

EATON VANCE LTD DURATION INCOME FUND  
Form N-Q  
September 29, 2005

**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

**811-21323**

**Eaton Vance Limited Duration Income Fund**

(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  
April 30  
July 31, 2005

**Item 1. Schedule of Investments**

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Eaton Vance Limited Duration Income Fund

as of July 31, 2005

## PORTFOLIO OF INVESTMENTS (Unaudited)

Senior, Floating Rate Interests 48.9% (1)

Principal Amount	Borrower/Tranche Description	Value
	<b>Aerospace and Defense 0.7%</b>	
	<b>Alliant Tech Systems, Inc.</b>	
\$ 760,500	Term Loan, 4.66%, Maturing March 31, 2009	\$ 763,352
	<b>CACI International, Inc.</b>	
1,357,812	Term Loan, 4.96%, Maturing May 3, 2011	1,373,937
	<b>Hexcel Corp.</b>	
1,299,111	Term Loan, 5.26%, Maturing March 1, 2012	1,316,365
	<b>K&amp;F Industries, Inc.</b>	
2,945,950	Term Loan, 6.04%, Maturing November 18, 2012	2,990,507
	<b>Standard Aero Holdings, Inc.</b>	
677,308	Term Loan, 5.72%, Maturing August 24, 2012	686,621
	<b>Transdigm, Inc.</b>	
5,233,750	Term Loan, 5.80%, Maturing July 22, 2010	5,318,798
	<b>Vought Aircraft Industries, Inc.</b>	
1,323,741	Term Loan, 5.99%, Maturing December 22, 2011	1,346,245
	<b>Wyle Laboratories, Inc.</b>	
314,213	Term Loan, 5.96%, Maturing January 28, 2011	319,417
		\$ 14,115,242
	<b>Air Transport 0.0%</b>	
	<b>United Airlines, Inc.</b>	
990,438	DIP Loan, 7.96%, Maturing December 31, 2005	1,002,199
		\$ 1,002,199
	<b>Automotive 2.3%</b>	
	<b>Accuride Corp.</b>	
2,700,086	Term Loan, 5.65%, Maturing January 31, 2012	2,726,245
	<b>Affina Group, Inc.</b>	
1,202,955	Term Loan, 6.40%, Maturing November 30, 2011	1,209,346
	<b>Collins &amp; Aikman Products Co.</b>	
2,206,938	Term Loan, 7.94%, Maturing August 31, 2011	1,814,418
	<b>CSA Acquisition Corp.</b>	
1,020,290	Term Loan, 5.50%, Maturing December 23, 2011	1,021,565
646,335	Term Loan, 5.50%, Maturing December 23, 2011	647,143
	<b>Dayco Products, LLC</b>	
2,948,964	Term Loan, 6.43%, Maturing June 23, 2011	2,975,691
	<b>Exide Technologies</b>	
661,643	Term Loan, 6.81%, Maturing May 5, 2010	651,718
661,643	Term Loan, 8.56%, Maturing May 5, 2010	663,711
	<b>Federal-Mogul Corp.</b>	
5,626,706	Term Loan, 7.24%, Maturing December 31, 2005	5,640,773
	<b>Goodyear Tire &amp; Rubber Co.</b>	
950,000	Term Loan, 4.67%, Maturing April 30, 2010	957,464
3,185,000	Term Loan, 6.32%, Maturing April 30, 2010	3,214,363
1,000,000	Term Loan, 7.07%, Maturing March 1, 2011	996,339

	<b>HLI Operating Co., Inc.</b>	
\$ 4,726,648	Term Loan, 6.77%, Maturing June 3, 2009	\$ 4,778,641
800,000	Term Loan, 8.92%, Maturing June 3, 2010	812,000
	<b>Key Automotive Group</b>	
1,117,113	Term Loan, 6.34%, Maturing June 29, 2010	1,122,698
	<b>Metaldyne Corp.</b>	
1,764,766	Term Loan, 8.02%, Maturing December 31, 2009	1,740,059
	<b>Plastech Engineered Products, Inc.</b>	
853,448	Term Loan, 8.24%, Maturing March 31, 2010	812,483
	<b>R.J. Tower Corp.</b>	
1,880,000	DIP Revolving Loan, 6.63%, Maturing February 2, 2007	1,905,654
	<b>Tenneco Automotive, Inc.</b>	
1,861,375	Term Loan, 5.54%, Maturing December 12, 2009	1,887,745
817,670	Term Loan, 5.59%, Maturing December 12, 2010	829,254
	<b>TI Automotive, Ltd.</b>	
1,371,884	Term Loan, 6.91%, Maturing June 30, 2011	1,344,446
	<b>Trimas Corp.</b>	
4,695,547	Term Loan, 6.90%, Maturing December 31, 2009	4,736,633
	<b>TRW Automotive, Inc.</b>	
1,990,000	Term Loan, 4.94%, Maturing October 31, 2010	2,004,427
2,314,109	Term Loan, 5.25%, Maturing June 30, 2012	2,340,383
	<b>United Components, Inc.</b>	
1,446,667	Term Loan, 5.75%, Maturing June 30, 2010	1,470,628
		<b>\$ 48,303,827</b>
	<b>Beverage and Tobacco 0.7%</b>	
	<b>Alliance One International, Inc.</b>	
962,588	Term Loan, 6.73%, Maturing May 13, 2010	981,238
	<b>Constellation Brands, Inc.</b>	
5,669,283	Term Loan, 5.30%, Maturing November 30, 2011	5,764,164
	<b>Culligan International Co.</b>	
1,200,000	Term Loan, 5.88%, Maturing September 30, 2011	1,217,250
	<b>National Dairy Holdings, L.P.</b>	
329,175	Term Loan, 5.49%, Maturing March 15, 2012	333,907
	<b>National Distribution Company</b>	
950,000	Term Loan, 9.96%, Maturing June 22, 2010	952,375
	<b>Southern Wine &amp; Spirits of America</b>	
4,330,144	Term Loan, 4.99%, Maturing May 31, 2012	4,368,933
	<b>Sunny Delight Beverages Co.</b>	
444,706	Term Loan, 7.54%, Maturing August 20, 2010	448,041
		<b>\$ 14,065,908</b>
	<b>Building and Development 3.6%</b>	
	<b>AIMCO Properties, L.P.</b>	
1,550,000	Term Loan, 5.16%, Maturing November 2, 2009	1,568,406
4,500,000	Term Loan, 5.21%, Maturing November 2, 2009	4,568,908

	<b>Biomed Realty, L.P.</b>	
\$ 3,690,000	Term Loan, 5.59%, Maturing May 31, 2010	\$ 3,694,612
	<b>Custom Building Products, Inc.</b>	
897,750	Term Loan, 5.74%, Maturing October 29, 2011	903,922
	<b>DMB/CHII, LLC</b>	
632,999	Term Loan, 5.79%, Maturing March 3, 2007	634,582
	<b>Formica Corp.</b>	
78,280	Term Loan, 8.43%, Maturing June 10, 2010	78,671
97,011	Term Loan, 8.43%, Maturing June 10, 2010	97,496
189,694	Term Loan, 8.43%, Maturing June 10, 2010	190,642
275,846	Term Loan, 8.44%, Maturing June 10, 2010	277,225
	<b>FT-FIN Acquisition, LLC</b>	
1,424,157	Term Loan, 7.88%, Maturing November 17, 2007	1,427,718
	<b>General Growth Properties, Inc.</b>	
9,957,600	Term Loan, 5.49%, Maturing November 12, 2008	10,099,078
	<b>Hovstone Holdings, LLC</b>	
1,485,000	Term Loan, 5.59%, Maturing February 28, 2009	1,488,712
	<b>Landsource Communities, LLC</b>	
1,002,000	Term Loan, 5.94%, Maturing March 31, 2010	1,007,324
	<b>LNR Property Corp.</b>	
5,272,239	Term Loan, 6.21%, Maturing February 3, 2008	5,327,312
1,500,000	Term Loan, 6.21%, Maturing February 3, 2008	1,500,937
	<b>LNR Property Holdings</b>	
1,045,000	Term Loan, 7.71%, Maturing February 3, 2008	1,041,734
	<b>MAAX Corp.</b>	
920,700	Term Loan, 5.99%, Maturing June 4, 2011	923,002
	<b>Mueller Group, Inc.</b>	
2,355,725	Term Loan, 6.21%, Maturing April 23, 2011	2,376,337
	<b>NCI Building Systems, Inc.</b>	
846,563	Term Loan, 5.41%, Maturing June 18, 2010	856,615
	<b>Newkirk Master, L.P.</b>	
403,667	Term Loan, 7.95%, Maturing November 24, 2006	403,919
	<b>Newkirk Tender Holdings, LLC</b>	
1,798,216	Term Loan, 7.99%, Maturing May 25, 2006	1,802,712
2,833,333	Term Loan, 9.49%, Maturing May 25, 2006	2,840,417
	<b>Nortek, Inc.</b>	
2,034,625	Term Loan, 5.92%, Maturing August 27, 2011	2,054,971
	<b>Panolam Industries Holdings, Inc.</b>	
1,024,060	Term Loan, 6.56%, Maturing December 3, 2010	1,031,741
1,357,809	Term Loan, 10.81%, Maturing June 3, 2011	1,388,360
	<b>Ply Gem Industries, Inc.</b>	
799,005	Term Loan, 5.60%, Maturing February 12, 2011	801,002
314,130	Term Loan, 6.16%, Maturing February 12, 2011	314,915
2,137,743	Term Loan, 6.16%, Maturing February 12, 2011	2,143,088
	<b>South Edge, LLC</b>	
612,500	Term Loan, 5.31%, Maturing October 31, 2007	615,435
2,287,500	Term Loan, 5.56%, Maturing October 31, 2009	2,310,375



	<b>St. Marys Cement, Inc.</b>	
\$ 1,974,950	Term Loan, 5.49%, Maturing December 4, 2010	\$ 1,993,465
	<b>Stile Acquisition Corp.</b>	
979,210	Term Loan, 5.66%, Maturing April 6, 2013	982,882
	<b>Stile U.S. Acquisition Corp.</b>	
980,878	Term Loan, 5.66%, Maturing April 6, 2013	984,556
	<b>Sugarloaf Mills, L.P.</b>	
1,000,000	Term Loan, 5.19%, Maturing April 7, 2007	1,005,000
2,000,000	Term Loan, 6.34%, Maturing April 7, 2007	2,000,000
	<b>The Macerich Partnership, L.P.</b>	
1,505,000	Term Loan, 4.89%, Maturing July 30, 2007	1,506,881
1,465,000	Term Loan, 6.75%, Maturing April 25, 2010	1,470,494
	<b>The Woodlands Community Property Co.</b>	
1,174,000	Term Loan, 5.59%, Maturing November 30, 2007	1,181,337
367,000	Term Loan, 7.59%, Maturing November 30, 2007	372,505
	<b>Tousa/Kolter, LLC</b>	
2,330,000	Term Loan, 5.78%, Maturing January 7, 2008 (2)	2,341,650
	<b>Tower Financing, LLC</b>	
2,750,000	Term Loan, 6.94%, Maturing April 8, 2008	2,753,437
	<b>Trustreet Properties, Inc.</b>	
1,025,000	Term Loan, 5.34%, Maturing April 8, 2010	1,033,328
	<b>Whitehall Street Real Estate, L.P.</b>	
2,254,693	Term Loan, 7.24%, Maturing September 11, 2006 (3)	2,290,993
		<b>\$ 73,686,696</b>
	<b>Business Equipment and Services 1.1%</b>	
	<b>Allied Security Holdings, LLC</b>	
812,560	Term Loan, 7.24%, Maturing June 30, 2010	826,779
	<b>Baker &amp; Taylor, Inc.</b>	
2,850,000	Term Loan, 10.16%, Maturing May 6, 2011	2,878,500
	<b>DynCorp International, LLC</b>	
1,356,600	Term Loan, 6.06%, Maturing February 11, 2011	1,373,840
	<b>Global Imaging Systems, Inc.</b>	
2,405,536	Term Loan, 4.92%, Maturing May 10, 2010	2,424,330
	<b>Info USA, Inc.</b>	
756,875	Term Loan, 6.24%, Maturing June 9, 2010	758,767
	<b>Iron Mountain, Inc.</b>	
2,662,649	Term Loan, 5.13%, Maturing April 2, 2011	2,691,605
1,990,000	Term Loan, 5.16%, Maturing April 2, 2011	2,012,801
	<b>Language Line, Inc.</b>	
2,916,480	Term Loan, 7.90%, Maturing June 11, 2011	2,954,304
	<b>Mitchell International, Inc.</b>	
422,510	Term Loan, 6.24%, Maturing August 13, 2011	429,244
990,000	Term Loan, 9.34%, Maturing August 15, 2012	1,014,750
	<b>Protection One, Inc.</b>	
1,095,100	Term Loan, 6.35%, Maturing April 18, 2011	1,110,158

