maturing December 31, 2016	5,816,219
EUR	3,269	Term Loan, 4.77%, Maturing December 31, 2017	4,197,940
		Virgin Media Investment Holdings Ltd.	
	2,902	Term Loan, 4.00%, Maturing March 30, 2012	2,836,363
		YPSO Holding SA	
EUR	957	Term Loan, 3.44%, Maturing July 28, 2014	1,014,844
EUR	1,562	Term Loan, 3.44%, Maturing July 28, 2014	1,655,797
EUR	2,481	Term Loan, 3.44%, Maturing July 28, 2014	2,629,691
			\$ 69,730,673

Chemicals and Plastics 2.7%

		Arizona Chemical, Inc.	
	500	Term Loan - Second Lien, 6.00%, Maturing February 28, 2014	\$ 357,500
		Ashland, Inc.	
	1,248	Term Loan, 7.65%, Maturing November 20, 2014	1,272,079
		AZ Chem US, Inc.	
	1,387	Term Loan, 2.49%, Maturing February 28, 2013	1,234,196
		Brenntag Holding GmbH and Co. KG	
	1,965	Term Loan, 2.29%, Maturing December 23, 2013	1,871,538
	480	Term Loan, 2.33%, Maturing December 23, 2013	456,961
	1,300	Term Loan - Second Lien, 4.29%, Maturing December 23, 2015	1,075,750
		Celanese Holdings, LLC	
	5,938	Term Loan, 2.35%, Maturing April 2, 2014	5,638,612
		Cognis GmbH	
EUR	266	Term Loan, 3.27%, Maturing September 15, 2013	323,321
EUR	1,084	Term Loan, 3.27%, Maturing September 15, 2013	1,320,228
		Columbian Chemicals Acquisition	
	857	Term Loan, 6.63%, Maturing March 16, 2013	677,267
		First Chemical Holding	
EUR	965	Term Loan, 4.56%, Maturing December 18, 2014	511,340
EUR	965	Term Loan, 5.06%, Maturing December 18, 2015	511,340
		Georgia Gulf Corp.	
	861	Term Loan, 9.02%, Maturing October 3, 2013	799,406
		Hexion Specialty Chemicals, Inc.	
	396	Term Loan, 2.88%, Maturing May 5, 2013	299,258
	1,825	Term Loan, 2.88%, Maturing May 5, 2013	1,377,619
	4,862	Term Loan, 3.31%, Maturing May 5, 2013	3,622,562
		Huish Detergents, Inc.	
	1,250	Term Loan, 2.04%, Maturing April 26, 2014	1,180,777

		Huntsman International, LLC	
	3,465	Term Loan, 2.04%, Maturing August 16, 2012	3,220,389
		INEOS Group	
EUR	808	Term Loan, 6.21%, Maturing December 14, 2011	867,872
EUR	143	Term Loan, 9.75%, Maturing December 14, 2011	153,437
EUR	143	Term Loan, 10.25%, Maturing December 14, 2011	153,437
EUR	808	Term Loan, 10.25%, Maturing December 14, 2011	867,983
	233	Term Loan, 7.50%, Maturing December 14, 2013	180,541
	233	Term Loan, 8.00%, Maturing December 14, 2014	180,541
		ISP Chemco, Inc.	
	1,945	Term Loan, 2.06%, Maturing June 4, 2014	1,817,814
		Kranton Polymers, LLC	
	3,080	Term Loan, 2.63%, Maturing May 12, 2013	2,579,323
		MacDermid, Inc.	
EUR	879	Term Loan, 2.75%, Maturing April 12, 2014	884,542

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Amount***

(000 \$ omitted)	Borrower/Tranche Description	Value
	Millenium Inorganic Chemicals	
470	Term Loan, 2.85%, Maturing April 30, 2014	\$ 349,970
1,375	Term Loan - Second Lien, 6.35%, Maturing October 31, 2014	859,375
	Momentive Performance Material	
1,891	Term Loan, 2.56%, Maturing December 4, 2013	1,495,558
	Nalco Co.	
834	Term Loan, 2.06%, Maturing November 4, 2010	832,446
2,500	Term Loan, 6.50%, Maturing May 6, 2016	2,534,375
	Rockwood Specialties Group, Inc.	
3,587	Term Loan, 6.00%, Maturing May 15, 2014	3,631,988
	Schoeller Arca Systems Holding	
EUR 289	Term Loan, 4.33%, Maturing November 16, 2015	226,587
EUR 824	Term Loan, 4.33%, Maturing November 16, 2015	646,040
EUR 887	Term Loan, 4.33%, Maturing November 16, 2015	695,202
		\$ 44,707,174
Clothing/Textiles	0.3%	
	Hanesbrands, Inc.	
1,563	Term Loan, 5.24%, Maturing September 5, 2013	\$ 1,574,699
1,125	Term Loan - Second Lien, 4.25%, Maturing March 5, 2014	1,083,750
	St. John Knits International, Inc.	
1,176	Term Loan, 10.00%, Maturing March 23, 2012	882,139
	The William Carter Co.	
1,147	Term Loan, 1.81%, Maturing July 14, 2012	1,118,230
		\$ 4,658,818
Conglomerates	1.2%	
	Amsted Industries, Inc.	
1,445	Term Loan, 2.53%, Maturing October 15, 2010	\$ 1,356,086
	Blount, Inc.	
372	Term Loan, 2.06%, Maturing August 9, 2010	350,043
	Doncasters (Dunde HoldCo 4 Ltd.)	
608	Term Loan, 2.79%, Maturing July 13, 2015	424,208
608	Term Loan, 3.29%, Maturing July 13, 2015	424,208
GBP 734	Term Loan - Second Lien, 5.09%, Maturing January 13, 2016	573,584
	Jarden Corp.	
804	Term Loan, 2.35%, Maturing January 24, 2012	785,970
1,455	Term Loan, 2.35%, Maturing January 24, 2012	1,423,027
	Johnson Diversey, Inc.	
2,901	Term Loan, 3.02%, Maturing December 16, 2011	2,839,836
	Manitowoc Company, Inc. (The)	
1,393	Term Loan, 7.50%, Maturing August 21, 2014	1,266,470
	Polymer Group, Inc.	

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3,864	Term Loan, 2.67%, Maturing November 22, 2012	3,660,707
	RBS Global, Inc.	
414	Term Loan, 2.31%, Maturing July 19, 2013	372,937
2,682	Term Loan, 2.96%, Maturing July 19, 2013	2,440,590
	RGIS Holdings, LLC	
1,829	Term Loan, 3.04%, Maturing April 30, 2014	1,563,538
91	Term Loan, 3.10%, Maturing April 30, 2014	78,177
	US Investigations Services, Inc.	
2,604	Term Loan, 3.36%, Maturing February 21, 2015	2,331,768
	Vertrue, Inc.	
813	Term Loan, 3.60%, Maturing August 16, 2014	650,004
		\$ 20,541,153

Containers and Glass Products 1.9%

	Berry Plastics Corp.	
4,587	Term Loan, 2.30%, Maturing April 3, 2015	\$ 3,911,448

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Principal Amount* (000 s omitted)	Borrower/Tranche Description	Value
	Celanese AG	
EUR 1,955	Term Loan, 2.85%, Maturing April 6, 2011	\$ 2,600,695
	Consolidated Container Co.	
1,000	Term Loan - Second Lien, 5.79%, Maturing September 28, 2014	730,000
	Crown Americas, Inc.	
679	Term Loan, 2.04%, Maturing November 15, 2012	664,571
	Graham Packaging Holdings Co.	
464	Term Loan, 2.56%, Maturing October 7, 2011	447,681
4,639	Term Loan, 6.75%, Maturing April 5, 2014	4,637,729
	Graphic Packaging International, Inc.	
7,311	Term Loan, 2.52%, Maturing May 16, 2014	6,974,539
	JSG Acquisitions	
EUR 1,266	Term Loan, 3.92%, Maturing December 31, 2014	1,721,854
EUR 1,271	Term Loan, 4.01%, Maturing December 31, 2014	1,728,904
	Kranson Industries, Inc.	
1,094	Term Loan, 2.54%, Maturing July 31, 2013	975,206
	Owens-Brockway Glass Container	
2,035	Term Loan, 1.79%, Maturing June 14, 2013	1,960,930
	Smurfit Kappa Acquisitions	
EUR 210	Term Loan, 3.87%, Maturing December 31, 2014	285,747
EUR 175	Term Loan, 3.97%, Maturing December 31, 2014	237,602
	Smurfit-Stone Container Corp.	
601	Revolving Loan, 3.05%, Maturing December 31, 2009	570,631
1,811	Term Loan, 2.89%, Maturing November 1, 2009	1,720,767
236	Term Loan, 2.57%, Maturing November 1, 2011	223,219
414	Term Loan, 2.57%, Maturing November 1, 2011	390,926
780	Term Loan, 2.57%, Maturing November 1, 2011	738,295
364	Term Loan, 4.50%, Maturing November 1, 2011	343,513
	Tegrant Holding Corp.	
1,955	Term Loan, 3.85%, Maturing March 8, 2013	1,417,375
		\$ 32,281,632
Cosmetics/Toiletries	0.2%	
	American Safety Razor Co.	
1,000	Term Loan - Second Lien, 6.54%, Maturing July 31, 2014	\$ 720,000
	Bausch & Lomb, Inc.	
155	Term Loan, 3.70%, Maturing April 30, 2015	147,278
611	Term Loan, 3.85%, Maturing April 30, 2015	580,274
	KIK Custom Products, Inc.	
1,400	Term Loan - Second Lien, 5.29%, Maturing November 30, 2014	640,500
	Prestige Brands, Inc.	
2,124	Term Loan, 2.54%, Maturing April 7, 2011	2,086,514
		\$ 4,174,566

Drugs 0.2%

	Graceway Pharmaceuticals, LLC	
1,371	Term Loan, 3.04%, Maturing May 3, 2012	\$ 1,093,304
300	Term Loan, 8.54%, Maturing November 3, 2013	75,000
1,000	Term Loan - Second Lien, 6.79%, Maturing May 3, 2013	400,000
	Pharmaceutical Holdings Corp.	
441	Term Loan, 3.56%, Maturing January 30, 2012	403,563
	Warner Chilcott Corp.	
495	Term Loan, 2.29%, Maturing January 18, 2012	483,427
1,412	Term Loan, 2.46%, Maturing January 18, 2012	1,378,431
		\$ 3,833,725

Ecological Services and Equipment 0.4%

	Big Dumpster Merger Sub, Inc.	
833	Term Loan, 2.54%, Maturing February 5, 2013	\$ 487,432

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Principal Amount* (000 \$ omitted)	Borrower/Tranche Description	Value
	Blue Waste B.V. (AVR Acquisition)	
EUR 1,000	Term Loan, 2.79%, Maturing April 1, 2015	\$ 1,275,643
	Environmental Systems Products Holdings, Inc.	
426	Term Loan - Second Lien, 13.50%, Maturing December 12, 2010	327,274
	IESI Corp.	
3,465	Term Loan, 2.05%, Maturing January 20, 2012	3,222,177
	Sensus Metering Systems, Inc.	
702	Term Loan, 7.00%, Maturing June 3, 2013	694,814
	Wastequip, Inc.	
962	Term Loan, 2.54%, Maturing February 5, 2013	562,909
		\$ 6,570,249
Electronics/Electrical	1.8%	
	Aspect Software, Inc.	
1,701	Term Loan, 3.31%, Maturing July 11, 2011	\$ 1,480,290
2,350	Term Loan - Second Lien, 7.38%, Maturing July 11, 2013	1,274,875
	Freescale Semiconductor, Inc.	
5,495	Term Loan, 2.06%, Maturing December 1, 2013	4,082,015
	Infor Enterprise Solutions Holdings	
1,767	Term Loan, 4.04%, Maturing July 28, 2012	1,519,767
3,387	Term Loan, 4.04%, Maturing July 28, 2012	2,912,888
500	Term Loan, 5.79%, Maturing March 2, 2014	277,500
183	Term Loan - Second Lien, 6.54%, Maturing March 2, 2014	96,250
317	Term Loan - Second Lien, 6.54%, Maturing March 2, 2014	174,167
	Network Solutions, LLC	
2,976	Term Loan, 2.84%, Maturing March 7, 2014	2,596,129
	Open Solutions, Inc.	
2,395	Term Loan, 2.63%, Maturing January 23, 2014	1,707,653
	Sensata Technologies Finance Co.	
5,813	Term Loan, 2.25%, Maturing April 27, 2013	4,899,655
	Spectrum Brands, Inc.	
132	Term Loan, 2.60%, Maturing March 30, 2013	121,400
2,594	Term Loan, 6.25%, Maturing March 30, 2013	2,378,134
	SS&C Technologies, Inc.	
1,917	Term Loan, 2.48%, Maturing November 23, 2012	1,720,687
	VeriFone, Inc.	
936	Term Loan, 3.04%, Maturing October 31, 2013	894,340
	Vertafore, Inc.	
2,444	Term Loan, 3.16%, Maturing January 31, 2012	2,333,781
975	Term Loan - Second Lien, 6.66%, Maturing January 31, 2013	789,750
		\$ 29,259,281
Equipment Leasing	0.2%	

	Hertz Corp.		
3,762	Term Loan, 2.05%, Maturing December 21, 2012	\$	3,561,359
689	Term Loan, 2.36%, Maturing December 21, 2012		652,077
		\$	4,213,436
Farming/Agriculture	0.4%		
	BF Bolthouse HoldCo, LLC		
2,616	Term Loan, 2.56%, Maturing December 16, 2012	\$	2,559,264
1,475	Term Loan - Second Lien, 5.79%, Maturing December 16, 2013		1,281,406
	Central Garden & Pet Co.		
2,283	Term Loan, 1.79%, Maturing February 28, 2014		2,123,297
		\$	5,963,967
Financial Intermediaries	0.6%		
	Citco III, Ltd.		
3,130	Term Loan, 2.85%, Maturing June 30, 2014	\$	2,190,783

