

RUFF ROBERT A  
Form 4  
February 09, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RUFF ROBERT A

2. Issuer Name and Ticker or Trading Symbol  
ROCKWELL AUTOMATION INC [ROK]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr. Vice President

(Last) (First) (Middle)  
1201 SOUTH SECOND STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/09/2011

MILWAUKEE, WI 53204

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock					6,557.1167	I	By Savings Plan <u>(1)</u>
Common Stock	02/09/2011		M	28,400 A \$ 68.04	62,819	D	
Common Stock	02/09/2011		S	26,950 <u>(2)</u> D \$ 85.3195	35,869	D <u>(3)</u>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option(Right to Buy)	\$ 68.04	02/09/2011		M	28,400	12/05/2008 12/05/2017	Common Stock	28,400

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUFF ROBERT A 1201 SOUTH SECOND STREET MILWAUKEE, WI 53204			Sr. Vice President	

## Signatures

Karen A. Balistreri, Attorney-in-Fact for Robert A. Ruff  
02/09/2011

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes shares represented by Company stock fund units acquired under the Company Savings Plan since the date of the last ownership report for this person, based on information furnished by the Plan Administrator as of 12/31/2010.  
Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$85.2088 to \$85.43. The reporting person
- (2) undertakes to provide to the Company, any shareowners of the Company and the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price.
- (3) 9,540 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 10pt; font-family: 'Times New Roman', Times; color: #000000; background: transparent">

**Principal**  
**Amount\***

<b>(000 s omitted) Borrower/Tranche Description</b>	<b>Value</b>
<b>Ford Motor Co.</b>	
3,235	
Term Loan, 3.02%, Maturing December 16, 2013	
\$ 3,246,982	
<b>Goodyear Tire &amp; Rubber Co.</b>	
5,400	
Term Loan - Second Lien, 1.96%, Maturing April 30, 2014	
5,317,650	
<b>HHI Holdings, LLC</b>	
963	
Term Loan, 10.50%, Maturing March 30, 2015	
979,386	
<b>Keystone Automotive Operations, Inc.</b>	
1,306	
Term Loan, 3.76%, Maturing January 12, 2012	
1,205,187	
<b>Metaldyne, LLC</b>	
923	
Term Loan, 7.75%, Maturing October 28, 2016	
945,755	
<b>TriMas Corp.</b>	
142	
Term Loan, 6.00%, Maturing August 2, 2011	
143,119      2,740	
Term Loan, 6.00%, Maturing December 15, 2015	
2,760,843 <b>\$ 26,850,423</b>	
<b>Beverage and Tobacco    0.2%</b>	
<b>Green Mountain Coffee Roasters</b>	
1,100	
Term Loan, 5.50%, Maturing December 16, 2016	
\$ 1,106,188 <b>\$ 1,106,188</b>	
<b>Building and Development    2.1%</b>	
<b>Armstrong World Industries, Inc.</b>	
650	
Term Loan, 5.00%, Maturing May 23, 2017	
\$ 660,481	
<b>Beacon Sales Acquisition, Inc.</b>	
1,078	
Term Loan, 2.29%, Maturing September 30, 2013	
1,059,373	
<b>Brickman Group Holdings, Inc.</b>	
1,175	
Term Loan, 7.25%, Maturing October 14, 2016	
1,201,438	
<b>Forestar USA Real Estate Group, Inc.</b>	
244	
Revolving Loan, 0.67%, Maturing August 6, 2013 <sup>(2)</sup>	
234,610      2,240	

Explanation of Responses:

Term Loan, 6.50%, Maturing August 6, 2015  
 2,206,517

**NCI Building Systems, Inc.**  
 252

Term Loan, 8.00%, Maturing April 18, 2014  
 248,804

**November 2005 Land Investors, LLC**  
 305

Term Loan, 0.00%, Maturing March 31, 2011<sup>(4)(5)</sup>  
 68,589

**Panolam Industries Holdings, Inc.**  
 1,633

Term Loan, 8.25%, Maturing December 31, 2013  
 1,513,598

**RE/MAX International, Inc.**  
 1,886

Term Loan, 5.50%, Maturing April 15, 2016  
 1,904,608

**Realogy Corp.**  
 139

Term Loan, 3.26%, Maturing October 10, 2013  
 135,021      667

Term Loan, 3.29%, Maturing October 10, 2013  
 647,902

**South Edge, LLC**  
 1,588

Term Loan, 0.00%, Maturing October 31, 2009<sup>(6)</sup>  
 829,469                      **\$ 10,710,410**

**Business Equipment and Services    11.3%**

**Activant Solutions, Inc.**  
 153

Term Loan, 2.31%, Maturing May 2, 2013  
 \$ 151,546      916

Term Loan, 4.81%, Maturing February 2, 2016  
 925,551

**Advantage Sales & Marketing, Inc.**  
 1,850

Term Loan, 5.25%, Maturing December 18, 2017  
 1,866,511

**Affinion Group, Inc.**  
 3,697

Term Loan, 5.00%, Maturing October 10, 2016  
 3,727,101

**Allied Barton Security Service**  
 965

Term Loan, 7.75%, Maturing February 18, 2015  
 966,392

**Dealer Computer Services, Inc.**  
 1,560

Term Loan, 5.25%, Maturing April 21, 2017

Explanation of Responses:

1,576,149

**Education Management, LLC**

4,020

Term Loan, 2.06%, Maturing June 3, 2013

3,958,654

Principal Amount* (000 \$ omitted)	Borrower/Tranche Description	Value
	<b>Fifth Third Processing Solution</b>	
925	Term Loan, 5.50%, Maturing November 3, 2016	\$ 940,725
	<b>First American Corp.</b>	
920	Term Loan, 4.75%, Maturing April 12, 2016	929,003
	<b>Infogroup, Inc.</b>	
721	Term Loan, 6.25%, Maturing July 1, 2016	731,294
	<b>iPayment, Inc.</b>	
2,215	Term Loan, 2.31%, Maturing May 10, 2013	2,181,340
	<b>Kronos, Inc.</b>	
1,009	Term Loan, 2.05%, Maturing June 11, 2014	1,007,619
	<b>Language Line, Inc.</b>	
2,175	Term Loan, 6.25%, Maturing July 3, 2016	2,196,750
	<b>Mitchell International, Inc.</b>	
1,000	Term Loan - Second Lien, 5.56%, Maturing March 30, 2015	902,500
	<b>NE Customer Service</b>	
1,661	Term Loan, 6.00%, Maturing March 23, 2016	1,660,200
	<b>Protection One Alarm Monitor, Inc.</b>	
1,678	Term Loan, 6.00%, Maturing May 16, 2016	1,684,724
	<b>Quantum Corp.</b>	
154	Term Loan, 3.80%, Maturing July 14, 2014	152,786
	<b>Quintiles Transnational Corp.</b>	
982	Term Loan, 2.31%, Maturing March 29, 2013	982,527
1,700	Term Loan - Second Lien, 4.31%, Maturing March 31, 2014	1,702,125
	<b>Sabre, Inc.</b>	
5,999	Term Loan, 2.28%, Maturing September 30, 2014	5,620,578
	<b>Safenet, Inc.</b>	
1,979	Term Loan, 2.76%, Maturing April 12, 2014	1,969,590
	<b>Serena Software, Inc.</b>	
474	Term Loan, 2.30%, Maturing March 10, 2013	474,198
	<b>Sitel (Client Logic)</b>	
1,567	Term Loan, 5.80%, Maturing January 30, 2014	1,541,243
	<b>Softlayer Tech, Inc.</b>	
650	Term Loan, 7.75%, Maturing November 5, 2016	656,771
	<b>Solera Holdings, LLC</b>	
EUR 727	Term Loan, 2.81%, Maturing May 16, 2014	982,926
	<b>SunGard Data Systems, Inc.</b>	
2,166	Term Loan, 2.01%, Maturing February 28, 2014	2,161,389
6,642	Term Loan, 3.91%, Maturing February 26, 2016	6,684,476
	<b>TransUnion, LLC</b>	
1,915	Term Loan, 6.75%, Maturing June 15, 2017	1,943,906
	<b>Travelport, LLC</b>	
553	Term Loan, 4.80%, Maturing August 21, 2015	539,197
4,062	Term Loan, 4.96%, Maturing August 21, 2015	3,962,739
EUR 1,054	Term Loan, 5.50%, Maturing August 21, 2015	1,382,052
	<b>West Corp.</b>	

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283	Term Loan, 2.74%, Maturing October 24, 2013	282,411
1,971	Term Loan, 4.59%, Maturing July 15, 2016	1,994,386
692	Term Loan, 4.61%, Maturing July 15, 2016	700,705
		<b>\$ 59,140,064</b>

**Cable and Satellite Television 10.1%**

	<b>Atlantic Broadband Finance, LLC</b>	
1,400	Term Loan, 5.00%, Maturing November 27, 2015	\$ 1,412,686
	<b>Bragg Communications, Inc.</b>	
2,080	Term Loan, 2.79%, Maturing August 31, 2014	2,056,724
	<b>Bresnan Communications, LLC</b>	
1,250	Term Loan, 4.50%, Maturing December 14, 2017	1,264,063
	<b>Casema NV</b>	
EUR 1,000	Term Loan - Second Lien, 5.62%, Maturing March 14, 2016	1,380,703

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
2,151	<b>Cequel Communications, LLC</b> Term Loan, 2.26%, Maturing November 5, 2013	\$ 2,152,643
3,943	<b>Charter Communications Operating, LLC</b> Term Loan, 2.26%, Maturing March 6, 2014	3,948,213
997	Term Loan, 3.56%, Maturing September 6, 2016	1,001,667
2,885	<b>CSC Holdings, Inc.</b> Term Loan, 2.01%, Maturing March 29, 2016	2,900,318
561	<b>Foxco Acquisition Sub, LLC</b> Term Loan, 7.50%, Maturing July 14, 2015	562,014
3,304	<b>Insight Midwest Holdings, LLC</b> Term Loan, 2.02%, Maturing April 7, 2014	3,298,950
EUR 2,000	<b>Kabel Deutschland GmbH</b> Term Loan, 4.87%, Maturing December 13, 2016	2,764,829
5,660	<b>MCC Iowa, LLC</b> Term Loan, 2.01%, Maturing January 31, 2015	5,518,141
1,468	<b>Mediacom Broadband, LLC</b> Term Loan, 4.50%, Maturing October 23, 2017	1,470,377
3,646	<b>Mediacom Illinois, LLC</b> Term Loan, 2.01%, Maturing January 31, 2015	3,528,174
988	Term Loan, 5.50%, Maturing March 31, 2017	986,575
821	<b>Mediacom, LLC</b> Term Loan, 4.50%, Maturing October 23, 2017	821,901
EUR 93	<b>ProSiebenSat.1 Media AG</b> Term Loan, 2.54%, Maturing July 2, 2014	122,321
EUR 904	Term Loan, 2.54%, Maturing July 2, 2014	1,194,874
EUR 369	Term Loan, 3.68%, Maturing March 6, 2015	463,121
EUR 2,187	Term Loan, 2.91%, Maturing June 26, 2015	2,910,670
EUR 97	Term Loan, 2.91%, Maturing July 3, 2015	129,357
EUR 369	Term Loan, 3.93%, Maturing March 4, 2016	463,121
EUR 378	Term Loan, 8.30%, Maturing March 6, 2017 <sup>(3)</sup>	456,971
EUR 520	Term Loan - Second Lien, 5.05%, Maturing September 2, 2016	634,918
1,686	<b>UPC Broadband Holding B.V.</b> Term Loan, 3.76%, Maturing December 30, 2016	1,685,417
EUR 2,353	Term Loan, 4.54%, Maturing December 31, 2016	3,210,834
1,264	Term Loan, 3.76%, Maturing December 29, 2017	1,267,059
EUR 1,619	Term Loan, 4.79%, Maturing December 31, 2017	2,203,479
GBP 1,000	<b>Virgin Media Investment Holding</b> Term Loan, 4.53%, Maturing December 31, 2015	1,611,529
EUR 211	<b>YPSO Holding SA</b> Term Loan, 4.62%, Maturing June 16, 2014 <sup>(3)</sup>	246,331
EUR 252	Term Loan, 4.62%, Maturing June 16, 2014 <sup>(3)</sup>	293,868
EUR 548	Term Loan, 4.62%, Maturing June 16, 2014 <sup>(3)</sup>	638,300
		<b>\$ 52,600,148</b>