	<b>Quintiles Transnational Corp.</b>	
\$ 1,246,573	Term Loan, 5.24%, Maturing September 25, 2009	\$ 1,253,585
	<b>Transaction Network Services, Inc.</b>	
1,376,550	Term Loan, 5.41%, Maturing May 4, 2012	1,383,433
	<b>Western Inventory Services</b>	
625,000	Term Loan, 10.23%, Maturing October 14, 2011	630,469
	<b>Williams Scotsman, Inc.</b>	
1,000,000	Term Loan, 5.98%, Maturing June 27, 2010	1,013,125
		\$ 22,755,690
	<b>Cable and Satellite Television 3.2%</b>	
	<b>Adelphia Communications Corp.</b>	
3,670,546	DIP Loan, 5.38%, Maturing March 31, 2006	3,684,883
	<b>Atlantic Broadband Finance, LLC</b>	
1,935,000	Term Loan, 6.11%, Maturing September 1, 2011	1,966,444
	<b>Bragg Communication, Inc.</b>	
2,171,100	Term Loan, 5.82%, Maturing August 31, 2011	2,196,882
	<b>Bresnan Communications, LLC</b>	
6,500,000	Term Loan, 6.89%, Maturing September 30, 2010	6,616,187
	<b>Canadian Cable Acquisition Co., Inc.</b>	
495,000	Term Loan, 6.49%, Maturing July 30, 2011	502,580
	<b>Cebridge Connections, Inc.</b>	
1,580,000	Term Loan, 9.39%, Maturing February 23, 2010	1,581,975
	<b>Charter Communications Operating, LLC</b>	
13,125,931	Term Loan, 6.93%, Maturing April 27, 2011	13,090,767
	<b>Insight Midwest Holdings, LLC</b>	
11,327,500	Term Loan, 5.63%, Maturing December 31, 2009	11,485,383
	<b>MCC Iowa, LLC</b>	
3,720,000	Term Loan, 4.72%, Maturing March 31, 2010	3,702,795
2,470,084	Term Loan, 5.44%, Maturing February 3, 2014	2,502,848
	<b>Mediacom Illinois, LLC</b>	
4,875,500	Term Loan, 5.72%, Maturing March 31, 2013	4,948,969
	<b>NTL, Inc.</b>	
2,600,000	Term Loan, 6.41%, Maturing April 13, 2012	2,626,109
	<b>Rainbow National Services, LLC</b>	
3,120,841	Term Loan, 6.13%, Maturing March 31, 2012	3,153,610
	<b>UGS Corp.</b>	
4,990,118	Term Loan, 5.49%, Maturing March 31, 2012	5,064,970
	<b>UPC Broadband Holdings B.V.</b>	
2,560,000	Term Loan, 6.25%, Maturing September 30, 2012	2,581,332
		\$ 65,705,734
	<b>Chemicals and Plastics 2.2%</b>	
	<b>Brenntag AG</b>	
2,475,000	Term Loan, 5.88%, Maturing December 9, 2011	2,506,432
	<b>Carmeuse Lime, Inc.</b>	
740,625	Term Loan, 5.50%, Maturing May 2, 2011	746,180



	<b>Celanese Holdings, LLC</b>	
\$ 4,990,574	Term Loan, 5.74%, Maturing April 6, 2011 (2)	\$ 5,082,590
	<b>Hercules, Inc.</b>	
829,500	Term Loan, 5.31%, Maturing October 8, 2010	840,595
	<b>Huntsman International, LLC</b>	
7,477,193	Term Loan, 5.75%, Maturing December 31, 2010	7,500,559
	<b>Huntsman, LLC</b>	
2,092,657	Term Loan, 6.40%, Maturing March 31, 2010	2,100,505
	<b>Innophos, Inc.</b>	
522,500	Term Loan, 5.55%, Maturing August 13, 2010	527,834
	<b>Invista B.V.</b>	
4,441,024	Term Loan, 5.75%, Maturing April 29, 2011	4,515,966
1,926,813	Term Loan, 5.75%, Maturing April 29, 2011	1,959,328
	<b>ISP Chemco, Inc.</b>	
1,481,250	Term Loan, 5.46%, Maturing March 27, 2011	1,499,766
	<b>Kraton Polymer, LLC</b>	
2,676,696	Term Loan, 6.28%, Maturing December 23, 2010	2,720,192
	<b>Mosaic Co.</b>	
1,556,100	Term Loan, 5.22%, Maturing February 21, 2012	1,577,739
	<b>Nalco Co.</b>	
5,058,307	Term Loan, 5.65%, Maturing November 4, 2010	5,148,411
	<b>Niagara Acquisition, Inc.</b>	
1,421,050	Term Loan, 5.50%, Maturing February 11, 2012	1,438,370
	<b>Rockwood Specialties Group, Inc.</b>	
3,795,925	Term Loan, 5.93%, Maturing December 10, 2012	3,863,937
	<b>Solo Cup Co.</b>	
3,422,837	Term Loan, 5.40%, Maturing February 27, 2011	3,466,478
	<b>Wellman, Inc.</b>	
750,000	Term Loan, 7.21%, Maturing February 10, 2009	765,000
	<b>Westlake Chemical Corp.</b>	
240,000	Term Loan, 5.85%, Maturing July 31, 2010	242,400
		\$ 46,502,282
	<b>Clothing/Textiles 0.2%</b>	
	<b>Propex Fabrics, Inc.</b>	
390,000	Term Loan, 5.74%, Maturing December 31, 2011	390,487
	<b>SI Corp.</b>	
1,811,313	Term Loan, 7.49%, Maturing December 9, 2009	1,824,897
	<b>St. John Knits International, Inc.</b>	
1,860,338	Term Loan, 6.00%, Maturing March 23, 2012	1,882,429
	<b>The William Carter Co.</b>	
1,110,000	Term Loan, 5.24%, Maturing July 14, 2012	1,126,997
		\$ 5,224,810
	<b>Conglomerates 1.4%</b>	
	<b>Amsted Industries, Inc.</b>	
6,524,013	Term Loan, 6.12%, Maturing October 15, 2010	6,610,998

	<b>Blount, Inc.</b>	
\$ 976,071	Term Loan, 5.98%, Maturing August 9, 2010	\$ 990,712
	<b>Euramax International, Inc.</b>	
860,000	Term Loan, 5.88%, Maturing June 28, 2012	874,512
501,316	Term Loan, 10.55%, Maturing June 28, 2013	502,569
248,684	Term Loan, 10.55%, Maturing June 28, 2013	249,306
	<b>Gentek, Inc.</b>	
638,400	Term Loan, 6.09%, Maturing February 25, 2011	640,874
875,000	Term Loan, 9.35%, Maturing February 25, 2012	835,187
	<b>Goodman Global Holdings, Inc.</b>	
1,343,250	Term Loan, 5.88%, Maturing December 23, 2011	1,363,819
	<b>Johnson Diversey, Inc.</b>	
2,420,747	Term Loan, 4.90%, Maturing November 30, 2009	2,445,332
1,275,000	Term Loan, 4.96%, Maturing November 30, 2009	1,288,547
	<b>Penn Engineering &amp; Manufacturing Corp.</b>	
625,000	Term Loan, 5.97%, Maturing May 25, 2011	631,250
	<b>Polymer Group, Inc.</b>	
2,333,333	Term Loan, 6.73%, Maturing April 27, 2010	2,379,027
2,500,000	Term Loan, 9.73%, Maturing April 27, 2011	2,558,332
	<b>PP Acquisition Corp.</b>	
4,552,267	Term Loan, 5.74%, Maturing November 12, 2011	4,584,510
	<b>Rexnord Corp.</b>	
1,032,112	Term Loan, 6.80%, Maturing December 31, 2011	1,046,519
2,425,186	Term Loan, 6.80%, Maturing December 31, 2011	2,459,037
		\$ 29,460,531
	<b>Containers and Glass Products 2.2%</b>	
	<b>Berry Plastics Corp.</b>	
4,265,709	Term Loan, 5.60%, Maturing June 30, 2010	4,337,160
	<b>BWAY Corp.</b>	
2,408,700	Term Loan, 5.75%, Maturing June 30, 2011	2,445,960
	<b>Consolidated Container Holding, LLC</b>	
1,237,500	Term Loan, 6.69%, Maturing December 15, 2008	1,253,742
	<b>Dr. Pepper/Seven Up Bottling Group, Inc.</b>	
3,544,585	Term Loan, 5.35%, Maturing December 19, 2010	3,598,640
	<b>Graham Packaging Holdings Co.</b>	
4,477,500	Term Loan, 6.03%, Maturing October 7, 2011	4,552,592
3,000,000	Term Loan, 7.75%, Maturing April 7, 2012	3,094,374
	<b>Graphic Packaging International, Inc.</b>	
11,268,591	Term Loan, 6.03%, Maturing August 8, 2009	11,434,104
	<b>IPG (US), Inc.</b>	
1,265,438	Term Loan, 5.72%, Maturing July 28, 2011	1,288,637
	<b>Owens-Illinois, Inc.</b>	
3,689,555	Term Loan, 5.12%, Maturing April 1, 2007	3,721,839
	<b>Smurfit-Stone Container Corp.</b>	
652,032	Term Loan, 3.09%, Maturing November 1, 2010	663,035
1,644,498	Term Loan, 5.38%, Maturing November 1, 2011	1,671,736

\$ 5,184,861	Term Loan, 5.47%, Maturing November 1, 2011	\$ 5,270,737
	<b>U.S. Can Corp.</b>	
1,481,250	Term Loan, 7.65%, Maturing January 15, 2010	1,488,656
		\$ 44,821,212
	<b>Cosmetics/Toiletries 0.4%</b>	
	<b>American Safety Razor Co.</b>	
997,500	Term Loan, 6.01%, Maturing February 28, 2012	1,009,969
	<b>Church &amp; Dwight Co., Inc.</b>	
4,023,657	Term Loan, 5.24%, Maturing May 30, 2011	4,070,601
	<b>Prestige Brands, Inc.</b>	
1,752,813	Term Loan, 5.38%, Maturing April 7, 2011	1,771,801
	<b>Revlon Consumer Products Corp.</b>	
1,461,250	Term Loan, 9.43%, Maturing July 9, 2010	1,514,220
		\$ 8,366,591
	<b>Drugs 0.2%</b>	
	<b>Warner Chilcott Corp.</b>	
3,220,165	Term Loan, 6.07%, Maturing January 18, 2012	3,258,405
1,297,569	Term Loan, 6.18%, Maturing January 18, 2012	1,312,978
599,441	Term Loan, 6.18%, Maturing January 18, 2012	606,559
		\$ 5,177,942
	<b>Ecological Services and Equipment 0.7%</b>	
	<b>Alderwoods Group, Inc.</b>	
645,365	Term Loan, 5.35%, Maturing September 29, 2009	654,037
	<b>Allied Waste Industries, Inc.</b>	
1,614,394	Term Loan, 4.87%, Maturing January 15, 2010	1,626,200
4,229,611	Term Loan, 5.54%, Maturing January 15, 2012	4,263,537
	<b>Envirocare of Utah, LLC</b>	
1,856,591	Term Loan, 6.11%, Maturing April 15, 2010	1,882,119
	<b>Environmental Systems Products Holdings, Inc.</b>	
1,424,439	Term Loan, 6.94%, Maturing December 12, 2008	1,452,037
1,000,000	Term Loan, 13.50%, Maturing December 12, 2010	1,028,750
	<b>IESI Corp.</b>	
1,764,706	Term Loan, 5.55%, Maturing January 20, 2012	1,791,177
	<b>Sensus Metering Systems, Inc.</b>	
129,111	Term Loan, 6.02%, Maturing December 17, 2010	130,671
860,737	Term Loan, 6.02%, Maturing December 17, 2010	871,137
		\$ 13,699,665
	<b>Electronics/Electrical 1.4%</b>	
	<b>AMI Semiconductor, Inc.</b>	
1,401,488	Term Loan, 4.99%, Maturing April 1, 2012	1,409,662
	<b>Communications &amp; Power, Inc.</b>	
1,777,778	Term Loan, 5.38%, Maturing July 23, 2010	1,807,778
	<b>Energys Capital, Inc.</b>	
1,559,250	Term Loan, 5.34%, Maturing March 17, 2011	1,569,970

	<b>Fairchild Semiconductor Corp.</b>	
\$ 8,983,606	Term Loan, 5.35%, Maturing December 31, 2010	\$ 9,084,672
	<b>Invensys International Holdings Ltd.</b>	
4,027,061	Term Loan, 6.88%, Maturing September 5, 2009	4,087,467
	<b>Rayovac Corp.</b>	
4,189,500	Term Loan, 5.48%, Maturing February 7, 2012	4,248,853
	<b>Security Co., Inc.</b>	
990,000	Term Loan, 7.50%, Maturing June 30, 2010	998,662
500,000	Term Loan, 11.25%, Maturing June 30, 2011	506,875
	<b>Telcordia Technologies, Inc.</b>	
2,628,413	Term Loan, 6.07%, Maturing September 15, 2012	2,623,484
	<b>United Online, Inc.</b>	
304,000	Term Loan, 6.73%, Maturing December 13, 2008	305,520
	<b>Vertafore, Inc.</b>	
1,498,200	Term Loan, 6.06%, Maturing December 22, 2010	1,507,564
500,000	Term Loan, 9.51%, Maturing December 22, 2011	507,500
	<b>Viasystems, Inc.</b>	
746,250	Term Loan, 7.64%, Maturing September 30, 2009	753,712
		\$ 29,411,719
	<b>Equipment Leasing 0.3%</b>	
	<b>Ashtead Group, PLC</b>	
1,000,000	Term Loan, 5.56%, Maturing November 12, 2009	1,015,000
	<b>Maxim Crane Works, L.P.</b>	
1,055,000	Term Loan, 8.94%, Maturing January 28, 2012	1,099,837
	<b>United Rentals, Inc.</b>	
565,000	Term Loan, 3.34%, Maturing February 14, 2011	573,239
2,789,688	Term Loan, 5.73%, Maturing February 14, 2011	2,826,651
		\$ 5,514,727
	<b>Farming/Agriculture 0.0%</b>	
	<b>Central Garden &amp; Pet Co.</b>	
596,974	Term Loan, 5.19%, Maturing May 15, 2009	604,436
		\$ 604,436
	<b>Financial Intermediaries 0.7%</b>	
	<b>Coinstar, Inc.</b>	
657,650	Term Loan, 5.55%, Maturing July 7, 2011	667,515
	<b>Corrections Corp. of America</b>	
1,269,545	Term Loan, 5.35%, Maturing March 31, 2008	1,290,176
	<b>Fidelity National Information Solutions, Inc.</b>	
7,788,000	Term Loan, 5.10%, Maturing March 9, 2013	7,813,031
	<b>Refco Group Ltd., LLC</b>	
3,099,250	Term Loan, 5.48%, Maturing August 5, 2011	3,119,395
	<b>Wackenhut Corrections Corp.</b>	
1,208,184	Term Loan, 5.98%, Maturing July 9, 2009	1,223,286
		\$ 14,113,403

