

EATON VANCE SENIOR FLOATING RATE TRUST  
Form N-Q  
March 30, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM N-Q**

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

Investment Company Act File Number

**811-21411**

**Eaton Vance Senior Floating-Rate Trust**

(Exact Name of Registrant as Specified in Charter)

**The Eaton Vance Building,  
255 State Street, Boston, Massachusetts**  
(Address of Principal Executive Offices)

**02109**  
(Zip code)

**Alan R. Dynner, Esq.**

**Eaton Vance Management, 255 State Street, Boston, Massachusetts 02109**  
(Name and Address of Agent for Services)

Registrant's Telephone Number, Including Area Code:  
Date of Fiscal Year End:  
Date of Reporting Period:

(617) 482-8260  
October 31  
January 31, 2007

**Item 1. Schedule of Investments**

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Eaton Vance Senior Floating-Rate Trust

as of January 31, 2007

PORTFOLIO OF INVESTMENTS (Unaudited)

Senior, Floating Rate Interests 137.3% (1)

Principal Amount	Borrower/Tranche Description	Value
<b>Aerospace and Defense 2.4%</b>		
\$ 532,125	<b>Alliant Techsystems, Inc.</b> Term Loan, 6.88%, Maturing March 31, 2009	\$ 533,123
157,420	<b>Dresser Rand Group, Inc.</b> Term Loan, 7.32%, Maturing October 29, 2011	158,620
1,017,313	<b>DRS Technologies, Inc.</b> Term Loan, 6.87%, Maturing January 31, 2013	1,020,969
1,570,898	<b>Evergreen International Aviation</b> Term Loan, 8.86%, Maturing October 31, 2011	1,566,971
1,518,088	<b>Hexcel Corp.</b> Term Loan, 7.13%, Maturing March 1, 2012	1,521,883
965,250	<b>IAP Worldwide Services, Inc.</b> Term Loan, 9.69%, Maturing December 30, 2012	966,909
1,410,935	<b>K&amp;F Industries, Inc.</b> Term Loan, 7.32%, Maturing November 18, 2012	1,417,769
1,626,085	<b>Spirit Aerosystems, Inc.</b> Term Loan, 7.11%, Maturing December 31, 2011	1,634,214
1,220,448	<b>Standard Aero Holdings, Inc.</b> Term Loan, 7.61%, Maturing August 24, 2012	1,225,788
1,625,000	<b>Transdigm, Inc.</b> Term Loan, 7.37%, Maturing June 23, 2013	1,636,172
2,143,871	<b>Vought Aircraft Industries, Inc.</b> Term Loan, 7.88%, Maturing December 17, 2011	2,162,184
1,175,000	<b>Wesco Aircraft Hardware Corp.</b> Term Loan, 7.57%, Maturing September 29, 2013	1,185,098
250,335	<b>Wyle Laboratories, Inc.</b> Term Loan, 8.12%, Maturing January 28, 2011	251,665
		<b>\$ 15,281,365</b>
<b>Air Transport 0.9%</b>		
\$ 2,075,000	<b>Delta Air Lines, Inc.</b> Term Loan, 12.87%, Maturing March 16, 2008	\$ 2,119,187
2,100,000	<b>Northwest Airlines, Inc.</b> DIP Loan, 7.85%, Maturing August 21, 2008	2,116,407
1,393,000	<b>United Airlines, Inc.</b> Term Loan, 9.12%, Maturing February 1, 2012	1,398,970
199,000	Term Loan, 11.00%, Maturing February 1, 2012	199,853
		<b>\$ 5,834,417</b>
<b>Automotive 6.9%</b>		
\$ 2,223,792	<b>Accuride Corp.</b> Term Loan, 7.38%, Maturing January 31, 2012	\$ 2,232,827
1,370,985	<b>Affina Group, Inc.</b> Term Loan, 8.36%, Maturing November 30, 2011	1,380,624

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	<b>Axletech International Holding, Inc.</b>	
\$ 1,750,000	Term Loan, 11.86%, Maturing April 21, 2013	\$ 1,766,042
	<b>CSA Acquisition Corp.</b>	
1,384,797	Term Loan, 7.88%, Maturing December 23, 2011	1,393,020
495,000	Term Loan, 7.88%, Maturing December 23, 2012	497,846
	<b>Dana Corp.</b>	
1,050,000	Term Loan, 7.82%, Maturing March 30, 2008	1,051,976
	<b>Dayco Products, LLC</b>	
2,014,875	Term Loan, 7.87%, Maturing June 21, 2011	2,020,543
	<b>Exide Technologies, Inc.</b>	
1,207,489	Term Loan, 11.75%, Maturing May 5, 2010	1,269,372
	<b>Federal-Mogul Corp.</b>	
2,915,607	Revolving Loan, 6.83%, Maturing July 1, 2007 (2)	2,903,155
	<b>Ford Motor Co.</b>	
1,775,000	Term Loan, 8.36%, Maturing December 15, 2013	1,800,269
	<b>General Motors Corp.</b>	
1,450,000	Term Loan, 7.75%, Maturing November 29, 2013	1,468,035
	<b>Goodyear Tire &amp; Rubber Co.</b>	
880,000	Term Loan, 5.22%, Maturing April 30, 2010	887,778
2,950,000	Term Loan, 8.14%, Maturing April 30, 2010	2,987,489
1,000,000	Term Loan, 8.89%, Maturing March 1, 2011	1,014,792
	<b>HLI Operating Co., Inc.</b>	
1,794,864	Term Loan, 8.88%, Maturing June 3, 2009	1,813,261
	<b>Insurance Auto Auctions, Inc.</b>	
739,993	Term Loan, 7.87%, Maturing May 19, 2012	\$743,000
	<b>Keystone Automotive Operations Inc.</b>	
900,000	Term Loan, 8.82%, Maturing January 12, 2012	904,500
	<b>R.J. Tower Corp.</b>	
1,725,000	DIP Revolving Loan, 9.88%, Maturing August 2, 2007	1,709,187
	<b>Tenneco Automotive, Inc.</b>	
1,994,254	Term Loan, 7.36%, Maturing December 12, 2009	2,009,959
1,656,896	Term Loan, 7.31%, Maturing December 12, 2010	1,669,944
	<b>The Hertz Corp.</b>	
400,000	Term Loan, 5.37%, Maturing December 21, 2012	403,281
3,170,111	Term Loan, 7.35%, Maturing December 21, 2012	3,196,116
	<b>Trimas Corp.</b>	
234,375	Term Loan, 8.13%, Maturing August 2, 2011	237,598
1,013,086	Term Loan, 8.11%, Maturing August 2, 2013	1,027,016
	<b>TRW Automotive, Inc.</b>	
4,505,910	Term Loan, 6.94%, Maturing June 30, 2012	4,509,780
	<b>United Components, Inc.</b>	
1,466,329	Term Loan, 7.63%, Maturing June 30, 2010	1,473,661
	<b>Vanguard Car Rental USA</b>	
1,192,000	Term Loan, 8.35%, Maturing June 14, 2013	1,203,796
		<b>\$ 43,574,867</b>