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Principal Amount* (000 \$ omitted)	Borrower/Tranche Description	Value
	Grosvenor Capital Management	
668	Term Loan, 2.31%, Maturing December 5, 2013	\$ 578,190
	Jupiter Asset Management Group	
GBP 575	Term Loan, 3.11%, Maturing June 30, 2015	727,977
	Lender Processing Services, Inc.	
995	Term Loan, 2.79%, Maturing July 2, 2014	996,219
	LPL Holdings, Inc.	
5,019	Term Loan, 2.19%, Maturing December 18, 2014	4,604,709
	Nuveen Investments, Inc.	
645	Term Loan, 3.39%, Maturing November 2, 2014	525,954
	RJO Holdings Corp. (RJ O Brien)	
640	Term Loan, 3.30%, Maturing July 31, 2014	281,666
		\$ 9,905,498
Food Products	1.7%	
	Acosta, Inc.	
2,934	Term Loan, 2.54%, Maturing July 28, 2013	\$ 2,791,205
	Advantage Sales & Marketing, Inc.	
3,847	Term Loan, 2.31%, Maturing March 29, 2013	3,676,451
	American Seafoods Group, LLC	
865	Term Loan, 2.04%, Maturing September 30, 2011	787,028
	Dean Foods Co.	
5,816	Term Loan, 1.97%, Maturing April 2, 2014	5,610,135
	MAFCO Worldwide Corp.	
808	Term Loan, 2.30%, Maturing December 8, 2011	747,017
	Michael Foods, Inc.	
1,281	Term Loan, 6.50%, Maturing April 30, 2014	1,293,305
	Pinnacle Foods Finance, LLC	
7,267	Term Loan, 3.06%, Maturing April 2, 2014	6,649,236
	Provimi Group SA	
188	Term Loan, 2.54%, Maturing June 28, 2015	147,824
231	Term Loan, 2.54%, Maturing June 28, 2015	181,915
EUR 243	Term Loan, 2.79%, Maturing June 28, 2015	272,515
EUR 402	Term Loan, 2.79%, Maturing June 28, 2015	450,710
EUR 419	Term Loan, 2.79%, Maturing June 28, 2015	469,646
EUR 548	Term Loan, 2.79%, Maturing June 28, 2015	614,364
	Reddy Ice Group, Inc.	
3,130	Term Loan, 2.04%, Maturing August 9, 2012	2,530,082
	Wrigley Company	
1,380	Term Loan, 6.50%, Maturing October 6, 2014	1,397,956
		\$ 27,619,389
Food Service	1.1%	

	AFC Enterprises, Inc.		
632	Term Loan, 2.63%, Maturing May 11, 2011	\$	625,606
	Aramark Corp.		
383	Term Loan, 1.73%, Maturing January 26, 2014		364,442
6,024	Term Loan, 2.47%, Maturing January 26, 2014		5,730,744
GBP 975	Term Loan, 3.33%, Maturing January 27, 2014		1,514,681
	Buffets, Inc.		
139	Term Loan, 7.85%, Maturing November 1, 2013 ⁽³⁾		65,165
655	Term Loan - Second Lien, 19.12%, Maturing November 1, 2013 ⁽³⁾		306,114
	Burger King Corp.		
1,692	Term Loan, 2.13%, Maturing June 30, 2012		1,682,140
	CBRL Group, Inc.		
2,172	Term Loan, 2.52%, Maturing April 27, 2013		2,073,569
	Denny s, Inc.		
163	Term Loan, 2.38%, Maturing March 31, 2012		155,246
515	Term Loan, 3.43%, Maturing March 31, 2012		489,454

Table of Contents**Principal
Amount*****(000 s omitted)****Borrower/Tranche Description****Value**

	JRD Holdings, Inc.	
1,896	Term Loan, 2.54%, Maturing June 26, 2014	\$ 1,824,990
	Maine Beverage Co., LLC	
495	Term Loan, 2.35%, Maturing June 30, 2010	457,441
	NPC International, Inc.	
461	Term Loan, 2.22%, Maturing May 3, 2013	423,946
	OSI Restaurant Partners, LLC	
85	Term Loan, 3.05%, Maturing May 9, 2013	64,920
936	Term Loan, 2.63%, Maturing May 9, 2014	718,330
	QCE Finance, LLC	
975	Term Loan, 2.88%, Maturing May 5, 2013	743,342
1,225	Term Loan - Second Lien, 6.35%, Maturing November 5, 2013	643,125
	Sagittarius Restaurants, LLC	
443	Term Loan, 10.25%, Maturing March 29, 2013	371,951
		\$ 18,255,206

Food/Drug Retailers 1.3%

	General Nutrition Centers, Inc.	
2,943	Term Loan, 2.73%, Maturing September 16, 2013	\$ 2,690,949
	Iceland Foods Group, Ltd.	
GBP 459	Term Loan, 2.36%, Maturing May 2, 2014	750,105
GBP 2,150	Term Loan, 3.11%, Maturing May 2, 2015	3,513,652
GBP 548	Term Loan, 9.36%, Maturing May 2, 2016 ⁽³⁾	907,063
	Pantry, Inc. (The)	
323	Term Loan, 1.79%, Maturing May 15, 2014	302,715
1,121	Term Loan, 1.79%, Maturing May 15, 2014	1,051,455
	Rite Aid Corp.	
5,444	Term Loan, 2.05%, Maturing June 1, 2014	4,530,519
2,238	Term Loan, 6.00%, Maturing June 4, 2014	2,022,694
1,000	Term Loan, 9.50%, Maturing June 4, 2014	1,030,000
	Rite Aid Funding II	
2,000	Term Loan - Second Lien, 15.00%, Maturing September 14, 2010	2,040,000
	Roundys Supermarkets, Inc.	
3,741	Term Loan, 3.05%, Maturing November 3, 2011	3,644,898
		\$ 22,484,050

Forest Products 0.7%

	Appleton Papers, Inc.	
1,887	Term Loan, 6.50%, Maturing June 5, 2014	\$ 1,650,688
	Georgia-Pacific Corp.	
5,911	Term Loan, 2.59%, Maturing December 20, 2012	5,718,653
1,315	Term Loan, 3.77%, Maturing December 23, 2014	1,286,675
	Newpage Corp.	

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2,886	Term Loan, 4.06%, Maturing December 5, 2014 Xerium Technologies, Inc.	2,509,096
1,834	Term Loan, 6.10%, Maturing May 18, 2012	1,182,632
		\$ 12,347,744

Healthcare 5.0%

	Accellent, Inc.	
1,383	Term Loan, 3.17%, Maturing November 22, 2012	\$ 1,258,882
	Alliance Imaging, Inc.	
1,119	Term Loan, 3.14%, Maturing December 29, 2011	1,084,421
	American Medical Systems	
1,139	Term Loan, 2.56%, Maturing July 20, 2012	1,104,437
	AMN Healthcare, Inc.	
204	Term Loan, 2.35%, Maturing November 2, 2011	192,977
	AMR HoldCo, Inc.	
1,954	Term Loan, 2.30%, Maturing February 10, 2012	1,870,856

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Principal Amount* (000 \$ omitted)	Borrower/Tranche Description	Value
	Biomet, Inc.	
	Term Loan, 3.58%, Maturing December 26, 2014	\$ 3,734,113
EUR	Term Loan, 3.98%, Maturing December 26, 2014	2,372,537
	Cardinal Health 409, Inc.	
	Term Loan, 2.54%, Maturing April 10, 2014	1,846,974
	Carestream Health, Inc.	
	Term Loan, 2.29%, Maturing April 30, 2013	3,701,852
	Term Loan - Second Lien, 5.54%, Maturing October 30, 2013	666,563
	Carl Zeiss Vision Holding GmbH	
	Term Loan, 2.79%, Maturing March 23, 2015	643,500
	Catalent Pharma Solutions	
EUR	Term Loan, 2.79%, Maturing April 10, 2014	2,360,581
	Community Health Systems, Inc.	
	Term Loan, 2.54%, Maturing July 25, 2014	464,609
	Term Loan, 2.90%, Maturing July 25, 2014	9,103,891
	Concentra, Inc.	
	Term Loan - Second Lien, 6.85%, Maturing June 25, 2015 ⁽³⁾	593,473
	ConMed Corp.	
	Term Loan, 1.79%, Maturing April 13, 2013	547,156
	CRC Health Corp.	
	Term Loan, 2.85%, Maturing February 6, 2013	470,272
	Term Loan, 2.85%, Maturing February 6, 2013	512,021
	DaVita, Inc.	
	Term Loan, 1.88%, Maturing October 5, 2012	5,207,936
	DJO Finance, LLC	
	Term Loan, 3.41%, Maturing May 15, 2014	968,748
	Fenwal, Inc.	
	Term Loan, 2.92%, Maturing February 28, 2014	123,789
	Term Loan, 2.92%, Maturing February 28, 2014	726,021
	Fresenius Medical Care Holdings	
	Term Loan, 1.97%, Maturing March 31, 2013	3,394,577
	Hanger Orthopedic Group, Inc.	
	Term Loan, 2.29%, Maturing May 30, 2013	1,432,879
	HCA, Inc.	
	Term Loan, 2.85%, Maturing November 18, 2013	7,054,668
	Health Management Association, Inc.	
	Term Loan, 2.35%, Maturing February 28, 2014	5,273,821
	HealthSouth Corp.	
	Term Loan, 2.54%, Maturing March 10, 2013	1,727,139
	Iasis Healthcare, LLC	
	Term Loan, 2.28%, Maturing March 14, 2014	105,823
	Term Loan, 2.29%, Maturing March 14, 2014	392,867
	Term Loan, 2.29%, Maturing March 14, 2014	1,135,273
	Ikaria Acquisition, Inc.	
	Term Loan, 2.65%, Maturing March 28, 2013	632,225

	IM U.S. Holdings, LLC	
900	Term Loan - Second Lien, 4.54%, Maturing June 26, 2015	838,125
	Invacare Corp.	
1,689	Term Loan, 2.54%, Maturing February 12, 2013	1,519,878
	inVentiv Health, Inc.	
1,189	Term Loan, 2.35%, Maturing July 6, 2014	1,106,938
	LifePoint Hospitals, Inc.	
2,901	Term Loan, 2.30%, Maturing April 15, 2012	2,787,750
	MultiPlan Merger Corp.	
658	Term Loan, 2.81%, Maturing April 12, 2013	627,993
1,205	Term Loan, 2.81%, Maturing April 12, 2013	1,149,489
	Mylan, Inc.	
752	Term Loan, 3.81%, Maturing October 2, 2014	732,355

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Principal Amount* (000 \$ omitted)	Borrower/Tranche Description	Value
	National Mentor Holdings, Inc.	
1,328	Term Loan, 2.60%, Maturing June 29, 2013	\$ 1,139,640
81	Term Loan, 4.59%, Maturing June 29, 2013	69,697
	National Renal Institutes, Inc.	
2,017	Term Loan, 5.63%, Maturing March 31, 2013 ⁽³⁾	1,462,241
	Nyco Holdings	
EUR 920	Term Loan, 3.37%, Maturing December 29, 2014	1,190,808
EUR 920	Term Loan, 4.12%, Maturing December 29, 2015	1,190,808
	Physiotherapy Associates, Inc.	
1,056	Term Loan, 7.50%, Maturing June 27, 2013	691,683
	RadNet Management, Inc.	
707	Term Loan, 4.59%, Maturing November 15, 2012	653,866
	ReAble Therapeutics Finance, LLC	
1,118	Term Loan, 2.47%, Maturing November 16, 2013	1,089,662
	Renal Advantage, Inc.	
1	Term Loan, 3.09%, Maturing October 5, 2012	893
	Select Medical Holdings Corp.	
1,592	Term Loan, 2.72%, Maturing February 24, 2012	1,521,805
1,987	Term Loan, 2.72%, Maturing February 24, 2012	1,899,061
	Sunrise Medical Holdings, Inc.	
1,287	Term Loan, 6.31%, Maturing May 13, 2010	740,070
	Vanguard Health Holding Co., LLC	
931	Term Loan, 2.54%, Maturing September 23, 2011	900,849
	Viant Holdings, Inc.	
746	Term Loan, 2.85%, Maturing June 25, 2014	649,111
		\$ 82,667,603
Home Furnishings	0.6%	
	Hunter Fan Co.	
614	Term Loan, 2.81%, Maturing April 16, 2014	\$ 391,199
	Interline Brands, Inc.	
687	Term Loan, 1.98%, Maturing June 23, 2013	622,089
1,225	Term Loan, 1.98%, Maturing June 23, 2013	1,109,011
	National Bedding Co., LLC	
2,318	Term Loan, 2.31%, Maturing August 31, 2011	2,022,290
1,050	Term Loan - Second Lien, 5.31%, Maturing August 31, 2012	696,500
	Oreck Corp.	
1,777	Term Loan, 0.00%, Maturing February 2, 2012 ⁽²⁾⁽⁵⁾	556,252
	Sanitec, Ltd. Oy	
EUR 491	Term Loan, 0.00%, Maturing April 7, 2013 ⁽²⁾	180,654
EUR 491	Term Loan, 0.00%, Maturing April 7, 2014 ⁽²⁾	180,654
	Simmons Co.	
3,677	Term Loan, 10.50%, Maturing December 19, 2011	3,493,294
1,047	Term Loan, 8.22%, Maturing February 15, 2012 ⁽³⁾	31,410