	<b>Food Products 1.7%</b>	
	<b>Acosta Sales Co., Inc.</b>	
\$ 1,588,000	Term Loan, 5.35%, Maturing August 13, 2010	\$ 1,610,332
	<b>American Seafoods Holdings, LLC</b>	
2,328,649	Term Loan, 6.74%, Maturing March 31, 2009	2,345,387
	<b>Atkins Nutritional, Inc.</b>	
1,825,000	Term Loan, 8.25%, Maturing November 26, 2009 (4)	1,168,000
	<b>Chiquita Brands, LLC</b>	
1,325,000	Term Loan, 5.84%, Maturing June 28, 2012	1,347,359
	<b>Del Monte Corp.</b>	
962,588	Term Loan, 5.18%, Maturing February 8, 2012	975,462
	<b>Doane Pet Care Co.</b>	
2,615,238	Term Loan, 7.41%, Maturing November 5, 2009	2,665,364
	<b>Dole Food Co., Inc.</b>	
1,295,316	Term Loan, 5.18%, Maturing April 18, 2012	1,311,305
	<b>Herbalife International, Inc.</b>	
496,650	Term Loan, 5.37%, Maturing December 21, 2010	500,375
	<b>Interstate Brands Corp.</b>	
625,000	Term Loan, 7.40%, Maturing July 19, 2006	621,875
3,884,640	Term Loan, 7.29%, Maturing July 19, 2007	3,867,159
	<b>Merisant Co.</b>	
5,454,127	Term Loan, 6.93%, Maturing January 11, 2010	5,331,409
	<b>Michael Foods, Inc.</b>	
1,146,673	Term Loan, 5.29%, Maturing November 21, 2010	1,166,740
3,000,000	Term Loan, 6.59%, Maturing November 21, 2011	3,076,875
	<b>Pinnacle Foods Holdings Corp.</b>	
4,937,500	Term Loan, 6.76%, Maturing November 25, 2010	4,993,817
	<b>Reddy Ice Group, Inc.</b>	
4,200,778	Term Loan, 5.99%, Maturing July 31, 2009	4,248,037
		<b>\$ 35,229,496</b>
	<b>Food Service 1.0%</b>	
	<b>AFC Enterprises, Inc.</b>	
1,950,000	Term Loan, 5.75%, Maturing May 11, 2011	1,974,375
	<b>Arby's Restaurant Group, Inc.</b>	
385,000	Term Loan, 5.73%, Maturing July 25, 2012	390,254
	<b>Buffets, Inc.</b>	
418,182	Term Loan, 3.39%, Maturing June 28, 2009	421,318
2,084,522	Term Loan, 7.16%, Maturing June 28, 2009	2,100,156
	<b>Burger King Corp.</b>	
1,070,000	Term Loan, 5.19%, Maturing June 30, 2012	1,087,945
	<b>Carrols Corp.</b>	
621,875	Term Loan, 6.00%, Maturing December 31, 2010	631,332
	<b>CKE Restaurants, Inc.</b>	
1,544,710	Term Loan, 5.50%, Maturing May 1, 2010	1,560,157
	<b>Denny's, Inc.</b>	
532,327	Term Loan, 6.72%, Maturing September 21, 2009	546,634

	<b>Domino s, Inc.</b>	
\$ 6,978,878	Term Loan, 5.25%, Maturing June 25, 2010	\$ 7,090,107
	<b>Gate Gourmet Borrower, LLC</b>	
992,515	Term Loan, 9.66%, Maturing December 31, 2008	981,350
	<b>Jack in the Box, Inc.</b>	
1,477,500	Term Loan, 5.18%, Maturing January 8, 2011	1,496,432
	<b>Maine Beverage Co., LLC</b>	
928,125	Term Loan, 5.24%, Maturing March 31, 2013	925,805
	<b>Ruth s Chris Steak House, Inc.</b>	
788,762	Term Loan, 6.50%, Maturing March 11, 2011	790,734
	<b>Weight Watchers International, Inc.</b>	
942,875	Term Loan, 5.11%, Maturing March 31, 2010	953,482
		\$ 20,950,081
	<b>Food/Drug Retailers 0.7%</b>	
	<b>Cumberland Farms, Inc.</b>	
4,101,099	Term Loan, 5.22%, Maturing September 8, 2008	4,124,168
1,735,977	Term Loan, 5.25%, Maturing September 8, 2008	1,740,317
	<b>General Nutrition Centers, Inc.</b>	
1,018,317	Term Loan, 6.50%, Maturing December 7, 2009	1,029,348
	<b>Rite Aid Corp.</b>	
1,960,188	Term Loan, 5.11%, Maturing September 22, 2009	1,978,972
	<b>The Jean Coutu Group (PJC), Inc.</b>	
2,977,500	Term Loan, 5.94%, Maturing July 30, 2011	3,028,677
	<b>The Pantry, Inc.</b>	
2,066,646	Term Loan, 5.74%, Maturing March 12, 2011	2,097,645
		\$ 13,999,127
	<b>Forest Products 0.9%</b>	
	<b>Appleton Papers, Inc.</b>	
2,375,660	Term Loan, 5.64%, Maturing June 11, 2010	2,399,417
	<b>Boise Cascade Holdings, LLC</b>	
5,045,696	Term Loan, 5.25%, Maturing October 29, 2011	5,128,006
	<b>Escanaba Timber, LLC</b>	
700,000	Term Loan, 6.00%, Maturing May 2, 2008	713,125
	<b>Koch Cellulose, LLC</b>	
551,114	Term Loan, 4.84%, Maturing May 7, 2011	558,348
1,789,160	Term Loan, 4.84%, Maturing May 7, 2011	1,812,643
	<b>NewPage Corp.</b>	
3,100,000	Term Loan, 6.38%, Maturing May 2, 2011	3,162,000
	<b>RLC Industries Co.</b>	
2,143,904	Term Loan, 4.99%, Maturing February 24, 2010	2,155,517
	<b>Xerium Technologies, Inc.</b>	
2,335,000	Term Loan, 5.07%, Maturing May 18, 2012	2,370,756
		\$ 18,299,812

	<b>Healthcare 2.8%</b>	
	<b>Accredo Health, Inc.</b>	
\$ 3,216,093	Term Loan, 5.24%, Maturing June 30, 2011	\$ 3,228,153
	<b>Alliance Imaging, Inc.</b>	
2,274,402	Term Loan, 5.87%, Maturing December 29, 2011	2,308,518
	<b>AMR HoldCo, Inc.</b>	
852,863	Term Loan, 5.67%, Maturing February 10, 2012	866,988
	<b>Colgate Medical, Ltd.</b>	
697,980	Term Loan, 5.48%, Maturing December 30, 2008	705,396
	<b>Community Health Systems, Inc.</b>	
11,764,119	Term Loan, 5.07%, Maturing August 19, 2011	11,936,910
	<b>Concentra Operating Corp.</b>	
4,530,865	Term Loan, 6.01%, Maturing June 30, 2009	4,595,996
	<b>Conmed Corp.</b>	
1,341,213	Term Loan, 5.71%, Maturing December 31, 2009	1,357,769
	<b>Cross Country Healthcare, Inc.</b>	
929,299	Term Loan, 6.60%, Maturing June 5, 2009	936,268
	<b>Encore Medical IHC, Inc.</b>	
1,608,750	Term Loan, 6.40%, Maturing October 4, 2010	1,631,876
	<b>Envision Worldwide, Inc.</b>	
1,289,167	Term Loan, 8.56%, Maturing September 30, 2010	1,295,613
	<b>FHC Health Systems, Inc.</b>	
1,857,143	Term Loan, 8.91%, Maturing December 18, 2009	1,875,714
1,300,000	Term Loan, 11.91%, Maturing December 18, 2009	1,313,000
	<b>Hanger Orthopedic Group, Inc.</b>	
493,718	Term Loan, 6.99%, Maturing September 30, 2009	500,507
	<b>Healthcare Partners, LLC</b>	
444,375	Term Loan, 5.82%, Maturing March 2, 2011	448,263
	<b>Healthsouth Corp.</b>	
1,000,000	Term Loan, 5.98%, Maturing June 14, 2007	1,013,594
280,000	Term Loan, 3.09%, Maturing March 21, 2010	283,806
	<b>Kinetic Concepts, Inc.</b>	
1,941,681	Term Loan, 5.24%, Maturing August 11, 2009	1,964,738
	<b>Knowledge Learning Corp.</b>	
4,128,000	Term Loan, 5.99%, Maturing January 7, 2012	4,158,960
	<b>Leiner Health Products, Inc.</b>	
1,113,750	Term Loan, 6.38%, Maturing May 27, 2011	1,131,848
	<b>Lifepoint Hospitals, Inc.</b>	
4,425,300	Term Loan, 5.01%, Maturing April 15, 2012	4,470,345
	<b>Magellan Health Services, Inc.</b>	
409,722	Term Loan, 5.86%, Maturing August 15, 2008	415,868
277,778	Term Loan, 6.06%, Maturing August 15, 2008	281,597
	<b>Medcath Holdings Corp.</b>	
495,000	Term Loan, 5.50%, Maturing July 2, 2011	500,569
	<b>National Mentor, Inc.</b>	
835,160	Term Loan, 5.73%, Maturing September 30, 2011	846,122

	<b>Select Medical Holding Corp.</b>	
\$ 2,069,812	Term Loan, 5.04%, Maturing February 24, 2012	\$ 2,080,809
	<b>Sunrise Medical Holdings, Inc.</b>	
1,999,773	Term Loan, 6.70%, Maturing May 13, 2010	2,002,273
	<b>Talecris Biotherapeutics, Inc.</b>	
1,192,013	Term Loan, 6.54%, Maturing March 31, 2010	1,194,993
	<b>Team Health, Inc.</b>	
1,731,125	Term Loan, 6.24%, Maturing March 23, 2011	1,731,125
	<b>Vanguard Health Holding Co., LLC</b>	
1,265,438	Term Loan, 6.74%, Maturing September 23, 2011	1,287,583
	<b>VWR International, Inc.</b>	
1,189,933	Term Loan, 6.14%, Maturing April 7, 2011	1,205,924
		\$ 57,571,125
	<b>Home Furnishings 1.2%</b>	
	<b>General Binding Corp.</b>	
2,081,946	Term Loan, 7.92%, Maturing January 15, 2008	2,085,850
	<b>Interline Brands, Inc.</b>	
3,406,793	Term Loan, 5.74%, Maturing December 31, 2010	3,449,378
	<b>Jarden Corp.</b>	
3,369,112	Term Loan, 5.47%, Maturing January 24, 2012	3,401,301
	<b>Juno Lighting, Inc.</b>	
768,000	Term Loan, 6.98%, Maturing November 21, 2010	771,840
	<b>Knoll, Inc.</b>	
2,836,706	Term Loan, 6.44%, Maturing September 30, 2011	2,882,802
	<b>Sealy Mattress Co.</b>	
2,888,053	Term Loan, 5.13%, Maturing April 6, 2012	2,916,934
	<b>Simmons Co.</b>	
4,920,659	Term Loan, 5.82%, Maturing December 19, 2011	4,967,814
	<b>Tempur-Pedic, Inc.</b>	
4,900,000	Term Loan, 5.74%, Maturing June 30, 2009	4,952,063
		\$ 25,427,982
	<b>Industrial Equipment 0.7%</b>	
	<b>Alliance Laundry Holdings, LLC</b>	
570,375	Term Loan, 5.59%, Maturing January 27, 2012	579,644
	<b>Chart Industries, Inc.</b>	
1,400,410	Term Loan, 6.94%, Maturing September 15, 2009	1,403,911
	<b>Colfax Corp.</b>	
2,295,572	Term Loan, 5.75%, Maturing November 30, 2011	2,318,528
	<b>Flowserve Corp.</b>	
1,994,185	Term Loan, 6.22%, Maturing June 30, 2009	2,007,480
	<b>Gleason Corp.</b>	
508,728	Term Loan, 6.28%, Maturing July 27, 2011	514,239
1,243,750	Term Loan, 10.00%, Maturing January 31, 2012	1,265,516
	<b>Itron, Inc.</b>	
367,913	Term Loan, 5.28%, Maturing December 17, 2010	372,282



	<b>Mainline, L.P.</b>	
\$ 782,889	Term Loan, 5.82%, Maturing December 17, 2011	\$ 786,803
	<b>MTD Products, Inc.</b>	
990,000	Term Loan, 5.13%, Maturing June 1, 2010	998,662
	<b>National Waterworks, Inc.</b>	
3,719,388	Term Loan, 5.99%, Maturing November 22, 2009	3,770,529
	<b>SPX Corp.</b>	
260,615	Term Loan, 5.50%, Maturing March 31, 2008	261,266
		<b>\$ 14,278,860</b>
	<b>Insurance 0.8%</b>	
	<b>Alliant Resources Group, Inc.</b>	
1,584,000	Term Loan, 6.88%, Maturing August 31, 2011	1,595,880
	<b>CCC Information Services Group</b>	
1,098,898	Term Loan, 6.24%, Maturing August 20, 2010	1,115,381
	<b>Conseco, Inc.</b>	
5,850,496	Term Loan, 6.99%, Maturing June 22, 2010	5,907,784
	<b>Hilb, Rogal &amp; Hobbs Co.</b>	
1,964,874	Term Loan, 5.75%, Maturing December 15, 2011	1,980,838
	<b>U.S.I. Holdings Corp.</b>	
5,880,000	Term Loan, 6.18%, Maturing August 11, 2008	5,905,725
		<b>\$ 16,505,608</b>
	<b>Leisure Goods/Activities/Movies 2.4%</b>	
	<b>24 Hour Fitness Worldwide, Inc.</b>	
2,020,000	Term Loan, 6.78%, Maturing June 8, 2012	2,053,457
	<b>Alliance Atlantis Communications, Inc.</b>	
716,205	Term Loan, 5.27%, Maturing December 20, 2011	727,396
	<b>AMF Bowling Worldwide, Inc.</b>	
1,600,371	Term Loan, 6.58%, Maturing August 27, 2009	1,613,875
	<b>Cinemark, Inc.</b>	
1,975,000	Term Loan, 5.18%, Maturing March 31, 2011	2,003,144
	<b>Fender Musical Instruments Co.</b>	
830,000	Term Loan, 7.71%, Maturing March 30, 2012	840,375
	<b>Loews Cineplex Entertainment Corp.</b>	
4,303,583	Term Loan, 5.64%, Maturing July 30, 2011	4,338,885
	<b>Metro-Goldwyn-Mayer Holdings</b>	
10,875,000	Term Loan, 5.74%, Maturing April 8, 2012	11,005,500
	<b>Regal Cinemas Corp.</b>	
9,065,863	Term Loan, 5.24%, Maturing November 10, 2010	9,173,520
	<b>Six Flags Theme Parks, Inc.</b>	
8,254,718	Term Loan, 6.16%, Maturing June 30, 2008	8,378,539
	<b>Universal City Development Partners, Ltd.</b>	
2,129,300	Term Loan, 5.46%, Maturing June 9, 2011	2,157,690
	<b>WMG Acquisition Corp.</b>	
900,000	Revolving Loan, 0.00%, Maturing February 28, 2010 (2)	877,782
7,157,433	Term Loan, 5.45%, Maturing February 28, 2011	7,235,399