<b>Beverage and Tobacco 1.5%</b>		
	<b>Alliance One International, Inc.</b>	
\$ 566,812	Term Loan, 8.82%, Maturing May 13, 2010	\$ 573,897
	<b>Constellation Brands, Inc.</b>	
1,583,333	Term Loan, 6.88%, Maturing June 5, 2013	1,594,988
	<b>Culligan International Co.</b>	
935,103	Term Loan, 7.07%, Maturing September 30, 2011	937,734
	<b>National Dairy Holdings, L.P.</b>	
731,143	Term Loan, 7.32%, Maturing March 15, 2012	732,514
	<b>National Distribution Co.</b>	
690,800	Term Loan, 11.82%, Maturing June 22, 2010	692,527
	<b>Reynolds American, Inc.</b>	
2,935,250	Term Loan, 7.14%, Maturing May 31, 2012	2,960,933
	<b>Southern Wine &amp; Spirits of America, Inc.</b>	
1,438,772	Term Loan, 6.86%, Maturing May 31, 2012	1,444,391
	<b>Sunny Delight Beverages Co.</b>	
370,063	Term Loan, 11.37%, Maturing August 20, 2010	361,967
		<b>\$ 9,298,951</b>
<b>Brokers, Dealers and Investment Houses 0.3%</b>		
	<b>Ameritrade Holding Corp.</b>	
\$ 2,003,528	Term Loan, 6.82%, Maturing December 31, 2012	\$ 2,010,677
		<b>\$ 2,010,677</b>
<b>Building and Development 9.1%</b>		
	<b>AP-Newkirk Holdings, LLC</b>	
\$ 1,482,098	Term Loan, 7.82%, Maturing December 21, 2007	\$ 1,484,646
	<b>Beacon Sales Acquisition, Inc.</b>	
698,250	Term Loan, 7.36%, Maturing September 30, 2013	701,741
	<b>Biomed Realty, L.P.</b>	
3,055,000	Term Loan, 7.58%, Maturing May 31, 2010	3,047,362
	<b>Capital Automotive (REIT)</b>	
1,232,598	Term Loan, 7.08%, Maturing December 16, 2010	1,243,469
	<b>EpcO / Fantome, LLC</b>	
1,464,000	Term Loan, 7.99%, Maturing November 23, 2010	1,471,320
	<b>Formica Corp.</b>	
1,017,313	Term Loan, 9.29%, Maturing March 15, 2013	1,017,312
	<b>FT-FIN Acquisition, LLC</b>	
1,221,496	Term Loan, 6.83%, Maturing November 17, 2007 (2)	1,224,549
	<b>Gables GP, Inc.</b>	
82,763	Term Loan, 7.07%, Maturing March 31, 2007	82,960
	<b>General Growth Properties, Inc.</b>	
2,000,000	Term Loan, 6.57%, Maturing February 24, 2011	1,995,402
	<b>Hovstone Holdings, LLC</b>	
1,045,500	Term Loan, 7.36%, Maturing February 28, 2009	1,029,817
	<b>Landsource Communities, LLC</b>	
6,011,000	Term Loan, 7.88%, Maturing March 31, 2010	6,007,243
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		<b>Lanoga Corp.</b>	
\$	1,243,758	Term Loan, 7.11%, Maturing June 29, 2013	\$ 1,243,758
		<b>LNR Property Corp.</b>	
2,800,000		Term Loan, 8.12%, Maturing July 3, 2011	2,819,499
		<b>Mattamy Funding Partnership</b>	
497,500		Term Loan, 7.63%, Maturing April 11, 2013	500,609
		<b>Mueller Group, Inc.</b>	
2,676,824		Term Loan, 7.36%, Maturing October 3, 2012	2,697,457
		<b>NCI Building Systems, Inc.</b>	
594,000		Term Loan, 6.84%, Maturing June 18, 2010	594,928
		<b>Newkirk Master, L.P.</b>	
3,423,859		Term Loan, 7.08%, Maturing August 11, 2008	3,429,744
		<b>Nortek, Inc.</b>	
2,732,088		Term Loan, 7.35%, Maturing August 27, 2011	2,739,943
		<b>November 2005 Land Investors</b>	
581,822		Term Loan, 8.11%, Maturing May 9, 2011	582,549
		<b>Panolam Industries Holdings, Inc.</b>	
566,594		Term Loan, 8.11%, Maturing September 30, 2012	568,364
		<b>Ply Gem Industries, Inc.</b>	
2,510,313		Term Loan, 8.37%, Maturing August 15, 2011	2,540,909
		<b>Rubicon GSA II, LLC</b>	
2,350,000		Term Loan, 8.10%, Maturing July 31, 2008	2,350,000
		<b>South Edge, LLC</b>	
787,500		Term Loan, 7.38%, Maturing October 31, 2009	785,778
		<b>Stile Acquisition Corp.</b>	
2,121,627		Term Loan, 7.38%, Maturing April 6, 2013	2,114,914
		<b>Stile U.S. Acquisition Corp.</b>	
2,125,241		Term Loan, 7.38%, Maturing April 6, 2013	2,118,517
		<b>TE / Tousa Senior, LLC</b>	
1,575,000		Term Loan, 11.75%, Maturing August 1, 2008 (5)	1,568,954
		<b>Tousa/Kolter, LLC</b>	
1,656,000		Term Loan, 6.87%, Maturing January 7, 2008 (2)	1,658,070
		<b>TRU 2005 RE Holding Co.</b>	
4,100,000		Term Loan, 8.33%, Maturing December 9, 2008	4,141,640
		<b>Trustreet Properties, Inc.</b>	
1,465,000		Term Loan, 7.33%, Maturing April 8, 2010	1,468,662
		<b>United Subcontractors, Inc.</b>	
825,000		Term Loan, 12.62%, Maturing June 27, 2013	800,250
		<b>Wintergames Acquisition ULC</b>	
3,175,000		Term Loan, 7.32%, Maturing October 26, 2007	3,176,984
			<b>\$ 57,207,350</b>
<b>Business Equipment and Services</b>	<b>8.7%</b>		
		<b>Acco Brands Corp.</b>	
\$	1,307,450	Term Loan, 7.09%, Maturing August 17, 2012	\$ 1,316,235

	<b>Activant Solutions, Inc.</b>	
\$ 741,317	Term Loan, 7.38%, Maturing May 1, 2013	\$ 741,086
	<b>Affiliated Computer Services</b>	
816,750	Term Loan, 7.35%, Maturing March 20, 2013	823,273
2,164,125	Term Loan, 7.36%, Maturing March 20, 2013	2,181,979
	<b>Affinion Group, Inc.</b>	
2,769,186	Term Loan, 7.87%, Maturing October 17, 2012	2,798,262
	<b>Allied Security Holdings, LLC</b>	
1,288,182	Term Loan, 8.37%, Maturing June 30, 2010	1,302,674
	<b>Buhrmann US, Inc.</b>	
3,099,537	Term Loan, 7.12%, Maturing December 31, 2010	3,111,160
	<b>DynCorp International, LLC</b>	
1,208,475	Term Loan, 7.66%, Maturing February 11, 2011	1,218,545
	<b>Gate Gourmet Borrower, LLC</b>	
1,119,811	Term Loan, 8.10%, Maturing March 9, 2012	1,133,809
183,333	Term Loan, 8.11%, Maturing March 9, 2012	180,583
	<b>Info USA, Inc.</b>	
618,750	Term Loan, 7.12%, Maturing February 14, 2012	619,523
	<b>Iron Mountain, Inc.</b>	
1,380,001	Term Loan, 7.13%, Maturing April 2, 2011	1,385,463
	<b>Language Line, Inc.</b>	
2,322,836	Term Loan, 8.60%, Maturing June 11, 2011	2,347,879
	<b>Mitchell International, Inc.</b>	
652,211	Term Loan, 7.37%, Maturing August 15, 2011	655,676
	<b>N.E.W. Holdings I, LLC</b>	
770,000	Term Loan, 12.36%, Maturing February 8, 2014	776,979
467,378	Term Loan, 8.11%, Maturing August 8, 2014	470,007
	<b>Nielsen Finance, LLC</b>	
6,907,688	Term Loan, 7.63%, Maturing August 9, 2013	6,970,485
	<b>Protection One, Inc.</b>	
912,046	Term Loan, 7.85%, Maturing March 31, 2012	917,177
	<b>Quantum Corp.</b>	
437,500	Term Loan, 9.44%, Maturing August 22, 2012	438,047
	<b>Quintiles Transnational Corp.</b>	
1,700,000	Term Loan, 9.36%, Maturing March 31, 2014	1,723,729
	<b>Serena Software, Inc.</b>	
562,500	Term Loan, 7.61%, Maturing March 10, 2013	564,891
	<b>Sungard Data Systems, Inc.</b>	
12,903,500	Term Loan, 7.88%, Maturing February 11, 2013	13,038,587
	<b>TDS Investor Corp.</b>	
3,018,112	Term Loan, 7.86%, Maturing August 23, 2013	3,040,540
	<b>Transaction Network Services, Inc.</b>	
783,819	Term Loan, 7.35%, Maturing May 4, 2012	785,779
	<b>US Investigations Services, Inc.</b>	
1,185,154	Term Loan, 7.87%, Maturing October 14, 2012	1,192,562
543,989	Term Loan, 7.87%, Maturing October 14, 2013	546,936