**Chemicals and Plastics 6.7%**

	<b>Arizona Chemical, Inc.</b>	
544	Term Loan, 6.75%, Maturing November 21, 2016	\$ 552,764
	<b>Brenntag Holding GmbH and Co. KG</b>	
220	Term Loan, 3.77%, Maturing January 20, 2014	221,078
1,493	Term Loan, 3.77%, Maturing January 20, 2014	1,499,834
	<b>Celanese Holdings, LLC</b>	
1,477	Term Loan, 3.30%, Maturing October 31, 2016	1,494,568
	<b>Hexion Specialty Chemicals, Inc.</b>	
483	Term Loan, 4.06%, Maturing May 5, 2015	476,469
766	Term Loan, 4.06%, Maturing May 5, 2015	770,482
1,717	Term Loan, 4.06%, Maturing May 5, 2015	1,726,627
	<b>Houghton International, Inc.</b>	
825	Term Loan, Maturing January 29, 2016 <sup>(7)</sup>	839,438

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>Huntsman International, LLC</b>	
2,136	Term Loan, 1.80%, Maturing April 21, 2014	\$ 2,127,980
855	Term Loan, 2.53%, Maturing June 30, 2016	856,778
	<b>INEOS Group</b>	
2,563	Term Loan, 7.50%, Maturing December 16, 2013	2,659,488
2,478	Term Loan, 8.00%, Maturing December 16, 2014	2,570,626
EUR 1,250	Term Loan, 9.00%, Maturing December 16, 2015	1,788,300
	<b>ISP Chemco, Inc.</b>	
1,537	Term Loan, 1.81%, Maturing June 4, 2014	1,528,545
	<b>Kraton Polymers, LLC</b>	
1,866	Term Loan, 2.31%, Maturing May 13, 2013	1,851,029
	<b>MacDermid, Inc.</b>	
EUR 685	Term Loan, 3.07%, Maturing April 11, 2014	870,566
495	Term Loan, 2.26%, Maturing April 12, 2014	475,284
	<b>Millenium Inorganic Chemicals</b>	
1,306	Term Loan, 2.55%, Maturing May 15, 2014	1,298,487
	<b>Momentive Performance Material</b>	
1,656	Term Loan, 2.56%, Maturing December 4, 2013	1,650,567
	<b>Nalco Co.</b>	
1,397	Term Loan, 4.50%, Maturing October 5, 2017	1,415,527
	<b>Omnova Solutions, Inc.</b>	
1,000	Term Loan, 5.75%, Maturing May 31, 2017	1,015,625
	<b>Rockwood Specialties Group, Inc.</b>	
2,675	Term Loan, 6.00%, Maturing May 15, 2014	2,685,535
	<b>Schoeller Arca Systems Holding</b>	
EUR 145	Term Loan, 5.53%, Maturing November 16, 2015 <sup>(4)</sup>	136,532
EUR 412	Term Loan, 5.53%, Maturing November 16, 2015 <sup>(4)</sup>	389,279
EUR 443	Term Loan, 5.53%, Maturing November 16, 2015 <sup>(4)</sup>	418,902
	<b>Solutia, Inc.</b>	
2,239	Term Loan, 4.50%, Maturing March 17, 2017	2,261,950
	<b>Styron S.A.R.L.</b>	
1,536	Term Loan, 7.50%, Maturing June 17, 2016	1,561,539
		<b>\$ 35,143,799</b>
<b>Clothing/Textiles</b>	<b>0.2%</b>	
	<b>Phillips Van Heusen Corp.</b>	
954	Term Loan, 4.75%, Maturing May 6, 2016	\$ 963,879
		<b>\$ 963,879</b>
<b>Conglomerates</b>	<b>3.1%</b>	
	<b>Gentek</b>	
599	Term Loan, 6.75%, Maturing October 6, 2015	\$ 612,714
	<b>Goodman Global Holdings, Inc.</b>	

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1,796	Term Loan, 5.75%, Maturing October 28, 2016 <b>Jarden Corp.</b>	1,814,152
1,653	Term Loan, 3.55%, Maturing January 26, 2015 <b>Manitowoc Company, Inc. (The)</b>	1,669,603
775	Term Loan, 8.00%, Maturing November 6, 2014 <b>RBS Global, Inc.</b>	788,096
774	Term Loan, 2.56%, Maturing July 19, 2013	764,723
3,785	Term Loan, 2.81%, Maturing July 19, 2013 <b>RGIS Holdings, LLC</b>	3,774,193
127	Term Loan, 2.80%, Maturing April 30, 2014	123,849
2,547	Term Loan, 2.80%, Maturing April 30, 2014 <b>Service Master Co.</b>	2,476,971
135	Term Loan, 2.76%, Maturing July 24, 2014	133,865
1,361	Term Loan, 2.77%, Maturing July 24, 2014 <b>US Investigations Services, Inc.</b>	1,344,225
985	Term Loan, 3.05%, Maturing February 21, 2015	978,539
821	Term Loan, 7.75%, Maturing February 21, 2015	833,188

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>Vertrue, Inc.</b>	
804	Term Loan, 3.31%, Maturing August 16, 2014	\$ 730,026
		<b>\$ 16,044,144</b>
<b>Containers and Glass Products 4.1%</b>		
	<b>Berry Plastics Corp.</b>	
1,964	Term Loan, 2.28%, Maturing April 3, 2015	\$ 1,929,451
	<b>BWAY Corp.</b>	
75	Term Loan, 5.50%, Maturing June 16, 2017	75,231
796	Term Loan, 5.53%, Maturing June 16, 2017	802,468
	<b>Graham Packaging Holdings Co.</b>	
1,681	Term Loan, 6.75%, Maturing April 5, 2014	1,710,890
2,244	Term Loan, 6.00%, Maturing September 23, 2016	2,288,796
	<b>Graphic Packaging International, Inc.</b>	
3,748	Term Loan, 2.30%, Maturing May 16, 2014	3,759,937
400	Term Loan, 3.05%, Maturing May 16, 2014	403,334
	<b>Hilex Poly Co.</b>	
1,000	Term Loan, 11.25%, Maturing November 16, 2015	1,015,000
	<b>JSG Acquisitions</b>	
1,189	Term Loan, 3.68%, Maturing December 31, 2014	1,190,390
	<b>Pelican Products, Inc.</b>	
775	Term Loan, 5.75%, Maturing November 30, 2016	785,172
	<b>Reynolds Group Holdings, Inc.</b>	
889	Term Loan, 6.25%, Maturing May 5, 2016	896,279
1,200	Term Loan, 6.50%, Maturing May 5, 2016	1,207,997
1,938	Term Loan, 6.75%, Maturing May 5, 2016	1,949,226
	<b>Smurfit Kappa Acquisitions</b>	
1,189	Term Loan, 3.43%, Maturing December 31, 2014	1,190,390
	<b>Smurfit-Stone Container Corp.</b>	
2,413	Term Loan, 6.75%, Maturing July 15, 2016	2,444,042
		<b>\$ 21,648,603</b>
<b>Cosmetics/Toiletries 1.2%</b>		
	<b>Alliance Boots Holdings, Ltd.</b>	
GBP 775	Term Loan, 3.57%, Maturing July 5, 2015	\$ 1,178,845
EUR 1,000	Term Loan, 3.78%, Maturing July 5, 2015	1,324,843
	<b>Bausch &amp; Lomb, Inc.</b>	
292	Term Loan, 3.51%, Maturing April 24, 2015	293,048
1,201	Term Loan, 3.54%, Maturing April 24, 2015	1,206,927
	<b>KIK Custom Products, Inc.</b>	
975	Term Loan - Second Lien, 5.30%, Maturing November 30, 2014	665,438
	<b>Prestige Brands, Inc.</b>	
1,719	Term Loan, 4.75%, Maturing March 24, 2016	1,737,453

		<b>\$ 6,406,554</b>
<b>Drugs 0.5%</b>		
	<b>Graceway Pharmaceuticals, LLC</b>	
1,216	Term Loan, 5.01%, Maturing May 3, 2012	\$ 575,100
299	Term Loan, 10.01%, Maturing November 3, 2013 <sup>(3)(4)</sup>	5,254
1,500	Term Loan - Second Lien, 0.00%, Maturing May 3, 2013 <sup>(5)</sup>	138,750
	<b>Pharmaceutical Holdings Corp.</b>	
98	Term Loan, 4.51%, Maturing January 30, 2012	96,720
	<b>Warner Chilcott Corp.</b>	
676	Term Loan, 6.00%, Maturing October 30, 2014	678,295
334	Term Loan, 6.25%, Maturing April 30, 2015	337,498
557	Term Loan, 6.25%, Maturing April 30, 2015	561,995
311	Term Loan, 6.50%, Maturing February 22, 2016	315,406
		<b>\$ 2,709,018</b>

<b>Principal Amount*</b>			
<b>(000 s omitted)</b>		<b>Borrower/Tranche Description</b>	<b>Value</b>
<b>Ecological Services and Equipment 1.9%</b>			
		<b>Cory Environmental Holdings</b>	
GBP	500	Term Loan - Second Lien, 5.04%, Maturing September 30, 2014	\$ 620,717
		<b>Environmental Systems Products Holdings, Inc.</b>	
	730	Term Loan - Second Lien, 13.50%, Maturing September 12, 2014	639,891
		<b>Kemble Water Structure, Ltd.</b>	
GBP	4,250	Term Loan - Second Lien, 5.03%, Maturing October 13, 2013	6,683,056
		<b>Sensus Metering Systems, Inc.</b>	
	2,043	Term Loan, 7.00%, Maturing June 3, 2013	2,056,848
			<b>\$ 10,000,512</b>
<b>Electronics/Electrical 3.8%</b>			
		<b>Aspect Software, Inc.</b>	
	1,563	Term Loan, 6.25%, Maturing April 19, 2016	\$ 1,581,425
		<b>Christie/Aix, Inc.</b>	
	673	Term Loan, 5.25%, Maturing April 29, 2016	673,476
		<b>FCI International S.A.S.</b>	
	156	Term Loan, 3.68%, Maturing November 1, 2013	153,394
	162	Term Loan, 3.68%, Maturing November 1, 2013	159,333
	156	Term Loan, 3.68%, Maturing October 31, 2014	153,394
	162	Term Loan, 3.68%, Maturing October 31, 2014	159,333
		<b>Freescale Semiconductor, Inc.</b>	
	2,775	Term Loan, 4.51%, Maturing December 1, 2016	2,786,090
		<b>Infor Enterprise Solutions Holdings</b>	
	1,487	Term Loan, 6.01%, Maturing July 28, 2015	1,450,494
	2,850	Term Loan, 6.01%, Maturing July 28, 2015	2,774,754
	500	Term Loan - Second Lien, 5.76%, Maturing March 2, 2014	386,562
	183	Term Loan - Second Lien, 6.51%, Maturing March 2, 2014	141,167
	317	Term Loan - Second Lien, 6.51%, Maturing March 2, 2014	245,153
		<b>Network Solutions, LLC</b>	
	480	Term Loan, 2.51%, Maturing March 7, 2014	462,149
		<b>Open Solutions, Inc.</b>	
	2,022	Term Loan, 2.43%, Maturing January 23, 2014	1,769,927
		<b>Sensata Technologies Finance Co.</b>	
	2,693	Term Loan, 2.05%, Maturing April 26, 2013	2,693,342
		<b>Shield Finance Co. S.A.R.L.</b>	
	862	Term Loan, 7.75%, Maturing June 15, 2016	870,494
		<b>Spansion, LLC</b>	
	558	Term Loan, 6.50%, Maturing January 8, 2015	565,363
		<b>VeriFone, Inc.</b>	
	2,002	Term Loan, 3.01%, Maturing October 31, 2013	2,007,005
		<b>Vertafore, Inc.</b>	
	995	Term Loan, 7.24%, Maturing July 29, 2016	1,000,908