	<b>Yankees Holdings &amp; YankeeNets, LLC</b>	
\$ 455,714	Term Loan, 5.53%, Maturing June 25, 2007	\$ 459,132
		<b>\$ 50,864,694</b>
	<b>Lodging and Casinos 2.0%</b>	
	<b>Alliance Gaming Corp.</b>	
5,893,429	Term Loan, 6.77%, Maturing September 5, 2009	5,907,243
	<b>Ameristar Casinos, Inc.</b>	
579,251	Term Loan, 5.50%, Maturing December 20, 2006	586,974
2,569,723	Term Loan, 5.50%, Maturing December 31, 2006	2,603,985
	<b>Argosy Gaming Co.</b>	
2,382,000	Term Loan, 6.75%, Maturing June 30, 2011	2,389,939
	<b>Boyd Gaming Corp.</b>	
4,935,150	Term Loan, 4.94%, Maturing June 30, 2011	4,990,157
	<b>CNL Hospitality Partners, L.P.</b>	
481,605	Term Loan, 5.85%, Maturing October 13, 2006	482,809
	<b>CNL Resort Hotel, L.P.</b>	
1,790,000	Term Loan, 6.56%, Maturing August 18, 2006	1,794,475
	<b>Globalcash Access, LLC</b>	
949,442	Term Loan, 5.74%, Maturing March 10, 2010	965,068
	<b>Isle of Capri Casinos, Inc.</b>	
2,507,400	Term Loan, 5.19%, Maturing February 4, 2012	2,537,567
	<b>Marina District Finance Co., Inc.</b>	
2,835,750	Term Loan, 4.99%, Maturing October 14, 2011	2,861,153
	<b>Pinnacle Entertainment, Inc.</b>	
1,690,104	Term Loan, 0.00%, Maturing August 27, 2010 (2)	1,697,498
1,565,000	Term Loan, 6.49%, Maturing August 27, 2010	1,588,475
	<b>Resorts International Holdings, LLC</b>	
1,762,315	Term Loan, 5.99%, Maturing April 26, 2012	1,785,446
1,059,675	Term Loan, 9.07%, Maturing April 26, 2013	1,067,788
	<b>Seminole Tribe of Florida</b>	
650,000	Term Loan, 5.38%, Maturing September 30, 2011	660,562
	<b>Venetian Casino Resort, LLC</b>	
846,241	Term Loan, 0.00%, Maturing June 15, 2011 (2)	855,761
4,104,268	Term Loan, 5.24%, Maturing June 15, 2011	4,159,967
	<b>Wyndham International, Inc.</b>	
297,414	Term Loan, 3.58%, Maturing May 10, 2011	298,901
3,144,705	Term Loan, 6.63%, Maturing May 10, 2011	3,166,718
	<b>Wynn Las Vegas, LLC</b>	
1,410,000	Term Loan, 5.62%, Maturing December 14, 2011	1,427,096
		<b>\$ 41,827,582</b>
	<b>Nonferrous Metals/Minerals 0.8%</b>	
	<b>Compass Minerals Group, Inc.</b>	
679,346	Term Loan, 5.92%, Maturing November 28, 2009	686,140
	<b>Foundation Coal Corp.</b>	
1,638,298	Term Loan, 5.54%, Maturing July 30, 2011	1,668,105

	<b>ICG, LLC</b>	
\$ 1,488,750	Term Loan, 6.10%, Maturing November 5, 2010	\$ 1,512,321
	<b>International Mill Service, Inc.</b>	
2,000,000	Term Loan, 9.24%, Maturing October 26, 2011	2,030,000
	<b>Magnequench, Inc.</b>	
832,372	Term Loan, 10.88%, Maturing September 30, 2009	832,372
1,600,000	Term Loan, 14.38%, Maturing December 31, 2009	1,600,000
	<b>Murray Energy Corp.</b>	
977,550	Term Loan, 6.49%, Maturing January 28, 2010	984,271
	<b>Novelis, Inc.</b>	
1,624,519	Term Loan, 4.96%, Maturing January 6, 2012	1,647,872
2,824,038	Term Loan, 4.96%, Maturing January 6, 2012	2,864,634
	<b>Trout Coal Holdings, LLC</b>	
498,750	Term Loan, 5.99%, Maturing March 23, 2011	500,075
1,600,000	Term Loan, 8.50%, Maturing March 23, 2012	1,608,501
		\$ 15,934,291
	<b>Oil and Gas 2.5%</b>	
	<b>Coffeyville Resources, LLC</b>	
850,000	Term Loan, 10.31%, Maturing June 24, 2013	880,281
	<b>Dresser Rand Group, Inc.</b>	
1,439,100	Term Loan, 5.45%, Maturing October 29, 2011	1,461,811
	<b>Dresser, Inc.</b>	
1,631,252	Term Loan, 5.99%, Maturing March 31, 2007	1,648,923
	<b>Dynegy Holdings, Inc.</b>	
4,405,500	Term Loan, 7.34%, Maturing May 28, 2010	4,441,753
	<b>El Paso Corp.</b>	
3,269,875	Term Loan, 5.27%, Maturing November 23, 2009	3,302,829
3,737,728	Term Loan, 6.24%, Maturing November 23, 2009	3,787,660
	<b>Energy Transfer Company, L.P.</b>	
1,940,000	Term Loan, 6.47%, Maturing June 16, 2012	1,967,645
	<b>Getty Petroleum Marketing, Inc.</b>	
3,117,104	Term Loan, 6.49%, Maturing May 19, 2010	3,156,068
	<b>Kerr-McGee Corp.</b>	
2,850,000	Term Loan, 5.71%, Maturing May 24, 2007	2,871,375
5,180,000	Term Loan, 5.79%, Maturing May 24, 2011	5,275,654
	<b>LB Pacific, L.P.</b>	
1,092,263	Term Loan, 6.15%, Maturing March 3, 2012	1,107,964
	<b>Lyondell-Citgo Refining, L.P.</b>	
2,962,581	Term Loan, 5.51%, Maturing May 21, 2007	3,008,872
	<b>Sprague Energy Corp.</b>	
5,500,000	Revolving Loan, 5.68%, Maturing August 10, 2007 (2)	5,486,250
	<b>Universal Compression, Inc.</b>	
1,165,000	Term Loan, 5.24%, Maturing February 15, 2012 (2)	1,181,200
	<b>Williams Production RMT Co.</b>	
12,191,689	Term Loan, 5.64%, Maturing May 30, 2008	12,328,846
		\$ 51,907,131

	<b>Publishing 2.6%</b>	
	<b>American Media Operations, Inc.</b>	
\$ 2,277,028	Term Loan, 6.25%, Maturing April 1, 2007	\$ 2,307,863
	<b>CBD Media, LLC</b>	
1,608,129	Term Loan, 5.84%, Maturing December 31, 2009	1,633,256
	<b>Dex Media East, LLC</b>	
4,430,212	Term Loan, 5.08%, Maturing May 8, 2009	4,494,450
	<b>Dex Media West, LLC</b>	
7,896,018	Term Loan, 5.13%, Maturing March 9, 2010	8,014,909
	<b>Freedom Communications Holdings, Inc.</b>	
2,076,863	Term Loan, 4.83%, Maturing May 18, 2012	2,102,045
	<b>Herald Media, Inc.</b>	
306,900	Term Loan, 5.56%, Maturing July 22, 2011	309,585
625,000	Term Loan, 8.99%, Maturing January 22, 2012	631,641
	<b>Lamar Media Corp.</b>	
925,000	Term Loan, 4.63%, Maturing March 7, 2009	930,011
1,492,500	Term Loan, 5.06%, Maturing June 30, 2010	1,510,970
	<b>Liberty Group Operating, Inc.</b>	
1,452,921	Term Loan, 5.63%, Maturing February 28, 2012	1,467,753
	<b>Merrill Communications, LLC</b>	
1,488,961	Term Loan, 5.99%, Maturing February 9, 2009	1,501,989
	<b>Morris Publishing Group, LLC</b>	
2,925,000	Term Loan, 5.00%, Maturing September 30, 2010	2,955,166
4,477,500	Term Loan, 5.25%, Maturing March 31, 2011	4,532,072
	<b>Nebraska Book Co., Inc.</b>	
948,000	Term Loan, 5.88%, Maturing March 4, 2011	961,035
	<b>Newspaper Holdings, Inc.</b>	
2,300,000	Term Loan, 5.15%, Maturing August 24, 2011	2,307,907
	<b>R.H. Donnelley Corp.</b>	
1,256,161	Term Loan, 5.21%, Maturing December 31, 2009	1,271,602
4,943,798	Term Loan, 5.20%, Maturing June 30, 2011	5,017,006
	<b>Source Media, Inc.</b>	
1,922,824	Term Loan, 5.74%, Maturing August 30, 2012	1,952,868
250,000	Term Loan, 8.87%, Maturing August 30, 2012	254,297
	<b>SP Newsprint Co.</b>	
1,305,204	Term Loan, 3.43%, Maturing January 9, 2010	1,315,809
554,712	Term Loan, 5.74%, Maturing January 9, 2010	563,379
	<b>Sun Media Corp.</b>	
2,563,021	Term Loan, 5.68%, Maturing February 7, 2009	2,598,263
	<b>Xerox Corp.</b>	
4,500,000	Term Loan, 5.24%, Maturing September 30, 2008	4,539,375
		\$ 53,173,251
	<b>Radio and Television 1.9%</b>	
	<b>Adams Outdoor Advertising, L.P.</b>	
2,513,535	Term Loan, 5.64%, Maturing October 15, 2011	2,552,809

	<b>ALM Media Holdings, Inc.</b>	
\$ 1,167,075	Term Loan, 5.99%, Maturing March 5, 2010	\$ 1,169,993
	<b>Block Communications, Inc.</b>	
740,305	Term Loan, 5.74%, Maturing November 30, 2009	747,245
	<b>CanWest Media, Inc.</b>	
2,500,020	Term Loan, 5.64%, Maturing August 15, 2009	2,535,438
	<b>DirecTV Holdings, LLC</b>	
4,210,000	Term Loan, 4.91%, Maturing April 13, 2013	4,258,491
	<b>Emmis Operating Co.</b>	
5,547,125	Term Loan, 5.13%, Maturing November 10, 2011	5,612,304
	<b>Entravision Communications Co.</b>	
1,160,000	Term Loan, 4.84%, Maturing February 27, 2012	1,171,841
	<b>Gray Television, Inc.</b>	
3,300,000	Term Loan, 5.01%, Maturing December 31, 2012	3,323,720
	<b>NEP Supershooters, L.P.</b>	
1,648,008	Term Loan, 11.48%, Maturing August 3, 2011	1,631,528
	<b>Nexstar Broadcasting, Inc.</b>	
2,167,263	Term Loan, 5.24%, Maturing October 1, 2012	2,183,518
2,287,737	Term Loan, 5.24%, Maturing October 1, 2012	2,309,660
	<b>PanAmSat Corp.</b>	
5,714,914	Term Loan, 5.65%, Maturing August 20, 2011	5,810,879
	<b>Raycom TV Broadcasting, Inc.</b>	
2,350,000	Term Loan, 5.50%, Maturing February 24, 2012	2,373,500
	<b>Spanish Broadcasting System</b>	
1,500,000	Term Loan, 7.03%, Maturing June 10, 2013	1,521,563
	<b>Susquehanna Media Co.</b>	
1,995,000	Term Loan, 5.30%, Maturing March 9, 2012	2,019,938
	<b>Young Broadcasting, Inc.</b>	
890,000	Term Loan, 5.64%, Maturing November 3, 2012	899,271
		\$ 40,121,698
	<b>Rail Industries 0.3%</b>	
	<b>Kansas City Southern Railway Co.</b>	
766,150	Term Loan, 5.16%, Maturing March 30, 2008	778,121
	<b>Railamerica, Inc.</b>	
4,396,576	Term Loan, 5.56%, Maturing September 29, 2011	4,471,683
519,723	Term Loan, 5.56%, Maturing September 29, 2011	528,601
		\$ 5,778,405
	<b>Retailers (Except Food and Drug) 1.4%</b>	
	<b>American Achievement Corp.</b>	
628,286	Term Loan, 6.00%, Maturing March 25, 2011	634,176
	<b>Amscan Holdings, Inc.</b>	
980,100	Term Loan, 6.34%, Maturing April 30, 2012	989,901
	<b>Coinmach Laundry Corp.</b>	
4,402,881	Term Loan, 6.40%, Maturing July 25, 2009	4,460,668

	<b>FTD, Inc.</b>	
\$ 811,327	Term Loan, 5.74%, Maturing February 28, 2011	\$ 822,482
	<b>Harbor Freight Tools USA, Inc.</b>	
2,332,379	Term Loan, 5.78%, Maturing July 15, 2010	2,362,699
	<b>Home Interiors &amp; Gifts, Inc.</b>	
1,104,384	Term Loan, 8.38%, Maturing March 31, 2011	1,054,226
	<b>Josten's Corp.</b>	
2,588,750	Term Loan, 5.94%, Maturing October 4, 2010	2,630,817
	<b>Mapco Express, Inc.</b>	
735,000	Term Loan, 6.21%, Maturing April 28, 2011	747,863
	<b>Movie Gallery, Inc.</b>	
1,285,000	Term Loan, 6.49%, Maturing April 27, 2011	1,298,252
	<b>Oriental Trading Co., Inc.</b>	
5,117,596	Term Loan, 6.00%, Maturing August 4, 2010	5,149,581
	<b>Rent-A-Center, Inc.</b>	
2,564,786	Term Loan, 5.34%, Maturing June 30, 2010	2,595,563
	<b>Riddell Bell Holdings, Inc.</b>	
496,250	Term Loan, 5.99%, Maturing September 30, 2011	503,591
	<b>Savers, Inc.</b>	
769,357	Term Loan, 6.41%, Maturing August 4, 2009	775,127
1,000,000	Term Loan, 10.48%, Maturing August 4, 2010	1,017,500
	<b>Travelcenters of America, Inc.</b>	
3,710,000	Term Loan, 5.09%, Maturing November 30, 2008	3,756,954
		<b>\$ 28,799,400</b>
	<b>Surface Transport 0.3%</b>	
	<b>Horizon Lines, LLC</b>	
975,150	Term Loan, 5.99%, Maturing July 7, 2011	989,371
	<b>NFIL Holdings Corp.</b>	
523,810	Term Loan, 5.34%, Maturing February 27, 2010	531,667
1,333,161	Term Loan, 5.48%, Maturing February 27, 2010	1,351,492
	<b>Sirva Worldwide, Inc.</b>	
2,441,176	Term Loan, 6.45%, Maturing December 1, 2010	2,359,805
		<b>\$ 5,232,335</b>
	<b>Telecommunications 2.3%</b>	
	<b>Alaska Communications Systems Holdings, Inc.</b>	
2,100,000	Term Loan, 5.49%, Maturing February 1, 2011	2,131,718
	<b>American Tower, L.P.</b>	
5,336,625	Term Loan, 4.96%, Maturing August 31, 2011	5,403,333
	<b>Centennial Cellular Operating Co., LLC</b>	
3,806,837	Term Loan, 5.68%, Maturing February 9, 2011	3,869,037
	<b>Consolidated Communications, Inc.</b>	
2,098,439	Term Loan, 5.77%, Maturing July 27, 2015	2,132,539
	<b>Fairpoint Communications, Inc.</b>	
2,450,000	Term Loan, 5.55%, Maturing February 8, 2012	2,485,219