	<b>West Corp.</b>	
\$ 2,450,000	Term Loan, 8.09%, Maturing October 24, 2013	\$ 2,470,288
	<b>Williams Scotsman, Inc.</b>	
750,000	Term Loan, 6.82%, Maturing June 27, 2010	750,000
	<b>Worldspan, L.P.</b>	
1,400,000	Term Loan, 8.58%, Maturing December 7, 2013	1,408,750
		\$ 54,910,904

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<b>Cable and Satellite Television 7.8%</b>		
\$ 4,262,234	<b>Atlantic Broadband Finance, LLC</b>	\$ 4,327,945
	Term Loan, 8.10%, Maturing February 10, 2011	
1,026,375	<b>Bragg Communications, Inc.</b>	1,029,906
	Term Loan, 7.12%, Maturing August 31, 2011	
1,200,000	<b>Bresnan Broadband Holdings, LLC</b>	1,223,626
	Term Loan, 9.87%, Maturing March 29, 2014	
1,550,000	<b>Cequel Communications, LLC</b>	1,584,754
3,067,248	Term Loan, 9.87%, Maturing May 5, 2014	
	Term Loan, 11.37%, Maturing May 5, 2014	3,147,126
12,118,808	<b>Charter Communications Operating, LLC</b>	12,240,372
	Term Loan, 7.99%, Maturing April 28, 2013	
2,977,500	<b>CSC Holdings, Inc.</b>	2,988,728
	Term Loan, 7.11%, Maturing March 29, 2013	
5,325,000	<b>Insight Midwest Holdings, LLC</b>	5,373,260
	Term Loan, 7.61%, Maturing April 6, 2014	
5,895,450	<b>Mediacom Broadband Group</b>	5,895,910
	Term Loan, 7.17%, Maturing January 31, 2015	
2,784,750	<b>Mediacom Illinois, LLC</b>	2,790,718
	Term Loan, 7.17%, Maturing January 31, 2015	
2,492,490	<b>NTL Investment Holdings, Ltd.</b>	2,509,292
	Term Loan, 7.36%, Maturing March 30, 2012	
354,378	<b>Persona Communications Corp.</b>	357,479
570,622	Term Loan, 0.00%, Maturing October 12, 2013 (2)	
825,000	Term Loan, 8.12%, Maturing October 12, 2013	575,615
	Term Loan, 11.36%, Maturing April 12, 2014	832,734
2,203,138	<b>UGS Corp.</b>	2,208,646
	Term Loan, 7.10%, Maturing March 31, 2012	
1,195,000	<b>UPC Broadband Holding B.V.</b>	1,201,178
1,195,000	Term Loan, 7.37%, Maturing March 31, 2013	
	Term Loan, 7.37%, Maturing December 31, 2013	1,201,178
		<b>\$ 49,488,467</b>
<b>Chemicals and Plastics 9.5%</b>		
\$ 375,000	<b>Basell Af S.A.R.L.</b>	\$ 379,394
375,000	Term Loan, 7.60%, Maturing August 1, 2013	
	Term Loan, 8.35%, Maturing August 1, 2014	379,512
1,900,000	<b>Brenntag Holding GmbH and Co. KG</b>	1,921,742
1,000,000	Term Loan, 7.89%, Maturing December 23, 2013	
	Term Loan, 11.89%, Maturing December 23, 2015	1,023,906
4,139,627	<b>Celanese Holdings, LLC</b>	4,168,410
	Term Loan, 7.11%, Maturing June 4, 2011	
549,963	<b>Gentek, Inc.</b>	551,596
669,630	Term Loan, 7.35%, Maturing February 25, 2011	
	Term Loan, 9.61%, Maturing February 28, 2012	674,568
1,215,703	<b>Georgia Gulf Corp.</b>	1,225,255
	Term Loan, 7.32%, Maturing October 3, 2013	



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	<b>Hercules, Inc.</b>	
\$ 829,688	Term Loan, 6.82%, Maturing October 8, 2010	\$ 831,762
	<b>Hexion Specialty Chemicals, Inc.</b>	
4,502,375	Term Loan, 7.88%, Maturing May 5, 2013	4,526,576
	<b>Huntsman, LLC</b>	
4,268,561	Term Loan, 7.07%, Maturing August 16, 2012	4,296,840
	<b>Ineos Group</b>	
1,608,750	Term Loan, 7.61%, Maturing December 14, 2013	1,629,530
1,608,750	Term Loan, 8.11%, Maturing December 14, 2014	1,629,530
	<b>Innophos, Inc.</b>	
671,186	Term Loan, 7.57%, Maturing August 10, 2010	674,822
	<b>Invista B.V.</b>	
3,851,626	Term Loan, 6.88%, Maturing April 29, 2011	3,863,663
	<b>ISP Chemo, Inc.</b>	
2,183,500	Term Loan, 7.38%, Maturing February 16, 2013	2,202,435
	<b>Kranton Polymers, LLC</b>	
3,250,347	Term Loan, 7.38%, Maturing May 12, 2013	3,278,788
	<b>Lucite International Group Holdings</b>	
214,122	Term Loan, 0.00%, Maturing July 7, 2013 (2)	216,464
607,823	Term Loan, 8.07%, Maturing July 7, 2013	614,472
	<b>Lyondell Chemical Co.</b>	
3,990,000	Term Loan, 7.12%, Maturing August 16, 2013	4,023,249
	<b>Momentive Performance Material</b>	
1,725,000	Term Loan, 7.63%, Maturing December 4, 2013	1,739,878
	<b>Mosaic Co.</b>	
1,418,400	Term Loan, 7.11%, Maturing December 21, 2012	1,431,993
	<b>Nalco Co.</b>	
5,557,539	Term Loan, 7.11%, Maturing November 4, 2010	5,599,754
	<b>PQ Corp.</b>	
1,254,535	Term Loan, 7.37%, Maturing February 10, 2012	1,261,069
	<b>Professional Paint, Inc.</b>	
721,375	Term Loan, 7.63%, Maturing May 31, 2012	722,728
350,000	Term Loan, 11.13%, Maturing May 31, 2013	353,062
	<b>Rockwood Specialties Group, Inc.</b>	
4,361,000	Term Loan, 7.36%, Maturing December 10, 2012	4,393,707
	<b>Solo Cup Co.</b>	
2,638,231	Term Loan, 8.82%, Maturing February 27, 2011	2,683,368
550,000	Term Loan, 11.57%, Maturing March 31, 2012	563,406
	<b>Solutia, Inc.</b>	
750,000	DIP Loan, 8.36%, Maturing March 31, 2007	756,094
	<b>Wellman, Inc.</b>	
2,250,000	Term Loan, 9.37%, Maturing February 10, 2009	2,238,750
		<b>\$ 59,856,323</b>
	<b>Clothing/Textiles 0.7%</b>	
	<b>Hanesbrands, Inc.</b>	
\$ 1,666,929	Term Loan, 7.61%, Maturing September 5, 2013	\$ 1,689,120
850,000	Term Loan, 9.11%, Maturing March 5, 2014	876,430