			<b>\$ 20,033,763</b>
<b>Equipment Leasing</b>	<b>0.2%</b>		
		<b>Hertz Corp.</b>	
1,062	Term Loan, 2.01%, Maturing December 21, 2012		\$ 1,062,379
15	Term Loan, 2.03%, Maturing December 21, 2012		14,811
			<b>\$ 1,077,190</b>
<b>Farming/Agriculture</b>	<b>0.5%</b>		
		<b>CF Industries, Inc.</b>	
789	Term Loan, 4.25%, Maturing April 6, 2015		\$ 795,003
		<b>WM. Bolthouse Farms, Inc.</b>	
1,665	Term Loan, 5.50%, Maturing February 11, 2016		1,678,665
			<b>\$ 2,473,668</b>

<b>Principal Amount*</b>	<b>Borrower/Tranche Description</b>	<b>Value</b>
<b>(000 s omitted)</b>		
<b>Financial Intermediaries</b>	<b>5.1%</b>	
	<b>Citco III, Ltd.</b>	
2,575	Term Loan, 4.46%, Maturing June 30, 2014	\$ 2,561,968
	<b>Fidelity National Information Services, Inc.</b>	
2,444	Term Loan, 5.25%, Maturing July 18, 2016	2,483,842
	<b>First Data Corp.</b>	
500	Term Loan, 3.01%, Maturing September 24, 2014	473,977
951	Term Loan, 3.01%, Maturing September 24, 2014	901,553
2,406	Term Loan, 3.01%, Maturing September 24, 2014	2,281,343
	<b>Grosvenor Capital Management</b>	
1,353	Term Loan, 4.31%, Maturing December 5, 2016	1,336,311
	<b>HarbourVest Partners, LLC</b>	
1,275	Term Loan, 6.25%, Maturing December 14, 2016	1,290,937
	<b>Interactive Data Corp.</b>	
1,468	Term Loan, 6.75%, Maturing January 27, 2017	1,490,856
	<b>Jupiter Asset Management Group</b>	
GBP 302	Term Loan, 4.35%, Maturing March 17, 2015	482,016
	<b>LPL Holdings, Inc.</b>	
923	Term Loan, 2.04%, Maturing June 28, 2013	923,971
2,904	Term Loan, 4.25%, Maturing June 25, 2015	2,926,546
2,096	Term Loan, 5.25%, Maturing June 28, 2017	2,131,793
	<b>MSCI, Inc.</b>	
3,259	Term Loan, 4.75%, Maturing June 1, 2016	3,297,321
	<b>Nuveen Investments, Inc.</b>	
1,651	Term Loan, 3.30%, Maturing November 13, 2014	1,617,697
1,929	Term Loan, 5.80%, Maturing May 12, 2017	1,947,054
	<b>Oxford Acquisition III, Ltd.</b>	
374	Term Loan, 2.05%, Maturing May 12, 2014	371,479
	<b>RJO Holdings Corp. (RJ O Brien)</b>	
7	Term Loan, 6.27%, Maturing December 10, 2015 <sup>(4)</sup>	5,801
224	Term Loan, 6.27%, Maturing December 10, 2015 <sup>(4)</sup>	178,969
		<b>\$ 26,703,434</b>
<b>Food Products</b>	<b>3.4%</b>	
	<b>Acosta, Inc.</b>	
2,962	Term Loan, 2.51%, Maturing July 28, 2013	\$ 2,960,444
	<b>American Seafoods Group, LLC</b>	
685	Term Loan, 5.50%, Maturing May 7, 2015	689,063
	<b>Dole Food Company, Inc.</b>	
1,682	Term Loan, 5.04%, Maturing March 2, 2017	1,701,320
677	Term Loan, 5.06%, Maturing March 2, 2017	684,980
	<b>Michael Foods Holdings, Inc.</b>	
700	Term Loan, 6.25%, Maturing June 29, 2016	711,553
	<b>Pierre Foods, Inc.</b>	

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	1,247	Term Loan, 7.00%, Maturing September 30, 2016	1,261,682
		<b>Pinnacle Foods Finance, LLC</b>	
	6,568	Term Loan, 2.76%, Maturing April 2, 2014	6,560,208
		<b>Provimi Group SA</b>	
	205	Term Loan, 2.51%, Maturing June 28, 2015	200,317
	252	Term Loan, 2.51%, Maturing June 28, 2015	246,515
EUR	265	Term Loan, 3.12%, Maturing June 28, 2015	354,740
EUR	428	Term Loan, 3.12%, Maturing June 28, 2015	572,375
EUR	457	Term Loan, 3.12%, Maturing June 28, 2015	611,350
EUR	590	Term Loan, 3.12%, Maturing June 28, 2015	788,366
	148	Term Loan - Second Lien, 4.51%, Maturing December 28, 2016	136,379
EUR	24	Term Loan - Second Lien, 5.12%, Maturing December 28, 2016	30,460
EUR	331	Term Loan - Second Lien, 5.12%, Maturing December 28, 2016	417,179
			<b>\$ 17,926,931</b>

<b>Principal Amount*</b> (000 s omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
<b>Food Service 5.6%</b>		
	<b>Aramark Corp.</b>	
169	Term Loan, 2.14%, Maturing January 27, 2014	\$ 169,504
2,094	Term Loan, 2.18%, Maturing January 27, 2014	2,101,374
GBP 960	Term Loan, 2.76%, Maturing January 27, 2014	1,491,643
304	Term Loan, 3.51%, Maturing July 26, 2016	306,652
4,621	Term Loan, 3.55%, Maturing July 26, 2016	4,662,845
	<b>Buffets, Inc.</b>	
1,240	Term Loan, 12.00%, Maturing April 21, 2015 <sup>(3)</sup>	1,186,288
119	Term Loan, 7.55%, Maturing April 22, 2015 <sup>(3)</sup>	91,097
	<b>Burger King Corp.</b>	
4,825	Term Loan, 6.25%, Maturing October 19, 2016	4,907,551
	<b>CBRL Group, Inc.</b>	
903	Term Loan, 1.79%, Maturing April 29, 2013	901,951
577	Term Loan, 2.79%, Maturing April 27, 2016	577,498
	<b>Denny s, Inc.</b>	
720	Term Loan, 6.50%, Maturing September 20, 2016	730,800
	<b>DineEquity, Inc.</b>	
1,750	Term Loan, 6.00%, Maturing October 19, 2017	1,780,736
	<b>Dunkin Brands, Inc.</b>	
2,075	Term Loan, 5.75%, Maturing November 23, 2017	2,112,690
	<b>NPC International, Inc.</b>	
308	Term Loan, 2.02%, Maturing May 3, 2013	306,252
	<b>OSI Restaurant Partners, LLC</b>	
352	Term Loan, 2.56%, Maturing June 14, 2013	346,658
3,606	Term Loan, 2.63%, Maturing June 14, 2014	3,550,472
	<b>QCE Finance, LLC</b>	
1,120	Term Loan, 5.01%, Maturing May 5, 2013	1,059,825
	<b>Sagittarius Restaurants, LLC</b>	
529	Term Loan, 7.51%, Maturing May 18, 2015	530,402
	<b>Selecta</b>	
EUR 741	Term Loan - Second Lien, 5.24%, Maturing December 28, 2015	725,637
	<b>U.S. Foodservice, Inc.</b>	
1,000	Term Loan, 2.76%, Maturing July 3, 2014	967,188
	<b>Wendy s/Arby s Restaurants, LLC</b>	
871	Term Loan, 5.00%, Maturing May 24, 2017	879,604
		<b>\$ 29,386,667</b>
<b>Food/Drug Retailers 4.1%</b>		
	<b>General Nutrition Centers, Inc.</b>	
6,285	Term Loan, 2.54%, Maturing September 16, 2013	\$ 6,265,084
	<b>NBTY, Inc.</b>	
2,100	Term Loan, 6.25%, Maturing October 2, 2017	2,136,095
	<b>Pantry, Inc. (The)</b>	

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218	Term Loan, 2.01%, Maturing May 15, 2014	214,238
758	Term Loan, 2.01%, Maturing May 15, 2014	744,049
	<b>Rite Aid Corp.</b>	
8,196	Term Loan, 2.02%, Maturing June 4, 2014	7,896,961
1,051	Term Loan, 6.00%, Maturing June 4, 2014	1,058,255
	<b>Roundy s Supermarkets, Inc.</b>	
3,288	Term Loan, 7.00%, Maturing November 3, 2013	3,311,777
		<b>\$ 21,626,459</b>

**Forest Products 0.3%**

	<b>Georgia-Pacific Corp.</b>	
1,546	Term Loan, 3.55%, Maturing December 23, 2014	\$ 1,558,786
		<b>\$ 1,558,786</b>

Principal Amount* (000 s omitted)	Borrower/Tranche Description	Value
Health Care	17.2%	
	<b>1-800-Contacts, Inc.</b>	
909	Term Loan, 7.70%, Maturing March 4, 2015	\$ 913,966
	<b>Alliance Healthcare Services</b>	
1,213	Term Loan, 5.50%, Maturing June 1, 2016	1,223,741
	<b>Ardent Medical Services, Inc.</b>	
1,141	Term Loan, 6.50%, Maturing September 15, 2015	1,150,411
	<b>Ascend Learning</b>	
1,100	Term Loan, 7.75%, Maturing December 6, 2016	1,085,791
	<b>Aveta Holdings, LLC</b>	
543	Term Loan, 8.50%, Maturing April 14, 2015	546,826
543	Term Loan, 8.50%, Maturing April 14, 2015	546,826
	<b>Biomet, Inc.</b>	
3,725	Term Loan, 3.29%, Maturing March 25, 2015	3,743,259
EUR 1,185	Term Loan, 3.85%, Maturing March 25, 2015	1,617,629
	<b>Bright Horizons Family Solutions, Inc.</b>	
926	Term Loan, 7.50%, Maturing May 28, 2015	933,858
	<b>Cardinal Health 409, Inc.</b>	
2,155	Term Loan, 2.51%, Maturing April 10, 2014	2,102,398
	<b>Carestream Health, Inc.</b>	
2,461	Term Loan, 2.26%, Maturing April 30, 2013	2,446,691
	<b>Carl Zeiss Vision Holding GmbH</b>	
1,170	Term Loan, 1.87%, Maturing October 24, 2014	1,047,150
130	Term Loan, 4.00%, Maturing September 30, 2019	102,700
	<b>CDRL MS, Inc.</b>	
998	Term Loan, 6.75%, Maturing September 29, 2016	1,016,203
	<b>Community Health Systems, Inc.</b>	
354	Term Loan, 2.54%, Maturing July 25, 2014	352,975
6,877	Term Loan, 2.54%, Maturing July 25, 2014	6,852,077
3,458	Term Loan, 3.79%, Maturing January 25, 2017	3,486,495
	<b>ConMed Corp.</b>	
448	Term Loan, 1.76%, Maturing April 12, 2013	420,781
	<b>Dako EQT Project Delphi</b>	
500	Term Loan - Second Lien, 4.05%, Maturing December 12, 2016	438,750
	<b>DaVita, Inc.</b>	
3,000	Term Loan, 4.50%, Maturing October 20, 2016	3,048,204
	<b>DJO Finance, LLC</b>	
640	Term Loan, 3.26%, Maturing May 20, 2014	636,018
	<b>Fresenius Medical Care Holdings</b>	
485	Term Loan, 1.68%, Maturing March 31, 2013	484,987
	<b>Fresenius SE</b>	
310	Term Loan, Maturing September 10, 2014 <sup>(7)</sup>	312,531
690	Term Loan, Maturing September 10, 2014 <sup>(7)</sup>	695,907
	<b>Grifols SA</b>	
2,150	Term Loan, Maturing November 23, 2016 <sup>(7)</sup>	2,186,505