			\$ 9,283,353
Industrial Equipment	1.4%		
		Brand Energy and Infrastructure Services, Inc.	
	1,056	Term Loan, 3.67%, Maturing February 7, 2014	\$ 988,856
		CEVA Group PLC U.S.	
	1,425	Term Loan, 3.29%, Maturing January 4, 2014	1,063,902
EUR	301	Term Loan, 3.54%, Maturing January 4, 2014	308,161
EUR	511	Term Loan, 3.54%, Maturing January 4, 2014	523,293
EUR	628	Term Loan, 3.54%, Maturing January 4, 2014	643,130
	171	Term Loan, 3.60%, Maturing January 4, 2014	122,873
EUR	1,597	Term Loan, 4.12%, Maturing January 4, 2014	1,635,446
		EPD Holdings (Goodyear Engineering Products)	
	302	Term Loan, 2.55%, Maturing July 13, 2014	205,121
	2,106	Term Loan, 2.55%, Maturing July 13, 2014	1,432,206
	1,100	Term Loan - Second Lien, 6.05%, Maturing July 13, 2015	437,250

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Principal Amount* (000 \$ omitted)	Borrower/Tranche Description	Value
	Flowserve Corp.	
2,279	Term Loan, 2.04%, Maturing August 10, 2012	\$ 2,230,150
	FR Brand Acquisition Corp.	
978	Term Loan, 2.60%, Maturing February 7, 2014	906,631
	Generac Acquisition Corp.	
2,650	Term Loan, 2.81%, Maturing November 7, 2013	2,080,618
500	Term Loan - Second Lien, 6.31%, Maturing April 7, 2014	282,500
	Gleason Corp.	
280	Term Loan, 2.42%, Maturing June 30, 2013	262,138
743	Term Loan, 2.42%, Maturing June 30, 2013	694,982
	Itron, Inc.	
EUR 354	Term Loan, 4.62%, Maturing April 18, 2014	489,581
	Jason, Inc.	
576	Term Loan, 5.35%, Maturing April 30, 2010	287,821
	John Maneely Co.	
4,364	Term Loan, 3.63%, Maturing December 8, 2013	3,416,779
	KION Group GmbH	
250	Term Loan, 2.29%, Maturing December 23, 2014	156,250
250	Term Loan, 2.79%, Maturing December 23, 2015	156,250
	Polypore, Inc.	
4,263	Term Loan, 2.56%, Maturing July 3, 2014	4,028,535
	Sequa Corp.	
794	Term Loan, 3.84%, Maturing November 30, 2014	649,376
	TFS Acquisition Corp.	
875	Term Loan, 5.10%, Maturing August 11, 2013	404,803
		\$ 23,406,652
Insurance 0.9%		
	Alliant Holdings I, Inc.	
1,326	Term Loan, 3.60%, Maturing August 21, 2014	\$ 1,210,317
	Applied Systems, Inc.	
919	Term Loan, 2.79%, Maturing September 26, 2013	850,017
	CCC Information Services Group, Inc.	
1,105	Term Loan, 2.54%, Maturing February 10, 2013	1,061,767
	Conseco, Inc.	
4,627	Term Loan, 6.50%, Maturing October 10, 2013	3,378,031
	Crawford & Company	
1,601	Term Loan, 3.10%, Maturing October 31, 2013	1,376,783
	Crump Group, Inc.	
1,157	Term Loan, 3.29%, Maturing August 4, 2014	936,869
	Getty Images, Inc.	
2,870	Term Loan, 6.25%, Maturing July 2, 2015	2,898,858
	Hub International Holdings, Inc.	
216	Term Loan, 2.79%, Maturing June 13, 2014	199,085

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961	Term Loan, 2.79%, Maturing June 13, 2014 U.S.I. Holdings Corp.	885,723
2,677	Term Loan, 3.35%, Maturing May 4, 2014	2,275,660
		\$ 15,073,110

Leisure Goods/Activities/Movies 3.0%

	24 Hour Fitness Worldwide, Inc.	
1,954	Term Loan, 2.94%, Maturing June 8, 2012	\$ 1,690,513
	AMC Entertainment, Inc.	
1,703	Term Loan, 1.79%, Maturing January 26, 2013	1,620,431
	AMF Bowling Worldwide, Inc.	
1,300	Term Loan - Second Lien, 6.55%, Maturing December 8, 2013	682,500
	Bombardier Recreational Products	
956	Term Loan, 3.30%, Maturing June 28, 2013	683,323

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Principal Amount* (000 \$ omitted)	Borrower/Tranche Description	Value
	Butterfly Wendel US, Inc.	
362	Term Loan, 3.05%, Maturing June 22, 2013	\$ 215,471
362	Term Loan, 2.80%, Maturing June 22, 2014	215,541
	Carmike Cinemas, Inc.	
2,624	Term Loan, 4.10%, Maturing May 19, 2012	2,479,670
	Cedar Fair, L.P.	
484	Term Loan, 2.29%, Maturing August 31, 2011	473,954
2,733	Term Loan, 2.29%, Maturing August 30, 2012	2,677,725
	Cinemark, Inc.	
3,736	Term Loan, 2.23%, Maturing October 5, 2013	3,590,379
	Dave & Buster's, Inc.	
383	Term Loan, 2.74%, Maturing March 8, 2013	376,762
968	Term Loan, 2.74%, Maturing March 8, 2013	952,987
	Deluxe Entertainment Services	
721	Term Loan, 2.67%, Maturing January 28, 2011	655,902
41	Term Loan, 2.85%, Maturing January 28, 2011	37,618
73	Term Loan, 2.85%, Maturing January 28, 2011	66,366
	Easton-Bell Sports, Inc.	
1,410	Term Loan, 2.26%, Maturing March 16, 2012	1,308,190
	Mega Blocks, Inc.	
1,462	Term Loan, 9.75%, Maturing July 26, 2012	581,117
	Metro-Goldwyn-Mayer Holdings, Inc.	
9,039	Term Loan, 3.54%, Maturing April 8, 2012	5,242,793
	National CineMedia, LLC	
3,075	Term Loan, 2.38%, Maturing February 13, 2015	2,898,187
	Red Football, Ltd.	
GBP 2,730	Term Loan, 3.08%, Maturing August 16, 2014	3,800,831
GBP 2,730	Term Loan, 3.33%, Maturing August 16, 2015	3,800,831
	Regal Cinemas Corp.	
4,753	Term Loan, 4.35%, Maturing November 10, 2010	4,721,704
	Revolution Studios Distribution Co., LLC	
1,327	Term Loan, 4.04%, Maturing December 21, 2014	1,207,512
1,050	Term Loan - Second Lien, 7.29%, Maturing June 21, 2015	603,750
	Six Flags Theme Parks, Inc.	
4,446	Term Loan, 2.66%, Maturing April 30, 2015	4,339,113
	Southwest Sports Group, LLC	
1,450	Term Loan, 6.75%, Maturing December 22, 2010	1,286,875
	Universal City Development Partners, Ltd.	
2,913	Term Loan, 6.00%, Maturing June 9, 2011	2,865,586
	Zuffa, LLC	
1,492	Term Loan, 2.38%, Maturing June 20, 2016	1,305,838
		\$ 50,381,469

Lodging and Casinos 1.5%

		Gala Electric Casinos, Ltd.	
GBP	959	Term Loan, 4.38%, Maturing December 12, 2013	\$ 1,275,160
GBP	959	Term Loan, 4.88%, Maturing December 12, 2014	1,275,160
		Green Valley Ranch Gaming, LLC	
	635	Term Loan, 3.07%, Maturing February 16, 2014	433,570
		Harrah s Operating Co.	
	1,225	Term Loan, 3.50%, Maturing January 28, 2015	985,065
	867	Term Loan, 3.51%, Maturing January 28, 2015	697,349
		Herbst Gaming, Inc.	
	995	Term Loan, 0.00%, Maturing December 2, 2011 ⁽²⁾	451,038
		Isle of Capri Casinos, Inc.	
	1,001	Term Loan, 2.04%, Maturing November 30, 2013	949,241
	755	Term Loan, 2.35%, Maturing November 30, 2013	715,576
	2,502	Term Loan, 2.35%, Maturing November 30, 2013	2,373,104
		LodgeNet Entertainment Corp.	
	1,057	Term Loan, 2.59%, Maturing April 4, 2014	912,062

Table of Contents**Principal
Amount*****(000 s omitted)****Borrower/Tranche Description****Value****New World Gaming Partners, Ltd.**

291	Term Loan, 3.10%, Maturing June 30, 2014	\$ 190,564
1,436	Term Loan, 3.10%, Maturing June 30, 2014	940,880

Penn National Gaming, Inc.

7,020	Term Loan, 2.08%, Maturing October 3, 2012	6,890,064
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Venetian Casino Resort/Las Vegas Sands, Inc.

1,124	Term Loan, 2.09%, Maturing May 14, 2014	890,144
4,122	Term Loan, 2.09%, Maturing May 23, 2014	3,264,808

VML US Finance, LLC

2,294	Term Loan, 2.85%, Maturing May 25, 2013	2,129,828
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Wimar OpCo, LLC

900	Term Loan, 0.00%, Maturing January 3, 2012 ⁽²⁾	265,577
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\$ 24,639,190**Nonferrous Metals/Minerals 0.8%****Alpha Natural Resources, LLC**

2,751	Term Loan, 2.13%, Maturing October 26, 2012	\$ 2,723,366
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Compass Minerals Group, Inc.

2,728	Term Loan, 1.90%, Maturing December 22, 2012	2,666,848
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Euramax International, Inc.

369	Term Loan, 10.00%, Maturing June 29, 2013 ⁽³⁾	139,230
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355	Term Loan, 14.00%, Maturing June 29, 2013 ⁽³⁾	134,198
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Murray Energy Corp.

897	Term Loan, 6.94%, Maturing January 28, 2010	869,682
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Noranda Aluminum Acquisition

1,499	Term Loan, 2.29%, Maturing May 18, 2014	1,056,746
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Novelis, Inc.

588	Term Loan, 2.29%, Maturing June 28, 2014	528,458
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1,294	Term Loan, 2.43%, Maturing June 28, 2014	1,162,631
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Oxbow Carbon and Mineral Holdings

162	Term Loan, 2.29%, Maturing May 8, 2014	148,877
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1,697	Term Loan, 2.41%, Maturing May 8, 2014	1,561,102
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Tube City IMS Corp.

324	Term Loan, 2.60%, Maturing January 25, 2014	270,000
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2,615	Term Loan, 2.60%, Maturing January 25, 2014	2,177,381
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\$ 13,438,519**Oil and Gas 0.8%****Atlas Pipeline Partners, L.P.**

1,633	Term Loan, 6.75%, Maturing July 20, 2014	\$ 1,583,900
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Big West Oil, LLC

456	Term Loan, 4.50%, Maturing May 1, 2014	410,559
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578	Term Loan, 4.50%, Maturing May 1, 2014	519,750
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	Citgo Petroleum Corp.	
1,884	Term Loan, 1.64%, Maturing November 15, 2012	1,771,160
	Dresser, Inc.	
825	Term Loan, 3.10%, Maturing May 4, 2014	770,851
1,250	Term Loan - Second Lien, 6.04%, Maturing May 4, 2015	963,541
	Enterprise GP Holdings, L.P.	
1,535	Term Loan, 2.68%, Maturing October 31, 2014	1,502,851
	Targa Resources, Inc.	
2,633	Term Loan, 2.29%, Maturing October 31, 2012	2,588,749
2,333	Term Loan, 2.60%, Maturing October 31, 2012	2,293,378
	Volnay Acquisition Co.	
675	Term Loan, 4.27%, Maturing January 12, 2014	658,125
		\$ 13,062,864
Publishing 3.1%		
	American Media Operations, Inc.	
4,754	Term Loan, 10.00%, Maturing January 31, 2013 ⁽³⁾	\$ 3,811,510

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Principal Amount* (000 s omitted)	Borrower/Tranche Description	Value
EUR 472	Aster Zweite Beteiligungs GmbH Term Loan, 3.94%, Maturing September 27, 2013	\$ 445,669
1,075	Term Loan, 4.01%, Maturing September 27, 2013	705,469
	CanWest Media Works, Ltd.	
1,154	Term Loan, 4.75%, Maturing July 10, 2014	606,080
	Dex Media West, LLC	
1,899	Term Loan, 0.00%, Maturing October 24, 2014 ⁽²⁾	1,546,843
	GateHouse Media Operating, Inc.	
3,467	Term Loan, 2.29%, Maturing August 28, 2014	876,633
2,683	Term Loan, 2.30%, Maturing August 28, 2014	678,437
975	Term Loan, 2.55%, Maturing August 28, 2014	246,536
	Idearc, Inc.	
10,945	Term Loan, 0.00%, Maturing November 17, 2014 ⁽²⁾	5,052,947
	Laureate Education, Inc.	
430	Term Loan, 3.75%, Maturing August 17, 2014	380,667
2,876	Term Loan, 3.75%, Maturing August 17, 2014	2,543,559
	MediaNews Group, Inc.	
919	Term Loan, 6.79%, Maturing August 2, 2013	186,925
	Mediannuaire Holding	
EUR 936	Term Loan, 2.90%, Maturing October 10, 2014	785,415
EUR 936	Term Loan, 3.40%, Maturing October 10, 2015	785,415
	Merrill Communications, LLC	
1,382	Term Loan, 8.50%, Maturing December 24, 2012	994,988
	Nebraska Book Co., Inc.	
903	Term Loan, 9.25%, Maturing March 4, 2011	893,850
	Nelson Education, Ltd.	
663	Term Loan, 3.10%, Maturing July 5, 2014	484,127
	Nielsen Finance, LLC	
6,938	Term Loan, 2.30%, Maturing August 9, 2013	6,470,134
	PagesJaunes Group, SA	
EUR 1,000	Term Loan, 4.90%, Maturing April 10, 2016	483,414
	Penton Media, Inc.	
977	Term Loan, 2.72%, Maturing February 1, 2013	632,931
	Philadelphia Newspapers, LLC	
1,039	Term Loan, 0.00%, Maturing June 29, 2013 ⁽²⁾	228,473
	R.H. Donnelley Corp.	
3,561	Term Loan, 6.75%, Maturing June 30, 2010	2,747,782
	Reader s Digest Association, Inc. (The)	
10,783	Term Loan, 2.64%, Maturing March 2, 2014	5,337,503
	SGS International, Inc.	
837	Term Loan, 2.92%, Maturing December 30, 2011	761,871
	Source Interlink Companies, Inc.	
916	Term Loan, 10.75%, Maturing June 18, 2013	755,667
458	Term Loan, 15.00%, Maturing June 18, 2013 ⁽³⁾	82,436
	Source Media, Inc.	