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		<b>Propex Fabrics, Inc.</b>	
\$	843,005	Term Loan, 8.32%, Maturing July 31, 2012	\$ 845,112
		<b>St. John Knits International, Inc.</b>	
	577,673	Term Loan, 9.38%, Maturing March 23, 2012	580,561
		<b>The William Carter Co.</b>	
	638,309	Term Loan, 6.86%, Maturing July 14, 2012	639,406
			<b>\$ 4,630,629</b>
<b>Conglomerates 3.2%</b>			
		<b>Amsted Industries, Inc.</b>	
\$	1,726,339	Term Loan, 7.36%, Maturing October 15, 2010	\$ 1,732,813
		<b>Blount, Inc.</b>	
	343,020	Term Loan, 7.09%, Maturing August 9, 2010	343,985
		<b>Dundee Holding, Inc.</b>	
	1,000,000	Term Loan, 8.07%, Maturing February 17, 2014	1,002,500
	1,000,000	Term Loan, 8.57%, Maturing February 17, 2015	1,007,500
		<b>Education Management, LLC</b>	
	2,791,623	Term Loan, 7.88%, Maturing June 1, 2013	2,820,238
		<b>Euramax International, Inc.</b>	
	608,052	Term Loan, 8.13%, Maturing June 28, 2012	609,572
	750,000	Term Loan, 12.36%, Maturing June 28, 2013	740,625
		<b>Goodman Global Holdings, Inc.</b>	
	890,839	Term Loan, 7.13%, Maturing December 23, 2011	892,324
		<b>Jarden Corp.</b>	
	1,474,695	Term Loan, 7.11%, Maturing January 24, 2012	1,477,922
	2,617,083	Term Loan, 7.36%, Maturing January 24, 2012	2,626,489
		<b>Johnson Diversey, Inc.</b>	
	1,699,371	Term Loan, 7.87%, Maturing December 16, 2011	1,717,692
		<b>Polymer Group, Inc.</b>	
	2,549,250	Term Loan, 7.61%, Maturing November 22, 2012	2,554,030
		<b>Rexnord Corp.</b>	
	1,329,918	Term Loan, 7.88%, Maturing July 19, 2013	1,335,182
		<b>RGIS Holdings, LLC</b>	
	1,138,585	Term Loan, 7.86%, Maturing February 15, 2013	1,140,009
			<b>\$ 20,000,881</b>
<b>Containers and Glass Products 4.8%</b>			
		<b>Bluegrass Container Co.</b>	
\$	1,641,750	Term Loan, 7.60%, Maturing June 30, 2013	\$ 1,661,656
	284,848	Term Loan, 10.32%, Maturing December 30, 2013	289,869
	890,152	Term Loan, 10.33%, Maturing December 30, 2013	905,840
		<b>Consolidated Container Holding, LLC</b>	
	1,170,000	Term Loan, 8.63%, Maturing December 15, 2008	1,175,850
		<b>Crown Americas, LLC</b>	
	618,750	Term Loan, 7.12%, Maturing November 15, 2012	620,838
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		<b>Graham Packaging Holdings Co.</b>	
\$	4,312,000	Term Loan, 7.63%, Maturing October 7, 2011	\$ 4,353,197
	372,152	Term Loan, 7.69%, Maturing October 7, 2011	375,707
	1,428,571	Term Loan, 9.63%, Maturing April 7, 2012	1,446,071
		<b>Graphic Packaging International, Inc.</b>	
	5,163,055	Term Loan, 7.86%, Maturing August 8, 2010	5,228,398
		<b>IPG (US), Inc.</b>	
	2,135,838	Term Loan, 8.07%, Maturing July 28, 2011	2,142,512
		<b>JSG Acquisitions</b>	
	1,845,000	Term Loan, 7.74%, Maturing December 31, 2013	1,861,721
	1,845,000	Term Loan, 8.24%, Maturing December 13, 2014	1,870,946
		<b>Kranson Industries, Inc.</b>	
	847,875	Term Loan, 8.11%, Maturing July 31, 2013	852,644
		<b>Owens-Brockway Glass Container</b>	
	1,588,438	Term Loan, 6.82%, Maturing June 14, 2013	1,592,210
		<b>Smurfit-Stone Container Corp.</b>	
	650,961	Term Loan, 4.73%, Maturing November 1, 2011	657,655
	4,900,491	Term Loan, 7.63%, Maturing November 1, 2011	4,950,095
			<b>\$ 29,985,209</b>
		<b>Cosmetics/Toiletries 0.4%</b>	
		<b>American Safety Razor Co.</b>	
\$	900,000	Term Loan, 11.72%, Maturing July 31, 2014	\$ 915,750
		<b>Prestige Brands, Inc.</b>	
	1,750,500	Term Loan, 7.71%, Maturing April 7, 2011	1,765,453
			<b>\$ 2,681,203</b>
		<b>Drugs 1.5%</b>	
		<b>Graceway Pharmaceuticals, LLC</b>	
\$	1,000,000	Term Loan, 7.84%, Maturing December 29, 2011	\$ 1,006,875
		<b>Graceway Pharmaceuticals, LLC.</b>	
	500,000	Term Loan, 11.34%, Maturing December 29, 2012	507,500
		<b>Patheon, Inc.</b>	
	1,783,309	Term Loan, 9.57%, Maturing December 14, 2011	1,766,591
		<b>Stiefel Laboratories, Inc.</b>	
	758,427	Term Loan, 0.00%, Maturing December 28, 2013 (2)	766,959
	991,573	Term Loan, 7.61%, Maturing December 28, 2013	1,002,728
	750,000	Term Loan, 10.36%, Maturing June 28, 2014	766,875
		<b>Warner Chilcott Corp.</b>	
	787,328	Term Loan, 7.36%, Maturing January 18, 2012	791,930
	2,716,335	Term Loan, 7.37%, Maturing January 18, 2012	2,732,343
			<b>\$ 9,341,801</b>
		<b>Ecological Services and Equipment 2.1%</b>	
		<b>Allied Waste Industries, Inc.</b>	
\$	1,297,702	Term Loan, 5.33%, Maturing January 15, 2012	\$ 1,305,880
	2,926,157	Term Loan, 7.16%, Maturing January 15, 2012	2,941,519
		<b>Duratek, Inc.</b>	
	589,387	Term Loan, 7.63%, Maturing June 7, 2013	594,729
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		<b>Energysolutions, LLC</b>	
\$	62,107	Term Loan, 7.57%, Maturing June 7, 2013	\$ 62,670
1,301,563		Term Loan, 7.63%, Maturing June 7, 2013	1,313,359
		<b>Environmental Systems, Inc.</b>	
915,114		Term Loan, 8.85%, Maturing December 12, 2008	919,689
2,500,000		Term Loan, 15.36%, Maturing December 12, 2010	2,512,500
		<b>IESI Corp.</b>	
970,588		Term Loan, 7.11%, Maturing January 20, 2012	974,228
		<b>Sensus Metering Systems, Inc.</b>	
2,373,913		Term Loan, 7.39%, Maturing December 17, 2010	2,367,978
315,326		Term Loan, 7.41%, Maturing December 17, 2010	314,538
			<b>\$ 13,307,090</b>
		<b>Electronics/Electrical 4.9%</b>	
		<b>Advanced Micro Devices, Inc.</b>	
\$	2,415,696	Term Loan, 7.62%, Maturing December 31, 2013	\$ 2,439,442
		<b>AMI Semiconductor, Inc.</b>	
1,827,025		Term Loan, 6.82%, Maturing April 1, 2012	1,825,883
		<b>Aspect Software, Inc.</b>	
2,019,938		Term Loan, 8.38%, Maturing July 11, 2011	2,030,879
1,800,000		Term Loan, 12.44%, Maturing July 11, 2013	1,807,501
		<b>Communications &amp; Power, Inc.</b>	
425,926		Term Loan, 7.57%, Maturing July 23, 2010	427,789
		<b>Enersys Capital, Inc.</b>	
1,072,500		Term Loan, 7.37%, Maturing March 17, 2011	1,079,203
		<b>Epicor Software Corp.</b>	
372,188		Term Loan, 7.85%, Maturing March 30, 2012	373,816
		<b>FCI International S.A.S.</b>	
425,000		Term Loan, 7.87%, Maturing November 1, 2013	428,438
425,000		Term Loan, 8.62%, Maturing November 1, 2013	430,563
		<b>Freescale Semiconductor, Inc.</b>	
4,325,000		Term Loan, 7.37%, Maturing December 1, 2013	4,357,437
		<b>Infor Enterprise Solutions Holdings</b>	
4,014,938		Term Loan, 9.12%, Maturing July 28, 2012	4,053,338
		<b>Network Solutions, LLC</b>	
955,350		Term Loan, 10.36%, Maturing January 9, 2012	967,292
		<b>Rayovac Corp.</b>	
3,453,516		Term Loan, 8.60%, Maturing February 7, 2012	3,470,476
		<b>Sensata Technologies Finance Co.</b>	
1,796,000		Term Loan, 7.11%, Maturing April 27, 2013	1,792,970
		<b>Telcordia Technologies, Inc.</b>	
2,685,928		Term Loan, 8.12%, Maturing September 15, 2012	2,662,007
		<b>TTM Technologies, Inc.</b>	
590,625		Term Loan, 7.62%, Maturing October 27, 2012	593,578
		<b>Verifone, Inc.</b>	
1,550,000		Term Loan, 7.12%, Maturing October 31, 2013	1,555,812
		<b>Vertafore, Inc.</b>	
850,000		Term Loan, 11.40%, Maturing January 31, 2013	863,458