	<b>Hawaiian Telcom Communications, Inc.</b>	
\$ 905,000	Term Loan, 5.73%, Maturing October 31, 2012	\$ 918,151
	<b>Intelsat Ltd.</b>	
995,001	Term Loan, 5.25%, Maturing July 28, 2011	1,005,324
	<b>Iowa Telecommunications Services, Inc.</b>	
2,458,000	Term Loan, 5.50%, Maturing November 23, 2011	2,495,253
	<b>Metrocall, Inc. &amp; Arch Wireless Operating</b>	
105,814	Term Loan, 5.93%, Maturing November 16, 2006	106,608
	<b>NTelos, Inc.</b>	
1,810,900	Term Loan, 5.99%, Maturing February 18, 2011	1,817,012
	<b>Qwest Corp.</b>	
5,000,000	Term Loan, 8.10%, Maturing June 4, 2007	5,171,485
	<b>SBA Senior Finance, Inc.</b>	
2,768,909	Term Loan, 5.55%, Maturing October 31, 2008	2,813,327
	<b>Spectrasite Communications, Inc.</b>	
3,579,015	Term Loan, 4.91%, Maturing May 19, 2012	3,616,670
	<b>Stratos Global Corp.</b>	
1,646,000	Term Loan, 5.74%, Maturing December 3, 2010	1,664,004
	<b>Triton PCS, Inc.</b>	
2,751,175	Term Loan, 6.74%, Maturing November 18, 2009	2,768,370
	<b>Valor Telecom Enterprise, LLC</b>	
2,610,000	Term Loan, 5.49%, Maturing February 14, 2012	2,644,723
	<b>Westcom Corp.</b>	
976,563	Term Loan, 6.43%, Maturing December 17, 2010	983,887
1,000,000	Term Loan, 10.68%, Maturing May 17, 2011	1,022,500
	<b>Western Wireless Corp.</b>	
5,359,500	Term Loan, 6.90%, Maturing May 28, 2011	5,378,162
		\$ 48,427,322
	<b>Utilities 1.3%</b>	
	<b>Allegheny Energy Supply Co., LLC</b>	
3,518,104	Term Loan, 5.18%, Maturing March 8, 2011	3,569,556
	<b>Cellnet Technology, Inc.</b>	
710,000	Term Loan, 6.68%, Maturing April 26, 2012	710,000
	<b>Cogentrix Delaware Holdings, Inc.</b>	
2,067,146	Term Loan, 5.24%, Maturing January 14, 2012	2,093,633
	<b>Covanta Energy Corp.</b>	
1,263,252	Term Loan, 3.36%, Maturing June 24, 2012	1,282,990
1,021,748	Term Loan, 6.46%, Maturing June 24, 2012	1,039,629
875,000	Term Loan, 8.96%, Maturing June 24, 2013	876,641
	<b>KGen, LLC</b>	
967,575	Term Loan, 6.12%, Maturing August 5, 2011	962,737
	<b>NRG Energy, Inc.</b>	
2,091,996	Term Loan, 3.39%, Maturing December 24, 2011	2,118,332
2,647,450	Term Loan, 5.37%, Maturing December 24, 2011	2,680,779

	<b>Pike Electric, Inc.</b>	
\$ 1,365,946	Term Loan, 5.63%, Maturing July 1, 2012	\$ 1,383,021
1,029,093	Term Loan, 5.69%, Maturing July 1, 2012	1,041,957
	<b>Plains Resources, Inc.</b>	
1,347,515	Term Loan, 5.49%, Maturing December 17, 2010	1,362,674
	<b>Reliant Energy, Inc.</b>	
1,783,905	Term Loan, 6.07%, Maturing December 22, 2010	1,806,343
	<b>Texas Genco, LLC</b>	
1,593,089	Term Loan, 5.40%, Maturing December 14, 2011	1,618,835
3,837,669	Term Loan, 5.41%, Maturing December 14, 2011	3,899,689
		<b>\$ 26,446,816</b>
	<b>Total Senior, Floating Rate Interests (identified cost \$1,005,062,371)</b>	<b>\$ 1,013,307,630</b>

**Mortgage Pass-Throughs 48.8%**

Principal Amount (000 s omitted)	Security	Value
	<b>Federal Home Loan Mortgage Corp.:</b>	
\$ 2,238	3.368%, with maturity at 2025 (5)	\$ 2,279,136
1,402	6.00%, with maturity at 2026	1,441,201
26,853	6.50%, with various maturities to 2025	27,994,932
160,271	7.00%, with various maturities to 2027	167,925,205
1,438	7.13%, with maturity at 2023	1,529,349
52,877	7.50%, with various maturities to 2028	56,574,675
1,941	7.65%, with maturity at 2022	2,091,111
497	7.70%, with maturity at 2022	537,170
27,478	8.00%, with various maturities to 2030	29,909,670
31,495	8.50%, with various maturities to 2031	34,494,326
265	8.75%, with maturity at 2010	278,400
10,275	9.00%, with various maturities to 2031	11,284,371
8,928	9.50%, with various maturities to 2025	9,990,561
4,278	10.00%, with various maturities to 2022	4,867,533
2,826	10.50%, with various maturities to 2021	3,225,106
160	11.00%, with maturity at 2015	178,783
273	11.50%, with various maturities to 2020	308,619
2,678	12.00%, with various maturities to 2020	3,087,437
1,041	12.50%, with various maturities to 2015	1,207,846
451	13.00%, with maturity at 2015	531,473
34	13.50%, with maturity at 2014	38,839
162	14.00%, with maturity at 2014	195,820
		<b>\$ 359,971,563</b>
	<b>Federal National Mortgage Assn.:</b>	
11,408	3.669%, with maturity at 2036 (5)	11,528,276
9,210	4.796%, with maturity at 2022	9,573,134





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\$ 1,135	6.00%, with maturity at 2023	\$ 1,168,129
101,128	6.50%, with various maturities to 2029 (6)	105,231,152
1,103	6.75%, with maturity at 2023	1,159,345
70,583	7.00%, with various maturities to 2028 (6)	74,591,513
19,423	7.50%, with various maturities to 2028	20,816,449
22,015	8.00%, with various maturities to 2029	23,843,119
144	8.25%, with maturity at 2018	156,857
6,138	8.416%, with maturity at 2027	6,762,758
14,367	8.50%, with various maturities to 2028	15,741,028
1,908	8.616%, with maturity at 2029	2,106,972
3,135	8.651%, with maturity at 2028	3,436,890
2,928	8.80%, with maturity at 2027	3,220,948
23,112	9.00%, with various maturities to 2026	25,530,857
1,316	9.296%, with maturity at 2024	1,448,850
9,756	9.50%, with various maturities to 2030	10,898,634
5,227	10.00%, with various maturities to 2021	5,963,812
3,539	10.272%, with maturity at 2025	4,039,436
3,917	10.305%, with maturity at 2019	4,414,405
5,135	10.50%, with various maturities to 2025	5,857,321
1,708	11.00%, with various maturities to 2020	1,954,336
146	11.25%, with maturity at 2016	166,258
4,350	11.50%, with various maturities to 2021	5,024,788
14	11.75%, with maturity at 2014	16,929
678	12.00%, with various maturities to 2016	792,489
527	12.50%, with various maturities to 2015	611,166
611	13.00%, with various maturities to 2015	719,573
196	13.50%, with various maturities to 2017	233,417
82	14.50%, with maturity at 2014	99,644
		<b>\$ 347,108,485</b>
	<b>Government National Mortgage Assn.:</b>	
8,319	6.00%, with maturity at 2024 (6)	8,559,455
66,983	6.50%, with various maturities to 2024 (6)	69,849,564
12,597	7.00%, with various maturities to 2024	13,315,506
39,536	8.00%, with various maturities to 2025 (6)	42,773,489
3,661	8.50%, with various maturities to 2022	4,017,276
17,064	9.00%, with various maturities to 2026	18,909,207
23,868	9.50%, with various maturities to 2026 (6)	26,804,818
1,622	10.00%, with maturity at 2019	1,865,664
		<b>\$ 186,094,979</b>
	<b>Collateralized Mortgage Obligations:</b>	
1,134	Federal Home Loan Mortgage Corp., 7.00%, 6/15/29	1,193,632
5,292	Federal Home Loan Mortgage Corp., Series 1497, Class K, 7.00%, 4/15/23	5,534,749
8,394	Federal Home Loan Mortgage Corp., Series 1529, Class Z, 7.00%, 6/15/23	8,779,964

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\$ 6,634	Federal Home Loan Mortgage Corp., Series 1620, Class Z, 6.00%, 11/15/23	\$ 6,865,182
1,373	Federal Home Loan Mortgage Corp., Series 1720, Class PJ, 7.25%, 1/15/24	1,404,032
3,135	Federal Home Loan Mortgage Corp., Series 2198, Class ZA, 8.50%, 11/15/29	3,540,856
4,300	Federal Home Loan Mortgage Corp., Series 24, Class J, 6.25%, 11/25/23	4,436,738
1,014	Federal National Mortgage Assn., Series 1988-14, Class I, 9.20%, 6/25/18	1,106,366
986	Federal National Mortgage Assn., Series 1989-1, Class D, 10.30%, 1/25/19	1,090,421
1,996	Federal National Mortgage Assn., Series 1989-34, Class Y, 9.85%, 7/25/19	2,204,387
541	Federal National Mortgage Assn., Series 1990-27, Class Z, 9.00%, 3/25/20	591,329
457	Federal National Mortgage Assn., Series 1990-29, Class J, 9.00%, 3/25/20	498,956
2,199	Federal National Mortgage Assn., Series 1990-43, Class Z, 9.50%, 4/25/20	2,443,164
794	Federal National Mortgage Assn., Series 1991-98, Class J, 8.00%, 8/25/21	845,423
435	Federal National Mortgage Assn., Series 1992-103, Class Z, 7.50%, 6/25/22	459,024
802	Federal National Mortgage Assn., Series 1992-113, Class Z, 7.50%, 7/25/22	851,980
1,643	Federal National Mortgage Assn., Series 1992-185, Class ZB, 7.00%, 10/25/22	1,724,440
6,515	Federal National Mortgage Assn., Series 1992-77, Class ZA, 8.00%, 5/25/22	6,984,083
3,303	Federal National Mortgage Assn., Series 1993-16, Class Z, 7.50%, 2/25/23	3,512,574
3,108	Federal National Mortgage Assn., Series 1993-22, Class PM, 7.40%, 2/25/23	3,273,617
4,298	Federal National Mortgage Assn., Series 1993-25, Class J, 7.50%, 3/25/23	4,547,107
9,647	Federal National Mortgage Assn., Series 1993-30, Class PZ, 7.50%, 3/25/23	10,220,878
7,083	Federal National Mortgage Assn., Series 1994-89, Class ZQ, 8.00%, 7/25/24	7,618,565
7,343	Federal National Mortgage Assn., Series 1996-57, Class Z, 7.00%, 12/25/26	7,740,900
4,307	Federal National Mortgage Assn., Series 1997-77, Class Z, 7.00%, 11/18/27	4,559,527
5,728	Federal National Mortgage Assn., Series 2001-37, Class GA, 8.00%, 7/25/16	6,079,199

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\$ 1,423	Federal National Mortgage Assn., Series G92-44, Class Z, 8.00%, 7/25/22	\$ 1,508,873
2,315	Federal National Mortgage Assn., Series G92-44, Class ZQ, 8.00%, 7/25/22	2,500,532
5,012	Federal National Mortgage Assn., Series G93-29, Class Z, 7.00%, 8/25/23	5,255,260
9,000	Government National Mortgage Assn., Series 2002-45, Class PG, 6.00%, 3/17/32	9,240,844
2,864	Merrill Lynch Trust, Series 45, Class Z, 9.10%, 9/20/20	2,889,639
		\$ 119,502,241
	<b>Total Mortgage Pass-Throughs (identified cost \$1,028,293,446)</b>	<b>\$ 1,012,677,268</b>

**Corporate Bonds & Notes 50.1%**

	<b>Aerospace and Defense 0.6%</b>	
	<b>Argo Tech Corp., Sr. Notes</b>	
1,815	9.25%, 6/1/11	1,987,425
	<b>Armor Holdings, Inc., Sr. Sub. Notes</b>	
1,895	8.25%, 8/15/13	2,060,812
	<b>BE Aerospace, Sr. Sub. Notes, Series B</b>	
660	8.00%, 3/1/08	664,950
	<b>Sequa Corp.</b>	
5,350	8.875%, 4/1/08	5,818,125
	<b>Standard Aero Holdings, Inc., Sr. Sub. Notes</b>	
325	8.25%, 9/1/14 (7)	344,500
	<b>Vought Aircraft Industries, Inc., Sr. Notes</b>	
1,000	8.00%, 7/15/11	995,000
		\$ 11,870,812
	<b>Air Transport 0.4%</b>	
	<b>American Airlines</b>	
3,615	7.80%, 10/1/06	3,472,957
525	8.608%, 4/1/11	505,081
	<b>AMR Corp.</b>	
2,935	9.00%, 8/1/12	2,362,675
	<b>Delta Air Lines</b>	
199	7.779%, 11/18/05	71,764
2,171	9.50%, 11/18/08 (7)	1,725,945
	<b>Northwest Airlines, Inc.</b>	
445	8.875%, 6/1/06	304,825
		\$ 8,443,247
	<b>Automotive 2.6%</b>	
	<b>Altra Industrial Motion, Inc.</b>	
665	9.00%, 12/1/11 (7)	631,750