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	2,290	Term Loan, 5.29%, Maturing November 8, 2011	1,499,820
		Springer Science+Business Media S.A.	
	547	Term Loan, 2.66%, Maturing May 5, 2011	509,261
	418	Term Loan, 3.04%, Maturing May 5, 2012	389,109
	491	Term Loan, 3.04%, Maturing May 5, 2012	457,057
		TL Acquisitions, Inc.	
	3,218	Term Loan, 2.79%, Maturing July 5, 2014	2,772,575
		Tribune Co.	
	1,837	Term Loan, 0.00%, Maturing April 10, 2010 ⁽²⁾	751,613
	2,232	Term Loan, 0.00%, Maturing May 17, 2014 ⁽²⁾	919,993
	2,990	Term Loan, 0.00%, Maturing May 17, 2014 ⁽²⁾	1,153,466
		Xsys, Inc.	
EUR	528	Term Loan, 3.94%, Maturing September 27, 2013	497,880
	1,194	Term Loan, 4.01%, Maturing September 27, 2013	783,845
	1,277	Term Loan, 4.01%, Maturing September 27, 2014	838,100

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Principal Amount* (000 \$ omitted)	Borrower/Tranche Description	Value
	Yell Group, PLC	
3,425	Term Loan, 3.29%, Maturing February 10, 2013	\$ 2,072,125
		\$ 51,170,125
Radio and Television	2.3%	
	Block Communications, Inc.	
2,027	Term Loan, 2.60%, Maturing December 22, 2011	\$ 1,763,055
	CMP KC, LLC	
959	Term Loan, 6.25%, Maturing May 5, 2013 ⁽⁵⁾	275,143
	CMP Susquehanna Corp.	
3,054	Term Loan, 2.31%, Maturing May 5, 2013	1,664,577
	Discovery Communications, Inc.	
3,406	Term Loan, 2.60%, Maturing April 30, 2014	3,362,931
	Emmis Operating Co.	
1,016	Term Loan, 2.60%, Maturing November 2, 2013	677,410
	Entravision Communications Corp.	
1,567	Term Loan, 5.85%, Maturing September 29, 2013	1,476,537
	Gray Television, Inc.	
2,287	Term Loan, 3.81%, Maturing January 19, 2015	1,460,883
	HIT Entertainment, Inc.	
1,836	Term Loan, 3.26%, Maturing March 20, 2012	1,491,472
	Intelsat Corp.	
2,216	Term Loan, 2.80%, Maturing January 3, 2014	2,119,244
2,216	Term Loan, 2.80%, Maturing January 3, 2014	2,119,244
2,216	Term Loan, 2.80%, Maturing January 3, 2014	2,119,889
	Ion Media Networks, Inc.	
432	DIP Loan, 10.17%, Maturing May 29, 2010 ⁽⁴⁾	426,303
3,250	Term Loan, 0.00%, Maturing January 15, 2012 ⁽²⁾	877,500
	NEP II, Inc.	
831	Term Loan, 2.54%, Maturing February 16, 2014	731,160
	Nexstar Broadcasting, Inc.	
1,973	Term Loan, 2.24%, Maturing October 1, 2012	1,484,565
2,086	Term Loan, 2.35%, Maturing October 1, 2012	1,569,708
	NextMedia Operating, Inc.	
72	Term Loan, 8.25%, Maturing November 15, 2012	48,551
162	Term Loan, 8.25%, Maturing November 15, 2012	109,240
	Raycom TV Broadcasting, LLC	
1,900	Term Loan, 1.81%, Maturing June 25, 2014	1,425,000
	SFX Entertainment	
1,364	Term Loan, 3.72%, Maturing June 21, 2013	1,275,435
	Sirius Satellite Radio, Inc.	
737	Term Loan, 2.56%, Maturing December 19, 2012	650,292
	Univision Communications, Inc.	
12,650	Term Loan, 2.54%, Maturing September 29, 2014	10,243,869

	Young Broadcasting, Inc.	
2,310	Term Loan, 0.00%, Maturing November 3, 2012 ⁽²⁾	1,154,989
		\$ 38,526,997
Rail Industries	0.2%	
	Kansas City Southern Railway Co.	
3,298	Term Loan, 2.30%, Maturing April 26, 2013	\$ 3,067,140
		\$ 3,067,140
Retailers (Except Food and Drug)	1.1%	
	American Achievement Corp.	
775	Term Loan, 6.26%, Maturing March 25, 2011	\$ 666,777
	Amscan Holdings, Inc.	
709	Term Loan, 2.88%, Maturing May 25, 2013	625,417
	Cumberland Farms, Inc.	
2,010	Term Loan, 2.44%, Maturing September 29, 2013	1,833,909

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Principal Amount* (000 \$ omitted)	Borrower/Tranche Description	Value
	Harbor Freight Tools USA, Inc.	
1,768	Term Loan, 9.75%, Maturing July 15, 2010	\$ 1,710,752
	Josten's Corp.	
1,991	Term Loan, 2.64%, Maturing October 4, 2011	1,936,574
	Mapco Express, Inc.	
1,158	Term Loan, 5.75%, Maturing April 28, 2011	1,053,595
	Neiman Marcus Group, Inc.	
1,543	Term Loan, 2.50%, Maturing April 5, 2013	1,271,300
	Orbitz Worldwide, Inc.	
1,670	Term Loan, 3.51%, Maturing July 25, 2014	1,215,107
	Oriental Trading Co., Inc.	
2,043	Term Loan, 9.75%, Maturing July 31, 2013	1,450,559
1,150	Term Loan - Second Lien, 6.29%, Maturing January 31, 2013	201,250
	Rent-A-Center, Inc.	
1,162	Term Loan, 2.04%, Maturing November 15, 2012	1,115,246
	Savers, Inc.	
444	Term Loan, 3.06%, Maturing August 11, 2012	424,296
486	Term Loan, 3.06%, Maturing August 11, 2012	464,230
	Vivarte	
EUR 33	Term Loan, 2.66%, Maturing May 29, 2015	35,633
EUR 128	Term Loan, 2.66%, Maturing May 29, 2015	138,572
EUR 825	Term Loan, 2.66%, Maturing May 29, 2015	890,028
EUR 33	Term Loan, 3.16%, Maturing May 29, 2016	35,633
EUR 128	Term Loan, 3.16%, Maturing May 29, 2016	138,572
EUR 825	Term Loan, 3.16%, Maturing May 29, 2016	890,028
	Yankee Candle Company, Inc. (The)	
3,301	Term Loan, 2.29%, Maturing February 6, 2014	3,020,493
		\$ 19,117,971
	Steel 0.2%	
	Algoma Acquisition Corp.	
2,227	Term Loan, 2.79%, Maturing June 20, 2013	\$ 1,848,505
	Niagara Corp.	
1,445	Term Loan, 7.25%, Maturing June 29, 2014	737,205
		\$ 2,585,710
	Surface Transport 0.2%	
	Gainey Corp.	
1,884	Term Loan, 0.00%, Maturing April 20, 2012 ⁽²⁾	\$ 204,153
	Oshkosh Truck Corp.	
911	Term Loan, 6.62%, Maturing December 6, 2013	904,246
	Swift Transportation Co., Inc.	
3,014	Term Loan, 3.56%, Maturing May 10, 2014	2,341,090

			\$ 3,449,489
Telecommunications	1.8%		
		Asurion Corp.	
	2,450	Term Loan, 3.58%, Maturing July 13, 2012	\$ 2,365,781
	1,000	Term Loan - Second Lien, 6.79%, Maturing January 13, 2013	904,167
		BCM Luxembourg, Ltd.	
EUR	1,831	Term Loan, 2.42%, Maturing September 30, 2014	2,228,512
EUR	1,832	Term Loan, 2.67%, Maturing September 30, 2015	2,228,896
EUR	1,500	Term Loan - Second Lien, 4.79%, Maturing March 31, 2016	1,521,508
		Centennial Cellular Operating Co., LLC	
	3,226	Term Loan, 2.60%, Maturing February 9, 2011	3,217,192
		CommScope, Inc.	
	1,652	Term Loan, 3.10%, Maturing November 19, 2014	1,615,984
		Intelsat Subsidiary Holding Co.	
	1,264	Term Loan, 2.80%, Maturing July 3, 2013	1,204,198

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Principal Amount* (000 \$ omitted)	Borrower/Tranche Description	Value
	Iowa Telecommunications Services	
2,776	Term Loan, 2.31%, Maturing November 23, 2011	\$ 2,644,140
	IPC Systems, Inc.	
GBP 1,448	Term Loan, 3.44%, Maturing May 31, 2014	2,007,735
	Macquarie UK Broadcast Ventures, Ltd.	
GBP 1,071	Term Loan, 2.59%, Maturing December 26, 2014	1,494,503
	NTelos, Inc.	
1,209	Term Loan, 2.54%, Maturing August 24, 2011	1,201,889
	Palm, Inc.	
1,056	Term Loan, 3.79%, Maturing April 24, 2014	887,198
	Stratos Global Corp.	
1,186	Term Loan, 3.10%, Maturing February 13, 2012	1,150,178
	Trilogy International Partners	
1,225	Term Loan, 4.10%, Maturing June 29, 2012	833,000
	Windstream Corp.	
3,960	Term Loan, 1.98%, Maturing July 17, 2013	3,841,039
		\$ 29,345,920
Utilities 1.2%		
	AEI Finance Holding, LLC	
389	Term Loan, 3.29%, Maturing March 30, 2012	\$ 331,345
2,708	Term Loan, 3.60%, Maturing March 30, 2014	2,308,431
	Astoria Generating Co.	
1,250	Term Loan - Second Lien, 4.10%, Maturing August 23, 2013	1,132,291
	Calpine Corp.	
1,173	DIP Loan, 3.48%, Maturing March 29, 2014	1,079,773
	Electricinvest Holding Co.	
GBP 540	Term Loan, 5.08%, Maturing October 24, 2012	582,720
EUR 536	Term Loan - Second Lien, 5.08%, Maturing October 24, 2012	495,989
	Mirant North America, LLC	
751	Term Loan, 2.04%, Maturing January 3, 2013	714,774
	NRG Energy, Inc.	
5,586	Term Loan, 2.01%, Maturing June 1, 2014	5,310,896
2,994	Term Loan, 2.10%, Maturing June 1, 2014	2,847,002
	Pike Electric, Inc.	
470	Term Loan, 1.81%, Maturing July 1, 2012	425,698
354	Term Loan, 1.81%, Maturing December 10, 2012	320,715
	TXU Texas Competitive Electric Holdings Co., LLC	
1,130	Term Loan, 3.80%, Maturing October 10, 2014	875,339
3,095	Term Loan, 3.80%, Maturing October 10, 2014	2,387,405
	Vulcan Energy Corp.	
1,412	Term Loan, 5.50%, Maturing July 23, 2010	1,384,030
		\$ 20,196,408

Total Senior Floating-Rate Interests
 (identified cost \$1,012,679,123) **\$ 868,413,877**

Corporate Bonds & Notes 52.4%

Principal Amount (000 s omitted)	Security	Value
Aerospace and Defense 0.1%		
	Alion Science and Technologies Corp.	
\$ 1,500	10.25%, 2/1/15	\$ 810,000
	Hawker Beechcraft Acquisition	
1,810	9.75%, 4/1/17	914,050

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Principal Amount (000 s omitted)	Security	Value
\$ 280	Transdigm, Inc. 7.75%, 7/15/14	\$ 276,500
		\$ 2,000,550
Automotive 1.1%		
\$ 685	Allison Transmission, Inc. 11.00%, 11/1/15 ⁽⁶⁾	\$ 626,775
3,050	11.25%, 11/1/15 ⁽³⁾⁽⁶⁾	2,516,250
3,590	Altra Industrial Motion, Inc. 9.00%, 12/1/11	3,563,075
1,100	Commercial Vehicle Group, Inc., Sr. Notes 8.00%, 7/1/13	632,500
3,190	Goodyear Tire & Rubber Co. (The), Sr. Notes 10.50%, 5/15/16	3,437,225
1,085	Tenneco, Inc., Sr. Notes 8.125%, 11/15/15	990,062
6,073	Tenneco Automotive, Inc., Series B 10.25%, 7/15/13	6,133,730
990	United Components, Inc., Sr. Sub. Notes 9.375%, 6/15/13	683,100
		\$ 18,582,717
Banks and Thrifts 1.0%		
\$ 1,750	Capital One Financial Corp. 6.15%, 9/1/16	\$ 1,566,521
3,500	Citigroup, Inc. 5.00%, 9/15/14	3,135,877
2,000	General Electric Capital Corp., Sr. Notes 5.625%, 5/1/18	2,022,152
2,500	Goldman Sachs Group, Inc. 5.625%, 1/15/17	2,507,133
1,750	HSBC Finance Corp., Sr. Notes 5.50%, 1/19/16	1,695,342
3,025	Standard Chartered Bank, Sr. Notes 6.40%, 9/26/17 ⁽⁶⁾	2,726,339
3,750	Wachovia Corp. 5.625%, 10/15/16	3,601,470
		\$ 17,254,834
Beverage and Tobacco 0.6%		
\$ 5,400	Altria Group, Inc. 9.70%, 11/10/18	\$ 6,576,995