		\$	31,159,882
<b>Equipment Leasing 1.3%</b>			
	<b>Awac Capital, Inc.</b>		
\$ 2,279,413	Term Loan, 11.38%, Maturing March 22, 2013	\$	2,313,605
	<b>Maxim Crane Works, L.P.</b>		
1,035,675	Term Loan, 7.32%, Maturing January 28, 2010		1,038,264
	<b>Rental Service Corp.</b>		
1,150,000	Term Loan, 8.86%, Maturing November 30, 2013		1,172,102
	<b>United Rentals, Inc.</b>		
1,121,250	Term Loan, 5.32%, Maturing February 14, 2011		1,133,631
2,469,745	Term Loan, 7.32%, Maturing February 14, 2011		2,497,016
		\$	8,154,618

<b>Farming/Agriculture 0.3%</b>			
		<b>Central Garden &amp; Pet Co.</b>	
\$	2,059,438	Term Loan, 6.82%, Maturing February 28, 2014	\$ 2,063,299
			<b>\$ 2,063,299</b>
<b>Financial Intermediaries 1.9%</b>			
		<b>AIMCO Properties, L.P.</b>	
\$	2,300,000	Term Loan, 6.91%, Maturing March 23, 2011	\$ 2,310,062
		<b>Citgo III, Ltd.</b>	
250,000		Term Loan, 8.11%, Maturing August 3, 2013	252,187
250,000		Term Loan, 8.61%, Maturing August 3, 2014	253,125
		<b>Coinstar, Inc.</b>	
523,467		Term Loan, 7.36%, Maturing July 7, 2011	526,738
		<b>Grosvenor Capital Management</b>	
1,550,000		Term Loan, 7.63%, Maturing December 5, 2013	1,558,719
		<b>IPayment, Inc.</b>	
942,875		Term Loan, 7.35%, Maturing May 10, 2013	941,107
		<b>LPL Holdings, Inc.</b>	
3,597,813		Term Loan, 8.11%, Maturing June 30, 2013	3,642,224
		<b>Oxford Acquisition III, Ltd.</b>	
1,250,000		Term loan, 7.75%, Maturing September 20, 2013	1,261,914
		<b>The Macerich Partnership, L.P.</b>	
1,210,000		Term Loan, 6.88%, Maturing April 25, 2010	1,212,269
			<b>\$ 11,958,345</b>
<b>Food Products 2.9%</b>			
		<b>Acosta, Inc.</b>	
\$	3,086,370	Term Loan, 8.07%, Maturing July 28, 2013	\$ 3,119,805
		<b>BF Bolthouse HoldCo, LLC</b>	
1,150,000		Term Loan, 10.86%, Maturing December 16, 2013	1,164,136
		<b>Chiquita Brands, LLC</b>	
1,172,150		Term Loan, 8.38%, Maturing June 28, 2012	1,191,441
		<b>Dole Food Company, Inc.</b>	
162,791		Term Loan, 5.23%, Maturing April 12, 2013	162,557
1,211,773		Term Loan, 7.46%, Maturing April 12, 2013	1,210,032
363,532		Term Loan, 7.55%, Maturing April 12, 2013	363,010
		<b>Michael Foods, Inc.</b>	
3,152,042		Term Loan, 7.35%, Maturing November 21, 2010	3,167,147
		<b>Pinnacle Foods Holdings Corp.</b>	
4,716,766		Term Loan, 7.36%, Maturing November 25, 2010	4,740,349
		<b>QCE Finance, LLC</b>	
497,500		Term Loan, 7.63%, Maturing May 5, 2013	499,573
950,000		Term Loan, 11.11%, Maturing November 5, 2013	971,969
		<b>Reddy Ice Group, Inc.</b>	
1,970,000		Term Loan, 7.11%, Maturing August 9, 2012	1,972,462
			<b>\$ 18,562,481</b>