	<b>Commercial Vehicle Group, Inc., Sr. Notes</b>	
\$ 1,100	8.00%, 7/1/13 (7)	\$ 1,155,000
	<b>Dana Credit Corp.</b>	
1,125	8.375%, 8/15/07 (7)	1,164,324
	<b>Delphi Corp.</b>	
4,630	6.55%, 6/15/06	4,566,337
	<b>Ford Motor Credit Co.</b>	
13,520	7.875%, 6/15/10	13,659,472
	<b>General Motors Acceptance Corp.</b>	
575	6.125%, 9/15/06	578,944
4,450	7.00%, 2/1/12	4,281,652
	<b>Keystone Automotive Operations, Inc., Sr. Sub. Notes</b>	
1,080	9.75%, 11/1/13	1,107,000
	<b>Metaldyne, Inc., Sr. Notes</b>	
2,790	10.00%, 11/1/13 (7)	2,469,150
	<b>Tenneco Automotive, Global Shares, Series B</b>	
10,855	10.25%, 7/15/13	12,428,975
	<b>Tenneco Automotive, Inc.</b>	
2,680	8.625%, 11/15/14	2,814,000
	<b>TRW Automotive, Inc., Sr. Notes</b>	
2,230	9.375%, 2/15/13	2,508,750
	<b>TRW Automotive, Inc., Sr. Sub. Notes</b>	
3,900	11.00%, 2/15/13	4,543,500
	<b>United Components, Inc., Sr. Sub. Notes</b>	
990	9.375%, 6/15/13	1,024,650
	<b>Visteon Corp., Sr. Notes</b>	
2,025	8.25%, 8/1/10	1,964,250
		\$ 54,897,754
	<b>Brokers/Dealers/Investment Houses 0.3%</b>	
	<b>CB Richard Ellis Services, Inc., Sr. Notes</b>	
695	9.75%, 5/15/10	776,662
	<b>CB Richard Ellis Services, Inc., Sr. Sub. Notes</b>	
2,600	11.25%, 6/15/11	2,905,500
	<b>E*Trade Financial Corp., Sr. Notes</b>	
3,035	8.00%, 6/15/11	3,239,862
		\$ 6,922,024
	<b>Building and Development 1.6%</b>	
	<b>Coleman Cable, Inc., Sr. Notes</b>	
1,060	9.875%, 10/1/12 (7)	948,700
	<b>Dayton Superior Corp., Sr. Notes</b>	
7,170	10.75%, 9/15/08	7,492,650
	<b>MAAX Corp., Sr. Sub. Notes</b>	
1,150	9.75%, 6/15/12	1,098,250
	<b>Mueller Group, Inc., Sr. Sub. Notes</b>	
2,625	10.00%, 5/1/12	2,821,875

	<b>Mueller Holdings, Inc., Disc. Notes</b>	
\$ 1,440	14.75%, 4/15/14	\$ 1,058,400
	<b>Nortek, Inc., Sr. Sub Notes</b>	
5,715	8.50%, 9/1/14	5,593,556
	<b>NTK Holdings, Inc., Sr. Disc. Notes</b>	
2,575	10.75%, 3/1/14 (7)	1,480,625
	<b>Ply Gem Industries, Inc., Sr. Sub. Notes</b>	
2,895	9.00%, 2/15/12	2,547,600
	<b>RMCC Acquisition Co., Sr. Sub. Notes</b>	
3,495	9.50%, 11/1/12 (7)	3,477,525
	<b>WCI Communities, Inc., Sr. Sub. Notes</b>	
6,000	7.875%, 10/1/13	6,142,500
		<b>\$ 32,661,681</b>
	<b>Business Equipment and Services 2.4%</b>	
	<b>Aearo Co. I, Sr. Sub. Notes</b>	
1,665	8.25%, 4/15/12	1,681,650
	<b>FTI Consulting, Sr. Notes</b>	
1,090	7.625%, 6/15/13 (7)	1,113,162
	<b>Hydrochem Industrial Services, Inc., Sr. Sub Notes</b>	
2,430	9.25%, 2/15/13 (7)	2,296,350
	<b>Muzak LLC/Muzak Finance, Sr. Notes</b>	
5,250	10.00%, 2/15/09	4,718,437
	<b>Neff Rental/Neff Finance</b>	
3,080	11.25%, 6/15/12 (7)	3,203,200
	<b>Norcross Safety Products LLC/Norcross Capital Corp., Sr. Sub. Notes, Series B</b>	
4,885	9.875%, 8/15/11	5,190,312
	<b>NSP Holdings/NSP Holdings Capital Corp., Sr. Notes (PIK)</b>	
4,814	11.75%, 1/1/12	4,705,836
	<b>Quintiles Transnational Corp., Sr. Sub. Notes</b>	
9,690	10.00%, 10/1/13	10,852,800
	<b>Safety Products Holdings, Sr. Notes (PIK)</b>	
985	11.75%, 1/1/12 (7)	977,612
	<b>Sungard Data Systems, Inc., Sr. Notes</b>	
7,220	9.125%, 8/15/13 (7)	7,535,875
	<b>Sungard Data Systems, Inc., Sr. Sub. Notes</b>	
4,815	10.25%, 8/15/15 (7)	5,013,619
	<b>Williams Scotsman, Inc., Sr. Notes</b>	
1,515	10.00%, 8/15/08	1,658,925
		<b>\$ 48,947,778</b>
	<b>Cable and Satellite Television 3.2%</b>	
	<b>Adelphia Communications Corp.</b>	
2,500	10.25%, 6/15/11	2,265,625
	<b>CCO Holdings LLC / CCO Capital Corp., Sr. Notes</b>	
2,000	8.75%, 11/15/13	2,010,000

	<b>Charter Communications Holdings II, LLC, Sr. Notes</b>	
\$ 4,535	10.25%, 9/15/10	\$ 4,705,062
	<b>Charter Communications Holdings, LLC, Sr. Disc. Notes</b>	
1,125	11.75%, 1/15/10	939,375
	<b>Charter Communications Holdings, LLC, Sr. Notes</b>	
2,520	10.25%, 1/15/10	2,022,300
	<b>Charter Communications Holdings, LLC/Charter Communications Holdings Capital Corp., Sr. Notes</b>	
2,605	11.125%, 1/15/11	2,090,512
	<b>CSC Holdings, Inc., Sr. Notes</b>	
2,970	7.875%, 12/15/07	3,085,087
5,000	8.125%, 7/15/09	5,175,000
3,300	6.75%, 4/15/12 (7)	3,209,250
	<b>CSC Holdings, Inc., Sr. Notes, Series B</b>	
1,140	7.625%, 4/1/11	1,154,250
	<b>CSC Holdings, Inc., Sr. Sub. Notes</b>	
3,130	10.50%, 5/15/16	3,419,525
	<b>Insight Communications, Sr. Disc. Notes</b>	
16,450	12.25%, 2/15/11	16,820,125
	<b>Kabel Deutschland GMBH</b>	
4,965	10.625%, 7/1/14 (7)	5,511,150
	<b>Rainbow National Services, LLC, Sr. Notes</b>	
1,805	8.75%, 9/1/12 (7)	1,990,012
	<b>Rainbow National Services, LLC, Sr. Sub. Debs.</b>	
6,905	10.375%, 9/1/14 (7)	7,940,750
	<b>UGS Corp.</b>	
3,130	10.00%, 6/1/12	3,489,950
		<b>\$ 65,827,973</b>
	<b>Chemicals and Plastics 3.2%</b>	
	<b>Acetex Corp., Sr. Notes</b>	
3,000	10.875%, 8/1/09	3,180,000
	<b>Avecia Investments Ltd.</b>	
121	11.00%, 7/1/09	124,479
	<b>Aventine Renewable Energy Holdings, Inc., Variable Rate</b>	
1,385	9.41%, 12/15/11 (7)	1,364,225
	<b>BCP Crystal Holdings Corp., Sr. Sub Notes</b>	
3,172	9.625%, 6/15/14	3,600,220
	<b>Borden U.S. Finance/Nova Scotia Finance, Sr. Notes</b>	
1,765	9.00%, 7/15/14 (7)	1,833,394
	<b>Crystal US Holdings/US Holdings 3, LLC, Sr. Disc. Notes, Series B</b>	
3,357	10.50%, 10/1/14	2,433,825
	<b>Equistar Chemical, Sr. Notes</b>	
7,000	10.625%, 5/1/11	7,840,000
	<b>Huntsman Advanced Materials, Sr. Notes</b>	
905	11.00%, 7/15/10	1,033,962

	<b>Huntsman International</b>	
\$ 6,000	9.875%, 3/1/09	\$ 6,442,500
	<b>Huntsman LLC</b>	
4,426	11.625%, 10/15/10	5,222,680
	<b>Innophos, Inc., Sr. Sub. Notes</b>	
720	8.875%, 8/15/14 (7)	743,400
	<b>Koppers, Inc.</b>	
1,835	9.875%, 10/15/13	2,009,325
	<b>Lyondell Chemical Co.</b>	
995	11.125%, 7/15/12	1,133,056
	<b>Lyondell Chemical Co., Sr. Notes</b>	
1,892	10.50%, 6/1/13	2,194,720
	<b>Nalco Co., Sr. Sub. Notes</b>	
2,960	8.875%, 11/15/13 (7)	3,241,200
	<b>OM Group, Inc.</b>	
11,180	9.25%, 12/15/11	11,459,500
	<b>Polyone Corp., Sr. Notes</b>	
2,490	10.625%, 5/15/10	2,689,200
25	8.875%, 5/1/12	25,187
	<b>Polypore, Inc., Sr. Sub Notes</b>	
390	8.75%, 5/15/12	379,275
	<b>PQ Corp.</b>	
1,125	7.50%, 2/15/13 (7)	1,130,625
	<b>Rhodia SA, Sr. Notes</b>	
3,945	10.25%, 6/1/10	4,270,462
	<b>Rockwood Specialties Group, Sr. Sub. Notes</b>	
1,360	10.625%, 5/15/11	1,513,000
	<b>Solo Cup Co., Sr. Sub. Notes</b>	
2,870	8.50%, 2/15/14	2,762,375
		<b>\$ 66,626,610</b>
	<b>Clothing/Textiles 1.8%</b>	
	<b>GFSI, Inc., Sr. Sub. Notes, Series B</b>	
270	9.625%, 3/1/07	247,050
	<b>Levi Strauss &amp; Co., Sr. Notes</b>	
7,070	12.25%, 12/15/12	7,971,425
2,590	9.75%, 1/15/15	2,732,450
	<b>Levi Strauss &amp; Co., Sr. Notes, Variable Rate</b>	
2,575	8.254%, 4/1/12	2,587,875
	<b>Oxford Industries, Inc., Sr. Notes</b>	
9,690	8.875%, 6/1/11	10,440,975
	<b>Perry Ellis International, Inc., Sr. Sub. Notes</b>	
4,605	8.875%, 9/15/13	4,708,612
	<b>Phillips Van-Heusen, Sr. Notes</b>	
1,700	7.25%, 2/15/11	1,797,750
2,500	8.125%, 5/1/13	2,718,750



	<b>Quiksilver, Inc., Sr. Notes</b>		
\$ 3,500	6.875%, 4/15/15 (7)	\$ 3,543,750	
		<b>\$ 36,748,637</b>	
	<b>Conglomerates 0.6%</b>		
	<b>Amsted Industries, Inc., Sr. Notes</b>		
7,150	10.25%, 10/15/11 (7)	7,757,750	
	<b>Goodman Global Holdings, Sr. Notes, Variable Rate</b>		
1,570	6.41%, 6/15/12 (7)	1,585,700	
	<b>Spectrum Brands, Inc.</b>		
2,765	7.375%, 2/1/15	2,744,262	
		<b>\$ 12,087,712</b>	
	<b>Containers and Glass Products 1.8%</b>		
	<b>Anchor Glass Container Corp.</b>		
5,000	11.00%, 2/15/13	3,100,000	
	<b>Crown Euro Holdings SA</b>		
20,495	10.875%, 3/1/13	24,132,862	
	<b>Graphic Packaging International Corp., Sr. Sub. Notes</b>		
3,265	9.50%, 8/15/13	3,362,950	
	<b>Intertape Polymer US, Inc., Sr. Sub. Notes</b>		
3,235	8.50%, 8/1/14	3,186,993	
	<b>Pliant Corp. (PIK)</b>		
2,361	11.625%, 6/15/09 (7)	2,568,110	
	<b>Pliant Corp., Sr. Notes</b>		
940	11.125%, 9/1/09	911,800	
	<b>US Can Corp., Sr. Notes</b>		
820	10.875%, 7/15/10	877,400	
		<b>\$ 38,140,115</b>	
	<b>Cosmetics/Toiletries 0.1%</b>		
	<b>Del Laboratories, Inc., Sr. Sub Notes</b>		
1,780	8.00%, 2/1/12	1,450,700	
		<b>\$ 1,450,700</b>	
	<b>Ecological Services and Equipment 0.4%</b>		
	<b>Allied Waste North America, Series B</b>		
4,480	8.875%, 4/1/08	4,748,800	
	<b>Waste Services, Inc., Sr. Sub. Notes</b>		
3,530	9.50%, 4/15/14 (7)	3,547,650	
		<b>\$ 8,296,450</b>	
	<b>Electronics/Electrical 1.2%</b>		
	<b>Advanced Micro Devices, Inc.</b>		
7,830	7.75%, 11/1/12	7,967,025	
	<b>Amkor Technologies, Inc., Sr. Notes</b>		
2,135	7.125%, 3/15/11	1,873,462	
8,380	7.75%, 5/15/13	7,164,900	