		Bunge, Ltd. Finance Corp.	
2,380		8.50%, 6/15/19	2,637,751
			\$ 9,214,746
Broadcast Radio and Television 0.5%			
		Rainbow National Services, LLC, Sr. Sub. Debs.	
\$ 1,470		10.375%, 9/1/14 ⁽⁶⁾	\$ 1,543,500
		Warner Music Group, Sr. Sub. Notes	
1,165		7.375%, 4/15/14	1,060,150
		XM Satellite Radio Holdings, Inc., Sr. Notes	
2,745		11.25%, 6/15/13 ⁽⁶⁾	2,841,075
2,885		13.00%, 8/1/13 ⁽⁶⁾	2,603,713
			\$ 8,048,438
Brokers, Dealers and Investment Houses 0.4%			
		Macquarie Group, Ltd., Sr. Notes	
\$ 3,445		7.30%, 8/1/14 ⁽⁶⁾	\$ 3,535,121

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Principal Amount (000 s omitted)		Value
	Security	
\$ 2,750	Merrill Lynch & Co., Inc., Sr. Sub Notes 6.05%, 5/16/16	\$ 2,568,099
505	Nuveen Investments, Inc., Sr. Notes 10.50%, 11/15/15 ⁽⁶⁾	361,075
		\$ 6,464,295
	Building and Development 0.2%	
\$ 850	Interface, Inc., Sr. Notes 11.375%, 11/1/13 ⁽⁶⁾	\$ 898,875
5,995	Panolan Industries International, Sr. Sub. Notes 10.75%, 10/1/13 ⁽²⁾	329,725
1,640	Texas Industries, Inc., Sr. Notes 7.25%, 7/15/13 ⁽⁶⁾	1,517,000
860	USG Corp. 9.75%, 8/1/14 ⁽⁶⁾	881,500
		\$ 3,627,100
	Business Equipment and Services 3.0%	
\$ 1,065	Affinion Group, Inc. 10.125%, 10/15/13	\$ 1,059,675
2,560	11.50%, 10/15/15	2,380,800
6,180	Ceridian Corp., Sr. Notes 11.25%, 11/15/15	5,299,350
4,955	Education Management, LLC, Sr. Notes 8.75%, 6/1/14	4,998,356
7,585	Education Management, LLC, Sr. Sub. Notes 10.25%, 6/1/16	7,755,662
2,415	MediMedia USA, Inc., Sr. Sub. Notes 11.375%, 11/15/14 ⁽⁶⁾	1,388,625
5,250	Muzak, LLC/Muzak Finance, Sr. Notes 10.00%, 12/31/09 ⁽²⁾	2,257,500
4,025	Rental Service Corp. 9.50%, 12/1/14	3,471,563
11,035	SunGard Data Systems, Inc., Sr. Notes 10.625%, 5/15/15 ⁽⁶⁾	11,862,625
2,700	Ticketmaster Entertainment, Inc. 10.75%, 7/28/16	2,524,500
7,095	West Corp. 9.50%, 10/15/14	6,775,725
		\$ 49,774,381
	Business Services-Miscellaneous 0.2%	

\$	1,730	Expedia, Inc. 7.456%, 8/15/18	\$	1,730,000
	1,845	KAR Holdings, Inc. 8.75%, 5/1/14		1,715,850
			\$	3,445,850
Cable and Satellite Television 1.5%				
\$	5,190	CCO Holdings, LLC/CCO Capital Corp., Sr. Notes 8.75%, 11/15/13	\$	5,202,975
	645	Charter Communications, Inc., Sr. Notes 8.75%, 4/30/14 ⁽⁶⁾		646,613
	2,740	10.875%, 9/15/14 ⁽⁶⁾		2,972,900
	2,865	Kabel Deutschland GmbH 10.625%, 7/1/14		3,015,412
	1,720	Mediacom Broadband Corp., Sr. Notes 8.50%, 10/15/15		1,642,600
	540	National Cable PLC 8.75%, 4/15/14		548,100

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Principal Amount (000 s omitted)	Security	Value
\$ 7,690	National Cable PLC, Sr. Notes 9.125%, 8/15/16	\$ 7,805,350
2,500	Time Warner Cable, Inc. 8.75%, 2/14/19	3,107,495
		\$ 24,941,445
Chemicals and Plastics 0.8%		
\$ 2,480	Ashland, Inc. 9.125%, 6/1/17 ⁽⁶⁾	\$ 2,622,600
2,420	CII Carbon, LLC 11.125%, 11/15/15 ⁽⁶⁾	1,948,100
4,035	INEOS Group Holdings PLC, Sr. Sub. Notes 8.50%, 2/15/16 ⁽⁶⁾	1,674,525
1,975	Nalco Co., Sr. Notes 8.25%, 5/15/17 ⁽⁶⁾	2,063,875
2,145	Nova Chemicals Corp., Sr. Notes, Variable Rate 4.538%, 11/15/13	1,930,500
7,255	Reichhold Industries, Inc., Sr. Notes 9.00%, 8/15/14 ⁽⁶⁾	2,829,450
243	Wellman Holdings, Inc., Sr. Sub. Notes 5.00%, 1/29/19 ⁽⁵⁾	70,956
		\$ 13,140,006
Clothing/Textiles 1.1%		
\$ 4,550	Levi Strauss & Co., Sr. Notes 9.75%, 1/15/15	\$ 4,641,000
410	8.875%, 4/1/16	408,975
2,515	Oxford Industries, Inc., Sr. Notes 11.375%, 7/15/15 ⁽⁶⁾	2,640,750
8,190	Perry Ellis International, Inc., Sr. Sub. Notes 8.875%, 9/15/13	7,166,250
1,610	Phillips Van Heusen, Sr. Notes 8.125%, 5/1/13	1,630,125
3,060	Quiksilver, Inc. 6.875%, 4/15/15	2,019,600
		\$ 18,506,700
Conglomerates 0.4%		
\$ 1,762	RBS Global & Rexnord Corp. 9.50%, 8/1/14 ⁽⁶⁾	\$ 1,541,750
1,705	11.75%, 8/1/16	1,381,050
	Tyco International Finance	

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2,750	8.50%, 1/15/19	3,191,331
		\$ 6,114,131

Containers and Glass Products 0.8%

	Berry Petroleum Co., Sr. Notes	
\$ 1,485	10.25%, 6/1/14	\$ 1,559,250
	Graphic Packaging International, Inc.	
340	9.50%, 6/15/17 ⁽⁶⁾	340,000
	Greif, Inc., Sr. Notes	
825	7.75%, 8/1/19 ⁽⁶⁾	822,938
	Intertape Polymer US, Inc., Sr. Sub. Notes	
3,220	8.50%, 8/1/14	1,722,700
	Pliant Corp.	
6,358	11.625%, 6/15/09 ⁽²⁾	4,736,849
	Smurfit-Stone Container Corp., Sr. Notes	
715	8.375%, 7/1/12 ⁽²⁾	371,800
4,425	8.00%, 3/15/17 ⁽²⁾	2,245,687

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Principal Amount (000 s omitted)	Security	Value
\$ 1,680	Solo Cup Co., Sr. Notes 10.50%, 11/1/13 ⁽⁶⁾	\$ 1,776,600
		\$ 13,575,824
Diversified Media	0.4%	
\$ 680	Catalina Marketing Corp. 10.50%, 10/1/15 ⁽³⁾⁽⁶⁾	\$ 629,000
3,385	Interpublic Group of Cos., Inc. 10.00%, 7/15/17 ⁽⁶⁾	3,554,250
2,535	Virgin Media Finance PLC 9.50%, 8/15/16	2,611,050
		\$ 6,794,300
Ecological Services and Equipment	0.3%	
\$ 845	Casella Waste Systems, Inc., Sr. Notes 11.00%, 7/15/14 ⁽⁶⁾	\$ 878,800
149	Environmental Systems Product Holdings, Inc., Jr. Notes 18.00%, 3/31/15 ⁽³⁾⁽⁵⁾	119,296
4,085	Waste Services, Inc., Sr. Sub. Notes 9.50%, 4/15/14	4,033,938
		\$ 5,032,034
Electronics/Electrical	1.5%	
\$ 3,885	Advanced Micro Devices, Inc., Sr. Notes 7.75%, 11/1/12	\$ 3,040,013
665	Amkor Technologies, Inc., Sr. Notes 7.75%, 5/15/13	648,375
5,695	9.25%, 6/1/16	5,837,375
3,620	Avago Technologies Finance 10.125%, 12/1/13	3,782,900
6,645	11.875%, 12/1/15	6,944,025
2,500	Dominion Resources, Inc., Sr. Notes 8.875%, 1/15/19	3,151,717
995	Jabil Circuit, Inc., Sr. Notes 7.75%, 7/15/16	956,623
1,025	NXP BV/NXP Funding, LLC, Variable Rate 3.259%, 10/15/13	631,656
		\$ 24,992,684
Equipment Leasing	0.6%	
	Hertz Corp.	

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\$	3,880	8.875%, 1/1/14	\$	3,753,900
	1,485	10.50%, 1/1/16		1,425,600
		RSC Equipment Rental, Inc., Sr. Notes		
	3,910	10.00%, 7/15/17 ⁽⁶⁾		4,134,825
			\$	9,314,325

Financial Intermediaries 1.1%

Ford Motor Credit Co., Sr. Notes

\$	1,740	7.875%, 6/15/10	\$	1,714,730
	6,230	7.80%, 6/1/12		5,859,564
	3,235	7.50%, 8/1/12		2,987,697
	1,715	12.00%, 5/15/15		1,750,178
	6,465	8.00%, 12/15/16		5,802,448
			\$	18,114,617

Food Products 0.9%

ASG Consolidated, LLC/ASG Finance, Inc., Sr. Disc. Notes

\$	5,680	11.50%, 11/1/11	\$	5,254,000
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Principal Amount (000 s omitted)	Security	Value
	Dole Foods Co.	
\$ 2,320	7.25%, 6/15/10	\$ 2,308,400
3,235	13.875%, 3/15/14 ⁽⁶⁾	3,639,375
	Kraft Foods, Inc., Sr. Notes	
1,350	6.50%, 8/11/17	1,502,645
	Smithfield Foods, Inc., Sr. Notes	
2,080	10.00%, 7/15/14 ⁽⁶⁾	2,178,800
		\$ 14,883,220
Food Service 0.8%		
	Aramark Services, Inc.	
\$ 4,065	8.50%, 2/1/15	\$ 4,115,812
	Chiquita Brands International, Inc., Sr. Notes	
330	8.875%, 12/1/15	312,675
	El Pollo Loco, Inc.	
2,980	11.75%, 11/15/13	2,547,900
	NPC International, Inc., Sr. Sub. Notes	
4,370	9.50%, 5/1/14	4,151,500
	Yum! Brands, Inc., Sr. Notes	
1,350	6.25%, 3/15/18	1,435,262
		\$ 12,563,149
Food/Drug Retailers 1.4%		
	CVS Caremark Corp., Sr. Notes	
\$ 2,250	5.75%, 6/1/17	\$ 2,398,811
	Duane Reade, Inc., Sr. Notes	
500	11.75%, 8/1/15 ⁽⁶⁾	487,085
	General Nutrition Center, Sr. Notes, Variable Rate	
10,725	6.404%, 3/15/14 ⁽³⁾	9,518,437
	General Nutrition Center, Sr. Sub. Notes	
4,315	10.75%, 3/15/15	4,077,675
	Rite Aid Corp., Sr. Notes	
4,015	9.75%, 6/12/16 ⁽⁶⁾	4,255,900
	Supervalu, Inc., Sr. Notes	
3,400	8.00%, 5/1/16	3,391,500
		\$ 24,129,408
Forest Products 0.9%		
	Domtar Corp., Sr. Notes	
\$ 3,100	10.75%, 6/1/17	\$ 3,162,000
	Georgia-Pacific, LLC	
2,140	8.25%, 5/1/16 ⁽⁶⁾	2,225,600

		Georgia-Pacific, LLC, Sr. Notes	
2,000		8.125%, 5/15/11	2,060,000
		Jefferson Smurfit Corp., Sr. Notes	
1,445		8.25%, 10/1/12 ⁽²⁾	736,950
820		7.50%, 6/1/13 ⁽²⁾	407,950
		NewPage Corp.	
11,070		10.00%, 5/1/12	4,981,500
2,495		12.00%, 5/1/13	736,025
		NewPage Corp., Variable Rate	
1,545		7.278%, 5/1/12	656,625
			\$ 14,966,650
Healthcare	4.1%		
		Accellent, Inc.	
\$ 3,320		10.50%, 12/1/13	\$ 3,079,300
		AMR HoldCo, Inc./EmCare HoldCo, Inc., Sr. Sub. Notes	
4,430		10.00%, 2/15/15	4,596,125

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Principal Amount (000 \$ omitted)		Value
	Security	
	Biomet, Inc.	
\$ 2,825	10.375%, 10/15/17 ⁽³⁾	\$ 3,036,875
10,915	11.625%, 10/15/17	11,897,350
	DJO Finance, LLC/DJO Finance Corp.	
4,625	10.875%, 11/15/14	4,393,750
	Fresenius US Finance II, Inc., Sr. Notes	
1,710	9.00%, 7/15/15 ⁽⁶⁾	1,855,350
	HCA, Inc.	
1,260	9.125%, 11/15/14	1,300,950
2,115	9.25%, 11/15/16	2,210,175
2,970	9.875%, 2/15/17 ⁽⁶⁾	3,140,775
	Inverness Medical Innovations, Inc., Sr. Sub. Notes	
4,245	9.00%, 5/15/16	4,255,613
	MultiPlan, Inc., Sr. Sub. Notes	
4,860	10.375%, 4/15/16 ⁽⁶⁾	4,689,900
	National Mentor Holdings, Inc.	
3,810	11.25%, 7/1/14	3,352,800
	Res-Care, Inc., Sr. Notes	
2,160	7.75%, 10/15/13	2,062,800
	Universal Hospital Service, Inc., Sr. Notes, Variable Rate	
745	4.635%, 6/1/15	629,525
	US Oncology, Inc.	
3,065	9.00%, 8/15/12	3,130,131
5,350	10.75%, 8/15/14	5,323,250
	US Oncology, Inc., Sr. Notes	
4,235	9.125%, 8/15/17 ⁽⁶⁾	4,393,812
	Valeant Pharmaceuticals International	
1,795	8.375%, 6/15/16 ⁽⁶⁾	1,830,900
	Viant Holdings, Inc.	
4,727	10.125%, 7/15/17 ⁽⁶⁾	3,994,315
		\$ 69,173,696
	Home Furnishings 0.1%	
	Interline Brands, Inc., Sr. Sub. Notes	
\$ 1,240	8.125%, 6/15/14	\$ 1,243,100
	Sealy Mattress Co.	
440	8.25%, 6/15/14	403,700
	Sealy Mattress Co., Sr. Notes	
505	10.875%, 4/15/16 ⁽⁶⁾	552,975
		\$ 2,199,775
	Homebuilders/Real Estate 0.2%	
	Avalonbay Communities, Inc.	