	<b>Hanger Orthopedic Group, Inc.</b>	
675	Term Loan, 5.25%, Maturing November 17, 2016	685,125
	<b>Harvard Drug Group, LLC</b>	
116	Term Loan, 6.50%, Maturing April 8, 2016	113,438
846	Term Loan, 6.50%, Maturing April 8, 2016	825,000
	<b>HCA, Inc.</b>	
2,572	Term Loan, 2.55%, Maturing November 18, 2013	2,570,683
6,168	Term Loan, 3.55%, Maturing March 31, 2017	6,242,602
	<b>Health Management Associates, Inc.</b>	
7,040	Term Loan, 2.05%, Maturing February 28, 2014	7,026,809
	<b>Iasis Healthcare, LLC</b>	
78	Term Loan, 2.26%, Maturing March 14, 2014	77,307
285	Term Loan, 2.26%, Maturing March 14, 2014	282,655
823	Term Loan, 2.26%, Maturing March 14, 2014	816,632

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>Ikaria Acquisition, Inc.</b>	
895	Term Loan, 7.00%, Maturing May 16, 2016	\$ 862,556
	<b>IM U.S. Holdings, LLC</b>	
970	Term Loan, 2.26%, Maturing June 26, 2014	968,334
625	Term Loan - Second Lien, 4.51%, Maturing June 26, 2015	623,438
	<b>IMS Health, Inc.</b>	
1,287	Term Loan, 5.25%, Maturing February 26, 2016	1,305,812
	<b>inVentiv Health, Inc.</b>	
796	Term Loan, 6.50%, Maturing August 4, 2016	807,940
	<b>Lifepoint Hospitals, Inc.</b>	
2,022	Term Loan, 3.04%, Maturing April 15, 2015	2,028,109
	<b>Medassets, Inc.</b>	
925	Term Loan, 5.25%, Maturing November 16, 2016	939,261
	<b>MPT Operating Partnership, L.P.</b>	
1,047	Term Loan, 5.00%, Maturing May 17, 2016	1,052,068
	<b>MultiPlan, Inc.</b>	
2,548	Term Loan, 6.50%, Maturing August 26, 2017	2,577,140
	<b>Mylan, Inc.</b>	
1,130	Term Loan, 3.56%, Maturing October 2, 2014	1,138,388
	<b>National Mentor Holdings, Inc.</b>	
62	Term Loan, 2.15%, Maturing June 29, 2013	60,984
992	Term Loan, 4.25%, Maturing June 29, 2013	981,756
	<b>Nyco Holdings</b>	
EUR 472	Term Loan, 4.87%, Maturing December 29, 2014	636,327
EUR 471	Term Loan, 5.37%, Maturing December 29, 2015	635,991
	<b>Physiotherapy Associates, Inc.</b>	
649	Term Loan, 7.50%, Maturing June 27, 2013	622,609
	<b>Prime Healthcare Services, Inc.</b>	
2,308	Term Loan, 7.25%, Maturing April 22, 2015	2,272,949
	<b>RadNet Management, Inc.</b>	
1,092	Term Loan, 5.75%, Maturing April 1, 2016	1,096,526
	<b>ReAble Therapeutics Finance, LLC</b>	
2,473	Term Loan, 2.26%, Maturing November 18, 2013	2,466,719
	<b>RehabCare Group, Inc.</b>	
750	Term Loan, 6.00%, Maturing November 24, 2015	758,329
	<b>Renal Advantage Holdings, Inc.</b>	
725	Term Loan, 5.75%, Maturing December 16, 2016	737,008
	<b>Select Medical Holdings Corp.</b>	
2,347	Term Loan, 4.04%, Maturing August 22, 2014	2,361,233
	<b>Skillsoft Corp.</b>	
995	Term Loan, 6.50%, Maturing May 26, 2017	1,009,925
	<b>Sunquest Information Systems, Inc.</b>	
750	Term Loan, 6.25%, Maturing December 16, 2016	755,625
	<b>Sunrise Medical Holdings, Inc.</b>	
EUR 263	Term Loan, 6.75%, Maturing May 13, 2014	333,654

	<b>TZ Merger Sub., Inc.</b>	
723	Term Loan, 6.75%, Maturing August 4, 2015	725,762
	<b>Universal Health Services, Inc.</b>	
2,300	Term Loan, 5.50%, Maturing November 15, 2016	2,343,323
	<b>Vanguard Health Holding Co., LLC</b>	
1,588	Term Loan, 5.00%, Maturing January 29, 2016	1,604,572
	<b>VWR Funding, Inc.</b>	
2,228	Term Loan, 2.76%, Maturing June 30, 2014	2,212,989
		<b>\$ 89,952,257</b>
<b>Home Furnishings</b>	<b>0.7%</b>	
	<b>Hunter Fan Co.</b>	
365	Term Loan, 2.77%, Maturing April 16, 2014	\$ 337,864

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>National Bedding Co., LLC</b>	
1,449	Term Loan, 3.81%, Maturing November 28, 2013	\$ 1,456,534
2,050	Term Loan - Second Lien, 5.31%, Maturing February 28, 2014	2,034,625
		<b>\$ 3,829,023</b>
<b>Industrial Equipment</b>	<b>4.5%</b>	
	<b>Brand Energy and Infrastructure Services, Inc.</b>	
2,688	Term Loan, 2.56%, Maturing February 7, 2014	\$ 2,651,944
737	Term Loan, 3.56%, Maturing February 7, 2014	734,337
	<b>Bucyrus International, Inc.</b>	
1,290	Term Loan, 4.25%, Maturing February 19, 2016	1,297,512
	<b>Butterfly Wendel US, Inc.</b>	
280	Term Loan, 3.29%, Maturing June 23, 2014	268,886
280	Term Loan, 4.04%, Maturing June 22, 2015	268,799
	<b>EPD Holdings, (Goodyear Engineering Products)</b>	
238	Term Loan, 2.76%, Maturing July 31, 2014	221,065
1,660	Term Loan, 2.76%, Maturing July 31, 2014	1,543,466
775	Term Loan - Second Lien, 6.01%, Maturing July 13, 2015	682,484
	<b>Excelitas Technologies Corp.</b>	
998	Term Loan, 7.25%, Maturing November 23, 2016	1,007,475
	<b>Generac Acquisition Corp.</b>	
1,259	Term Loan, 2.80%, Maturing November 11, 2013	1,258,495
	<b>Gleason Corp.</b>	
634	Term Loan, 2.05%, Maturing June 30, 2013	621,376
	<b>Jason, Inc.</b>	
69	Term Loan, 8.25%, Maturing September 21, 2014	69,203
176	Term Loan, 8.25%, Maturing September 21, 2014	176,058
	<b>John Maneely Co.</b>	
4,128	Term Loan, 3.55%, Maturing December 9, 2013	4,088,922
	<b>KION Group GmbH</b>	
1,017	Term Loan, 4.01%, Maturing December 23, 2014 <sup>(3)</sup>	949,837
1,017	Term Loan, 4.26%, Maturing December 23, 2015 <sup>(3)</sup>	949,837
	<b>Pinafore, LLC</b>	
2,121	Term Loan, 6.25%, Maturing September 29, 2016	2,157,026
	<b>Polypore, Inc.</b>	
3,814	Term Loan, 2.26%, Maturing July 3, 2014	3,747,736
	<b>Sequa Corp.</b>	
794	Term Loan, 3.56%, Maturing December 3, 2014	785,425
		<b>\$ 23,479,883</b>
<b>Insurance</b>	<b>3.1%</b>	
	<b>Alliant Holdings I, Inc.</b>	
2,446	Term Loan, 3.30%, Maturing August 21, 2014	\$ 2,384,885

	<b>AmWINS Group, Inc.</b>	
956	Term Loan, 2.80%, Maturing June 8, 2013	940,358
500	Term Loan - Second Lien, 5.81%, Maturing June 8, 2014	438,333
	<b>Applied Systems, Inc.</b>	
1,400	Term Loan, 5.50%, Maturing December 8, 2016	1,409,334
	<b>CCC Information Services Group, Inc.</b>	
1,425	Term Loan, 5.50%, Maturing November 11, 2015	1,442,368
	<b>Conseco, Inc.</b>	
1,450	Term Loan, 7.50%, Maturing September 30, 2016	1,468,125
	<b>Crawford &amp; Company</b>	
1,151	Term Loan, 5.25%, Maturing October 30, 2013	1,142,115
	<b>Crump Group, Inc.</b>	
619	Term Loan, 3.26%, Maturing August 1, 2014	610,716
	<b>HUB International Holdings, Inc.</b>	
491	Term Loan, 2.80%, Maturing June 13, 2014	489,005
2,183	Term Loan, 2.80%, Maturing June 13, 2014	2,175,975
568	Term Loan, 6.75%, Maturing June 13, 2014	571,645

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
2,999	<b>U.S.I. Holdings Corp.</b> Term Loan, 2.76%, Maturing May 5, 2014	\$ 2,944,431
		<b>\$ 16,017,290</b>
<b>Leisure Goods/Activities/Movies 8.0%</b>		
	<b>24 Hour Fitness Worldwide, Inc.</b>	
995	Term Loan, 6.75%, Maturing April 22, 2016	\$ 985,672
	<b>Alpha D2, Ltd.</b>	
2,000	Term Loan - Second Lien, 3.96%, Maturing June 30, 2014	1,923,750
	<b>AMC Entertainment, Inc.</b>	
3,738	Term Loan, 3.51%, Maturing December 16, 2016	3,767,358
	<b>Bombardier Recreational Products</b>	
2,823	Term Loan, 2.81%, Maturing June 28, 2013	2,812,199
	<b>Carmike Cinemas, Inc.</b>	
2,419	Term Loan, 5.50%, Maturing January 27, 2016	2,451,948
	<b>Cedar Fair, L.P.</b>	
1,969	Term Loan, 5.50%, Maturing December 15, 2016	2,000,066
	<b>Cinemark, Inc.</b>	
3,461	Term Loan, 3.53%, Maturing April 29, 2016	3,492,405
	<b>ClubCorp Club Operations, Inc.</b>	
650	Term Loan, 6.00%, Maturing November 9, 2016	659,750
	<b>Dave &amp; Buster's, Inc.</b>	
993	Term Loan, 6.00%, Maturing June 1, 2016	998,703
	<b>Deluxe Entertainment Services Group, Inc.</b>	
59	Term Loan, 6.25%, Maturing May 11, 2013	56,859
945	Term Loan, 6.25%, Maturing May 11, 2013	909,745
	<b>Fender Musical Instruments Corp.</b>	
568	Term Loan, 2.51%, Maturing June 9, 2014	534,227
289	Term Loan, 2.54%, Maturing June 9, 2014	271,238
	<b>Miramax Film NY, LLC</b>	
1,000	Term Loan, 7.75%, Maturing May 20, 2016	1,027,500
	<b>National CineMedia, LLC</b>	
2,750	Term Loan, 2.06%, Maturing February 13, 2015	2,733,305
	<b>Regal Cinemas Corp.</b>	
4,428	Term Loan, 3.80%, Maturing November 21, 2016	4,465,468
	<b>Revolution Studios Distribution Co., LLC</b>	
961	Term Loan, 4.01%, Maturing December 21, 2014	764,113
800	Term Loan - Second Lien, 7.26%, Maturing June 21, 2015 <sup>(4)</sup>	264,000
	<b>Six Flags Theme Parks, Inc.</b>	
3,141	Term Loan, 5.50%, Maturing June 30, 2016	3,189,656
	<b>SW Acquisition Co., Inc.</b>	
1,856	Term Loan, 5.75%, Maturing June 1, 2016	1,879,453
	<b>Universal City Development Partners, Ltd.</b>	
2,599	Term Loan, 5.50%, Maturing November 6, 2014	2,633,932

	<b>Zuffa, LLC</b>	
3,933	Term Loan, 2.31%, Maturing June 19, 2015	3,873,561
		<b>\$ 41,694,908</b>