<b>Food Service 2.4%</b>		
	<b>AFC Enterprises, Inc.</b>	
\$ 490,516	Term Loan, 7.38%, Maturing May 23, 2009	\$ 492,969
	<b>Buffets, Inc.</b>	
186,667	Term Loan, 5.27%, Maturing May 1, 2013	187,717
1,413,333	Term Loan, 8.36%, Maturing November 1, 2013	1,421,283
	<b>Burger King Corp.</b>	
1,110,080	Term Loan, 6.88%, Maturing June 30, 2012	1,112,662
	<b>Carrols Corp.</b>	
1,369,673	Term Loan, 7.88%, Maturing December 31, 2010	1,376,521
	<b>CBRL Group, Inc.</b>	
1,777,126	Term Loan, 6.87%, Maturing April 27, 2013	1,781,791
	<b>CKE Restaurants, Inc.</b>	
242,854	Term Loan, 7.38%, Maturing May 1, 2010	243,765
	<b>Denny s, Inc.</b>	
133,333	Term Loan, 7.52%, Maturing March 31, 2012	135,167
816,201	Term Loan, 7.61%, Maturing March 31, 2012	827,424
	<b>Domino s, Inc.</b>	
6,088,457	Term Loan, 6.88%, Maturing June 25, 2010	6,096,068
	<b>NPC International, Inc.</b>	
395,833	Term Loan, 7.12%, Maturing May 3, 2013	395,957
	<b>Nutro Products, Inc.</b>	
461,331	Term Loan, 7.36%, Maturing April 26, 2013	464,503
	<b>Sagittarius Restaurants, LLC</b>	
397,000	Term Loan, 7.62%, Maturing March 29, 2013	398,861
		\$ 14,934,688
<b>Food/Drug Retailers 1.4%</b>		
	<b>General Nutrition Centers, Inc.</b>	
\$ 1,000,000	Revolving Loan, 0.00%, Maturing December 5, 2009 (2)	\$ 972,500
581,027	Term Loan, 8.07%, Maturing December 5, 2009	584,114
	<b>Supervalu, Inc.</b>	
1,488,750	Term Loan, 7.10%, Maturing June 1, 2012	1,497,199
	<b>The Jean Coutu Group (PJC), Inc.</b>	
4,653,058	Term Loan, 7.88%, Maturing July 30, 2011	4,665,808
	<b>The Pantry, Inc.</b>	
792,000	Term Loan, 7.07%, Maturing January 2, 2012	795,465
		\$ 8,515,086
<b>Forest Products 2.8%</b>		
	<b>Appleton Papers, Inc.</b>	
\$ 1,570,155	Term Loan, 7.62%, Maturing June 11, 2010	\$ 1,579,969
	<b>Boise Cascade Holdings, LLC</b>	
2,363,411	Term Loan, 7.11%, Maturing October 29, 2011	2,377,741
	<b>Buckeye Technologies, Inc.</b>	
1,725,738	Term Loan, 7.42%, Maturing April 15, 2010	1,727,536
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		<b>Georgia Pacific Corp.</b>	
\$	8,761,500	Term Loan, 7.35%, Maturing December 20, 2012	\$ 8,849,115
		<b>NewPage Corp.</b>	
1,847,204		Term Loan, 7.63%, Maturing May 2, 2011	1,870,294
		<b>Xerium Technologies, Inc.</b>	
1,268,189		Term Loan, 7.86%, Maturing May 18, 2012	1,267,396
			<b>\$ 17,672,051</b>
<b>Healthcare</b>	<b>10.3%</b>		
		<b>Accellent, Inc.</b>	
\$	1,346,500	Term Loan, 7.37%, Maturing November 22, 2012	\$ 1,348,183
		<b>Alliance Imaging, Inc.</b>	
1,068,329		Term Loan, 7.88%, Maturing December 29, 2011	1,074,472
		<b>American Medical Systems</b>	
1,629,613		Term Loan, 7.81%, Maturing July 20, 2012	1,631,650
		<b>Ameripath, Inc.</b>	
863,475		Term Loan, 7.36%, Maturing October 31, 2012	864,878
		<b>AMN Healthcare, Inc.</b>	
383,763		Term Loan, 7.11%, Maturing November 2, 2011	385,203
		<b>AMR HoldCo, Inc.</b>	
1,898,537		Term Loan, 7.38%, Maturing February 10, 2012	1,906,843
		<b>Community Health Systems, Inc.</b>	
7,078,537		Term Loan, 7.12%, Maturing August 19, 2011	7,099,554
1,995,000		Term Loan, 7.11%, Maturing February 29, 2012	2,000,923
		<b>Concentra Operating Corp.</b>	
2,125,590		Term Loan, 7.38%, Maturing September 30, 2011	2,134,226
		<b>Conmed Corp.</b>	
839,157		Term Loan, 7.38%, Maturing April 13, 2013	839,682
		<b>CRC Health Corp.</b>	
995,006		Term Loan, 7.86%, Maturing February 6, 2013	1,006,511
		<b>Davita, Inc.</b>	
6,231,671		Term Loan, 7.40%, Maturing October 5, 2012	6,286,198
		<b>DJ Orthopedics, LLC</b>	
327,250		Term Loan, 6.88%, Maturing April 7, 2013	327,455
		<b>Emdeon Business Services, LLC</b>	
1,713,576		Term Loan, 7.87%, Maturing November 16, 2013	1,723,930
		<b>Encore Medical Finance, LLC</b>	
1,822,313		Term Loan, 7.87%, Maturing November 3, 2013	1,828,292
		<b>FGX International, Inc.</b>	
600,000		Term Loan, 9.36%, Maturing December 12, 2012	598,500
333,000		Term Loan, 13.11%, Maturing December 9, 2013	319,680
		<b>FHC Health Systems, Inc.</b>	

Neal A. Anderson,  
individually and as  
Trustee

Acknowledged by:

/s/ Madeline L.  
Anderson

Madeleine L.  
Anderson, as  
Trustee

/s/ Robert K.  
Buhrke

Robert K. Buhrke,  
individually and as  
Trustee

Acknowledged by:

Hinsbrook Bank  
and Trust, as  
Trustee of the  
Hinsbrook  
Bank and  
Trust 401(k) Plan

By: /s/ John H. Lohmeier

Name: John H. Lohmeier  
Title: Senior Vice President  
/s/ Geraldine K. Buhrke

Geraldine K. Buhrke, as Trustee

/s/ Jeffrey D. Baker

Jeffrey D. Baker

Acknowledged by:

/s/ Gregory R. Baker

Gregory R. Baker, as custodian  
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/s/ Andrew M. Collins

Andrew M. Collins

Acknowledged by:

Hinsbrook Bank and Trust, as Trustee of the  
Hinsbrook Bank and Trust 401(k) Plan

By: /s/ John H. Lohmeier

Name: John H. Lohmeier

Title: Senior Vice President

/s/ Margaret M. Collins

Margaret M. Collins

/s/ James R. Hannon

James R. Hannon

Acknowledged by:

Hinsbrook Bank and Trust, as Trustee of the  
Hinsbrook Bank and Trust 401(k) Plan

By: /s/ John H. Lohmeier

Name: John H. Lohmeier

Title: Senior Vice President

/s/ Gail Hannon

Gail Hannon

/s/ L. Thomas McNamara

L. Thomas McNamara

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Acknowledged by:

Hinsbrook Bank and Trust, as Trustee of the  
Hinsbrook Bank and Trust 401(k) Plan  
By: /s/ John H. Lohmeier

Name: John H. Lohmeier  
Title: Senior Vice President

/s/ Margaret McNamara

Margaret McNamara

/s/ Daniel Regan

Daniel Regan

Acknowledged by:

Hinsbrook Bank and Trust, as Trustee of the  
Hinsbrook Bank and Trust 401(k) Plan  
By: /s/ John H. Lohmeier

Name: John H. Lohmeier  
Title: Senior Vice President

/s/ Barbara Regan

Barbara Regan

/s/ Ying-Yih Wu

Ying-Yih Wu  
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Acknowledged by:

Wu Med Center

By: /s/ Ying-Yih Wu

Name: Ying-Yih Wu

Title: Trustee

/s/ Regina Miller

Regina Miller

Acknowledged by:

/s/ Robert Miller

Robert Miller

/s/ John H. Lohmeier

John H. Lohmeier

Acknowledged by:

Hinsbrook Bank and Trust, as Custodian

By: /s/ Jeffrey D. Baker

Name: Jeffrey D. Baker

Title: Executive Vice President

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<b>Name, Address and Facsimile Number of Shareholder(1)</b>	<b>Number of Company Common Shares Owned by Shareholder</b>	<b>Number of Company Common Shares Issuable Under Options Held by Shareholder</b>
Neal A. Anderson	141,500	0
Robert K. Buhrke	159,377	0
Jeffrey D. Baker	7,363	0
Andrew M. Collins, Jr.	95,316	0
James R. Hannon	170,969	0
John Lohmeier	27,737	0
L. Thomas McNamara	80,586	0
Regina R. Miller	10,222	0
Daniel Regan	214,784	0
Ying-Yih Wu	180,182	0

(1) The address and facsimile number for each shareholder is c/o Hinsbrook Bank and Trust, 6262 S. Route 83, Willowbrook, Illinois 60527, facsimile number (630) 321-5290.