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\$	1,000	5.375%, 4/15/14	\$	986,172
		CB Richard Ellis Group, Inc., Sr. Sub. Notes		
	2,575	11.625%, 6/15/17 ⁽⁶⁾		2,600,750
			\$	3,586,922
Industrial Equipment	0.3%			
		Chart Industries, Inc., Sr. Sub. Notes		
\$	2,170	9.125%, 10/15/15	\$	2,094,050
		ESCO Corp., Sr. Notes		
	1,595	8.625%, 12/15/13 ⁽⁶⁾		1,475,375
		ESCO Corp., Sr. Notes, Variable Rate		
	1,595	4.504%, 12/15/13 ⁽⁶⁾		1,347,775
			\$	4,917,200
Insurance	0.5%			
		Alliant Holdings I, Inc.		
\$	1,885	11.00%, 5/1/15 ⁽⁶⁾	\$	1,668,225

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Principal Amount (000 \$ omitted)		Value
	Security	
	Hub International Holdings, Inc.	
\$ 1,750	9.00%, 12/15/14 ⁽⁶⁾	\$ 1,522,500
	MetLife, Inc., Sr. Notes	
2,000	7.717%, 2/15/19	2,265,832
	Prudential Financial, Inc., Sr. Notes	
2,000	6.00%, 12/1/17	1,952,320
	U.S.I. Holdings Corp., Sr. Notes, Variable Rate	
1,320	4.758%, 11/15/14 ⁽⁶⁾	930,600
		\$ 8,339,477
	Leisure Goods/Activities/Movies 3.3%	
	AMC Entertainment, Inc.	
\$ 13,080	11.00%, 2/1/16	\$ 13,276,200
	Bombardier, Inc.	
1,425	8.00%, 11/15/14 ⁽⁶⁾	1,382,250
	Freedom Group, Inc., Sr. Notes	
410	10.25%, 8/1/15 ⁽⁶⁾	422,300
	HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp., Variable Rate	
3,975	0.00%, 4/1/12 ⁽²⁾⁽⁶⁾	397
	Marquee Holdings, Inc., Sr. Disc. Notes	
6,895	12.00%, 8/15/14	5,688,375
	Royal Caribbean Cruises, Sr. Notes	
340	8.75%, 2/2/11	341,700
2,150	7.00%, 6/15/13	1,935,000
1,380	6.875%, 12/1/13	1,228,200
330	7.25%, 6/15/16	273,900
660	7.25%, 3/15/18	524,700
	Universal City Development Partners, Sr. Notes	
14,610	11.75%, 4/1/10	14,573,475
	Universal City Florida Holdings, Sr. Notes, Variable Rate	
12,720	5.778%, 5/1/10	11,130,000
	WMG Acquisition Corp., Sr. Notes	
4,135	9.50%, 6/15/16 ⁽⁶⁾	4,403,775
		\$ 55,180,272
	Lodging and Casinos 3.8%	
	Ameristar Casinos, Inc., Sr. Notes	
\$ 1,855	9.25%, 6/1/14 ⁽⁶⁾	\$ 1,919,925
	Buffalo Thunder Development Authority	
4,080	9.375%, 12/15/14 ⁽⁶⁾	622,200
	CCM Merger, Inc.	
4,025	8.00%, 8/1/13 ⁽⁶⁾	3,119,375

3,080	Chukchansi EDA, Sr. Notes, Variable Rate 4.913%, 11/15/12 ⁽⁶⁾	2,117,500
8,870	Fontainebleau Las Vegas Casino, LLC 10.25%, 6/15/15 ⁽²⁾⁽⁶⁾	310,450
2,610	Galaxy Entertainment Finance 9.875%, 12/15/12 ⁽⁶⁾	2,492,550
1,595	Galaxy Entertainment Finance, Variable Rate 6.218%, 12/15/10 ⁽⁶⁾	1,523,225
1,095	Greektown Holdings, LLC, Sr. Notes 10.75%, 12/1/13 ⁽²⁾⁽⁶⁾	169,725
1,970	Harrahs Operating Escrow Corp., Sr. Notes 11.25%, 6/1/17 ⁽⁶⁾	2,004,475
4,235	Host Hotels and Resorts, LP, Sr. Notes 6.75%, 6/1/16	3,949,137
2,050	Indianapolis Downs, LLC & Capital Corp., Sr. Notes 11.00%, 11/1/12 ⁽⁶⁾	1,547,750

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Principal Amount (000 s omitted)	Security	Value
\$ 5,575	Inn of the Mountain Gods, Sr. Notes 12.00%, 11/15/10 ⁽²⁾	\$ 2,285,750
1,540	Majestic HoldCo, LLC 12.50%, 10/15/11 ⁽²⁾⁽⁶⁾	169
370	MGM Mirage, Inc. 7.50%, 6/1/16	271,950
1,715	11.125%, 11/15/17 ⁽⁶⁾	1,895,075
1,655	MGM Mirage, Inc., Sr. Notes 10.375%, 5/15/14 ⁽⁶⁾	1,783,262
4,775	Mohegan Tribal Gaming Authority, Sr. Sub. Notes 8.00%, 4/1/12	3,939,375
3,265	7.125%, 8/15/14	2,301,825
3,425	6.875%, 2/15/15	2,380,375
5,115	OED Corp./Diamond Jo, LLC 8.75%, 4/15/12	5,294,025
6,035	Park Place Entertainment 7.875%, 3/15/10	5,793,600
495	Peninsula Gaming, LLC 8.375%, 8/15/15 ⁽⁶⁾	497,475
1,650	10.75%, 8/15/17 ⁽⁶⁾	1,610,813
1,150	Pinnacle Entertainment, Inc., Sr. Notes 8.625%, 8/1/17 ⁽⁶⁾	1,155,750
1,155	Pinnacle Entertainment, Inc., Sr. Sub. Notes 7.50%, 6/15/15	1,030,838
1,101	Pokagon Gaming Authority, Sr. Notes 10.375%, 6/15/14 ⁽⁶⁾	1,101,000
1,215	San Pasqual Casino 8.00%, 9/15/13 ⁽⁶⁾	1,038,825
1,930	Seminole Hard Rock Entertainment, Variable Rate 3.129%, 3/15/14 ⁽⁶⁾	1,457,150
935	Starwood Hotels & Resorts Worldwide, Inc. 7.375%, 11/15/15	884,657
810	6.75%, 5/15/18	730,162
3,405	Tunica-Biloxi Gaming Authority, Sr. Notes 9.00%, 11/15/15 ⁽⁶⁾	3,013,425
5,364	Waterford Gaming, LLC, Sr. Notes 8.625%, 9/15/14 ⁽⁶⁾	4,613,286
1,280	Wynn Las Vegas, LLC 6.625%, 12/1/14	1,193,600
		\$ 64,048,699
Machinery 0.3%		
\$ 1,975	Terex Corp. 8.00%, 11/15/17	\$ 1,644,188

	Terex Corp., Sr. Notes	
3,395	10.875%, 6/1/16	3,547,775
		\$ 5,191,963
Nonferrous Metals/Minerals 1.5%		
	Arch Coal, Inc., Sr. Notes	
\$ 980	8.75%, 8/1/16 ⁽⁶⁾	\$ 994,700
	FMG Finance PTY, Ltd.	
8,090	10.625%, 9/1/16 ⁽⁶⁾	8,393,375
	Teck Resources, Ltd., Sr. Notes	
3,515	9.75%, 5/15/14 ⁽⁶⁾	3,928,012
2,635	10.25%, 5/15/16 ⁽⁶⁾	2,997,313
7,845	10.75%, 5/15/19 ⁽⁶⁾	9,168,844
		\$ 25,482,244

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Principal Amount (000 s omitted)	Security	Value
Oil and Gas 5.5%		
\$ 3,280	Allis-Chalmers Energy, Inc., Sr. Notes 9.00%, 1/15/14	\$ 2,402,600
505	Bill Barrett Corp. 9.875%, 7/15/16	528,988
6,375	Chesapeake Energy Corp. 9.50%, 2/15/15	6,797,344
3,150	6.875%, 1/15/16	2,976,750
2,200	Clayton Williams Energy, Inc. 7.75%, 8/1/13	1,661,000
2,360	Compton Pet Finance Corp. 7.625%, 12/1/13	1,551,700
1,290	Denbury Resources, Inc., Sr. Sub. Notes 7.50%, 12/15/15	1,283,550
3,285	9.75%, 3/1/16	3,523,162
2,055	El Paso Corp. 8.25%, 2/15/16	2,106,375
3,220	El Paso Corp., Sr. Notes 9.625%, 5/15/12	3,357,027
2,800	Energy Transfer Partners LP., Sr. Notes 9.70%, 3/15/19	3,516,355
4,605	Forbes Energy Services, Sr. Notes 11.00%, 2/15/15	3,315,600
410	Forest Oil Corp. 7.25%, 6/15/19	392,063
2,535	Holly Corp. 9.875%, 6/15/17 ⁽⁶⁾	2,522,325
2,850	Marathon Oil Corp. 7.50%, 2/15/19	3,296,917
1,795	OPTI Canada, Inc., Sr. Notes 7.875%, 12/15/14	1,184,700
1,900	8.25%, 12/15/14	1,263,500
2,975	Petrohawk Energy Corp., Sr. Notes 9.125%, 7/15/13	3,101,437
1,805	Petroleum Development Corp., Sr. Notes 12.00%, 2/15/18	1,615,475
430	Petroplus Finance, Ltd. 6.75%, 5/1/14 ⁽⁶⁾	384,850
8,640	7.00%, 5/1/17 ⁽⁶⁾	7,430,400
4,390	Quicksilver Resources, Inc. 7.125%, 4/1/16	3,709,550
3,515	Quicksilver Resources, Inc., Sr. Notes 11.75%, 1/1/16	3,870,894
4,595	SandRidge Energy, Inc., Sr. Notes 8.00%, 6/1/18 ⁽⁶⁾	4,204,425

5,990	SemGroup, L.P., Sr. Notes 8.75%, 11/15/15 ⁽²⁾⁽⁶⁾	209,650
660	SESI, LLC, Sr. Notes 6.875%, 6/1/14	627,000
5,000	Sonat, Inc., Sr. Notes 7.625%, 7/15/11	5,118,715
5,105	Stewart & Stevenson, LLC, Sr. Notes 10.00%, 7/15/14	4,466,875
595	Tennessee Gas Pipeline Co., Sr. Notes 8.00%, 2/1/16	663,425
850	Tesoro Corp. 9.75%, 6/1/19	860,625
11,495	United Refining Co., Sr. Notes 10.50%, 8/15/12	9,138,525

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Principal Amount (000 \$ omitted)		Value
	Security	
	United Rentals North America, Inc.	
\$ 3,055	10.875%, 6/15/16 ⁽⁶⁾	\$ 3,070,275
	Williams Companies, Inc., Sr. Notes	
1,240	8.75%, 1/15/20	1,403,665
		\$ 91,555,742
Publishing 1.2%		
	Dex Media West/Finance, Series B	
\$ 2,815	9.875%, 8/15/13 ⁽²⁾	\$ 527,813
	Harland Clarke Holdings	
925	9.50%, 5/15/15	746,937
	Laureate Education, Inc.	
7,085	10.00%, 8/15/15 ⁽⁶⁾	6,270,225
2,571	10.25%, 8/15/15 ⁽³⁾⁽⁶⁾	2,043,656
	Local Insight Regatta Holdings, Inc.	
1,430	11.00%, 12/1/17	407,550
	Nielsen Finance, LLC	
6,565	10.00%, 8/1/14	6,630,650
2,490	11.50%, 5/1/16	2,620,725
870	12.50%, (0.00% until 2011), 8/1/16	637,275
	Nielsen Finance, LLC, Sr. Notes	
300	11.625%, 2/1/14	317,250
	Reader's Digest Association, Inc. (The), Sr. Sub. Notes	
7,275	9.00%, 2/15/17 ⁽²⁾	472,875
		\$ 20,674,956
Rail Industries 0.5%		
	American Railcar Industry, Sr. Notes	
\$ 1,940	7.50%, 3/1/14	\$ 1,784,800
	Kansas City Southern Mexico, Sr. Notes	
150	9.375%, 5/1/12	148,500
2,530	7.625%, 12/1/13	2,289,650
1,055	7.375%, 6/1/14	933,675
4,000	8.00%, 6/1/15	3,900,000
		\$ 9,056,625
Retailers (Except Food and Drug) 3.9%		
	Amscan Holdings, Inc., Sr. Sub. Notes	
\$ 5,910	8.75%, 5/1/14	\$ 5,319,000
	JC Penney Corp., Inc., Sr. Notes	
1,875	8.00%, 3/1/10	1,898,235
	Limited Brands, Inc., Sr. Notes	