**Lodging and Casinos 2.4%**

	<b>Ameristar Casinos, Inc.</b>	
1,045	Term Loan, 3.55%, Maturing November 10, 2012	\$ 1,048,919
	<b>Harrah s Operating Co.</b>	
1,223	Term Loan, 3.30%, Maturing January 28, 2015	1,141,323
2,970	Term Loan, 9.50%, Maturing October 31, 2016	3,161,889
	<b>Isle of Capri Casinos, Inc.</b>	
299	Term Loan, 5.00%, Maturing November 25, 2013	299,418
340	Term Loan, 5.00%, Maturing November 25, 2013	340,429
850	Term Loan, 5.00%, Maturing November 25, 2013	851,072

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>Las Vegas Sands, LLC</b>	
554	Term Loan, 3.04%, Maturing November 23, 2016	\$ 551,203
2,192	Term Loan, 3.04%, Maturing November 23, 2016	2,184,381
	<b>LodgeNet Entertainment Corp.</b>	
1,474	Term Loan, 2.31%, Maturing April 4, 2014	1,384,360
	<b>Penn National Gaming, Inc.</b>	
354	Term Loan, 2.03%, Maturing October 3, 2012	354,248
	<b>Tropicana Entertainment, Inc.</b>	
184	Term Loan, 15.00%, Maturing December 29, 2012	205,221
	<b>VML US Finance, LLC</b>	
991	Term Loan, 4.80%, Maturing May 27, 2013	996,352
		<b>\$ 12,518,815</b>
	<b>Nonferrous Metals/Minerals 1.3%</b>	
	<b>Euramax International, Inc.</b>	
307	Term Loan, 10.00%, Maturing June 29, 2013	\$ 295,520
291	Term Loan, 14.00%, Maturing June 29, 2013 <sup>(3)</sup>	280,008
	<b>Fairmount Minerals, Ltd.</b>	
975	Term Loan, 6.25%, Maturing August 5, 2016	994,127
	<b>Noranda Aluminum Acquisition</b>	
499	Term Loan, 2.01%, Maturing May 18, 2014	497,866
	<b>Novelis, Inc.</b>	
2,050	Term Loan, 5.25%, Maturing December 19, 2016	2,089,719
	<b>Oxbow Carbon and Mineral Holdings</b>	
2,723	Term Loan, 3.80%, Maturing May 8, 2016	2,753,745
		<b>\$ 6,910,985</b>
	<b>Oil and Gas 3.4%</b>	
	<b>Big West Oil, LLC</b>	
725	Term Loan, 7.00%, Maturing March 31, 2016	\$ 734,063
	<b>CITGO Petroleum Corp.</b>	
561	Term Loan, 8.00%, Maturing June 24, 2015	589,217
2,562	Term Loan, 9.00%, Maturing June 23, 2017	2,702,242
	<b>Crestwood Holdings, LLC</b>	
475	Term Loan, 10.50%, Maturing September 30, 2016	486,281
	<b>Dresser, Inc.</b>	
1,420	Term Loan, 2.53%, Maturing May 4, 2014	1,418,260
1,000	Term Loan - Second Lien, 6.03%, Maturing May 4, 2015	1,000,313
	<b>Dynegy Holdings, Inc.</b>	
332	Term Loan, 4.01%, Maturing April 2, 2013	330,647
5,161	Term Loan, 4.01%, Maturing April 2, 2013	5,147,296
	<b>Obsidian Natural Gas Trust</b>	
3,191	Term Loan, 7.00%, Maturing November 2, 2015	3,263,232

	<b>SemGroup Corp.</b>	
430	Term Loan, 7.57%, Maturing November 30, 2012	433,785
	<b>Sheridan Production Partners I, LLC</b>	
108	Term Loan, 7.50%, Maturing April 20, 2017	108,886
176	Term Loan, 7.50%, Maturing April 20, 2017	178,266
1,329	Term Loan, 7.50%, Maturing April 20, 2017	1,345,318
		<b>\$ 17,737,806</b>
<b>Publishing</b>	<b>5.6%</b>	
	<b>Aster Zweite Beteiligungs GmbH</b>	
1,775	Term Loan, 2.71%, Maturing September 27, 2013	\$ 1,737,281
	<b>Cengage Learning, Inc.</b>	
1,000	Term Loan, 2.55%, Maturing July 3, 2014	985,414
	<b>GateHouse Media Operating, Inc.</b>	
870	Term Loan, 2.26%, Maturing August 28, 2014	417,555
2,074	Term Loan, 2.26%, Maturing August 28, 2014	995,467
674	Term Loan, 2.51%, Maturing August 28, 2014	323,319

Principal Amount* (000 s omitted)	Borrower/Tranche Description	Value
	<b>Getty Images, Inc.</b>	
3,491	Term Loan, 5.25%, Maturing November 7, 2016	\$ 3,550,165
	<b>Lamar Media Corp.</b>	
811	Term Loan, 4.25%, Maturing December 30, 2016	820,719
	<b>Laureate Education, Inc.</b>	
344	Term Loan, 3.55%, Maturing August 17, 2014	335,387
2,296	Term Loan, 3.55%, Maturing August 17, 2014	2,240,191
1,481	Term Loan, 7.00%, Maturing August 31, 2014	1,484,953
	<b>MediaNews Group, Inc.</b>	
132	Term Loan, 8.50%, Maturing March 19, 2014	129,877
	<b>Merrill Communications, LLC</b>	
1,225	Term Loan, 7.50%, Maturing December 24, 2012	1,228,372
	<b>Nelson Education, Ltd.</b>	
473	Term Loan, 2.80%, Maturing July 5, 2014	411,335
	<b>Nielsen Finance, LLC</b>	
5,645	Term Loan, 2.26%, Maturing August 9, 2013	5,652,700
1,978	Term Loan, 4.01%, Maturing May 2, 2016	1,996,876
	<b>SGS International, Inc.</b>	
477	Term Loan, 3.96%, Maturing September 30, 2013	473,075
	<b>Source Interlink Companies, Inc.</b>	
902	Term Loan, 10.75%, Maturing June 18, 2013	861,621
576	Term Loan, 15.00%, Maturing March 18, 2014 <sup>(3)</sup>	420,730
	<b>Trader Media Corp.</b>	
GBP 1,287	Term Loan, 2.60%, Maturing March 23, 2015	1,968,500
	<b>Xsys, Inc.</b>	
1,509	Term Loan, 2.71%, Maturing December 31, 2014	1,477,406
1,699	Term Loan, 2.71%, Maturing December 31, 2014	1,663,380
		<b>\$ 29,174,323</b>
<b>Radio and Television 2.5%</b>		
	<b>Block Communications, Inc.</b>	
808	Term Loan, 2.30%, Maturing December 22, 2011	\$ 789,331
	<b>CMP KC, LLC</b>	
956	Term Loan, 0.00%, Maturing May 3, 2011 <sup>(4)(5)</sup>	274,426
	<b>CMP Susquehanna Corp.</b>	
1,548	Term Loan, 2.31%, Maturing May 5, 2013	1,496,705
	<b>Gray Television, Inc.</b>	
638	Term Loan, 3.77%, Maturing December 31, 2014	631,563
	<b>HIT Entertainment, Inc.</b>	
743	Term Loan, 5.54%, Maturing June 1, 2012	732,936
	<b>Live Nation Worldwide, Inc.</b>	
2,283	Term Loan, 4.50%, Maturing November 7, 2016	2,296,047
	<b>Mission Broadcasting, Inc.</b>	
524	Term Loan, 5.00%, Maturing September 30, 2016	525,177

	<b>Nexstar Broadcasting, Inc.</b>	
819	Term Loan, 5.00%, Maturing September 30, 2016	821,431
	<b>Raycom TV Broadcasting, LLC</b>	
871	Term Loan, 1.81%, Maturing June 25, 2014	844,506
	<b>Univision Communications, Inc.</b>	
1,852	Term Loan, 2.51%, Maturing September 29, 2014	1,826,514
1,852	Term Loan, 4.51%, Maturing March 31, 2017	1,818,560
	<b>Weather Channel</b>	
1,141	Term Loan, 5.00%, Maturing September 14, 2015	1,148,000
		<b>\$ 13,205,196</b>

**Retailers (Except Food and Drug) 3.4%**

	<b>Amscan Holdings, Inc.</b>	
1,521	Term Loan, 6.75%, Maturing December 4, 2017	\$ 1,546,279
	<b>FTD, Inc.</b>	
1,036	Term Loan, 6.75%, Maturing August 26, 2014	1,041,289

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
	<b>Harbor Freight Tools USA, Inc.</b>	
1,800	Term Loan, 6.50%, Maturing December 22, 2017	\$ 1,826,438
	<b>Michaels Stores, Inc.</b>	
926	Term Loan, 2.56%, Maturing October 31, 2013	924,092
	<b>Neiman Marcus Group, Inc.</b>	
3,346	Term Loan, 4.30%, Maturing April 6, 2016	3,371,428
	<b>Orbitz Worldwide, Inc.</b>	
1,108	Term Loan, 3.28%, Maturing July 25, 2014	1,037,821
	<b>Oriental Trading Co., Inc.</b>	
1,125	Term Loan - Second Lien, 0.00%, Maturing January 31, 2014 <sup>(5)</sup>	33,750
	<b>PETCO Animal Supplies, Inc.</b>	
1,250	Term Loan, 6.00%, Maturing November 24, 2017	1,269,043
	<b>Pilot Travel Centers, LLC</b>	
1,052	Term Loan, 5.25%, Maturing June 30, 2016	1,071,522
	<b>Savers, Inc.</b>	
1,191	Term Loan, 5.75%, Maturing March 11, 2016	1,201,421
	<b>Visant Corp.</b>	
1,097	Term Loan, 7.00%, Maturing December 22, 2016	1,113,366
	<b>Vivarte</b>	
EUR 29	Term Loan, 2.64%, Maturing March 9, 2015	36,164
EUR 62	Term Loan, 2.64%, Maturing March 9, 2015	79,071
EUR 347	Term Loan, 2.64%, Maturing March 9, 2015	439,486
EUR 441	Term Loan, 3.26%, Maturing March 8, 2016	557,786
EUR 18	Term Loan, 3.26%, Maturing May 29, 2016	23,292
EUR 71	Term Loan, 3.26%, Maturing May 29, 2016	90,104
	<b>Yankee Candle Company, Inc. (The)</b>	
2,020	Term Loan, 2.26%, Maturing February 6, 2014	2,012,025
		<b>\$ 17,674,377</b>
<b>Steel 0.2%</b>		
	<b>Niagara Corp.</b>	
1,351	Term Loan, 10.50%, Maturing June 29, 2014 <sup>(3)(4)</sup>	\$ 1,279,278
		<b>\$ 1,279,278</b>
<b>Surface Transport 0.4%</b>		
	<b>Swift Transportation Co., Inc.</b>	
2,168	Term Loan, 6.00%, Maturing December 16, 2016	\$ 2,200,793
		<b>\$ 2,200,793</b>
<b>Telecommunications 6.2%</b>		
	<b>Alaska Communications Systems Holdings, Inc.</b>	
1,825	Term Loan, 5.50%, Maturing October 21, 2016	\$ 1,842,681

		<b>Asurion Corp.</b>	
	3,851	Term Loan, 3.26%, Maturing July 3, 2014	3,760,083
	1,375	Term Loan, 6.75%, Maturing March 31, 2015	1,398,325
		<b>CommScope, Inc.</b>	
	2,125	Term Loan, 5.00%, Maturing January 14, 2018	2,172,812
		<b>Intelsat Jackson Holdings SA</b>	
	10,350	Term Loan, 5.25%, Maturing April 2, 2018	10,501,348
		<b>Macquarie UK Broadcast Ventures, Ltd.</b>	
GBP	755	Term Loan, 2.60%, Maturing December 1, 2014	1,076,212
		<b>NTelos, Inc.</b>	
	1,481	Term Loan, 5.75%, Maturing August 7, 2015	1,496,813
		<b>Telesat Canada, Inc.</b>	
	157	Term Loan, 3.26%, Maturing October 31, 2014	157,606
	1,832	Term Loan, 3.26%, Maturing October 31, 2014	1,834,849
		<b>TowerCo Finance, LLC</b>	
	421	Term Loan, 6.00%, Maturing November 24, 2014	425,089
		<b>Wind Telecomunicazioni SpA</b>	
EUR	3,600	Term Loan, Maturing December 15, 2017 <sup>(7)</sup>	4,948,795