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**Annex D**  
December 5, 2005

Board of Directors  
Hinsbrook Bancshares, Inc.  
6262 S. Route 83  
Willowbrook, IL 60527  
Members of the Board:

You have requested our opinion as to the fairness, from a financial point of view, of the consideration to be received by the common shareholders of Hinsbrook Bancshares, Inc. (the Company) pursuant to an Agreement and Plan of Merger to be dated December 5, 2005 (the Agreement) by and between the Company and Wintrust Financial Corporation (Buyer). At the Effective Time, as defined in the Agreement, the Company will be merged with and into Buyer (the Merger) and each share of the Company's common stock, par value \$0.05 per share (the Company Common Stock), held by the Company's shareholders shall be converted into the right to receive consideration (the Merger Consideration) consisting of a cash amount equal to \$41.59 per share or a fractional amount of a share of Buyer's common stock (the Buyer Common Stock) equal to a value of \$41.59 at the time of closing subject to certain adjustments as provided in the Agreement. The Agreement provides that the total consideration shall be comprised of 50% cash and 50% Buyer Common Stock and that Company shareholder requests for cash or stock will be prorated to assure that the Merger Consideration actually paid by Buyer consists of cash and Buyer Common Stock in such proportions. The complete terms of the proposed transaction are described in the Agreement, and this summary is qualified in its entirety by reference thereto.

Capital Market Securities, Inc. as part of its business is regularly engaged in the valuation of businesses and their securities in connection with mergers and acquisitions and valuations for corporate and other purposes. We are familiar with the market for equity securities of publicly traded financial institutions. We are acting as financial advisor to the Company in connection with the Merger and will receive a fee for our services, a significant portion of which is payable upon the consummation of the Merger and a portion of which is payable in connection with this opinion.

In arriving at our opinion, we have, among other things:

- (i) reviewed the draft form of the Agreement dated December 5, 2005;
- (ii) reviewed certain historical financial and other information concerning the Company for the five fiscal years ended December 31, 2004 and unaudited financial information for the quarters ended March 31, 2005, June 30, 2005 and September 30, 2005;
- (iii) reviewed certain historical financial and other information concerning Buyer for the five fiscal years ended December 31, 2004 and unaudited financial information for the quarters ended March 31, 2005, June 30, 2005 and September 30, 2005;
- (iv) held discussions with the senior management of the Company and Buyer with respect to their past and current financial performance, financial condition and future prospects;
- (v) reviewed certain internal financial data, projections and other information of the Company and Buyer;
- (vi) analyzed certain publicly available information of other financial institutions that we deemed comparable or otherwise relevant to our inquiry, and compared the Company and Buyer from a financial point of view with certain of these institutions;

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(vii) compared the Merger Consideration to be received by the shareholders of the Company with the consideration received by shareholders in other acquisitions of financial institutions that we deemed comparable or otherwise relevant to our inquiry;

(viii) reviewed historical trading activity and ownership data of Buyer Common Stock and considered the prospects for dividends and price movement;

(ix) reviewed historical trading activity and ownership data of the Company Common Stock and considered the prospects for dividends and market pricing; and

(x) conducted such other financial studies, analyses and investigations and reviewed such other information as we deemed appropriate to enable us to render our opinion. In our review, we have also taken into account an assessment of general economic, market and financial conditions and certain industry trends and related matters.

In our review and analysis and in arriving at our opinion we have assumed and relied upon the accuracy and completeness of the publicly-available financial and other information that we have reviewed relating to the Company and Buyer and the internal financial and other information and data provided to us by the Company and Buyer and have not attempted to verify any of such information. We have assumed (i) that the forecasts prepared with respect to the results of operations likely to be achieved represent a reasonable estimate as to future financial performance and results and (ii) that such forecasts and estimates will be realized in the amounts and in the time periods projected. We have further relied on the assurances of management of Buyer and the Company that they are not aware of any facts that would make such information inaccurate or misleading. We have also assumed, without independent verification, that the aggregate reserves for possible loan losses for the Company and Buyer are adequate to cover such losses. We did not make or obtain any independent evaluations or appraisals of any assets or liabilities of the Company, Buyer or any of their respective subsidiaries nor did we verify any of the Company's or Buyer's books or records or review any individual loan credit files. Our opinion does not address the relative merits of the Merger as compared to other business strategies or transactions that might be available to the Company or the Company's underlying business decision to effect the Merger. We express no opinion as to what the value of Buyer Common Stock actually will be when issued pursuant to the Merger or the price at which Buyer Common Stock will trade at any time.

Our opinion is necessarily based upon market, economic, monetary and other conditions as they exist and can be evaluated as of the date of this letter. It should be understood that subsequent developments may affect this opinion and that we do not have any obligation to update, revise or reaffirm this opinion. In rendering our opinion, we have assumed that in the course of obtaining the necessary approvals for the Merger, no restrictions or conditions will be imposed that would have a material adverse effect on the contemplated benefits of the Merger to Buyer or the ability to consummate the Merger and that the Merger will be consummated in accordance with the terms of the Agreement in the form of the draft that we have reviewed without waiver, modification or amendment of any material term or condition. This opinion is being directed to the Board of Directors of the Company and is not a recommendation to any shareholder as to how such shareholder should vote with respect to the Merger. In addition, you have not asked us to address, and this opinion does not address, the fairness to, or any other consideration of, the holders of any class of securities, creditors or constituencies of the Company, other than the holders of the Company Common Stock. This opinion may be included in its entirety in the proxy statement of the Company used to solicit shareholder approval of the Merger, provided that this opinion is reproduced in full and any description of or reference to us or summary of this opinion and the related analysis in such filing is in a form reasonably acceptable to us and our counsel, but may not be otherwise quoted, communicated or reproduced and distributed, in whole or in part without our prior written approval. We express no opinion on matters of a legal, regulatory, tax or accounting nature or the ability of the Merger, as set forth in the Agreement in the form of the draft that we have reviewed, to be consummated. In furnishing this opinion, we do not admit that we are experts within the meaning of that term under the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder, nor do we admit that this opinion constitutes a report or valuation within the meaning of Section 11 of such Act.



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Based upon and subject to the foregoing, it is our opinion that as of the date hereof the Merger Consideration to be received by holders of the Company Common Stock is fair to such holders from a financial point of view.

Very truly yours,

/s/ Capital Market Securities, Inc.

Capital Market Securities, Inc.

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**PART II**

**Information Not Required in Prospectus**

**Item 20. Indemnification of Officers and Directors.**

In accordance with the Illinois Business Corporation Act (being Chapter 805, Act 5 of the Illinois Compiled Statutes), Articles Eight and Nine of the Registrant's Articles of Incorporation provide as follows:

**ARTICLE EIGHT:** No director of the corporation shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director except for liability (a) for any breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or that involve intentional misconduct of a knowing violation of law, (c) under Section 8.65 of the BCA, as the same exists or hereafter may be amended, or (d) for any transaction from which the director derived an improper personal benefit.

**ARTICLE NINE, Paragraph 1:** The corporation shall indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liabilities and expenses reasonably incurred or paid by such person in connection with such action, suit or proceeding. The corporation may indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liabilities and expenses reasonably incurred or paid by such person in connection with such action, suit or proceeding. The words liabilities and expenses shall include, without limitation: liabilities, losses, damages, judgments, fines, penalties, amounts paid in settlement, expenses, attorneys' fees and costs. Expenses incurred in defending a civil, criminal, administrative, investigative or other action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding in accordance with the provisions of Section 8.75 of the BCA.