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3,960	8.50%, 6/15/19 ⁽⁶⁾ Neiman Marcus Group, Inc.	3,992,206
11,245	9.00%, 10/15/15	8,377,155
12,180	10.375%, 10/15/15 Sally Holdings, LLC	8,830,500
115	9.25%, 11/15/14 Sally Holdings, LLC, Sr. Notes	119,025
11,100	10.50%, 11/15/16 Toys R Us	11,488,500
7,785	7.625%, 8/1/11	7,317,900
4,450	7.875%, 4/15/13	3,749,125
4,985	10.75%, 7/15/17 ⁽⁶⁾ Yankee Acquisition Corp., Series B	5,134,550
9,100	8.50%, 2/15/15	8,190,000
835	9.75%, 2/15/17	697,225
		\$ 65,113,421

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Principal Amount (000 s omitted)	Security	Value
Steel 0.2%		
\$ 4,905	RathGibson, Inc., Sr. Notes 11.25%, 2/15/14 ⁽²⁾	\$ 1,765,800
940	Steel Dynamics, Inc., Sr. Notes 7.375%, 11/1/12	937,650
		\$ 2,703,450
Surface Transport 0.3%		
\$ 3,750	CEVA Group, PLC, Sr. Notes 10.00%, 9/1/14 ⁽⁶⁾	\$ 2,793,750
2,250	Ryder System, Inc., MTN 7.20%, 9/1/15	2,339,892
		\$ 5,133,642
Telecommunications 4.4%		
\$ 2,000	America Movil SAB de CV 5.625%, 11/15/17	\$ 1,974,056
3,585	Digicel Group, Ltd., Sr. Notes 9.25%, 9/1/12 ⁽⁶⁾	3,602,925
1,560	12.00%, 4/1/14 ⁽⁶⁾	1,653,600
14,436	9.125%, 1/15/15 ⁽⁶⁾	12,631,500
15,335	Intelsat Bermuda, Ltd. 11.25%, 6/15/16	16,408,450
680	Intelsat Subsidiary Holdings Co., Ltd. 8.875%, 1/15/15 ⁽⁶⁾	690,200
830	8.875%, 1/15/15	842,450
5,120	Qwest Communications International, Inc. 7.50%, 2/15/14	5,030,400
1,565	Qwest Corp., Sr. Notes 7.50%, 10/1/14	1,568,913
1,940	7.625%, 6/15/15	1,944,850
1,000	Qwest Corp., Sr. Notes, Variable Rate 3.879%, 6/15/13	945,000
1,475	SBA Telecommunications, Inc. 8.00%, 8/15/16 ⁽⁶⁾	1,497,125
985	8.25%, 8/15/19 ⁽⁶⁾	1,004,700
585	Sprint Capital Corp. 6.875%, 11/15/28	444,600
2,600	Telecom Italia Capital 6.175%, 6/18/14	2,796,136
3,305	Telesat Canada/Telesat LLC, Sr. Notes 11.00%, 11/1/15 ⁽⁶⁾	3,437,200
6,830	12.50%, 11/1/17 ⁽⁶⁾	7,000,750

		Wind Acquisition Finance SA, Sr. Notes	
4,010		11.75%, 7/15/17 ⁽⁶⁾	4,310,750
		Windstream Corp., Sr. Notes	
2,085		8.125%, 8/1/13	2,116,275
2,600		8.625%, 8/1/16	2,652,000
			\$ 72,551,880
Utilities	2.7%		
		AES Corp.	
\$ 965		8.00%, 10/15/17	\$ 950,525
		AES Corp., Sr. Notes	
1,818		8.75%, 5/15/13 ⁽⁶⁾	1,863,450
		Calpine Construction Finance Co., Sr. Notes	
4,275		8.00%, 6/1/16 ⁽⁶⁾	4,317,750

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Principal Amount (000 s omitted)	Security	Value
	Edison Mission Energy, Sr. Notes	
\$ 1,750	7.50%, 6/15/13	\$ 1,605,625
5,430	7.00%, 5/15/17	4,350,788
1,130	7.20%, 5/15/19	861,625
	NGC Corp.	
4,395	7.625%, 10/15/26	2,834,775
	NRG Energy, Inc.	
480	7.25%, 2/1/14	472,800
4,915	7.375%, 2/1/16	4,767,550
5,700	7.375%, 1/15/17	5,514,750
	Orion Power Holdings, Inc., Sr. Notes	
11,360	12.00%, 5/1/10	11,814,400
	Reliant Energy, Inc., Sr. Notes	
350	7.625%, 6/15/14	327,250
	Southwestern Energy Co., Sr. Notes	
4,755	7.50%, 2/1/18 ⁽⁶⁾	4,790,662
		\$ 44,471,950
	Total Corporate Bonds & Notes (identified cost \$933,363,632)	\$ 874,863,318

Mortgage Pass-Throughs 36.7%

Principal Amount (000 s omitted)	Security	Value
	Federal Home Loan Mortgage Corp.:	
\$ 40,165	5.00%, with various maturities to 2019	\$ 42,303,070
1,975	5.50%, with maturity at 2013 ⁽¹³⁾	2,071,182
7,981	5.50%, with various maturities to 2018	8,430,126
18,936	6.00%, with various maturities to 2026	20,177,193
37,009	6.50%, with various maturities to 2030	39,780,218
47,905	7.00%, with various maturities to 2031	51,648,537
516	7.13%, with maturity at 2023	567,674
29,358	7.50%, with various maturities to 2029	32,542,785
889	7.65%, with maturity at 2022	994,545
144	7.70%, with maturity at 2022	161,026
17,174	8.00%, with various maturities to 2030	19,387,272
475	8.25%, with maturity at 2020	528,275
1,432	8.30%, with maturity at 2020	1,628,278
12,655	8.50%, with various maturities to 2031	14,414,038

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1	8.75%, with maturity at 2010	1,001
4,525	9.00%, with various maturities to 2031	5,195,060
3,772	9.50%, with various maturities to 2025	4,346,934
575	10.00%, with maturity at 2020	646,498
526	10.50%, with maturity at 2020	593,562
699	12.00%, with maturity at 2020	784,097
46	13.00%, with maturity at 2015	53,042

\$ 246,254,413

Federal National Mortgage Association:

\$	5,925	3.249%, with maturity at 2036 ⁽⁸⁾	\$	6,038,068
	3,387	4.064%, with maturity at 2022 ⁽⁸⁾		3,459,325
	20,655	5.00%, with various maturities to 2018		21,786,779
	8,990	5.50%, with various maturities to 2028		9,429,358
	14,604	6.00%, with various maturities to 2026		15,470,510
	17,948	6.321%, with maturity at 2032 ⁽⁸⁾		18,554,140
	34,372	6.50%, with various maturities to 2031		36,930,891
	607	6.75%, with maturity at 2023		661,717

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Amount**

(000 s omitted)	Security	Value
\$ 44,336	7.00%, with various maturities to 2031	\$ 47,989,153
14,320	7.50%, with various maturities to 2031	15,849,823
11,331	8.00%, with various maturities to 2031	12,748,875
67	8.25%, with maturity at 2018	74,858
2,611	8.367%, with maturity at 2027 ⁽⁷⁾	2,991,653
13,373	8.50%, with various maturities to 2030	15,258,529
1,184	8.577%, with maturity at 2028 ⁽⁷⁾	1,356,383
761	8.642%, with maturity at 2029 ⁽⁷⁾	877,711
1,007	8.746%, with maturity at 2027 ⁽⁷⁾	1,137,441
14,804	9.00%, with various maturities to 2027	17,077,563
266	9.096%, with maturity at 2024 ⁽⁷⁾	291,398
4,803	9.50%, with various maturities to 2030	5,550,649
723	9.574%, with maturity at 2018 ⁽⁷⁾	827,669
1,379	10.00%, with various maturities to 2020	1,576,788
1,147	10.10%, with maturity at 2025 ⁽⁷⁾	1,284,365
1,140	10.483%, with maturity at 2019 ⁽⁷⁾	1,287,236
1,189	10.50%, with maturity at 2021	1,367,934
456	11.50%, with maturity at 2016	505,992
23	12.50%, with maturity at 2011	24,542

\$ 240,409,350**Government National Mortgage Association:**

\$ 3,765	6.00%, with maturity at 2024	\$ 4,020,449
20,947	6.50%, with maturity at 2024	22,692,895
8,485	7.00%, with various maturities to 2026	9,350,580
35,473	7.50%, with various maturities to 2032	39,733,744
22,815	8.00%, with various maturities to 2034	25,875,060
712	8.30%, with maturity at 2020	809,284
1,506	8.50%, with various maturities to 2022	1,720,769
7,115	9.00%, with various maturities to 2026	8,215,815
10,079	9.50%, with various maturities to 2026	11,800,227
617	10.00%, with maturity at 2019	707,984

\$ 124,926,807**Total Mortgage Pass-Throughs
(identified cost \$585,313,356)****\$ 611,590,570****Collateralized Mortgage Obligations 9.2%****Principal**

Amount (000 s omitted)	Security	Value
	Federal Home Loan Mortgage Corp.:	
\$ 1,898	Series 24, Class J, 6.25%, 11/25/23	\$ 2,004,477
2,264	Series 1497, Class K, 7.00%, 4/15/23	2,367,923
3,648	Series 1529, Class Z, 7.00%, 6/15/23	3,838,436
3,271	Series 1620, Class Z, 6.00%, 11/15/23	3,494,617
1,048	Series 1677, Class Z, 7.50%, 7/15/23	1,160,142
10,808	Series 1702, Class PZ, 6.50%, 3/15/24	11,696,293
83	Series 1720, Class PJ, 7.25%, 1/15/24	83,206
6,359	Series 2113, Class QG, 6.00%, 1/15/29	6,770,221
798	Series 2122, Class K, 6.00%, 2/15/29	843,841
541	Series 2130, Class K, 6.00%, 3/15/29	571,591
539	Series 2167, Class BZ, 7.00%, 6/15/29	576,594
4,159	Series 2182, Class ZB, 8.00%, 9/15/29	4,585,985
4,399	Series 2198, Class ZA, 8.50%, 11/15/29	4,840,909
13,224	Series 2245, Class A, 8.00%, 8/15/27	14,637,727
		\$ 57,471,962

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Principal Amount (000 s omitted)	Security	Value
	Federal National Mortgage Association:	
\$ 384	Series 1988-14, Class I, 9.20%, 6/25/18	\$ 432,844
341	Series 1989-1, Class D, 10.30%, 1/25/19	384,521
629	Series 1989-34, Class Y, 9.85%, 7/25/19	728,743
493	Series 1990-17, Class G, 9.00%, 2/25/20	560,070
251	Series 1990-27, Class Z, 9.00%, 3/25/20	286,179
241	Series 1990-29, Class J, 9.00%, 3/25/20	275,757
1,019	Series 1990-43, Class Z, 9.50%, 4/25/20	1,175,812
355	Series 1991-98, Class J, 8.00%, 8/25/21	397,988
2,782	Series 1992-77, Class ZA, 8.00%, 5/25/22	3,113,707
185	Series 1992-103, Class Z, 7.50%, 6/25/22	204,040
326	Series 1992-113, Class Z, 7.50%, 7/25/22	359,971
701	Series 1992-185, Class ZB, 7.00%, 10/25/22	765,577
1,720	Series 1993-16, Class Z, 7.50%, 2/25/23	1,903,897
1,336	Series 1993-22, Class PM, 7.40%, 2/25/23	1,476,837
2,077	Series 1993-25, Class J, 7.50%, 3/25/23	2,293,593
3,920	Series 1993-30, Class PZ, 7.50%, 3/25/23	4,307,378
4,739	Series 1993-42, Class ZQ, 6.75%, 4/25/23	5,155,256
752	Series 1993-56, Class PZ, 7.00%, 5/25/23	819,898
866	Series 1993-156, Class ZB, 7.00%, 9/25/23	951,064
6,296	Series 1994-45, Class Z, 6.50%, 2/25/24	6,798,533
3,412	Series 1994-89, Class ZQ, 8.00%, 7/25/24	3,843,000
3,265	Series 1996-57, Class Z, 7.00%, 12/25/26	3,575,043
1,776	Series 1997-77, Class Z, 7.00%, 11/18/27	1,947,442
1,373	Series 1998-44, Class ZA, 6.50%, 7/20/28	1,473,218
671	Series 1999-45, Class ZG, 6.50%, 9/25/29	717,646
5,540	Series 2000-22, Class PN, 6.00%, 7/25/30	5,891,630
913	Series 2001-37, Class GA, 8.00%, 7/25/16	993,812
1,194	Series 2002-1, Class G, 7.00%, 7/25/23	1,303,113
567	Series G92-44, Class Z, 8.00%, 7/25/22	623,757
923	Series G92-44, Class ZQ, 8.00%, 7/25/22	1,014,953
1,354	Series G92-46, Class Z, 7.00%, 8/25/22	1,481,156
2,328	Series G92-60, Class Z, 7.00%, 10/25/22	2,531,270
23,962	Series G93-35, Class ZQ, 6.50%, 11/25/23	25,827,320
5,087	Series G93-40, Class H, 6.40%, 12/25/23	5,449,263
		\$ 89,064,288
	Government National Mortgage Association:	
\$ 5,698	Series 2002-45, Class PG, 6.00%, 3/17/32	\$ 6,043,903
612	Series 2005-72, Class E, 12.00%, 11/16/15	720,450
		\$ 6,764,353