<b>Principal Amount*</b> (000 s omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
2,983	<b>Windstream Corp.</b> Term Loan, 3.06%, Maturing December 17, 2015	\$ 3,007,128
		<b>\$ 32,621,741</b>
<b>Utilities 2.8%</b>		
	<b>AEI Finance Holding, LLC</b>	
270	Revolving Loan, 3.30%, Maturing March 30, 2012	\$ 267,020
1,747	Term Loan, 3.30%, Maturing March 30, 2014	1,729,680
	<b>Astoria Generating Co.</b>	
1,000	Term Loan - Second Lien, 4.06%, Maturing August 23, 2013	990,104
	<b>BRSP, LLC</b>	
967	Term Loan, 7.50%, Maturing June 4, 2014	988,512
	<b>EquiPower Resources Holdings</b>	
550	Term Loan, Maturing January 4, 2018 <sup>(7)</sup>	559,625
	<b>New Development Holdings, Inc.</b>	
987	Term Loan, 7.00%, Maturing July 3, 2017	1,001,482
	<b>NRG Energy, Inc.</b>	
262	Term Loan, 2.04%, Maturing February 1, 2013	262,431
1	Term Loan, 2.05%, Maturing February 1, 2013	785
1,246	Term Loan, 3.55%, Maturing August 31, 2015	1,255,716
2,045	Term Loan, 3.55%, Maturing August 31, 2015	2,058,458
	<b>Pike Electric, Inc.</b>	
103	Term Loan, 2.06%, Maturing July 2, 2012	102,272
239	Term Loan, 2.06%, Maturing December 10, 2012	237,616
	<b>TXU Texas Competitive Electric Holdings Co., LLC</b>	
987	Term Loan, 3.76%, Maturing October 10, 2014	819,027
1,315	Term Loan, 3.76%, Maturing October 10, 2014	1,088,301
3,764	Term Loan, 3.79%, Maturing October 10, 2014	3,119,866
		<b>\$ 14,480,895</b>
<b>Total Senior Floating-Rate Interests</b> (identified cost \$698,979,858)		<b>\$ 704,716,626</b>

**Corporate Bonds & Notes 10.5%**

<b>Principal Amount*</b> (000 s omitted)	<b>Security</b>	<b>Value</b>
	<b>Aerospace and Defense 0.2%</b>	
	<b>International Lease Finance Corp., Sr. Notes</b>	

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350	6.50%, 9/1/14 <sup>(8)</sup>	\$	374,500
350	6.75%, 9/1/16 <sup>(8)</sup>		376,250
350	7.125%, 9/1/18 <sup>(8)</sup>		378,875
		<b>\$</b>	<b>1,129,625</b>
<b>Air Transport 0.0%</b>			
	<b>Continental Airlines</b>		
122	7.033%, 6/15/11	\$	122,582
		<b>\$</b>	<b>122,582</b>
<b>Automotive 0.2%</b>			
	<b>Allison Transmission, Inc.</b>		
665	11.25%, 11/1/15 <sup>(3)(8)</sup>	\$	733,163
	<b>American Axle &amp; Manufacturing Holdings, Inc., Sr. Notes</b>		
115	9.25%, 1/15/17 <sup>(8)</sup>		131,100
	<b>Commercial Vehicle Group, Inc., Sr. Notes</b>		
100	8.00%, 7/1/13		98,500
		<b>\$</b>	<b>962,763</b>

<b>Principal Amount*</b>	<b>Security</b>	<b>Value</b>
<b>(000 s omitted)</b>		
<b>Broadcast Radio and Television 0.5%</b>		
	<b>Clear Channel Communications, Inc., Sr. Notes</b>	
1,000	6.25%, 3/15/11	\$ 1,002,500
	<b>Entravision Communications Corp., Sr. Notes</b>	
1,000	8.75%, 8/1/17 <sup>(8)</sup>	1,075,000
	<b>XM Satellite Radio Holdings, Inc.</b>	
485	13.00%, 8/1/13 <sup>(8)</sup>	579,575
		<b>\$ 2,657,075</b>
<b>Building and Development 0.9%</b>		
	<b>AMO Escrow Corp., Sr. Notes</b>	
1,900	11.50%, 12/15/17 <sup>(8)</sup>	\$ 2,061,500
	<b>Grohe Holding GmbH, Variable Rate</b>	
EUR 2,000	3.873%, 1/15/14 <sup>(10)</sup>	2,704,072
		<b>\$ 4,765,572</b>
<b>Business Equipment and Services 0.4%</b>		
	<b>Brocade Communications Systems, Inc., Sr. Notes</b>	
30	6.625%, 1/15/18 <sup>(8)</sup>	\$ 32,025
30	6.875%, 1/15/20 <sup>(8)</sup>	32,100
	<b>Education Management, LLC, Sr. Notes</b>	
390	8.75%, 6/1/14	403,650
	<b>MediMedia USA, Inc., Sr. Sub. Notes</b>	
170	11.375%, 11/15/14 <sup>(8)</sup>	148,750
	<b>RSC Equipment Rental, Inc., Sr. Notes</b>	
750	10.00%, 7/15/17 <sup>(8)</sup>	855,000
	<b>SunGard Data Systems, Inc., Sr. Notes</b>	
500	10.625%, 5/15/15	558,125
	<b>Ticketmaster Entertainment, Inc.</b>	
185	10.75%, 8/1/16	203,962
		<b>\$ 2,233,612</b>
<b>Cable and Satellite Television 0.5%</b>		
	<b>Virgin Media Finance PLC, Sr. Notes</b>	
2,500	6.50%, 1/15/18	\$ 2,662,500
		<b>\$ 2,662,500</b>
<b>Chemicals and Plastics 0.1%</b>		
	<b>CII Carbon, LLC</b>	
185	11.125%, 11/15/15 <sup>(8)</sup>	\$ 200,725
	<b>Reichhold Industries, Inc., Sr. Notes</b>	

110	9.00%, 8/15/14 <sup>(8)</sup>		97,625
	<b>Wellman Holdings, Inc., Sr. Sub. Notes</b>		
473	5.00%, 1/29/19 <sup>(3)(4)</sup>		0
			<b>\$ 298,350</b>
<b>Conglomerates 0.0%</b>			
	<b>RBS Global &amp; Rexnord Corp.</b>		
155	11.75%, 8/1/16	\$	168,369
			<b>\$ 168,369</b>
<b>Containers and Glass Products 0.4%</b>			
	<b>Berry Plastics Corp., Sr. Notes, Variable Rate</b>		
2,000	5.053%, 2/15/15	\$	2,007,500
	<b>Intertape Polymer US, Inc., Sr. Sub. Notes</b>		
310	8.50%, 8/1/14		261,950
			<b>\$ 2,269,450</b>

<b>Principal Amount*</b>	<b>Security</b>	<b>Value</b>
<b>(000 s omitted)</b>	<b>0.3%</b>	
<b>Cosmetics/Toiletries</b>	<b>Revlon Consumer Products Corp.</b>	
1,415	9.75%, 11/15/15	\$ 1,510,512
		<b>\$ 1,510,512</b>
<b>Ecological Services and Equipment</b>	<b>0.1%</b>	
	<b>Environmental Systems Product Holdings, Inc., Jr. Notes</b>	
373	18.00%, 3/31/15 <sup>(4)</sup>	\$ 318,185
		<b>\$ 318,185</b>
<b>Electronics/Electrical</b>	<b>0.2%</b>	
	<b>NXP BV/NXP Funding, LLC, Variable Rate</b>	
775	3.053%, 10/15/13	\$ 770,156
		<b>\$ 770,156</b>
<b>Equipment Leasing</b>	<b>0.0%</b>	
	<b>Hertz Corp.</b>	
2	8.875%, 1/1/14	\$ 2,063
		<b>\$ 2,063</b>
<b>Financial Intermediaries</b>	<b>0.8%</b>	
	<b>Ford Motor Credit Co., Sr. Notes</b>	
2,250	12.00%, 5/15/15	\$ 2,855,279
175	8.00%, 12/15/16	198,733
	<b>UPCB Finance II, Ltd., Sr. Notes</b>	
EUR 1,000	6.375%, 7/1/20	1,361,620
		<b>\$ 4,415,632</b>
<b>Food Products</b>	<b>0.2%</b>	
	<b>Smithfield Foods, Inc., Sr. Notes</b>	
1,000	10.00%, 7/15/14 <sup>(8)</sup>	\$ 1,181,250
		<b>\$ 1,181,250</b>
<b>Food Service</b>	<b>0.2%</b>	
	<b>NPC International, Inc., Sr. Sub. Notes</b>	
245	9.50%, 5/1/14	\$ 253,575
	<b>U.S. Foodservice, Inc., Sr. Notes</b>	
940	10.25%, 6/30/15 <sup>(8)</sup>	977,600

			<b>\$ 1,231,175</b>
<b>Food/Drug Retailers</b>	<b>0.1%</b>		
		<b>General Nutrition Center, Sr. Notes, Variable Rate</b>	
215	5.75%, 3/15/14 <sup>(3)</sup>		\$ 214,597
		<b>General Nutrition Center, Sr. Sub. Notes</b>	
385	10.75%, 3/15/15		389,812
			<b>\$ 604,409</b>
<b>Forest Products</b>	<b>0.1%</b>		
		<b>Verso Paper Holdings, LLC/Verso Paper, Inc.</b>	
225	11.375%, 8/1/16		\$ 243,563
			<b>\$ 243,563</b>
<b>Health Care</b>	<b>0.2%</b>		
		<b>Accellent, Inc., Sr. Notes</b>	
135	8.375%, 2/1/17 <sup>(8)</sup>		\$ 142,087
		<b>DJO Finance, LLC/DJO Finance Corp.</b>	
205	10.875%, 11/15/14		226,012
		<b>HCA, Inc.</b>	
115	9.25%, 11/15/16		124,344

<b>Principal Amount*</b> (000 \$ omitted)	<b>Security</b>	<b>Value</b>
	<b>National Mentor Holdings, Inc.</b>	
90	11.25%, 7/1/14	\$ 95,288
	<b>US Oncology, Inc.</b>	
515	10.75%, 8/15/14	537,531
		<b>\$ 1,125,262</b>
<b>Industrial Equipment</b>	<b>0.3%</b>	
	<b>CEVA Group PLC, Sr. Notes</b>	
165	11.50%, 4/1/18 <sup>(8)</sup>	\$ 181,294
	<b>Chart Industries, Inc., Sr. Sub. Notes</b>	
195	9.125%, 10/15/15	201,337
	<b>Terex Corp., Sr. Notes</b>	
1,000	10.875%, 6/1/16	1,165,000
		<b>\$ 1,547,631</b>
<b>Insurance</b>	<b>0.0%</b>	
	<b>Alliant Holdings I, Inc.</b>	
100	11.00%, 5/1/15 <sup>(8)</sup>	\$ 106,250
		<b>\$ 106,250</b>
<b>Leisure Goods/Activities/Movies</b>	<b>0.1%</b>	
	<b>AMC Entertainment, Inc., Sr. Notes</b>	
110	8.75%, 6/1/19	\$ 118,525
	<b>HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp.</b>	
195	12.50%, 4/1/13 <sup>(4)(5)(8)</sup>	0
	<b>HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp., Variable Rate</b>	
360	0.00%, 4/1/12 <sup>(4)(5)(8)</sup>	0
	<b>Royal Caribbean Cruises, Sr. Notes</b>	
95	7.00%, 6/15/13	102,125
35	6.875%, 12/1/13	37,844
25	7.25%, 6/15/16	27,125
50	7.25%, 3/15/18	54,250
		<b>\$ 339,869</b>
<b>Lodging and Casinos</b>	<b>0.9%</b>	
	<b>Buffalo Thunder Development Authority</b>	
480	9.375%, 12/15/14 <sup>(5)(8)</sup>	\$ 156,000
	<b>CCM Merger, Inc.</b>	
85	8.00%, 8/1/13 <sup>(8)</sup>	85,000
	<b>Chukchansi EDA, Sr. Notes, Variable Rate</b>	