	<b>CPI Holdco, Inc., Sr. Notes, Variable Rate</b>	
\$ 1,320	8.83%, 2/1/15	\$ 1,274,254
	<b>L-3 Communications Corp., Sr. Sub. Notes</b>	
1,105	6.375%, 10/15/15 (7)	1,124,337
	<b>Sanmina-SCI Corp., Sr. Notes</b>	
5,000	10.375%, 1/15/10	5,575,000
	<b>Stratus Technologies, Inc., Sr. Notes</b>	
775	10.375%, 12/1/08	786,625
		<b>\$ 25,765,603</b>
	<b>Equipment Leasing 0.3%</b>	
	<b>United Rentals North America, Inc.</b>	
745	6.50%, 2/15/12	728,237
	<b>United Rentals North America, Inc., Sr. Sub. Notes</b>	
5,590	7.00%, 2/15/14	5,296,525
		<b>\$ 6,024,762</b>
	<b>Farming/Agriculture 0.6%</b>	
	<b>IMC Global, Inc.</b>	
6,775	11.25%, 6/1/11	7,520,250
	<b>UAP Holding Corp., Sr. Disc. Notes</b>	
5,535	10.75%, 7/15/12	4,760,100
		<b>\$ 12,280,350</b>
	<b>Financial Intermediaries 0.9%</b>	
	<b>Alzette, Variable Rate</b>	
750	8.691%, 12/15/20 (7)	768,750
	<b>Avalon Capital Ltd. 3, Series 1A, Class D, Variable Rate</b>	
760	5.24%, 2/24/19 (7)	762,736
	<b>Babson Ltd., Series 2005-1A, Class C1, Variable Rate</b>	
1,000	5.315%, 4/15/19 (7)	1,000,000
	<b>Bryant Park CDO Ltd., Series 2005-1A, Class C, Variable Rate</b>	
1,000	4.941%, 1/15/19 (7)	1,000,000
	<b>Carlyle High Yield Partners, Series 2004-6A, Class C, Variable Rate</b>	
974	5.224%, 8/11/16 (7)	973,583
	<b>Centurion CDO 8 Ltd., Series 2005 8A, Class D, Variable Rate</b>	
1,000	8.297%, 3/8/17	1,000,000
	<b>Centurion CDO 9 Ltd., Series 2005-9A</b>	
500	0.00%, 7/17/19	500,000
	<b>Dryden Leveraged Loan, Series 2004-6A, Class C1, Variable Rate</b>	
1,500	4.055%, 7/30/16 (7)	1,509,375
	<b>Refco Finance Holdings</b>	
8,480	9.00%, 8/1/12	9,200,800
	<b>Residential Capital Corp.</b>	
1,735	6.875%, 6/30/15 (7)	1,809,466
	<b>Stanfield Vantage Ltd., Series 2005-1A, Class D, Variable Rate</b>	
1,000	5.337%, 3/21/17 (7)	1,000,000
		<b>\$ 19,524,710</b>

	<b>Food Products 0.6%</b>	
	<b>American Seafood Group, LLC</b>	
\$ 440	10.125%, 4/15/10	\$ 474,100
	<b>ASG Consolidated, LLC/ASG Finance, Inc., Sr. Disc. Notes</b>	
4,240	11.50%, 11/1/11	3,095,200
	<b>Pierre Foods, Inc., Sr. Sub. Notes</b>	
3,225	9.875%, 7/15/12	3,394,312
	<b>Pinnacle Foods Holdings Corp., Sr. Sub. Notes</b>	
4,160	8.25%, 12/1/13	3,806,400
	<b>WH Holdings Ltd./WH Capital Corp., Sr. Notes</b>	
1,119	9.50%, 4/1/11	1,202,925
		\$ 11,972,937
	<b>Food/Drug Retailers 0.3%</b>	
	<b>Rite Aid Corp.</b>	
3,730	7.125%, 1/15/07	3,767,300
2,170	8.125%, 5/1/10	2,248,662
		\$ 6,015,962
	<b>Forest Products 2.7%</b>	
	<b>Caraustar Industries, Inc.</b>	
425	7.375%, 6/1/09	428,187
	<b>Caraustar Industries, Inc., Sr. Sub. Notes</b>	
5,820	9.875%, 4/1/11	5,950,950
	<b>Georgia-Pacific Corp.</b>	
15,225	9.50%, 12/1/11	18,346,125
	<b>MDP Acquisitions/JSG Funding PLC, Sr. Notes</b>	
14,940	9.625%, 10/1/12	15,164,100
	<b>Newark Group, Inc., Sr. Sub. Notes</b>	
2,795	9.75%, 3/15/14	2,585,375
	<b>NewPage Corp.</b>	
7,855	10.00%, 5/1/12 (7)	8,012,100
	<b>Norske Skog Canada Ltd., Sr. Notes, Series D</b>	
1,140	8.625%, 6/15/11	1,185,600
	<b>Stone Container Corp., Sr. Notes</b>	
3,180	9.25%, 2/1/08	3,339,000
	<b>Stone Container Finance Canada</b>	
1,150	7.375%, 7/15/14	1,101,125
		\$ 56,112,562
	<b>Healthcare 3.1%</b>	
	<b>AMR HoldCo, Inc./EmCare HoldCo, Inc., Sr. Sub. Notes</b>	
3,470	10.00%, 2/15/15 (7)	3,730,250
	<b>CDRV Investors, Inc., Sr. Disc. Notes</b>	
4,145	9.625%, 1/1/15	2,134,675
	<b>Concentra Operating Corp., Sr. Notes</b>	
7,000	9.50%, 8/15/10	7,490,000

	<b>Healthsouth Corp.</b>	
\$ 1,125	7.625%, 6/1/12	\$ 1,108,125
	<b>Healthsouth Corp., Sr. Notes</b>	
3,125	7.375%, 10/1/06	3,187,500
	<b>Inverness Medical Innovations, Inc., Sr. Sub. Notes</b>	
3,175	8.75%, 2/15/12	3,095,625
	<b>Knowledge Learning Center, Sr. Sub. Notes</b>	
2,200	7.75%, 2/1/15 (7)	2,123,000
	<b>Medical Device Manufacturing, Inc., Series B</b>	
2,645	10.00%, 7/15/12	2,856,600
	<b>Medquest, Inc.</b>	
6,000	11.875%, 8/15/12	5,880,000
	<b>National Mentor, Inc., Sr. Sub. Notes</b>	
2,470	9.625%, 12/1/12 (7)	2,624,375
	<b>Rotech Healthcare, Inc.</b>	
3,675	9.50%, 4/1/12	3,969,000
	<b>Service Corp. International, Sr. Notes</b>	
1,110	7.00%, 6/15/17 (7)	1,144,688
	<b>Tenet Healthcare Corp., Sr. Notes</b>	
6,500	9.25%, 2/1/15 (7)	6,727,500
	<b>US Oncology, Inc.</b>	
2,205	9.00%, 8/15/12	2,414,475
4,365	10.75%, 8/15/14	4,888,800
	<b>Vanguard Health Holding Co. II LLC, Sr. Sub. Notes</b>	
4,730	9.00%, 10/1/14	5,167,525
	<b>Ventas Realty L.P./Capital Corp., Sr. Notes</b>	
1,600	7.125%, 6/1/15 (7)	1,700,000
	<b>VWR International, Inc., Sr. Sub. Notes</b>	
3,270	8.00%, 4/15/14	3,163,725
		<b>\$ 63,405,863</b>
	<b>Home Furnishings 0.1%</b>	
	<b>Fedders North America, Inc.</b>	
2,585	9.875%, 3/1/14	1,848,275
		<b>\$ 1,848,275</b>
	<b>Industrial Equipment 1.5%</b>	
	<b>Case New Holland, Inc., Sr. Notes</b>	
7,695	9.25%, 8/1/11	8,368,313
	<b>General Cable Corp., Sr. Notes</b>	
2,110	9.50%, 11/15/10	2,204,950
	<b>Manitowoc Co., Inc. (The)</b>	
975	10.50%, 8/1/12	1,106,625
	<b>Milacron Escrow Corp.</b>	
2,630	11.50%, 5/15/11	2,682,600
	<b>National Waterworks, Inc., Series B</b>	
1,500	10.50%, 12/1/12	1,762,500

	<b>Terex Corp.</b>	
\$ 5,265	10.375%, 4/1/11	\$ 5,712,525
	<b>Thermadyne Holdings Corp., Sr. Sub. Notes</b>	
4,575	9.25%, 2/1/14	4,369,125
	<b>Wesco Distribution, Inc.</b>	
4,327	9.125%, 6/1/08	4,402,723
		<b>\$ 30,609,361</b>
	<b>Leisure Goods/Activities/Movies 2.0%</b>	
	<b>Affinity Group, Inc., Sr. Sub. Notes</b>	
3,860	9.00%, 2/15/12	3,975,800
	<b>AMC Entertainment, Inc., Sr. Sub. Notes</b>	
2,235	9.875%, 2/1/12	2,268,525
	<b>LCE Acquisition Corp., Sr. Sub. Notes</b>	
7,895	9.00%, 8/1/14 (7)	7,737,100
	<b>Marquee Holdings, Inc., Sr. Disc. Notes</b>	
5,965	12.00%, 8/15/14	3,698,300
	<b>Samsonite Corp., Sr. Sub. Notes</b>	
3,680	8.875%, 6/1/11	3,983,600
	<b>Universal City Development Partners, Sr. Notes</b>	
15,200	11.75%, 4/1/10	17,537,000
	<b>Universal City Florida Holding, Sr. Notes</b>	
830	8.375%, 5/1/10	875,650
	<b>Universal City Florida Holding, Sr. Notes, Variable Rate</b>	
1,845	7.96%, 5/1/10	1,937,250
		<b>\$ 42,013,225</b>
	<b>Lodging and Casinos 2.8%</b>	
	<b>CCM Merger, Inc.</b>	
2,700	8.00%, 8/1/13 (7)	2,764,125
	<b>Chukchansi EDA, Sr. Notes</b>	
800	14.50%, 6/15/09 (7)	982,000
	<b>Host Marriot L.P., Series O</b>	
445	6.375%, 3/15/15	442,775
	<b>Inn of the Mountain Gods, Sr. Notes</b>	
5,230	12.00%, 11/15/10	6,060,263
	<b>John Q Hamons Hotels/Finance, Series B</b>	
3,500	8.875%, 5/15/12	3,854,375
	<b>Majestic Star Casino LLC</b>	
5,555	9.50%, 10/15/10	5,728,594
	<b>Meristar Hospitality Operations/Finance</b>	
4,955	10.50%, 6/15/09	5,314,238
	<b>Mohegan Tribal Gaming Authority, Sr. Sub. Notes</b>	
1,335	8.00%, 4/1/12	1,433,456
	<b>OED Corp./Diamond Jo LLC</b>	
3,830	8.75%, 4/15/12	3,729,463

	<b>Premier Entertainment Biloxi, LLC/Premier Finance Biloxi Corp.</b>	
\$ 475	10.75%, 2/1/12	\$ 481,531
	<b>Seneca Gaming Corp., Sr. Notes</b>	
2,840	7.25%, 5/1/12 (7)	2,960,700
	<b>Station Casinos, Inc., Sr. Sub Notes</b>	
2,430	6.875%, 3/1/16 (7)	2,515,050
	<b>Trump Entertainment Resorts, Inc.</b>	
11,720	8.50%, 6/1/15	11,954,400
	<b>Waterford Gaming LLC, Sr. Notes</b>	
8,724	8.625%, 9/15/12 (7)	9,334,680
	<b>Wynn Las Vegas LLC/Corp.</b>	
1,210	6.625%, 12/1/14	1,184,288
		<b>\$ 58,739,938</b>
	<b>Nonferrous Metals/Minerals 0.4%</b>	
	<b>Aleris International, Inc.</b>	
2,008	9.00%, 11/15/14	2,113,420
	<b>Aleris International, Inc., Sr. Notes</b>	
1,115	10.375%, 10/15/09	1,234,863
	<b>Alpha Natural Resources, Sr. Notes</b>	
1,370	10.00%, 6/1/12	1,527,550
	<b>Novelis, Inc., Sr. Notes</b>	
3,360	7.25%, 2/15/15 (7)	3,452,400
		<b>\$ 8,328,233</b>
	<b>Oil and Gas 3.0%</b>	
	<b>Clayton Williams Energy, Inc., Sr. Notes</b>	
1,110	7.75%, 8/1/13 (7)	1,112,775
	<b>Coastal Corp.</b>	
345	7.50%, 8/15/06	355,350
	<b>Coastal Corp., Sr. Debs.</b>	
2,305	9.625%, 5/15/12	2,581,600
	<b>Dresser, Inc.</b>	
13,145	9.375%, 4/15/11	13,867,975
	<b>Dynegy Holdings, Inc.</b>	
3,725	7.625%, 10/15/26	3,650,500
	<b>Dynegy Holdings, Inc., Sr. Notes</b>	
2,480	10.125%, 7/15/13 (7)	2,839,600
	<b>El Paso Corp.</b>	
1,515	6.95%, 12/15/07	1,547,194
	<b>El Paso Corp., Sr. Notes</b>	
2,180	7.625%, 8/16/07 (7)	2,245,400
	<b>El Paso Production Holding Co.</b>	
500	7.75%, 6/1/13	533,125
	<b>Giant Industries</b>	
850	8.00%, 5/15/14	896,750