Total Collateralized Mortgage Obligations
(identified cost \$147,238,141) **\$ 153,300,603**

Commercial Mortgage-Backed Securities 1.7%

Principal Amount (000 s omitted)	Security	Value
\$ 496	BSCMS, Series 2000-WF1, Class A2, 7.78%, 2/15/32	\$ 500,705
11,446	COMM, Series 2005-LP5, Class A2, 4.63%, 5/10/43	11,509,225
4,861	CSFB, Series 2001-CK1, Class A3, 6.38%, 12/18/35	5,009,958
1,000	CSFB, Series 2005-C4, Class A2, 5.017%, 8/15/38	1,007,452
685	GMACC, Series 2002-C2, Class A2, 5.389%, 10/15/38	699,823
2,164	LBUBS, Series 2004-C2, Class A2, 3.246%, 3/15/29	2,153,034

Table of Contents**Principal
Amount**

(000 s omitted)	Security	Value
\$ 2,916	SBM7, Series 2000-C1, Class A2, 7.52%, 12/18/09	\$ 2,935,993
5,092	SBM7, Series 2000-C3, Class A2, 6.592%, 12/18/33	5,223,095

**Total Commercial Mortgage-Backed Securities
(identified cost \$28,793,969)****\$ 29,039,285****Asset-Backed Securities 0.0%****Principal
Amount**

(000 s omitted)	Security	Value
\$ 547	Alzette European CLO SA, Series 2004-1A, Class E2, 7.13%, 12/15/20 ⁽⁹⁾	\$ 32,808
692	Avalon Capital Ltd. 3, Series 1A, Class D, 2.611%, 2/24/19 ⁽⁶⁾⁽⁹⁾	27,663
837	Babson Ltd., Series 2005-1A, Class C1, 2.459%, 4/15/19 ⁽⁶⁾⁽⁹⁾	66,951
1,000	Bryant Park CDO Ltd., Series 2005-1A, Class C, 2.559%, 1/15/19 ⁽⁶⁾⁽⁹⁾	30,000
1,000	Carlyle High Yield Partners, Series 2004-6A, Class C, 3.406%, 8/11/16 ⁽⁶⁾⁽⁹⁾	100,000
871	Centurion CDO 8 Ltd., Series 2005-8A, Class D, 6.129%, 3/8/17 ⁽⁹⁾	52,267
500	Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 5.264%, 7/17/19 ⁽⁹⁾	30,000
1,500	Dryden Leveraged Loan, Series 2004-6A, Class C1, 3.041%, 7/30/16 ⁽⁶⁾⁽⁹⁾	45,000

**Total Asset-Backed Securities
(identified cost \$6,936,844)****\$ 384,689****Common Stocks 0.4%**

Shares	Security	Value
Building and Development 0.0%		
615	United Subcontractors, Inc. ⁽⁵⁾⁽¹⁰⁾	\$ 78,726
		\$ 78,726

Chemicals and Plastics 0.0%

243	Wellman Holdings, Inc. ⁽⁵⁾⁽¹⁰⁾	\$ 60,714
		\$ 60,714

Containers and Glass Products 0.4%

142,857	Anchor Glass Container Corp. ⁽⁵⁾	\$ 5,727,137
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			\$ 5,727,137
Ecological Services and Equipment	0.0%		
2,484	Environmental Systems Products Holdings, Inc. ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾		\$ 21,437
			\$ 21,437
Food Service	0.0%		
30,225	Buffets, Inc.		\$ 41,559
			\$ 41,559
Nonferrous Metals/Minerals	0.0%		
701	Euramax International, Inc. ⁽⁵⁾⁽¹⁰⁾		\$ 0
			\$ 0
Publishing	0.0%		
2,290	Source Interlink Companies, Inc. ⁽⁵⁾⁽¹⁰⁾		\$ 32,518
			\$ 32,518
Total Common Stocks			
(identified cost \$5,861,566)			\$ 5,962,091

Table of Contents**Convertible Bonds 0.2%****Principal****Amount****(000 s omitted)****Security****Value****Diversified Media 0.1%**

\$	750	Virgin Media, Inc. ⁽⁶⁾	\$	655,313
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\$ 655,313**Oil and Gas 0.1%**

\$	2,100	Petroplus Finance, Ltd.	\$	1,877,427
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\$ 1,877,427**Total Convertible Bonds****(identified cost \$2,122,943)****\$ 2,532,740****Convertible Preferred Stocks 0.1%****Shares****Security****Value****Oil, Gas & Consumable Fuels 0.1%**

	9,691	Chesapeake Energy Corp., 4.50%	\$	662,574
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\$ 662,574**Telecommunications 0.0%**

	4,958	Crown Castle International Corp., 6.25% ⁽³⁾	\$	251,618
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\$ 251,618**Total Convertible Preferred Stocks****(identified cost \$1,175,950)****\$ 914,192****Preferred Stocks 0.0%****Shares/Units****Security****Value****Ecological Services and Equipment 0.0%**

	1,138	Environmental Systems Products Holdings, Inc., Series A ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	\$	101,179
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\$ 101,179

Lodging and Casinos	0.0%		
6,078	Fontainebleau Resorts LLC ⁽³⁾⁽⁵⁾⁽¹¹⁾	\$	716,654
		\$	716,654
Total Preferred Stocks			
(identified cost \$6,098,405)		\$	817,833
Miscellaneous	0.0%		
Shares	Security		Value
Cable and Satellite Television	0.0%		
2,496,146	Adelphia Recovery Trust ⁽¹⁰⁾	\$	62,404
2,500,000	Adelphia, Inc., Escrow Certificate		62,500
		\$	124,904
Oil and Gas	0.0%		
1,170,000	VeraSun Energy Corp., Escrow Certificate ⁽⁵⁾⁽¹⁰⁾	\$	0
		\$	0
Total Miscellaneous			
(identified cost \$2,237,499)		\$	124,904

Table of Contents**Short-Term Investments 1.0%****Interest**

(000 s omitted)	Description	Value
\$ 16,271	Cash Management Portfolio, 0.00% ⁽¹²⁾	\$ 16,270,929
		\$ 16,270,929
Total Short-Term Investments (identified cost \$16,270,929)		\$ 16,270,929
Total Investments 153.7% (identified cost \$2,748,092,357)		\$ 2,564,215,031
Less Unfunded Loan Commitments (0.1)%		\$ (2,118,463)
Net Investments 153.6% (identified cost \$2,745,973,894)		\$ 2,562,096,568
Other Assets, Less Liabilities (37.6)%		\$ (626,583,025)
Auction Preferred Shares Plus Cumulative Unpaid Dividends (16.0)%		\$ (267,057,657)
Net Assets Applicable to Common Shares 100.0%		\$ 1,668,455,886

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

BSCMS - Bear Stearns Commercial Mortgage Securities, Inc.

CMO - Collateralized Mortgage Obligations

COMM - Commercial Mortgage Pass-Through Certificate

CSFB - CS First Boston Mortgage Securities Corp.

DIP - Debtor in Possession

GMACC - GMAC Commercial Mortgage Securities, Inc.

- LBUBS - LBUBS Commercial Mortgage Trust
- MTN - Medium-Term Note
- SBM7 - Salomon Brothers Mortgage Securities VII, Inc.
- EUR - Euro
- GBP - British Pound Sterling
- * In U.S. dollars unless otherwise indicated.

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- (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) Defaulted security. Currently the issuer is in default with respect to interest payments.
- (3) Represents a payment-in-kind security which may pay all or a portion of interest/dividends in additional par/shares.
- (4) 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.
- (5) Security valued at fair value using methods determined in good faith by or at the direction of the Trustees.
- (6) Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be sold in transactions exempt from registration, normally to qualified institutional buyers. At July 31, 2009, the aggregate value of these securities is \$258,717,950 or 15.5% of the Fund's net assets.
- (7) Weighted average fixed-rate coupon that changes/updates monthly.
- (8) Adjustable rate mortgage.
- (9) Variable rate security. The stated interest rate represents the rate in effect at July 31, 2009.
- (10) Non-income producing security.
- (11) Restricted security.
- (12) Affiliated investment company available to Eaton Vance portfolios and funds which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of July 31, 2009. Net income allocated from the investment in Cash Management Portfolio for the fiscal year to date ended July 31, 2009 was \$1,224.
- (13) Security (or a portion thereof) has been pledged to cover collateral requirements on open financial contracts.

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A summary of financial instruments outstanding at July 31, 2009 is as follows:

Forward Foreign Currency Exchange Contracts**Sales**

Settlement Date	Deliver	In Exchange For	Net Unrealized Depreciation
8/28/09	British Pound Sterling 14,624,703	United States Dollar 23,916,800	\$ (511,679)
8/31/09	Euro 41,607,534	United States Dollar 58,334,179	(972,636)
			\$ (1,484,315)

At July 31, 2009, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

The Fund is subject to foreign exchange risk in the normal course of pursuing its investment objectives. 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 may enter into forward foreign currency exchange contracts. The Fund may also enter into such contracts to hedge the currency risk of investments it anticipates purchasing.

At July 31, 2009, the aggregate fair value of derivative instruments (not accounted for as hedging instruments under Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards No. 133) in a liability position and whose primary underlying risk exposure is foreign exchange risk was \$1,484,315.

The cost and unrealized appreciation (depreciation) of investments of the Fund at July 31, 2009, as determined on a federal income tax basis, were as follows:

Aggregate cost	\$ 2,770,365,024
Gross unrealized appreciation	\$ 68,164,072
Gross unrealized depreciation	(276,432,528)
Net unrealized depreciation	\$ (208,268,456)

Restricted Securities

At July 31, 2009, the Fund owned the following securities (representing less than 0.1% of net assets applicable to common shares) which were restricted as to public resale and not registered under the Securities Act of 1933 (excluding Rule 144A securities). The 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.

Description	Date of Acquisition	Shares/Units	Cost	Value
Common Stocks				
Environmental Systems Products Holdings, Inc.	10/25/07	2,484	\$ 0 ⁽¹⁾	\$ 21,437
Preferred Stocks				
Environmental Systems Products Holdings, Inc., Series A	10/25/07	1,138	\$ 19,915	\$ 101,179
Fontainebleau Resorts LLC	6/1/07	6,078	6,078,490	716,654
Total Restricted Securities			\$ 6,098,405	\$ 839,270

(1) Less than \$0.50

FASB Statement of Financial Accounting Standards No. 157 (FAS 157), Fair Value Measurements, established a three-tier hierarchy to prioritize the assumptions, referred to as inputs, used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

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

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

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

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At July 31, 2009, the inputs used in valuing the Fund's investments, which are carried at value, were as follows:

Asset Description	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Senior Floating-Rate Interests (Less Unfunded Loan Commitments)	\$	\$ 865,161,197	\$ 1,134,217	\$ 866,295,414
Corporate Bonds & Notes		874,673,066	190,252	874,863,318
Mortgage Pass-Throughs Collateralized Mortgage Obligations		611,590,570		611,590,570
Commercial Mortgage-Backed Securities		153,300,603		153,300,603
Asset-Backed Securities		29,039,285		29,039,285
Common Stocks		384,689		384,689
Convertible Bonds		41,559	5,920,532	5,962,091
Convertible Preferred Stocks	662,574	251,618		914,192
Preferred Stocks			817,833	817,833
Miscellaneous		124,904	0	124,904
Short-Term Investments	16,270,929			16,270,929
Total Investments	\$ 16,933,503	\$ 2,537,100,231	\$ 8,062,834	\$ 2,562,096,568
Liability Description				
Forward Foreign Currency Exchange Contracts	\$	\$ (1,484,315)	\$	\$ (1,484,315)
Total	\$	\$ (1,484,315)	\$	\$ (1,484,315)

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

Investments in Senior Floating-Rate	Investments in
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	Interests	Corporate Bonds & Notes	Investments in Common Stocks	Investments in Preferred Stocks	Total
Balance as of April 30, 2009	\$ 1,217,696	\$ 191,394	\$ 5,828,336	\$ 607,545	\$ 7,844,971
Realized gains (losses)	(973,422)		(73)		(973,495)
Change in net unrealized appreciation (depreciation)	927,988	(9,637)	(18,974)	24,628	924,005
Net purchases (sales)	(34,883)		111,243	185,660	262,020
Accrued discount (premium)	(3,162)	8,495			5,333
Net transfers to (from) Level 3					
Balance as of July 31, 2009	\$ 1,134,217	\$ 190,252	\$ 5,920,532	\$ 817,833	\$ 8,062,834
Change in net unrealized appreciation (depreciation) on investments still held as of July 31, 2009	\$ (20,987)	\$ (9,637)	\$ (18,974)	\$ 24,628	\$ (24,970)

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.

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Item 2. Controls and Procedures

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

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

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Signatures

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

Eaton Vance Limited Duration Income Fund

By: /s/ Payson F. Swaffield

Payson F. Swaffield
President

Date: September 25, 2009

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

By: /s/ Payson F. Swaffield

Payson F. Swaffield
President

Date: September 25, 2009

By: /s/ Barbara E. Campbell

Barbara E. Campbell
Treasurer

Date: September 25, 2009