280	3.943%, 11/15/12 <sup>(8)</sup>	183,750
	<b>Fontainebleau Las Vegas Casino, LLC</b>	
485	10.25%, 6/15/15 <sup>(5)(8)</sup>	1,819
	<b>Harrah s Operating Co., Inc., Sr. Notes</b>	
1,500	11.25%, 6/1/17	1,710,000
	<b>Inn of the Mountain Gods Resort &amp; Casino, Sr. Notes</b>	
500	12.00%, 11/15/10 <sup>(6)</sup>	282,500
	<b>Majestic HoldCo, LLC</b>	
140	12.50%, 10/15/11 <sup>(5)(8)</sup>	15
	<b>Mohegan Tribal Gaming Authority, Sr. Sub. Notes</b>	
140	8.00%, 4/1/12	119,350
215	7.125%, 8/15/14	154,800
230	6.875%, 2/15/15	164,450
	<b>Peninsula Gaming, LLC</b>	
1,000	10.75%, 8/15/17	1,107,500
	<b>San Pasqual Casino</b>	
110	8.00%, 9/15/13 <sup>(8)</sup>	110,687
	<b>Seminole Hard Rock Entertainment, Variable Rate</b>	
175	2.802%, 3/15/14 <sup>(8)</sup>	166,250

<b>Principal Amount*</b> (000 s omitted)		<b>Value</b>
	<b>Security</b>	
	<b>Tunica-Biloxi Gaming Authority, Sr. Notes</b>	
310	9.00%, 11/15/15 <sup>(8)</sup>	\$ 308,450
	<b>Waterford Gaming, LLC, Sr. Notes</b>	
243	8.625%, 9/15/14 <sup>(4)(8)</sup>	156,711
		<b>\$ 4,707,282</b>
<b>Oil and Gas</b>	<b>0.5%</b>	
	<b>Cloud Peak Energy Resources, LLC / Cloud Peak Energy Finance Corp.</b>	
1,000	8.25%, 12/15/17 <sup>(8)</sup>	\$ 1,093,750
335	8.50%, 12/15/19	375,200
	<b>Compton Petroleum Finance Corp.</b>	
145	10.00%, 9/15/17	121,112
	<b>Denbury Resources, Inc., Sr. Sub. Notes</b>	
50	7.50%, 12/15/15	52,250
	<b>El Paso Corp., Sr. Notes</b>	
116	9.625%, 5/15/12	123,793
	<b>Forbes Energy Services, Sr. Notes</b>	
290	11.00%, 2/15/15	292,900
	<b>OPTI Canada, Inc., Sr. Notes</b>	
45	8.25%, 12/15/14	27,225
	<b>Petroleum Development Corp., Sr. Notes</b>	
115	12.00%, 2/15/18	130,238
	<b>Petroplus Finance, Ltd.</b>	
145	7.00%, 5/1/17 <sup>(8)</sup>	134,125
	<b>Quicksilver Resources, Inc., Sr. Notes</b>	
125	11.75%, 1/1/16	146,875
	<b>SESI, LLC, Sr. Notes</b>	
60	6.875%, 6/1/14	60,900
		<b>\$ 2,558,368</b>
<b>Publishing</b>	<b>0.2%</b>	
	<b>Laureate Education, Inc.</b>	
1,000	10.00%, 8/15/15 <sup>(8)</sup>	\$ 1,052,500
	<b>Nielsen Finance, LLC</b>	
70	12.50%, (0.00% until 8/1/11), 8/1/16	73,937
		<b>\$ 1,126,437</b>
<b>Rail Industries</b>	<b>0.2%</b>	
	<b>American Railcar Industry, Sr. Notes</b>	
175	7.50%, 3/1/14	\$ 178,063
	<b>Kansas City Southern Mexico, Sr. Notes</b>	
280	7.625%, 12/1/13	286,300

100	7.375%, 6/1/14	104,750
500	8.00%, 2/1/18 <sup>(8)</sup>	546,875

**\$ 1,115,988**

**Retailers (Except Food and Drug) 0.6%**

	<b>Amscan Holdings, Inc., Sr. Sub. Notes</b>	
400	8.75%, 5/1/14	\$ 406,000
	<b>Neiman Marcus Group, Inc.</b>	
739	9.00%, 10/15/15	778,218
	<b>Sally Holdings, LLC, Sr. Notes</b>	
665	9.25%, 11/15/14	701,575
20	10.50%, 11/15/16	22,200
	<b>Toys R Us</b>	
1,000	10.75%, 7/15/17	1,152,500
		<b>\$ 3,060,493</b>

<b>Principal Amount*</b> (000 s omitted)	<b>Security</b>	<b>Value</b>
<b>Steel 0.0%</b>		
	<b>RathGibson, Inc., Sr. Notes</b>	
445	11.25%, 2/15/14 <sup>(5)</sup>	\$ 45
		<b>\$ 45</b>
<b>Telecommunications 0.7%</b>		
	<b>Avaya, Inc., Sr. Notes</b>	
1,000	9.75%, 11/1/15	\$ 1,040,000
	<b>Clearwire Communications, LLC/Clearwire Finance, Inc., Sr. Notes</b>	
500	12.00%, 12/1/15 <sup>(8)</sup>	547,500
	<b>Intelsat Bermuda, Ltd.</b>	
900	11.25%, 6/15/16	972,000
	<b>NII Capital Corp.</b>	
335	10.00%, 8/15/16	376,875
	<b>Telesat Canada/Telesat, LLC, Sr. Notes</b>	
590	11.00%, 11/1/15	665,225
		<b>\$ 3,601,600</b>
<b>Utilities 1.6%</b>		
	<b>Calpine Corp., Sr. Notes</b>	
4,725	7.50%, 2/15/21 <sup>(8)</sup>	\$ 4,807,687
3,350	7.875%, 1/15/23	3,404,438
	<b>NGC Corp.</b>	
390	7.625%, 10/15/26	254,475
	<b>Reliant Energy, Inc., Sr. Notes</b>	
20	7.625%, 6/15/14	21,100
		<b>\$ 8,487,700</b>
<b>Total Corporate Bonds &amp; Notes</b> (identified cost \$54,754,489)		<b>\$ 55,323,768</b>

**Asset-Backed Securities 1.6%**

<b>Principal Amount</b> (000 s omitted)	<b>Security</b>	<b>Value</b>
\$ 462	Alzette European CLO SA, Series 2004-1A, Class E2, 6.802%, 12/15/20 <sup>(11)</sup>	\$ 388,454
589	Avalon Capital Ltd. 3, Series 1A, Class D, 2.234%, 2/24/19 <sup>(8)(11)</sup>	482,302
753	Babson Ltd., Series 2005-1A, Class C1, 2.253%, 4/15/19 <sup>(8)(11)</sup>	615,522

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1,007	Bryant Park CDO Ltd., Series 2005-1A, Class C, 2.353%, 1/15/19 <sup>(3)(8)(11)</sup>	701,665
1,000	Carlyle High Yield Partners, Series 2004-6A, Class C, 2.736%, 8/11/16 <sup>(8)(11)</sup>	875,295
985	Centurion CDO 8 Ltd., Series 2005-8A, Class D, 5.803%, 3/8/17 <sup>(11)</sup>	874,384
750	Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 5.053%, 7/17/19 <sup>(11)</sup>	621,926
707	Comstock Funding Ltd., Series 2006-1A, Class D, 4.544%, 5/30/20 <sup>(8)(11)</sup>	570,634
1,500	Dryden Leveraged Loan, Series 2004-6A, Class C1, 2.854%, 7/30/16 <sup>(8)(11)</sup>	1,333,385
1,000	First CLO Ltd., Series 2004-1A1, Class C, 2.604%, 7/27/16 <sup>(8)(11)</sup>	900,762
1,000	Schiller Park CLO Ltd., Series 2007-1A, Class D, 2.538%, 4/25/21 <sup>(8)(11)</sup>	843,798

**Total Asset-Backed Securities**  
**(identified cost \$9,548,073)**

**\$ 8,208,127**

**Common Stocks 1.7%**

<b>Shares</b>	<b>Security</b>	<b>Value</b>
<b>Aerospace and Defense 0.0%</b>		
12,734	ACTS Aero Technical Support & Service, Inc. <sup>(4)(12)(13)</sup>	\$ 130,522
		<b>\$ 130,522</b>
<b>Air Transport 0.0%</b>		
3,971	Delta Air Lines, Inc. <sup>(12)</sup>	46,341
		<b>\$ 46,341</b>
<b>Automotive 0.7%</b>		
18,702	Dayco Products, LLC <sup>(12)(13)</sup>	\$ 1,084,716
44,747	Hayes Lemmerz International, Inc. <sup>(4)(12)(13)</sup>	2,371,591
		<b>\$ 3,456,307</b>
<b>Building and Development 0.1%</b>		
253	Panolam Holdings Co. <sup>(4)(12)(14)</sup>	\$ 201,163
508	United Subcontractors, Inc. <sup>(4)(12)(13)</sup>	52,373
		<b>\$ 253,536</b>
<b>Chemicals and Plastics 0.0%</b>		
438	Wellman Holdings, Inc. <sup>(4)(12)(13)</sup>	\$ 0
		<b>\$ 0</b>
<b>Diversified Manufacturing 0.1%</b>		
323,008	MEGA Brands, Inc. <sup>(12)</sup>	\$ 221,099
		<b>\$ 221,099</b>
<b>Ecological Services and Equipment 0.0%</b>		
6,211	Environmental Systems Products Holdings, Inc. <sup>(4)(12)(14)</sup>	\$ 39,378
		<b>\$ 39,378</b>
<b>Financial Intermediaries 0.0%</b>		
78	RTS Investor Corp. <sup>(4)(12)(13)</sup>	\$ 1,828
		<b>\$ 1,828</b>
<b>Food Service 0.0%</b>		
23,029	Buffets, Inc. <sup>(4)(12)</sup>	\$ 111,691

			<b>\$ 111,691</b>
<b>Leisure Goods/Activities/Movies</b>	<b>0.2%</b>		
50,438	Metro-Goldwyn-Mayer Holdings, Inc. <sup>(12)(13)</sup>		\$ 1,122,245
			<b>\$ 1,122,245</b>
<b>Lodging and Casinos</b>	<b>0.1%</b>		
71	Greektown Superholdings, Inc. <sup>(12)</sup>		\$ 5,503
35,670	Tropicana Entertainment, Inc. <sup>(12)(13)</sup>		615,307
			<b>\$ 620,810</b>
<b>Nonferrous Metals/Minerals</b>	<b>0.0%</b>		
701	Euramax International, Inc. <sup>(4)(12)(13)</sup>		\$ 217,372
			<b>\$ 217,372</b>
<b>Oil and Gas</b>	<b>0.0%</b>		
1,397	SemGroup Corp. <sup>(12)</sup>		\$ 40,234
			<b>\$ 40,234</b>
<b>Publishing</b>	<b>0.4%</b>		
3,990	Ion Media Networks, Inc. <sup>(4)(12)(13)</sup>		\$ 1,855,350
10,718	MediaNews Group, Inc. <sup>(4)(12)(13)</sup>		203,640
2,290	Source Interlink Companies, Inc. <sup>(4)(12)(13)</sup>		28,854
9,554	SuperMedia, Inc. <sup>(12)</sup>		67,929
			<b>\$ 2,155,773</b>