	<b>Hanover Compressor Co., Sr. Sub. Notes</b>	
\$ 6,755	0.00%, 3/31/07	\$ 6,113,275
	<b>Hanover Equipment Trust, Series B</b>	
675	8.75%, 9/1/11	723,938
	<b>Inergy L.P./ Finance, Sr. Notes</b>	
3,980	6.875%, 12/15/14 (7)	3,920,300
	<b>Ocean Rig Norway AS, Sr. Notes</b>	
1,120	8.375%, 7/1/13 (7)	1,176,000
	<b>Parker Drilling Co., Sr. Notes</b>	
1,930	9.625%, 10/1/13	2,200,200
	<b>Premcor Refining Group, Sr. Sub. Notes</b>	
1,265	7.75%, 2/1/12	1,375,688
	<b>Sonat, Inc.</b>	
5,000	7.625%, 7/15/11	5,175,000
	<b>Transmontaigne, Inc., Sr. Sub. Notes</b>	
6,115	9.125%, 6/1/10	6,543,050
	<b>United Refining Co., Sr. Notes</b>	
3,795	10.50%, 8/15/12	3,984,750
1,060	10.50%, 8/15/12 (7)	1,113,000
	<b>Williams Cos., Inc. (The)</b>	
1,085	8.75%, 3/15/32	1,348,113
		\$ <b>63,303,583</b>
	<b>Publishing 1.8%</b>	
	<b>Advanstar Communications, Inc.</b>	
6,980	10.75%, 8/15/10	7,957,200
	<b>American Media Operations, Inc.</b>	
1,040	8.875%, 1/15/11	1,006,200
	<b>American Media Operations, Inc., Series B</b>	
7,375	10.25%, 5/1/09	7,504,063
	<b>CBD Media, Inc., Sr. Sub. Notes</b>	
1,335	8.625%, 6/1/11	1,403,419
	<b>Dex Media West LLC, Sr. Sub. Notes</b>	
4,565	9.875%, 8/15/13	5,226,925
	<b>Houghton Mifflin Co., Sr. Disc. Notes</b>	
500	11.50%, 10/15/13 (7)	395,000
	<b>Houghton Mifflin Co., Sr. Sub. Notes</b>	
3,805	9.875%, 2/1/13	4,166,475
	<b>Jostens Holding Corp., Sr. Disc. Notes</b>	
1,250	10.25%, 12/1/13	906,250
	<b>WDAC Subsidiary Corp., Sr. Notes</b>	
1,405	8.375%, 12/1/14 (7)	1,380,413
	<b>Xerox Corp.</b>	
3,000	9.75%, 1/15/09	3,390,000
	<b>Xerox Corp., Sr. Notes</b>	
1,855	7.125%, 6/15/10	1,966,300
1,485	7.625%, 6/15/13	1,592,663
		\$ <b>36,894,908</b>





	<b>Radio and Television 1.7%</b>	
	<b>CanWest Media, Inc.</b>	
\$ 2,156	8.00%, 9/15/12	\$ 2,299,018
	<b>CanWest Media, Inc., Sr. Sub. Notes</b>	
11,000	10.625%, 5/15/11	12,045,000
	<b>Echostar DBS Corp., Sr. Notes</b>	
10,000	6.754%, 10/1/08	10,275,000
	<b>Emmis Communications Corp., Sr. Notes, Class A, Variable Rate</b>	
3,000	9.314%, 6/15/12 (7)	3,018,750
	<b>Fisher Communications, Inc., Sr. Notes</b>	
385	8.625%, 9/15/14	418,688
	<b>Nexstar Finance Holdings LLC, Inc., Sr. Disc. Notes</b>	
3,450	11.375%, 4/1/13	2,643,563
	<b>Nextmedia Operating, Inc.</b>	
1,370	10.75%, 7/1/11	1,501,863
	<b>PanAmSat Corp.</b>	
1,833	9.00%, 8/15/14	2,034,630
	<b>XM Satellite Radio Holdings, Inc.</b>	
1,065	1.75%, 12/1/09	1,015,744
		<b>\$ 35,252,256</b>
	<b>Rail Industries 0.2%</b>	
	<b>Greenbrier Cos., Inc. (The), Sr. Notes</b>	
4,295	8.375%, 5/15/15 (7)	4,499,013
		<b>\$ 4,499,013</b>
	<b>Retailers (Except Food and Drug) 0.2%</b>	
	<b>Penny (JC) Co., Inc.</b>	
1,875	8.00%, 3/1/10	2,073,594
	<b>Sonic Automotive, Inc., Sr. Sub. Notes</b>	
1,600	8.625%, 8/15/13	1,656,000
		<b>\$ 3,729,594</b>
	<b>Steel 0.3%</b>	
	<b>AK Steel Corp.</b>	
2,000	7.75%, 6/15/12	1,870,000
	<b>Ispat Inland ULC, Sr. Notes</b>	
2,102	9.75%, 4/1/14	2,490,870
	<b>Oregon Steel Mills, Inc.</b>	
1,140	10.00%, 7/15/09	1,242,600
		<b>\$ 5,603,470</b>
	<b>Surface Transport 0.5%</b>	
	<b>H-Lines Finance Holding, Sr. Disc. Notes</b>	
2,355	11.00%, 4/1/13 (7)	1,907,550
	<b>Horizon Lines, LLC</b>	
5,035	9.00%, 11/1/12 (7)	5,425,213

	<b>OMI Corp., Sr. Notes</b>	
\$ 1,105	7.625%, 12/1/13	\$ 1,131,244
	<b>Quality Distribution LLC/QD Capital Corp.</b>	
775	9.00%, 11/15/10	717,844
	<b>Quality Distribution LLC/QD Capital, Variable Rate</b>	
1,815	7.641%, 1/15/12 (7)	1,735,594
		<b>\$ 10,917,445</b>
	<b>Telecommunications 4.6%</b>	
	<b>AirGate PCS, Inc., Variable Rate</b>	
1,080	7.349%, 10/15/11	1,128,600
	<b>Alamosa Delaware, Inc., Sr. Disc. Notes</b>	
1,855	12.00%, 7/31/09	2,079,919
	<b>Alamosa Delaware, Inc., Sr. Notes</b>	
6,230	11.00%, 7/31/10	7,133,350
	<b>American Tower, L.P., Sr. Notes</b>	
858	9.375%, 2/1/09	907,335
	<b>Centennial Cellular Operating Co./Centennial Communications Corp., Sr. Notes</b>	
7,100	10.125%, 6/15/13	8,031,875
	<b>Digicel Ltd., Sr. Notes</b>	
1,100	9.25%, 9/1/12 (7)	1,135,750
	<b>Inmarsat Finance PLC</b>	
2,493	7.625%, 6/30/12	2,651,663
	<b>Intelsat Bermuda Ltd., Sr. Notes</b>	
7,665	5.25%, 11/1/08	7,300,913
2,800	8.25%, 1/15/13 (7)	2,940,000
	<b>Intelsat Bermuda Ltd., Sr. Notes, Variable Rate</b>	
5,450	8.695%, 1/15/12 (7)	5,586,250
	<b>IWO Escrow Co., Sr. Disc. Notes</b>	
2,230	10.75%, 1/15/15 (7)	1,605,600
	<b>IWO Escrow Co., Variable Rate</b>	
575	7.349%, 1/15/12 (7)	589,375
	<b>LCI International, Inc., Sr. Notes</b>	
4,695	7.25%, 6/15/07	4,624,575
	<b>New Skies Satellites NV, Sr. Sub. Notes</b>	
550	9.125%, 11/1/12	569,250
	<b>Paxson Communications Corp.</b>	
1,365	10.75%, 7/15/08	1,358,175
	<b>Paxson Communications Corp., Variable Rate</b>	
3,000	6.349%, 1/15/10 (7)	3,015,000
	<b>Qwest Capital Funding, Inc.</b>	
4,950	7.75%, 8/15/06	5,073,750
2,035	6.375%, 7/15/08	2,004,475
1,465	7.90%, 8/15/10	1,479,650
	<b>Qwest Communications International, Inc.</b>	
1,370	7.25%, 2/15/11	1,342,600

	<b>Qwest Communications International, Inc., Sr. Notes</b>	
\$ 9,010	7.50%, 2/15/14 (7)	\$ 8,739,700
	<b>Qwest Corp.</b>	
2,000	8.875%, 3/15/12	2,200,000
	<b>Qwest Corp., Sr. Notes</b>	
3,230	7.875%, 9/1/11	3,383,425
1,940	7.625%, 6/15/15 (7)	2,012,750
	<b>Qwest Corp., Sr. Notes, Variable Rate</b>	
1,000	6.671%, 6/15/13 (7)	1,050,000
	<b>Qwest Services Corp.</b>	
3,740	13.50%, 12/15/10	4,319,700
	<b>Rogers Wireless, Inc.</b>	
490	7.50%, 3/15/15	537,775
	<b>Rogers Wireless, Inc., Variable Rate</b>	
1,314	6.535%, 12/15/10	1,374,773
	<b>Rural Cellular Corp., Variable Rate</b>	
2,000	7.51%, 3/15/10	2,085,000
	<b>Telemig Celular SA/Amazonia Celular SA</b>	
1,755	8.75%, 1/20/09 (7)	1,827,394
	<b>UbiquiTel Operating Co., Sr. Notes</b>	
3,995	9.875%, 3/1/11	4,479,394
	<b>Western Wireless, Sr. Notes</b>	
3,290	9.25%, 7/15/13	3,767,050
		<b>\$ 96,335,066</b>
	<b>Utilities 2.3%</b>	
	<b>AES Corp., Sr. Notes</b>	
4,500	8.75%, 6/15/08	4,860,000
6,000	9.50%, 6/1/09	6,720,000
4,005	8.75%, 5/15/13 (7)	4,455,563
945	9.00%, 5/15/15 (7)	1,058,400
	<b>Calpine Corp., Sr. Notes</b>	
3,750	8.25%, 8/15/05	3,759,375
830	7.625%, 4/15/06	767,750
	<b>Mission Energy Holding Co.</b>	
3,290	13.50%, 7/15/08	3,948,000
	<b>NRG Energy, Inc., Sr. Notes</b>	
1,822	8.00%, 12/15/13	1,958,650
	<b>Orion Power Holdings, Inc., Sr. Notes</b>	
12,415	12.00%, 5/1/10	14,960,075
	<b>Reliant Energy, Inc.</b>	
1,770	9.25%, 7/15/10	1,947,000
2,800	9.50%, 7/15/13	3,129,000
		<b>\$ 47,563,813</b>
	<b>Total Corporate Bonds &amp; Notes</b>	
	<b>(identified cost \$1,002,813,099)</b>	<b>\$ 1,039,662,422</b>

**Convertible Bonds 0.3%**

Principal Amount (000 s omitted)	Security	Value
\$ 1,300	Amkor Technologies, Inc.	\$ 1,248,000
1,995	L-3 Communications Corp. (3)(7)	2,039,888
1,155	Nortel Networks Ltd.	1,084,256
2,100	XM Satellite Radio, Inc. (7)	2,002,875
	<b>Total Convertible Bonds</b> (identified cost, \$6,459,993)	<b>\$ 6,375,019</b>

**Common Stocks 0.3%**

Shares	Security	Value
1,061	Crown Castle International Corp. (8)	\$ 23,082
5,510,000	Trump Atlantic City (3)(8)	212,135
346,245	Trump Entertainment Resorts, Inc. (8)	6,547,493
	<b>Total Common Stocks</b> (identified cost, \$4,859,953)	<b>\$ 6,782,710</b>

**Convertible Preferred Stocks 0.0%**

10,058	Crown Castle International Corp., (PIK)	\$ 500,385
	<b>Total Convertible Preferred Stocks</b> (identified cost, \$480,158)	<b>\$ 500,385</b>

**Commercial Paper 0.8%**

Principal Amount	Maturity Date	Borrower	Rate	Amount
\$ 16,379,000	08/01/05	General Electric Capital Corp.	3.29	% \$ 16,379,000
		<b>Total Commercial Paper</b> (at amortized cost)		<b>\$ 16,379,000</b>

**Short-Term Investments 0.2%**

Principal Amount	Maturity Date	Borrower	Rate	Amount
\$ 4,000,000	08/01/05	Investors Bank and Trust Company Time Deposit	3.30	% \$ 4,000,000
<b>Total Short-Term Investments (at amortized cost)</b>				<b>\$ 4,000,000</b>
<b>Total Investments 149.4%</b> <b>(identified cost \$3,068,298,244)</b>				<b>\$ 3,099,684,434</b>
<b>Less Unfunded Loan Commitments (0.3)%</b>				<b>\$ (6,082,731 )</b>
<b>Net Investments 149.1%</b> <b>(identified cost \$3,062,215,513)</b>				<b>\$ 3,093,601,703</b>
<b>Other Assets, Less Liabilities (10.5)%</b>				<b>\$ (219,097,906 )</b>
<b>Auction Preferred Shares Plus Cumulative Unpaid Dividends (38.6)%</b>				<b>\$ (800,272,889 )</b>
<b>Net Assets Applicable to Common Shares 100.0%</b>				<b>\$ 2,074,230,908</b>

PIK Payment In Kind.

- (1) Senior floating-rate interests often require prepayments from excess cash flows or permit the borrower to repay at its 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, it is anticipated that the senior floating-rate interests will have an expected average life of approximately two to three years. The stated interest rate represents the weighted average interest rate of all contracts within the senior loan facility. 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 loan commitments. The Fund may enter into certain credit agreements all or a portion of which may be unfunded. The Fund is obligated to fund these commitments at the Borrower s discretion.
- (3) Security valued at fair value using methods determined in good faith by or at the direction of the Trustees.
- (4) Defaulted security.
- (5) Adjustable rate mortgage.
- (6) All or a portion of these securities were on loan at July 31, 2005.

- (7) Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be sold in transactions exempt from registration, normally to qualified institutional buyers. At July 31, 2005, the aggregate value of the securities is \$214,087,671 or 10.3% of the Fund's net assets.
- (8) Non-income producing security.

A summary of financial instruments at July 31, 2005 is as follows:

**Credit Default Swaps**

Notional Amount	Expiration Date	Description	Net Unrealized (Depreciation)
2,000,000 USD	3/20/2010	Agreement with Lehman Brothers Special Financing Inc. dated 5/18/05 whereby the Fund will receive 2.4% per year times the notional amount. The Fund makes a payment of the notional amount only upon a default event on the reference entity, a Revolving Credit Agreement issued by Inergy, L.P.	\$ (1,035 )

At July 31, 2005, the Fund had sufficient cash segregated to cover potential obligations arising from open swap contracts.

The cost and unrealized appreciation (depreciation) in value of the investments owned at July 31, 2005, as computed on a federal income tax basis, were as follows:

<b>Aggregate cost</b>	<b>\$ 3,072,216,177</b>
Gross unrealized appreciation	\$ 57,259,529
Gross unrealized depreciation	(29,791,272 )
<b>Net unrealized appreciation</b>	<b>\$ 27,468,257</b>

**Item 2. Controls and Procedures**

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

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

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**Signatures**

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

Eaton Vance Limited Duration Income Fund

By: /s/ Thomas E. Faust Jr.  
Thomas E. Faust Jr.  
President and Principal Executive Officer  
Date: September 27, 2005

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/ Thomas E. Faust Jr.  
Thomas E. Faust Jr.  
President and Principal Executive Officer  
Date: September 27, 2005  
By: /s/ James L. O Connor  
James L. O Connor  
Treasurer and Principal Financial Officer  
Date: September 27, 2005

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