The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any statute, by-law, agreement, vote of shareholders, or disinterested directors or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be such director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

**Paragraph 2:** The corporation may purchase and maintain insurance on behalf of any person referred to in the preceding paragraph against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article or otherwise.

**Paragraph 3:** For purposes of this Article, references to the corporation shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

**Paragraph 4:** The provisions of this Article shall be deemed to be a contract between the corporation and each director or officer who serves in any such capacity at any time while this Article and the relevant provisions of the BCA, or other applicable law, if any, are in effect, and any repeal or modification of any such law or of this

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Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

**Paragraph 5:** For purposes of this Article, references to other enterprises shall include employee benefit plans; references to fines shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to serving at the request of the corporation shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to any employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner not opposed to the best interests of the corporation.

Section 6.3 of the Registrant's By-laws provides as follows:

**SECTION 6.3 MANDATORY INDEMNIFICATION.** To the extent that a director, officer, employee or agent of a corporation, or any subsidiary or subsidiaries, as the case may be, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 6.1 and 6.2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

The Illinois Business Corporation Act provides for indemnification of officers, directors, employees and agents as follows:

**5/8.75 INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS; INSURANCE.**

(a) A corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

(b) A corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made with respect to any claim, issue, or matter as to which such person has been adjudged to have been liable to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

(c) To the extent that a present or former director, officer or employee of a corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith if the person



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acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation.

(d) Any indemnification under subsections (a) and (b) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsections (a) or (b). Such determination shall be made with respect to a person who is a director or officer at the time of the determination: (1) by the majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, (2) by a committee of the directors designated by a majority vote of the directors, even though less than a quorum, (3) if there are no such directors, or if the directors so direct, by independent legal counsel in a written opinion, or (4) by the shareholders.

(e) Expenses (including attorney's fees) incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation as authorized in this Section. Such expenses (including attorneys' fees) incurred by former directors and officers or other employees and agents may be so paid on such terms and conditions, if any, as the corporation deems appropriate.

(f) The indemnification and advancement of expenses provided by or granted under the other subsections of this Section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

(g) A corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Section.

(h) If a corporation indemnifies or advances expenses to a director or officer under subsection (b) of this Section, the corporation shall report the indemnification or advance in writing to the shareholders with or before the notice of the next shareholders meeting.

(i) For purposes of this Section, references to the corporation shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, and employees or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Section with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

(j) For purposes of this Section, reference to other enterprises shall include employee benefit plans; references to fines shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to serving at the request of the corporation shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner not opposed to the best interest of the corporation as referred to in this Section.

(k) The indemnification and advancement of expenses provided by or granted under this Section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of that person.

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(l) The changes to this Section made by this amendatory Act of the 92nd General Assembly apply only to actions commenced on or after the effective date of this amendatory Act of the 92nd General Assembly. (Last amended by P.A. 92 0033, L. 01, eff. 7 1 01.)

Wintrust has purchased \$30 million of insurance policies which insure Wintrust's directors and officers against liability which they may incur as a result of actions taken in such capacities. In addition, Wintrust maintains fiduciary liability coverage up to a \$5 million limit and trust errors and omissions coverage up to a limit of \$15 million.

**Item 21. Exhibits and Financial Statement Schedules.**

(a) Exhibits:

**Exhibit**

<b>Number</b>	<b>Description of Exhibit</b>
2.1	Agreement and Plan of Merger by and between Wintrust Financial Corporation and Hinsbrook Bancshares, Inc., dated as of December 5, 2005 (included as <i>Annex A</i> to this proxy statement/prospectus).
3.1	Amended and Restated Articles of Incorporation of Wintrust Financial Corporation (incorporated by reference to Exhibit 3.1 of the Company's Form 10-Q for the quarter ended June 30, 2005).
3.2	Articles of Amendment of Amended and Restated Articles of Incorporation of Wintrust Financial Corporation (incorporated by reference to Exhibit 3.2 of the Company's Form 10-Q for the quarter ended June 30, 2005).
3.3	Amended and Restated By-laws of Wintrust Financial Corporation (incorporated by reference to Exhibit 3.3 of the Company's Form 8-K filed with the Securities and Exchange Commission on January 5, 2006).
3.4	Statement of Resolution Establishing Series of Junior Serial Preferred Stock A of Wintrust Financial Corporation (incorporated by reference to Exhibit 3.2 of the Company's Form 10-K for the year ended December 31, 1998).
5.1*	Opinion of Sidley Austin LLP.
8.1*	Tax Opinion of Barack Ferrazzano Kirschbaum Perlman & Nagelberg LLP.
23.1+	Consent of Ernst & Young LLP.
23.2+	Consent of Capital Market Securities, Inc.
23.3*	Consent of Sidley Austin LLP (included in Exhibit 5.1).
23.4*	Consent of Barack Ferrazzano Kirschbaum Perlman & Nagelberg LLP (included in Exhibit 8.1).
24.1*	Power of Attorney (contained in signature page to the registration statement).
99.1+	Form of proxy card.
99.2+	Form of election card.

\* Previously filed

+ Filed herewith

(b) Financial Statement Schedules:

All schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission have been omitted because they are not required, amounts which would otherwise be required to be shown with respect to any item are not material, are inapplicable or the required information has already been provided elsewhere or incorporated by reference in the registration statement.

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**Item 22: Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c)(1) The undersigned registrant hereby undertakes as follows: that prior to any public reoffering of the securities registered hereunder through use of a prospectus which is a part of this registration statement, by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c), the issuer undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form.

(c)(2) The undersigned registrant hereby undertakes as follows: that every prospectus: (1) that is filed pursuant to the paragraph immediately preceding, or (2) that purports to meet the requirements of Section 10(a)(3) of the Securities Act of 1933 and is used in connection with an offering of securities subject to Rule 415, will be filed as part of an amendment to this registration statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(d) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for

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indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against policy as expressed in the Act and will be governed by the final adjudication of such issue.

(e) The undersigned registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Item 4, 10(b), 11, or 13 of this form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

(f) The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of Illinois, on this 5th day of May, 2006.

**WINTRUST FINANCIAL CORPORATION**

By: /s/ David A. Dykstra

David A. Dykstra  
Senior Executive Vice President and  
Chief  
Operating Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ Edward J. Wehmer	President, Chief Executive	
Edward J. Wehmer	Officer and Director	May 5, 2006
/s/ David L. Stoehr	Executive Vice President and	
David L. Stoehr	Chief Financial Officer (Principal Accounting Officer)	May 5, 2006
*	Chairman and Director	May 5, 2006
John S. Lillard		
	Director	
Alan E. Bulley		
*	Director	May 5, 2006
Peter D. Crist		
*	Director	May 5, 2006
Bruce K. Crowther		
*	Director	May 5, 2006
Joseph F. Damico		
*	Director	May 5, 2006

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Bert A. Getz, Jr.

\*

Director

May 5, 2006

James B. McCarthy

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<b>Name</b>	<b>Title</b>	<b>Date</b>
* Albin F. Moschner	Director	May 5, 2006
* Thomas J. Neis	Director	May 5, 2006
* Hollis W. Rademacher	Director	May 5, 2006
* J. Christopher Reyes	Director	May 5, 2006
* John J. Schornack	Director	May 5, 2006
* Ingrid S. Stafford	Director	May 5, 2006

\* David A. Dykstra hereby signs this Amendment No. 2 to the registration statement on behalf of each of the persons indicated for whom he is attorney-in-fact on May 5, 2006 pursuant to a power of attorney.

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**INDEX TO EXHIBITS**

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