<b>Shares</b>	<b>Security</b>	<b>Value</b>
<b>Steel 0.1%</b>		
23,138	KNIA Holdings, Inc. <sup>(4)(12)(13)</sup>	\$ 268,170
19,800	RathGibson Acquisition Co., LLC <sup>(4)(12)(14)</sup>	464,112
		<b>\$ 732,282</b>

**Total Common Stocks**  
(identified cost \$4,844,511) **\$ 9,149,418**

**Preferred Stocks 0.0%**

<b>Shares</b>	<b>Security</b>	<b>Value</b>
<b>Ecological Services and Equipment 0.0%</b>		
1,422	Environmental Systems Products Holdings, Inc., Series A <sup>(4)(12)(14)</sup>	\$ 88,477
		<b>\$ 88,477</b>

**Total Preferred Stocks**  
(identified cost \$24,885) **\$ 88,477**

**Warrants 0.0%**

<b>Shares</b>	<b>Security</b>	<b>Value</b>
<b>Oil and Gas 0.0%</b>		
1,470	SemGroup Corp., Expires 11/30/14 <sup>(12)</sup>	\$ 10,290
		<b>\$ 10,290</b>

<b>Publishing 0.0%</b>		
1,450	Reader s Digest Association, Inc. (The), Expires 2/19/14 <sup>(4)(12)(13)</sup>	\$ 0
		<b>\$ 0</b>

**Total Warrants**  
(identified cost \$15) **\$ 10,290**

**Miscellaneous 0.0%**

<b>Shares</b>	<b>Security</b>	<b>Value</b>
<b>Air Transport</b> 0.0%		
1,000,000	Delta Air Lines, Inc., Escrow Certificate <sup>(12)</sup>	\$ 0
		\$ 0
<b>Total Miscellaneous</b>		
<b>(identified cost \$0)</b>		\$ 0

**Short-Term Investments 4.7%****Interest/  
Principal  
Amount**

<b>(000 s omitted)</b>	<b>Description</b>	<b>Value</b>
\$ 22,179	Eaton Vance Cash Reserves Fund, LLC, 0.21% <sup>(15)</sup>	\$ 22,179,247
2,273	State Street Bank and Trust Euro Time Deposit, 0.01%, 2/1/11	2,273,265
<b>Total Short-Term Investments</b>		
<b>(identified cost \$24,452,512)</b>		<b>\$ 24,452,512</b>
<b>Total Investments 153.1%</b>		
<b>(identified cost \$792,604,343)</b>		<b>\$ 801,949,218</b>
<b>Less Unfunded Loan Commitments (0.0)%<sup>(9)</sup></b>		<b>\$ (284,389)</b>
<b>Net Investments 153.1%</b>		
<b>(identified cost \$792,319,954)</b>		<b>\$ 801,664,829</b>
<b>Other Assets, Less Liabilities (28.0)%</b>		<b>\$ (146,690,837)</b>
<b>Auction Preferred Shares Plus Cumulative Unpaid Dividends (25.1)%</b>		<b>\$ (131,312,835)</b>
<b>Net Assets Applicable to Common Shares 100.0%</b>		<b>\$ 523,661,157</b>

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

EUR - Euro

GBP - British Pound Sterling

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

(1) Senior floating-rate interests (Senior Loans) often require prepayments from excess cash flows or permit the borrowers to repay at their election. The degree to which borrowers repay, whether as a contractual requirement or at their election, cannot be predicted with accuracy. As a result, the actual remaining

maturity may be substantially less than the stated maturities shown. However, Senior Loans will have an expected average life of approximately two to four years. The stated interest rate represents the weighted average interest rate of all contracts within the senior loan facility and includes commitment fees on unfunded loan commitments, if any. Senior Loans typically have rates of interest which are redetermined either daily, monthly, quarterly or semi-annually by reference to a base lending rate, plus a premium. These base lending rates are primarily the London Interbank Offered Rate ( LIBOR ) and secondarily, the prime rate offered by one or more major United States banks (the Prime Rate ) and the certificate of deposit ( CD ) rate or other base lending rates used by commercial lenders.

- (2) Unfunded or partially unfunded loan commitments. The Trust may enter into certain credit agreements all or a portion of which may be unfunded. The Trust is obligated to fund these commitments at the borrower's discretion.
- (3) Represents a payment-in-kind security which may pay all or a portion of interest/dividends in additional par/shares.
- (4) Security valued at fair value using methods determined in good faith by or at the direction of the Trustees.
- (5) Currently the issuer is in default with respect to interest payments. For a variable rate security, interest rate has been adjusted to reflect non-accrual status.
- (6) Defaulted matured security. For a variable rate security, interest rate has been adjusted to reflect non-accrual status.
- (7) This Senior Loan will settle after January 31, 2011, at which time the interest rate will be determined.
- (8) Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933. These securities may be sold in certain transactions (normally to qualified institutional buyers) and remain exempt from registration. At January 31, 2011, the aggregate value of these securities is \$25,339,151 or 4.8% of the Trust's net assets applicable to common shares.
- (9) Amount is less than 0.05%.
- (10) Security exempt from registration under Regulation S of the Securities Act of 1933, which exempts from registration securities offered and sold outside the United States. Security may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act of 1933.
- (11) Variable rate security. The stated interest rate represents the rate in effect at January 31, 2011.
- (12) Non-income producing security.
- (13) Security was acquired in connection with a restructuring of a Senior Loan and may be subject to restrictions on resale.
- (14) Restricted security.
- (15) 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 January 31, 2011. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended January 31, 2011 was \$9,386.



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

### Forward Foreign Currency Exchange Contracts

#### Sales

Settlement Date	Deliver	In Exchange For	Counterparty	Net Unrealized Appreciation (Depreciation)
2/28/11	British Pound Sterling 3,197,000	United States Dollar 5,092,821	HSBC Bank USA	\$ (27,315)
2/28/11	Euro 10,000,000	United States Dollar 13,721,000	Goldman Sachs, Inc.	34,140
2/28/11	Euro 1,000,000	United States Dollar 1,345,530	State Street Bank and Trust Company	(23,156)
3/31/11	British Pound Sterling 3,197,000	United States Dollar 5,091,958	Goldman Sachs, Inc.	(26,895)
3/31/11	Euro 10,000,000	United States Dollar 13,725,000	HSBC Bank USA	43,155
4/28/11	British Pound Sterling 3,292,527	United States Dollar 5,241,111	JPMorgan Chase Bank	(29,433)
4/29/11	Euro 9,721,664	United States Dollar 13,342,886	Deutsche Bank	46,994
				<b>\$ 17,490</b>

At January 31, 2011, the Trust had sufficient cash and/or securities to cover commitments under these contracts.

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

At January 31, 2011, the aggregate fair value of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) in an asset position and in a liability position and whose primary underlying risk exposure is foreign exchange risk was \$124,289 and \$106,799, respectively.

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

<b>Aggregate cost</b>	<b>\$ 793,091,044</b>
Gross unrealized appreciation	\$ 27,058,135
Gross unrealized depreciation	(18,484,350)
<b>Net unrealized appreciation</b>	<b>\$ 8,573,785</b>

**Restricted Securities**

At January 31, 2011, the Trust owned the following securities (representing less than 0.2% of net assets applicable to common shares) which were restricted as to public resale and not registered under the Securities Act of 1933 (excluding Rule 144A securities). The Trust has various registration rights (exercisable under a variety of circumstances) with respect to these securities. The value of these securities is determined based on valuations provided by brokers when available, or if not available, they are valued at fair value using methods determined in good faith by or at the direction of the Trustees.

<b>Description</b>	<b>Date of Acquisition</b>	<b>Shares</b>	<b>Cost</b>	<b>Value</b>
<b>Common Stocks</b>				
Environmental Systems Products Holdings, Inc.	10/25/07	6,211	\$ 0 <sup>(1)</sup>	\$ 39,378
Panolam Holdings Co.	12/30/09	253	139,024	201,163
RathGibson Acquisition Co., LLC	6/14/10	19,800	105,079	464,112
<b>Total Common Stocks</b>			<b>\$ 244,103</b>	<b>\$ 704,653</b>
<b>Preferred Stocks</b>				
Environmental Systems Products Holdings, Inc., Series A	10/25/07	1,422	\$ 24,885	\$ 88,477
			<b>\$ 24,885</b>	<b>\$ 88,477</b>
<b>Total Restricted Securities</b>			<b>\$ 268,988</b>	<b>\$ 793,130</b>

(1) Less than \$0.50.

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

Level 1 quoted prices in active markets for identical investments

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

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

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



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

<b>Asset Description</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	<b>Total</b>
Senior Floating-Rate Interests (Less Unfunded Loan Commitments)	\$	\$ 701,411,207	\$ 3,021,030	\$ 704,432,237
Corporate Bonds & Notes		54,848,872	474,896	55,323,768
Asset-Backed Securities		8,208,127		8,208,127
Common Stocks	375,603	2,827,771	5,946,044	9,149,418
Preferred Stocks			88,477	88,477
Warrants		10,290	0	10,290
Miscellaneous		0		0
Short-Term Investments		24,452,512		24,452,512
<b>Total Investments</b>	<b>\$ 375,603</b>	<b>\$ 791,758,779</b>	<b>\$ 9,530,447</b>	<b>\$ 801,664,829</b>
Forward Foreign Currency Exchange Contracts	\$	\$ 124,289	\$	\$ 124,289
<b>Total</b>	<b>\$ 375,603</b>	<b>\$ 791,883,068</b>	<b>\$ 9,530,447</b>	<b>\$ 801,789,118</b>
<b>Liability Description</b>				
Forward Foreign Currency Exchange Contracts	\$	\$ (106,799)	\$	\$ (106,799)
<b>Total</b>	<b>\$</b>	<b>\$ (106,799)</b>	<b>\$</b>	<b>\$ (106,799)</b>

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

	<b>Investments in Senior Floating-Rate Interests</b>	<b>Investments in Corporate Bonds &amp; Notes</b>	<b>Investments in Common Stocks</b>	<b>Investments in Preferred Stocks</b>	<b>Investments in Warrants</b>	<b>Total</b>
<b>Balance as of October 31, 2010</b>	<b>\$ 1,958,716</b>	<b>\$ 528,020</b>	<b>\$ 1,650,143</b>	<b>\$ 328,797</b>	<b>\$ 0</b>	<b>\$ 4,465,676</b>
Realized gains (losses)	(500,105)		84,460	117,398		(298,247)
Change in net unrealized appreciation (depreciation)	383,670	7,983	2,041,501	(215,418)		2,217,736
Cost of purchases	199,606		1,828			201,434
Proceeds from sales	(42,018)	(64,118)	(219,495)	(142,300)		(467,931)
Accrued discount (premium)	3,427	3,011				6,438
Transfers to Level 3*	1,017,734		2,387,607			3,405,341
Transfers from Level 3*						
<b>Balance as of January 31, 2011</b>	<b>\$ 3,021,030</b>	<b>\$ 474,896</b>	<b>\$ 5,946,044</b>	<b>\$ 88,477</b>	<b>\$ 0</b>	<b>\$ 9,530,447</b>
<b>Change in net unrealized appreciation (depreciation) on investments still held as of January 31, 2011</b>	<b>\$ (116,330)</b>	<b>\$ (1,459)</b>	<b>\$ 2,041,501</b>	<b>\$ (75,863)</b>	<b>\$</b>	<b>\$ 1,847,849</b>

\* Transfers are reflected at the value of the securities at the beginning of the period. Transfers from Level 2 to Level 3 were due to a reduction in the availability of significant observable inputs in determining the fair value of these investments. Transfers from Level 3 to Level 2 were due to increased market trading activity resulting in the availability of significant observable inputs in determining the fair value of these investments.

At January 31, 2011, the value of investments transferred between Level 1 and Level 2, if any, during the fiscal year to date then ended was not significant.

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

**Item 2. Controls and Procedures**

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

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

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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 Senior Floating-Rate Trust

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

Date: March 24, 2011

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

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

Date: March 24, 2011

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

Date: March 24, 2011